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Resolutions Approved by the Health System Board on September 13, 2017:  
  • Amended and Restated Bylaws of the Clinical Staff of the Transitional Care Hospital  
  • Credentialing and Recredentialing Actions–Transitional Care Hospital – Approved September 13, 2017  
  • Amended and Restated Bylaws of the Clinical Staff of the Medical Center  
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Resolutions Approved by the Committee on The University of Virginia’s College at Wise on September 14, 2017:  
  • UVA-Wise Committee Work Plan for 2017-2018
Resolutions Approved by the Buildings and Grounds Committee on September 14, 2017:
  • Architect/Engineer Selection for Student Health and Wellness Building 10548
  • Architect/Engineer Selection for the Thornton Hall C Wing Clean Room Upgrades 10548
  • Architect/Engineer Selection for the Main Heat Plant New Boiler 10548

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  • Memorial Resolution for Phillip A. Parrish 10548

Attachments
  • Attachment A – Audit Department FY18-19 Plan
  • Attachment B – Audit Department Charter
  • Attachment C – Amended Capital Project Procurement Process
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  • Attachment E – Amended and Restated Bylaws of the Clinical Staff of the Transitional Care Hospital
  • Attachment F – Amended and Restated Bylaws of the Clinical Staff of the Medical Center
The Board of Visitors of the University of Virginia met in open session at 8:00 a.m. on Thursday, September 14, 2017, in the Board Room of the Rotunda. Frank M. Conner III, Rector, presided.

Present were Whittington W. Clement, Elizabeth M. Cranwell, Barbara J. Fried, John A. Griffin, Robert D. Hardie, Maurice A. Jones, Babur B. Lateef, M.D., John G. Macfarlane III, Tammy S. Murphy, James B. Murray Jr., James V. Reyes, Jeffrey C. Walker, Bryanna F. Miller, and Margaret F. Riley.

Absent were Robert M. Blue, Mark T. Bowles, L.D. Britt, M.D., and Thomas A. DePasquale.

Also present were Teresa A. Sullivan, Patrick D. Hogan, Thomas C. Katsouleas, Richard P. Shannon, M.D., Melody S. Bianchetto, Susan G. Harris, Donna P. Henry, Ronald R. Hutchins, Patricia M. Lampkin, W. Thomas Leback, Mark M. Luellen, David W. Martel, Debra D. Rinker, Roscoe C. Roberts, and Colette Sheehy.

Rector Conner began by thanking everyone for coming to the meeting and for all the hard work that goes into pulling together the Board meetings and materials. In particular, he thanked Bryanna Miller for her work; the many meetings and interviews that she held prior to the Board meetings. He also thanked Vice Rector Murray for his work in helping to organize the free concert for Charlottesville.

The Rector spoke briefly about the Health System Board meeting and the Vivian Pinn ceremony that took place on Wednesday afternoon. He said Vivian Pinn is truly a remarkable person who has had an amazing impact on healthcare, particularly healthcare for women. She is a graduate of UVA; she enrolled in 1967. She was the only African American in her class. She recalled her first day, looking around and not seeing anyone who looked like her. She contemplated leaving and telling her father she could not do this when two white males walked up to her and asked if she would like to be their lab partner. That started her on a path of tremendous success in healthcare. The Rector said her life demonstrates “productive progress.” She persevered, she had great success, and she came back to the University as one of its great supporters.
Rector Conner said he and President Sullivan had written statements they intended to read. He then read a statement that he said reflected his personal views and not those of the Board. The statement is reprinted here verbatim:

Previously, this University condemned the vile view of humanity that invaded Charlottesville and these Grounds on Aug. 11. It is easy to condemn the contemporary version of the abhorrent behavior for which history has sacrificed millions of lives to eradicate. The harder part is to ask, and to answer for ourselves, “How did it come to pass in the symbolic center of our University? And how are we to respond not just to its occurrence, but to its origin?

As to the first question, let me be clear. The torch-lit march down our Lawn intending to intimidate was deeply unacceptable. And we will not allow its recurrence. In good faith, members of this board and others, independent of the events of that Friday night, have reviewed our response that evening and, as we have shared with the University community, there are areas where our response could have been better.

A significant factor implicating nearly all of the tactical decisions made is the mental framework with which we approached that assemblage. We have long been a University that has welcomed and promoted the free exchange of ideas, regardless of their repugnancy, as a basic tenet of a free society. And we have policed numerous demonstrations, marches and forums with that mindset and, perhaps naively, with trust that that mindset was shared by those demonstrating.

But this march was different, and the country and other communities and universities took note. What we witnessed was far more than a march protected by the First Amendment, but rather one that weaponized the First Amendment with the intent to intimidate and terrorize our community and our values. Across the nation, universities are dealing with the role of the First Amendment on campus. As a result of recent events, we have lost our innocence and are in a different place today. We were not sufficiently nimble in adjusting to this reality on Aug. 11, but we have taken stock of the judgments made then and the policies guiding our response that night.

Let me also be clear with respect to another issue regarding safety. We as a University have as our highest priority the safety of all in our community. I heard it in the voice of our president when she called at midnight that Friday evening to share with me what had transpired. I learned it from our dean of students, Allen Groves, as he recounted his experience surrounded by the terrorists at the Jefferson statue, protecting and standing with our students and others who in turn were courageously protecting our values. I saw it in the tired faces of the first responders and our staff on that Sunday afternoon at our emergency management center as they coordinated our response efforts. And
we all are aware of the remarkable effort made by our medical professionals to care for the injured. So while there is deserved criticism, there is also deserved respect and appreciation for the dedication and courage of the many in our community who make creating a safe environment their life’s purpose.

To the second question of how we respond not just to the occurrence of abhorrent behavior, but to its origin: What has become known, as both a lament and a call to arms, as “Charlottesville” lays bare once again the intractable challenges that our society faces with respect to racial reconciliation, social justice and economic opportunity. Will we listen this time? Will we dialogue civilly with one another to achieve progress? Will we act? I would hope that we follow the admonition offered recently in the Wall Street Journal by James Baker and Andrew Young:

“The country faces a stark choice. Its citizens can continue screaming at each other, sometimes over largely symbolic issues. Or they can again do what the citizens of this country have done best in the past – work together on the real problems that confront everyone.”

At this University, we choose to work together. And you will hear from our president and the chair of the Deans’ Working Group as to how we will proceed in bringing new urgency to our previously defined mission for our third century.

There are some who believe that the history of this University is a barrier to achieving real change. That the legacy of Thomas Jefferson is one of racism and not equality. It is impossible to reconcile Jefferson’s words with his deeds. That the author of the religious freedom statute in Virginia and the fundamental aspiration of our democracy that “all men are created equal” could also enslave his fellow human beings rightfully leads to cynicism and rejection of his moral standing. Thomas Jefferson, like many, was flawed in many of his personal affairs. He embodied the flaws of the origin of this country. Reflect on the Constitution, principally crafted by James Madison, which denied any participation in the political process to women and valued the life of an African-American at 3/5’s of the value of others. And yet, it was ratified by all 13 original states before the Bill of Rights and 17 other subsequent amendments were enacted to begin to address the sins of this revolutionary experiment in democracy.

The genius of Jefferson and Madison and the other founders is that they began a journey for future generations to determine the concept of equality without restricting its scope, and created a government wary of the flaws of humanity that allowed for a dynamic process to address the original deficiencies. And they did so in a political process that created a nation with a revolutionary governance system that is monumental in its achievement. We
will not turn our back on this history, but we are keenly aware of its shortcomings and have learned and will continue to learn as we move forward.

As Alexis de Tocqueville, the 19th-century French diplomat, wrote in "Democracy in America," the “greatness of America lies not in it being more enlightened than any other nation, but rather in her ability to repair her faults.”

We embrace the entirety of our history – all of the good and, yes, all of the ill. Our history as a university is inextricably woven into the history of this country. No other university has had three former presidents lay its cornerstone, two of whom were the intellectual inspiration and principal authors of contemporary democratic principles. Our history is bound up with that of this nation’s founding, the Civil War, and the system of Jim Crow that followed. It is equally bound up with the great transformations of the mid-20th century that renewed the nation’s democratic promise and opened up its universities through the GI Bill, desegregation, and co-education. We reflect, for better and for worse, the great accomplishments and the great failures of this nation.

Despite the nation’s progress, fundamental faults remain. If we really want to improve the history of our past, we must improve the history of our future by continuing to acknowledge and repair our faults and bending the arc of history to provide real justice and equality for all. In the eloquent words of Maya Angelou, “[H]istory, despite its wrenching pain, cannot be unlived, but if faced with courage, need not be lived again.”

A critical first component of repairing our faults is ensuring the completeness of our history. What President Sullivan has been leading over her tenure through the President's Commission on Slavery and the University is an effort to do just that – to recognize the contributions of those who previously were not recognized, and to honor in our community the contributions of those such as Gibbons, Martin, Foster, Willis and the enslaved laborers. In doing so, we enrich ourselves and create a more united community that reflects all of its participants. Similarly, we will address those symbols on our Grounds that undermine our community in a manner that is holistic, thoughtful and inclusive and calls upon the expertise of thought leaders in the relevant disciplines.

The hate demonstrated on Aug. 11 and 12 awakened the country to the continuing issues of our time. Let us not squander the energy that now exists. As Elie Wiesel once stated, “[T]he opposite of love is not hate, it’s indifference.” We cannot afford an approach of indifference. Otherwise, future generations will judge us as we judge prior generations.

So I ask each person in this community – each student, each faculty member, each staff member, each administrator and each member of this board: How will you improve the history of our future?
President Sullivan’s statement (reprinted verbatim) is as follows:

I want to begin by thanking the Rector for his words, and I want to echo one of his comments:

Safety is our top priority, as a University and as a community, and it’s my top priority as president. The torch-lit march on our Lawn on August 11 was something darker and more depraved, disguised as a protest march; it was an attack — an attack on our values; an attack on our University; and ultimately an attack on our people.

The work before us now is to learn from what happened and to defend our values, our University, and our people from any such future attacks.

Let me be clear: At the University of Virginia, we denounce white supremacy, anti-Semitism, and every other form of bias and hate that the August 11 marchers brought to our Grounds, no matter which group espouses them.

Those beliefs belong in the “ash heap of history.” Diversity and inclusion make us a stronger nation and a stronger University.

Today we speak as a unified and diverse community to denounce those who would seek to divide us, but we know that words alone are not enough. We are committed to taking the measures necessary to prevent any similar attack from happening here again.

This week, the Working Group chaired by Law Dean Risa Goluboff issued its report assessing the events of August 11, with suggestions for how the University could have improved its response. You will hear from Risa tomorrow.

The report acknowledges the things we did right, such as increasing the number of UVA police on duty on the night of August 11 and working with our state and local partners to coordinate resources. It does not mention, but I wish to acknowledge, the mobilization of our hospital and Health System to handle a mass-casualty incident on the next day.

The report also makes several recommendations. During this board meeting, we are asking you for action on several related issues. They include:

- our “open burn and open flame” policy;
- the classification of the Academical Village as a facility, to allow for increased regulation of weapons and explosives;
• consideration of how we memorialize our history;
• support for the concert scheduled for Sept. 24 at Scott Stadium;
• a new scholarship program for underrepresented students in Engineering;
• and plans to memorialize Heather Heyer, the woman who was killed when a car crashed into a crowd of people who had gathered to oppose the “Unite the Right” rally.

Parenthetically, I also want to note that yesterday, we celebrated the naming of Pinn Hall for a distinguished African-American alumna and physician.

Prior to the Working Group’s report, we had already taken immediate steps to make UVA safer. These have included:

• Expanding police coverage across Grounds;
• Extending the Ambassadors program to provide on-Grounds coverage, including the Lawn and residential areas;
• Hiring Margolis Healy & Associates to conduct a comprehensive review of our safety and security infrastructure, policies and tools;
• Hiring MSA Security to provide a security-risk assessment for large events such as athletic events, the concert for Charlottesville and the Bicentennial Launch Weekend; and
• Conducting three separate “hot-washes” of the events of August 11 to evaluate our performance.

We will be taking more steps in the days ahead to create a safer, and more equitable and inclusive University community.

As we continue working toward greater diversity and inclusion, we must also continue to uphold the principles of the First Amendment, as the rector mentioned. We must continue to foster free speech, open discourse and the clash of ideas. Any restriction on free expression is incompatible with the values of higher education and our University’s commitment to the freedom of the human mind.

These two commitments — to free speech, and to inclusion — sometimes come into conflict with each other, but we cannot sacrifice one to preserve the other. We must uphold both, because both are essential to the excellence we seek.

What we absolutely cannot do, however, is allow the practice of free expression to cross the line into intimidation and violence and all-out attack on UVA and its people, as it did on August 11. We must and will take all necessary steps to prevent that escalation.
For decades, peaceful protests and demonstrations have played out on college and university campuses across the country. As bastions of free speech, universities have been natural gathering points for such expressions of the First Amendment. Those generally peaceful protests are the type of event that universities have prepared for.

August 11 marked a new day for UVA, and for universities across the country, and this new day will require a shift in our mental framework. In our policies and planning, we need to prepare for situations in which demonstrations spill over into intimidation and intentional violence. Our policies need to help us prevent such spill-over, and our planning needs to prepare us to act when such spill-over threatens to happen.

We will protect the Constitutional principles of free speech, because free expression is a core value of higher education. But we will vigorously protect our people, our University and our values when they are threatened by attack.

Last Friday, at the request of Congressman Bobby Scott, I spoke before the minority members of the House Committee on Education and the Workforce in Washington. The committee held a forum on “Affirmative Action, Inclusion and Racial Climate on America’s Campuses” — an issue that’s central to our discussion this morning.

I spoke about our efforts to build inclusion at UVA, including the work of the President’s Commission on Slavery and the University. I’m pleased that the commission has accomplished so much in a relatively short time. We have:

- Established a nationwide consortium named “Universities Studying Slavery,” which includes 25 institutions that are working together on research and commemoration.
- Created the Cornerstone Summer Institute, a camp for high school students who are interested in learning about slavery and its legacies at UVA and in the region.
- As part of the Bicentennial commemoration, we will present a symposium titled “Universities, Slavery, Public Memory & the Built Landscape,” which follows another symposium we held here last year titled “Universities Confronting the Legacy of Slavery.”
- Thanks to board approval at your last meeting, we are moving forward with plans for the new Memorial for Enslaved Workers at UVA.
- We named Gibbons House and Skipwith Hall.

While the Commission on Slavery continues its work, we need to address other troublesome aspects of UVA’s history. For example, we know that in 1921 President Alderman received a pledge of $1,000 from the KKK. We have a newspaper account in which he acknowledged the pledge, but no evidence that the pledge was ever paid. The KKK began to wither as an
organization by mid-decade, so it's possible that they never fulfilled that pledge.

But we're going to acknowledge the pledge, and we're going do so in a way that would be as disagreeable as possible for any remnants of the KKK who may be watching.

That $1,000 pledge, if inflated to today's dollars, would be worth about $12,400. With that number in mind, I have allocated $12,500 from private sources to the “Charlottesville Patient Support Fund,” which is managed by the UVA Health Foundation, to pay medical expenses for people who were injured during the violence in August. Any leftover funds will support care for other members of our community.

In other words, we are allocating that century-old pledge from white supremacists to heal the wounds inflicted by the dying vestiges of white supremacy that struck Charlottesville last month. I hope any remaining members of the KKK will appreciate the irony.

We will continue to see issues arise on our Grounds. On Tuesday night, some community members and students held a protest at the Thomas Jefferson statue by the Rotunda, and several protestors covered the Jefferson statue in a black shroud. Although I recognize the rights of those protesters to express their opinions, I strongly disagree with their act of covering the Jefferson statue.

The history of the Jefferson statue helps to explain why I disagree with the shrouding. The statue was designed by a Jewish sculptor named Moses Ezekiel. Ezekiel was born in 1844 in Richmond and faced anti-Semitism through much of his life. He built into the sculpture a tribute to Jefferson's contribution to religious freedom. The names of deities — God, Jehovah, Allah and others — are carved into a tablet held by a figure on the statue that symbolizes religious freedom.

Ezekiel explained that he carved the deity names to show that “under our government, they ... are all God and have ... equal right and protection of our just laws as Americans.”

This reminds us that, in spite of our founder’s faults, he made monumental contributions to religious freedom and other kinds of freedom, and we risk losing sight of those contributions if we shroud him in darkness because of his shortcomings.

This part of the Jefferson statue story holds special relevance because the white supremacists who marched on the statue on August 11 shouted anti-
Semitic slurs, and because unknown others put up anti-Muslim signs on our Grounds on the day of the statue shrouding.

Thomas Jefferson was imperfect, but he also contributed to the religious and other freedoms that we uphold against those who would seek to divide us.

The events of the last several weeks have put UVA and Charlottesville in the national spotlight — once again. This attention is not coincidental. What happens at UVA matters because UVA matters. Because of our unique history among American universities; because of our elevated position among the best universities in the country; because of the excellence of our teaching, research, and scholarship — for all these reasons, all eyes are upon us, watching what happens here and how we respond.

Our obligation now is to use this moment of focus and attention to provide leadership, once again. And working together, that’s what we will do.”

Resolution for Additions to the Agenda

The Rector said there would be several resolutions presented for the first time at the meetings. Therefore, in accordance with the Manual of the Board of Visitors, the Board must approve the addition of these items to the agenda.

On motion, the Board adopted the following resolution approving the consideration of addenda to the published agenda.

RESOLUTION TO APPROVE ADDITIONAL AGENDA ITEMS

RESOLVED, the Board of Visitors approves the consideration of addenda to the published Agenda.

Following the vote on the resolution, Rector Conner recessed the full Board meeting until 10:15 a.m. Friday morning. Committees of the Board met for the remainder of the day, followed by a dinner in the Rotunda Dome Room honoring Visitors Emeritus who left the Board on June 30.

Closed Session, Friday, September 15, 2017

At 10:15 a.m., after adopting the following motion, the voting members present, Mr. Conner, Mr. Murray, Mr. Blue, Mr. Bowles, Mr. Clement, Ms. Cranwell, Ms. Fried, Mr. Griffin, Mr. Hardie, Mr. Jones, Dr. Lateef, Mr. Macfarlane, Ms. Murphy, Mr. Reyes, Mr. Walker, Ms.
Miller, Ms. Riley; and Susan G. Harris, Roscoe Roberts, and Cynthia Bailey (Attorney General’s Office) met in closed session.

Absent were Dr. Britt and Mr. DePasquale.

“I move that the Board of Visitors go into closed session to:

(i) discuss and consider appointment, promotion, performance, salaries, resignations, and retirements of specific faculty and administrators, and to discuss and consider a recommendation from the Special Committee on the Nomination of a President of a candidate for the position of president. The relevant exemption is Section 2.2-3711(A)(1) of the Code of Virginia.”

(ii) consult with legal counsel regarding specific legal matters requiring the provision of legal advice by such counsel; specifically, to consult with legal counsel regarding legal matters relating to appointing a president. The relevant exemption is Section 2.2-3711(A)(8) of the Code of Virginia.”

At 10:50 a.m., the Board resumed in open session, and, on motion, adopted the following resolution certifying that the deliberations in closed session had been conducted in accordance with the exemptions permitted by the Virginia Freedom of Information Act. Ms. Harris called the roll, and the following members voted in the affirmative: Mr. Conner, Mr. Murray, Mr. Blue, Mr. Bowles, Mr. Clement, Ms. Cranwell, Ms. Fried, Mr. Griffin, Mr. Hardie, Mr. Jones, Dr. Lateef, Mr. Macfarlane, Ms. Murphy, Mr. Reyes, Mr. Walker, Ms. Miller, and Ms. Riley. There were no votes in the negative.

“That we vote on and record our certification that, to the best of each Board member's knowledge, only public business matters lawfully exempted from open meeting requirements and which were identified in the motion authorizing the closed session, were heard, discussed or considered in closed session.”

In open session, the voting members present elected Mr. James E. Ryan as the ninth president of the University of Virginia by unanimous voice vote.

ELECTION OF THE NINTH PRESIDENT OF THE UNIVERSITY OF VIRGINIA

RESOLVED, the Board of Visitors elects Mr. James E. Ryan as the ninth president of the University of Virginia, effective October 1, 2018, for a term of six years and ten months; and

RESOLVED FURTHER, the Rector, in consultation with the Office of the Attorney General, is authorized to negotiate and execute an employment agreement with Mr. Ryan consistent with law, established University policies, and the terms discussed in closed session with the Board of Visitors.
At 11:00 a.m., the Board of Visitors met on the portico of the Rotunda to introduce the president-elect, Mr. Ryan. Rector Conner and Rector Emeritus William H. Goodwin Jr. introduced Mr. Ryan. Mr. Ryan provided remarks. Along with the Board of Visitors, the members of the Special Committee on the Nomination of a President were present, as well as deans, vice presidents, all of the living presidents of the University, and many faculty, staff, and students.

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**Strategic Investment Fund Annual Report, Friday, September 15, 2017**

Following lunch, the Board of Visitors reconvened in open session at 1:30 p.m. in the Board Room of the Rotunda. Frank M. Conner III, Rector, presided.

Present were James B. Murray Jr., Robert M. Blue, Mark T. Bowles, Whittington W. Clement, Elizabeth M. Cranwell, Thomas A. DePasquale, Barbara J. Fried, John A. Griffin, Robert D. Hardie, Maurice A. Jones, Babur B. Lateef, M.D., John G. Macfarlane III, James V. Reyes, Jeffrey C. Walker, Bryanna F. Miller, and Margaret F. Riley.

Absent was L.D. Britt, M.D.

Also present were Teresa A. Sullivan, Patrick D. Hogan, Thomas C. Katsouleas, Richard P. Shannon, M.D., Melody S. Bianchetto, Susan G. Harris, Patricia M. Lampkin, W. Thomas Leback, Mark M. Luellen, Roscoe C. Roberts, Colette Sheehy, and Farnaz F. Thompson.

President Sullivan spoke about a matching program for Bicentennial professorships similar to the one for scholarships. She said this will help in recruiting faculty.

Mr. Hogan reviewed the first year of performance of the Strategic Investment Fund (SIF). He referred to the annual report provided to every member of the Board. He gave an overview of the material in the annual report, which includes summaries of each grant.

Dr. Shannon gave an update on the type 1 diabetes research project. The project will be genotyping all children in Virginia in partnership with the National Institutes of Health. The first cohort has been collected. They have also established consultative services to practices in this area. He showed a video of a child with type 1 diabetes who has benefited from participating in the continuous glucose monitoring/artificial pancreas trials. The artificial pancreas monitors glucose levels and automatically adjusts to keep the patient from having extreme highs and lows.

Professor John Lach spoke about the cyber physical systems project in the Engineering School. Smart energy and smart phones are part of this industry. Cyber physical systems sit at the intersection of these emerging applications. They are using these technologies with dementia patients to monitor agitation, which will provide caregivers with more tools to address agitation triggers. The Link Lab is the physical space, which will be comprised of 17 faculty from five different departments in a very open environment to stimulate transdisciplinary conversations. They are in the process of building the lab, and it should be
open by January. He spoke about PsiKick, a faculty spin-off that designs very low power circuits, which will have a huge impact on the environment.

Professor John Lach said students are critical to the research, and push many ideas forward. The cluster hires and other recent initiatives are about the University reinventing itself to move forward in these areas, with the intention of having a significant impact on society. He said there is a real sense that with the SIF, UVA can compete with the top institutions in the nation.

Following the Strategic Investment Fund presentation, the Board continued its meeting, sitting as the full Board.

Presenters were Eric M. Baumgartner, Risa L. Goluboff, Michael Phillips, Maggie Stein, and Alfred Weaver.

The Rector welcomed the recently appointed members of the Board and called on Mr. Murray to lead the Pledge of Allegiance.

Minutes of the June 8-9, 2017 Meeting of the Board of Visitors and the August 4-5, 2017 BOV Retreat

On motion, the Minutes of the Board meetings held on June 8-9, 2017 and August 4-5, 2017 were approved.

Remarks by the Rector and the President

The President said the march on August 11 at the University was not something that was well signaled to the University police. One of the police officers was injured, who is now off the force for several weeks because he was seeking to make an arrest at the event.

Ms. Sullivan described the events of August 12 as “horrific”, and mentioned the killing of Heather Heyer by a car driven into a crowd of pedestrians. She said several donors have stepped forward to pledge funds for a scholarship in Ms. Heyer’s name; the amount is sufficient to qualify for one-to-one matching from the Bicentennial Scholars Fund.

She described actions taken in response to the events of August 11 and 12. The police and others who work in Emergency Operations have had three “hot washes” to talk about what happened, and she asked Dean of the School of Law Risa Goluboff to chair a working group (the Deans Working Group) which is comprised of deans and others, including Craig Littlepage, Athletics Director; Bryanna Miller, student representative to the Board of Visitors; and Alf Weaver, chair of the Faculty Senate. Even before the working group was established, the University had already decided to revise the existing open flame policy, and it was changed this week by the University Policy Committee. President Sullivan said the University seeks to raise the policy to a state regulation, which has the force of state law. It takes at least a month after the resolution is approved by the Board of Visitors to achieve state regulation status because it must be posted publicly for a month for public comment.
The second resolution is Recognition of the University Academical Village as a Facility. The buildings are already considered a facility, but what is not included is the enclosed lawn between them. By recognizing it as a facility, it is then entitled to certain protections.

Upon motion, the following resolutions were approved:

**INTENT TO ADOPT UNIVERSITY REGULATION ON OPEN BURN AND OPEN FLAME OPERATIONS AT THE UNIVERSITY OF VIRGINIA**

WHEREAS, the University strives to protect life and property by reducing the risks posed to University buildings, property, and occupants from the use and operation of an open burn and open flame; and

WHEREAS, no person should kindle or maintain or authorize to be kindled or maintained any Open Burning unless it is: (1) approved by the Office of Environmental Health and Safety (EHS) or the University of Virginia Medical Center Fire Protection Inspector’s Office, as appropriate; and (2) conducted in accordance with the Virginia Statewide Fire Prevention Code, Statewide burning laws, and applicable local City and County codes and regulations; and

WHEREAS, no person should use an Open Flame or Open Flame Device unless it is: (1) approved by EHS or the UVA Medical Center Fire Protection Inspector’s Office as appropriate; (2) conducted in accordance with applicable University or Medical Center procedures; and (3) conducted in accordance with the Virginia Statewide Fire Prevention Code; and

WHEREAS, no person should use an Open Flame or Open Flame Device in any place where flammable, combustible, or explosive material is utilized or stored; and

WHEREAS, no Open Burn or Open Flame Device should be used or operated in any University Facility or on University Property unless operated and managed in accordance with appropriate policies and safety protocols; and

WHEREAS, the University first approved University Policy SEC-032: Open Burn and Open Flame Operations at the University of Virginia on January 18, 2013, and adopted revisions to the University Policy on September 13, 2017, prohibiting these activities and providing a process for seeking permission to conduct such activities in appropriate circumstances;

RESOLVED, the Board of Visitors directs and authorizes the Executive Vice President and Chief Operating Officer to take such necessary action to prepare the University Policy SEC-032: Open Burn and Open Flame Operations at the University of Virginia for approval as a University Regulation, for publication in the Virginia Register, and for later publication in the Virginia Administrative Code.
RECOGNITION OF ACADEMICAL VILLAGE AS UNIVERSITY FACILITY

WHEREAS, the Academical Village – defined as that property bounded by the Rotunda to the north, Hospital Drive to the east, McCormick Road to the west, and, for purposes of this Resolution, as including the South Lawn/Homer Flat to the south (thereby including the Rotunda, Lawn and Range rooms, hotels, gardens and pavilions) makes up Thomas Jefferson’s original plan for the University, envisioned as a school with students and professors living together in a holistic learning environment; and

WHEREAS, as the physical and spiritual core of this institution, the Academical Village remains integral to the University’s mission as it prepares to enter its third century; and

WHEREAS, befitting its importance to the Commonwealth, the nation, and the world, the Academical Village has been recognized in the Virginia State Register of Historic Places and National Register of Historic Places and has been designated a UNESCO World Heritage site; and

WHEREAS, the University has long been a thoughtful and careful steward of the Academical Village; and

WHEREAS, University Policy SEC-030 and University Regulations (8 Virginia Administrative Code 85-20) prohibit the possession, storage, or use of any weapon, firework or other explosive, or any lethal combustible chemical or combination of chemicals, by the general public or visitors, except by a law-enforcement officer, on university property in academic, administrative, athletic, entertainment, or student residence buildings, child care or dining facilities, or the University Medical Center, or while attending sporting, entertainment, or educational activities;

RESOLVED, in recognition of the Academical Village’s critical importance and consistent with its multi-purpose residential, academic, and administrative use, the Board of Visitors declares its intent that the Academical Village be recognized formally as a University facility encompassing a controlled outdoor area, subject to University policy and regulation; and

RESOLVED FURTHER, the Board directs and authorizes the Executive Vice President and Chief Operating Officer to propose appropriate policies and regulations including the Academical Village as a University facility within the scope of the University’s policies and regulations.

President Sullivan asked Dean Goluboff to speak about the Deans Working Group efforts.

Dean Goluboff said the Deans Working Group is important for her to undertake now because Charlottesville is her home and the University has been her intellectual and professional community for the past 15 years; she has a personal stake in the endeavor.
Dean Goluboff pointed out that her life’s work is as a civil rights historian and legal scholar, and from that vantage point, she hoped that when the story of the long march of civil rights is told, the white supremacist, neo-Nazi, and Klan violence and intimidation in Charlottesville will be seen as a late and ultimately futile reaction to the successes of the freedom struggles of the last 50 years. Those successes are far from complete. August 11-12 was a violent and disturbing reminder that progress is all too often accompanied by reaction.

She was struck at a Law School panel referencing the white supremacists and Neo-Nazis as “unpopular minorities,” because in the 1950s and 1960s, civil rights activists were the unpopular minorities and the white supremacists the majority. She is gratified to think that has flipped, and even a politically fractured Congress can unanimously denounce white supremacy. Massive change can happen, but it does not always happen for the better, so that is why the nation has to respond to this threat.

She and many others have felt a cascade of emotions over the last month including heartbreak, revulsion, sadness, grief, fear, anger, and vulnerability, but most of all, resolve to make the world, our city, our University a more just, equal, and inclusive place.

The Working Group’s mission is to assist the University community in both recovering from and responding to the threatening and violent white supremacists who invaded the Grounds and Charlottesville this summer. The group has taken that charge seriously, meeting weekly for the past four weeks, with frequent emails. They have also been reaching out to members of the University community, meeting one-on-one as well as in larger groups, with the faculty senate, diversity officers, student groups, and there is more dialogue to come.

Their charge has three parts:

1. Respond to the events and ensure the future safety and security of our community, as well as the implications of those events;

2. Examine and continue to improve the culture, climate, and environment; and

3. Work on long-term development of, and investments in, the research and teaching mission in areas related to the events of the summer.

Dean Goluboff expanded on the three parts of the charge. With regard to charge number one, a No Trespass Order has been issued to one marcher and the University Police Department is investigating others.

She reviewed three main foci in changing University policy:

1. Designating the lawn a Facility;

2. Police enforcement of the open flame policy and elevating that policy to a regulation; and
3. Considering time, place, and manner policies that would simultaneously protect robust nonviolent free speech on Grounds and better equip law enforcement officers with the tools they need to respond to violence and intimidation. She has asked First Amendment experts on the Law School faculty to offer some constitutional policy options.

The second part of the charge is longer term and vitally important: to lead by example of introspection and self-examination about the University’s climate, culture, and environment. As much as it is a university’s place to challenge students, faculty, and staff intellectually, we want to nourish them personally. Toward that end, the Deans Working Group took its first two steps toward recommitting themselves to that aspiration by authorizing a pan-university climate survey to identify how the University can be an ever more welcoming, diverse, inclusive, and equitable community, including encouraging recruiting and retaining the very best and diverse students, faculty, and staff; and authorizing the creation of an advisory committee on how the University understands and commemorates its past, to supplement work of the President’s Commission on Slavery and another university committee that has been convened on naming.

She remarked that the University faculty have expertise to draw on as we think about our history, including historians and architects - those who spend their scholarly lives thinking about memory, narrative, and space. We will look to them for principles that will provide a path to best remember and recognize the University’s history while fostering contemporary values and future aspirations and celebrating our highest ideals.

The third part of the Working Group’s mission is identifying how the University can emerge from the events of August 11-12 a better university. We do that by exploring the issues that surround those events: race, religion, ethnicity and nationality, gender and sexuality, pluralism and tolerance, politics and civic engagement, social justice and economic opportunity, and speech and violence. We have to ask new questions, and three new questions come to the fore:

1. How should we think about this rise in violent, armed, brazen white supremacy? How does it fit into larger historical, demographic, economic, and political trends? Where will it lead us?

2. How should we think about the relationship between the First Amendment and the Second Amendment? What should be the relationship between bearing arms and speaking? How do we as a diverse community in so many ways have true dialogue across our differences?

3. How do we escape the recent, completely false dichotomy between freedom of speech on the one hand and freedom from offense on the other? The University of Virginia is better situated than any other institution to begin to answer that question. We can and should be a model of dialogue across difference and free speech within a community of respect and empathy.
The University Press is planning to publish essays from expert faculty reflecting on the events and their implications, and the Provost’s Office is providing a $100,000 flash fund for programs and events to continue the conversation for the near future. Schools are already responding through Strategic Investment Fund proposals.

Finally, she identified two existing initiatives that the Board can invest in immediately to enable important work already underway: the Carter G. Woodson Institute for African-American and African Studies and the Democracy Initiative, which is an overall project on the history, philosophy, and principles of democracy and exploring a variety of fundamental challenges to democratic societies around the world. She said these are only first steps and many more would be coming.

Mr. Conner thanked Dean Goluboff and remarked on the difficulty of one internal group assessing the actions of another. He asked that a proposal for increased funding for the Carter Woodson Institute be developed before the Board’s meeting in December and he said he supports the Democracy Initiative, but we should take into account other initiatives to avoid duplicating effort.

Mr. Conner then reviewed the history of two tablets on the Rotunda memorializing those students and alumni who died in service to the Confederacy. The tablets were installed following approval by the Board of Visitors in 1903, authorizing their placement in a suitable location on Grounds, but not specifying the Rotunda. He said the tablets represent an incomplete recordation of the history of the University involvement in the Civil War because there were students, alumni, and faculty who fought for the Union. He proposed that we should be thinking about how we wish to position the University for its third century. The University needs great leadership, financial resources, and the talent of faculty and students, and he asked if the tablets further this goal because they are offensive to some in our community. Great ideas are necessary, and along with great ideas we need moral authority. The tablets are a powerful symbol that is anathema to acquiring the moral authority that says we take the action to back up our words. Some have told him not to take down the tablets, but the University can determine the tablets are not in a suitable location, take them down, and at the same time memorialize the call to duty along with everyone else who was impacted by the Civil War.

Following extensive discussion among members of the Board, the following resolution was approved unanimously:

**RESOLUTION WITH RESPECT TO CIVIL WAR TABLETS**

WHEREAS, the Rotunda’s façade has bronze tablets commemorating those students and alumni who fought and died in the service of the United States in World War I, World War II, the Korean War, the Vietnam War, and in the Iraq War; and

WHEREAS, the earliest of those tablets commemorates the students and alumni who died in service to the Confederacy during the Civil War. These tablets were erected following a meeting of the Board of Visitors on November 10, 1903, where, upon the recommendation
of the Faculty, the Board of Visitors authorized the Ladies’ Confederate Association to erect
“at some suitable place at the University, to be approved by the Chairman of the Faculty,
Chairman of the Executive Committee & the Proctor, a bronze tablet bearing the names of the
Alumni and Students of this Institution who died in the service of the Confederacy”; and

WHEREAS, the location chosen for erecting two tablets honoring the deceased
Confederate soldiers was either side of the door of the Rotunda facing the Lawn, where they
are now located; and

WHEREAS, in recent years the University has undertaken a substantial effort to
expand the known history of the University and to recognize all persons including enslaved
workers who helped build and maintain the University; and

WHEREAS, the University’s Nau Center on Civil War History is conducting research on
those affiliated with the University who fought on behalf of the United States in the Civil War,
and they have catalogued the names of more than fifty University students and alumni, and
one faculty member, who served in the Union Army or Navy during the Civil War and who are
not recognized in any way on Grounds; and

WHEREAS, the tablets on the Rotunda do not recognize or reflect the complete history
of the University related to the Civil War;

RESOLVED, consistent with the original resolution authorizing the tablets honoring
the deceased Confederate soldiers to be erected “at some suitable place at the University”, the
Board of Visitors finds that the Rotunda is no longer a suitable place for the tablets in their
current form; and

RESOLVED FURTHER, the Board supports relocating the current Civil War tablets to a
more suitable location at the University where they may be preserved as artifacts of the era
in which they were erected, and utilized to provide context to the history of the University;
and

RESOLVED FURTHER, the Board encourages the Deans Working Group, led by Dean
Goluboff, to consider the appropriateness of memorializing all who participated in the Civil
War in a tablet on the Rotunda or in other ways that tell the University's history more fully.

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Mr. Macfarlane said Dr. Shannon gave the first gift to the Memorial for Enslaved
Laborers, and he thanked him for the gift.

President’s Report

The President gave an overview of the Bicentennial Launch Weekend, which is
scheduled for October 5 to 7, 2017. She said this is going to be a big weekend in
Charlottesville, but the Bicentennial Celebration will extend far beyond the Grounds.
Festivities will take place in UVA Clubs in cities across the country and around the world. Clubs as nearby as Richmond and Washington D.C., and as far away as India and Shanghai, are planning bicentennial celebrations in October and November.

The Launch Weekend is just the beginning of the programming for the Bicentennial Commemoration. Later in October, the University will host a symposium titled Universities, Slavery, Public Memory, & the Built Landscape. The symposium will consider the history, preservation, and memorialization of sites of enslavement, and highlight the work of universities that have begun to grapple with their own histories, including UVA. In November, the University will host the Women's Global Leadership Forum, bringing together 200 women from the University and around the world to discuss the role of women in 21st century democracy. The forum will focus on topics such as education and health; economic access and innovation; and equality and political empowerment.

President Sullivan said she was very grateful to the members of the Bicentennial Commission, chaired by Tom Farrell and Dr. Bobby Battle, as well as the Commission's steering committee. A great deal of hard work has gone into planning this celebration, and she believes everyone will be impressed with the results next month.

She said the Bicentennial reminds us that the University has thrived for 200 years largely because of its commitment to student learning and an excellent student experience. With that in mind, the President gave each Visitor a UVA Dining gift card that will allow them to eat with students in the dining halls.

Comments by the Student Representative to the Board

Ms. Bryanna Miller provided a “laundry list” of student activities on Grounds, and a preview of items she will bring to the Board in December, which include a substance abuse and alcohol awareness initiative, a student dining advisory committee in partnership with Aramark, and developing a connection with the students at the College at Wise through exchanges of students, faculty, and staff. The fourth initiative is to get more involved in the admissions process. She said she was grateful that the Board passed a resolution to remove the tablets memorializing Confederate soldiers—the Board has shown a great deal of moral courage. Students came together in the vigil after the events of August 11 and 12, and there have been other events and actions to process those events, culminating in the upcoming concert in Scott Stadium. She said in the future she will be asking the Board to consider some context around the Jefferson statue in front of the Rotunda—not to take it down, but to educate people about Mr. Jefferson’s life and views.

Comments by the Faculty Senate Chair

Mr. Alf Weaver spoke about the impact of the events of August 11 and 12 on faculty. A Senate meeting included President Sullivan and Dean Goluboff as well as a number of senators talking about next steps. He reviewed the work of each of the Senate committees.
In response to a discussion in June about a dearth of computer science classes, he explained that his department continues to make strides toward the goal of providing computer science classes to all who want to take them. He said by adding new lectures and new lab courses, the wait list was cleared for this fall, with 809 students enrolled in these courses.

Comments by the Staff Senate Co-Chairs

Mr. Michael Phillips, current co-chair of the Staff Senate, and Ms. Maggie Stein, one of the past co-chairs, gave some background information on what the Staff Senate does for the University. The Staff Senate was formed in 2014 by merging three separate employee councils and consists of 80 members, elected by colleagues in 24 major budgeting units, and represent over 5,000 staff members. Their mission is threefold: 1) to serve as a representative voice for staff in matters relating to the University; 2) to support staff members in the realization of their full potential at the University; and 3) to advance University excellence through their efforts.

They reinforced to the Board that staff assist the Board and the administration in implementing the mission and values of the University. They offered to serve on any committees in which the Board needs staff input. They invited the Board members to attend any of their staff meetings or any executive committee meetings.

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On motion, the following resolutions were approved unanimously by voice vote:

ELECTION OF THE EXECUTIVE COMMITTEE FOR 2017-2018

RESOLVED, in addition to the Rector and the Vice Rector, L.D. Britt, M.D., Whittington W. Clement, Barbara J. Fried, John A. Griffin, and Babur B. Lateef, M.D., are elected to the Executive Committee for the 2017-2018 year. John G. Macfarlane III is also elected as an advisor.

SETTING THE DATE OF THE 2018 ANNUAL MEETING OF THE BOARD

RESOLVED, the first meeting of the Board of Visitors in the fall of 2018 shall be designated the 2018 Annual Meeting of the Board.

SETTING THE DATES OF THE 2020 AND 2021 BOARD MEETINGS

RESOLVED, the following dates for the 2020 and 2021 Board meetings are approved:

2020 BOARD MEETING DATES

- Wednesday, Thursday, and Friday - March 4, 5, and 6, 2020
- Wednesday, Thursday, and Friday - June 3, 4, and 5, 2020
• Wednesday, Thursday, and Friday - September 9, 10, and 11, 2020
• Wednesday, Thursday, and Friday - December 2, 3, and 4, 2020
• Retreat date for 2020 to be determined

2021 BOARD MEETING DATES
• Wednesday, Thursday, and Friday - March 3, 4, and 5, 2021
• Wednesday, Thursday, and Friday - June 2, 3, and 4, 2021
• Wednesday, Thursday, and Friday - September 8, 9, and 10, 2021
• Wednesday, Thursday, and Friday - December 1, 2, and 3, 2021
• Retreat date for 2021 to be determined

RESOLUTION FOR EXCLUSION OF CERTAIN DIRECTORS AND OFFICERS — SEPTEMBER 2017

WHEREAS, current Department of Defense Regulations contain a provision making it mandatory that the Chair of the Board, a Senior Management Official, and a Facility Security Officer meet the requirements for eligibility for access to classified information established for a contractor facility security clearance; and

WHEREAS, said Department of Defense Regulations permit the exclusion from the personnel of the requirements for access to classified information of certain members of the Board of Directors and other officers, provided that this action is recorded in the public Minutes;

RESOLVED, the Rector as Chair of the Board, Senior Management Official, and Facility Security Officer at the present time do possess, or will be processed for, the required eligibility for access to classified information; and

RESOLVED FURTHER, in the future, when any individual enters upon any duties as Rector of the Board, Senior Management Official, and Facility Security Officer, such individual shall immediately make application for the required eligibility for access to classified information; and

RESOLVED FURTHER, the following members of the Board of Visitors and other officers shall not require, shall not have, and can be effectively and formally excluded from access to all CLASSIFIED information disclosed to the University and shall not affect adversely Board and University policies or practices in the performance of classified contracts for the Department of Defense or the Government contracting activities (User Agencies) of the National Industrial Security Program.

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<tr>
<th>Robert M. Blue</th>
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<td>Mark T. Bowles</td>
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WHEREAS, currently, there is a provision in the *Manual of the Board of Visitors* (the *Manual*) for electing a student representative to the Board, and there has been a student representative for many years; and

WHEREAS, in 2015 the Board added a faculty representative to the Board; however, the Board did not add a section to the *Manual* similar to the one on the student representative; and

WHEREAS, appointing nonvoting student and faculty representatives to the Board is authorized by state law ([Code of Virginia § 23.1-1300](https://codeofvирginia.org/2021/chapter23.1/section1300)); and

WHEREAS, the section of the *Manual* on appointing a nonvoting student representative requires some minor language changes to conform to the requirements of the authorizing provision of the [Code of Virginia](https://codeofvirginia.org);

RESOLVED, the Board of Visitors amends the *Manual of the Board of Visitors* to add a new section on appointing a nonvoting faculty representative as follows:

**SECTION 2.22 FACULTY NONVOTING MEMBER —** In addition to those members appointed by the Governor and referred to in Section 2.2, the Board of Visitors at its late spring meeting may appoint a nonvoting, advisory faculty representative to the Board of Visitors for a term of one year commencing July 1. Such representative shall be chosen from individuals elected by the faculty or by the faculty senate. The faculty
member may attend and participate in a nonvoting capacity in all deliberations and meetings, in Open and Closed Session, of the standing and special committees of the Board as well as meetings of the Board of Visitors itself unless the Board has deemed it appropriate to exclude the faculty member from discussions of faculty grievances, faculty or staff disciplinary matters or salaries, or any other matter.

RESOLVED FURTHER, the Board of Visitors amends and replaces in its entirety Section 2.21 of the Manual of the Board of Visitors on appointing a nonvoting student representative to the Board of Visitors as follows:

SECTION 2.21 STUDENT NONVOTING MEMBER — In addition to those members appointed by the Governor and referred to in Section 2.2, the Board of Visitors at the first regular meeting of the second semester of the academic session each year shall appoint for a term of one year, on recommendation of the Executive Committee, a full-time student at the University of Virginia as a nonvoting, advisory representative to the Board of Visitors. The student member may attend and participate in a nonvoting capacity in all deliberations and meetings, in Open and Closed Session, of the standing and special committees of the Board as well as meetings of the Board of Visitors itself unless the Board has deemed it appropriate to exclude the student member from discussions of faculty grievances, faculty or staff disciplinary matters or salaries, or any other matter.

NCAA Orientation

Mr. Eric Baumgartner educated the Visitors on NCAA rules. Visitors are boosters and must avoid any activity that could violate the athlete recruiting rules. He said boosters may not provide extra benefits to student athletes, i.e. benefits provided to student athletes or their family members that are not provided to the general public. The bottom line is, “ask before you act.”

ACC Certification

The Rector read the annual ACC certification statement that designates the chief executive officer of the University as the individual responsible for the athletic program at the University.

Commending Resolutions

On motion, the Board approved the following commending resolutions:

RESOLUTION COMMENDING KEVIN J. FAY

WHEREAS, Kevin J. Fay took a Bachelor of Arts degree with distinction from the University of Virginia and a Juris Doctor degree from American University; and
WHEREAS, Mr. Fay serves as the Vice Chairman and Chief Executive Officer of Alcalde & Fay, as well as the Executive Director of the International Climate Change Partnership, where he advises Fortune 100 industries and is consulted by governments, industry, nongovernmental organizations, and media representatives on the global climate change process; and

WHEREAS, Mr. Fay's service to the University has included the National Committee on University Resources (NCOUR) and guest lecturer at the Darden School and the Batten School; and

WHEREAS, Mr. Fay's service to the University continues with his recent appointment as chair of the Board of Directors of the University of Virginia Foundation; and

WHEREAS, Mr. Fay was appointed to the Board of Visitors by Governor McDonnell in 2013; and

WHEREAS, Mr. Fay led the Buildings and Grounds Committee for two years as chair; and

WHEREAS, Kevin Fay played an integral role in developing the University’s multi-year capital program, and guiding key physical planning studies that set the framework for future development along Ivy Road, Brandon Avenue, and North Grounds; and

WHEREAS, Mr. Fay’s sage advice on myriad matters, and his nationally recognized expertise in climate change and energy resources have been invaluable; and

WHEREAS, Mr. Fay completed his term on the Board of Visitors on June 30, 2017;

RESOLVED, the Board thanks Kevin J. Fay for his service to the Board and to the University, considers him a friend and valued colleague, and hopes he will remain actively involved; and

RESOLVED FURTHER, the Board wishes Mr. Fay and his wife, Nancy, continued success and happiness in all of their future endeavors.

RESOLUTION COMMENDING FRANK E. GENOVESE

WHEREAS, Frank E. Genovese took a Bachelor of Science degree in Finance from the University of Connecticut and a M.B.A. from the Darden School of Business; and

WHEREAS, Mr. Genovese has been chairman, president, chief operating officer, majority owner, and co-owner of nine corporations, four of which were considered turnaround successes; and
WHEREAS, Mr. Genovese is an active alumnus of the Darden School of Business, serving as a trustee on the foundation board, including as chair of the Building and Finance Committee. He was a visiting professor at the Darden School and taught “Acquisition of Closely Held Enterprises;” and

WHEREAS, Mr. Genovese was awarded the 1998 Charles C. Abbott Award by the Darden School for his dedication and service; and

WHEREAS, Mr. Genovese was appointed to the Board of Visitors by Governor McDonnell in 2013; and

WHEREAS, Mr. Genovese was chair of the Audit, Compliance, and Risk Committee for three years; and

WHEREAS, Frank Genovese was instrumental in restructuring the Audit, Compliance, and Risk Committee to include risk management, and encouraging a more proactive risk management program at the University; and

WHEREAS, his business savvy and sage advice was sought by other members of the Board as well as the University administration; and

WHEREAS, Mr. Genovese completed his term on the Board of Visitors on June 30, 2017;

RESOLVED, the Board thanks Frank E. Genovese for his service to the Board and to the University, considers him a friend and valued colleague, and hopes he will remain actively involved; and

RESOLVED FURTHER, the Board wishes Mr. Genovese and his wife, Susan, continued success and happiness in all of their future endeavors.

RESOLUTION COMMENDING WILLIAM H. GOODWIN JR.

WHEREAS, William H. Goodwin Jr. took a Bachelor of Science degree in Mechanical Engineering from Virginia Tech and a M.B. A. from the Darden Graduate School of Business. In 2005, he was the recipient of the Virginia Tech Alumni Distinguished Achievement Award; and

WHEREAS, Mr. Goodwin is the retired chair and president of CCA Industries, Inc. and The Riverstone Group, LLC; and

WHEREAS, Mr. Goodwin's service to his community and higher education in the Commonwealth includes the Virginia Business Higher Education Council; the Richmond Performing Arts Corporation; chairman emeritus and founding trustee on the Board of Trustees for the Virginia Commonwealth University School of Engineering Foundation; and trustee emeritus of the Medical College of Virginia Foundation. Mr. Goodwin and his wife
Alice are known for their support of cancer research at cancer institutions and hospitals across the country, including the University; and

WHEREAS, Mr. Goodwin has been very active as a volunteer for the University. As a member and chair of the Board of Trustees for the Darden Graduate School of Business, he was directly involved in the innovative financing and bold thinking that led to the new Darden School; and

WHEREAS, Mr. Goodwin was an engaged member in his first two terms on the Board of Visitors, from 1996 to 2004, during which time he served as chair of the Finance Committee and the University of Virginia Investment Management Company; and

WHEREAS, Governor McDonnell appointed Mr. Goodwin to the Board of Visitors in July 2012, first as a Senior Advisor and then as a voting member in January 2013; and

WHEREAS, Mr. Goodwin is the longest serving member of the Board of Visitors over the last fifty years, completing three full terms and an additional year, including two years as Rector; and

WHEREAS, through his Board service and his work with the Darden Graduate School of Business, the Department of Athletics, and the Health System, Bill Goodwin has shaped the University in profound and lasting ways. He was involved in developing the financial model that supported the John Paul Jones Arena project, he played a key role in establishing and building the University of Virginia Investment Management Company, and he conceived of and implemented the Strategic Investment Fund, among many other contributions of his time and talents; and

WHEREAS, in its first year, the Strategic Investment Fund provided significant funding for cutting-edge research, crucial research infrastructure, financial support for graduate and undergraduate students, and programs that enhance the academic experience; and

WHEREAS, Mr. Goodwin completed his term on the Board of Visitors on June 30, 2017;

RESOLVED, the Board thanks William H. Goodwin Jr. for instilling a culture of thinking bold and big but always within a framework of excellence, and considers him a valued colleague and friend; and

RESOLVED FURTHER, the Board wishes Mr. Goodwin and his wife, Alice, continued success and happiness in all of their future endeavors.

The Board approved the following Gift and Grants Report, which was provided as a written report in the advance materials.

**Gifts and Grants Report**
Summary of Fiscal Year 2017 through June 30, 2017:

Total fundraising progress for the University of Virginia and its related foundations was $359,387,829 through June 30, 2017. Gifts and commitments to the School of Architecture, McIntire School of Commerce, School of Continuing & Professional Studies, Darden School of Business, Curry School of Education, Law School, Batten School of Leadership & Public Policy, Medical Center, School of Nursing, Athletics, Jefferson Scholars Foundation, Center for Politics, Jeffersonian Grounds Initiative, Women’s Center, Alumni Association, and College at Wise saw increases over the previous fiscal year.

Significant Gifts Received Since the Last Meeting:

- Anonymous gift of $6,000,000 to Athletics for squash facility expansion.

- Philip F. duPont Trust gift of $4,600,000 for scholarships and the University’s unrestricted endowment.

- Anonymous gift of $2,000,000 to the Jefferson Scholars Foundation for the Lee Walker Darden Jefferson Fellowship.

- Estate of Paul A. Murphy realized bequest of $1,500,487 to the Darden School of Business.

- Owens Family Foundation gifts totaling $1,100,000 to the College of Arts & Sciences for the Owens Innovation Fund for Faculty Research, as well as to the School of Medicine to support faculty research across a variety of departments and disciplines.

- Bill and Melinda Gates Foundation private grants totaling $1,014,863 to the Medical Center for the study of environmental enteropathy and malnutrition in Pakistan, and to the Children’s Hospital for the Preclinical Gut Health Consortium.

- Emanuel U. Wallerstein Trust gifts totaling $1,014,410 to the School of Medicine.

- Dr. Carol R. Angle gift of $1,002,640 to the School of Medicine for the Daniel M. Becker Faculty Development Endowment for Biomedical Ethics and Humanities.

- William T. Grant Foundation private grants totaling $790,678 to the College of Arts & Sciences for the Connection Project: A Social Intervention to Reduce Drivers of Disparity for Disadvantaged Youth, as well as to the Curry School of Education for research on focused classroom coaching and widespread racial equity in school discipline.

- Mr. Lane M. Bess and Mrs. Leticia L. Bess gift of $750,000 through the National Philanthropic Trust to the School of Medicine for the Loughran LGL Leukemia Program.
• Estate of T. Arthur Ball, Jr. Trust gift of $677,720 to the School of Medicine.

• Lettie Pate Whitehead Foundation pledge payments and gifts totaling $669,800 for scholarship funds at the School of Nursing, the Alumni Association, the College at Wise, and the School of Medicine.

• Anonymous gifts totaling $650,000 to the Darden School of Business for the Future Year Program.

• Biocore, LLC private grant of $618,610 to the School of Engineering & Applied Science for research on the expansion of a lower-limb finite element model and investigation of methods to mitigate the risk of forefoot, midfoot, and ankle injuries.

• Estate of R. Kirk Landon realized bequest of $600,000 to the Fralin Museum of Art for the Acquisition Fund.

• Laura and John Arnold Foundation private grant and gift totaling $520,256 to the Curry School of Education for longer term follow-up (4th-6th grade) on Reading, English, Writing, Social Science, Science, and Math achievement related to a kindergarten lottery evaluation of Core Knowledge charter schools; as well as for the Accelerator Fund.

• Estate of Shirley A. Lundeen realized bequest of $509,760 for the George E. and Shirley A. Lundeen NROTC Endowed Fund.

• Hobby Family Foundation pledge payments and gifts totaling $507,000 to the College of Arts & Sciences for the Hobby Postdoctoral and Predoctoral Fellows in Computational Science as well as the College Fund; to the School of Architecture for unrestricted support; and to the Center for Christian Study.

• The Andrew W. Mellon Foundation gift of $500,000 to the Rare Book School for the Andrew W. Mellon Society of Fellows in Critical Bibliography.

• Mr. David L. Mulliken and Mrs. Noreen G. Mulliken gift of $500,000 to the Law School for the David L. and Noreen G. Mulliken Charitable Remainder Unitrust.

• Mrs. Ariana C. Williams and Mr. Greyson P. Williams gift of $300,000 to the School of Medicine for the Division of Perceptual Studies, as well as a gift of $150,000 through the Hilltop Foundation for the Hilltop Foundation Bicentennial Scholars Fund.

• Estate of Edwin W. Vaughan realized bequest of $410,687 to the School of Medicine for the Edwin Warner Vaughan, MD Medical Scholarship Fund.
• Mrs. Barbara J. Fried pledge payments totaling $400,975 to the Virginia Foundation for the Humanities for the Encyclopedia of Virginia and unrestricted support.

• Carnegie Corporation of New York private grant of $400,000 to the Curry School of Education for the Nudge4 Solutions Lab.

• Mrs. Claudia E. Lawson and Mr. Richard A. Lawson gifts totaling $399,000 to the School of Medicine for research support and for the Richard A. and Claudia E. Lawson Charitable Remainder Unitrust.

• The Joseph and Robert Cornell Memorial Foundation gifts totaling $350,000 to the Miller Center of Public Affairs for unrestricted support, to the Fralin Museum of Art for the Exhibitions Fund, and to the College of Arts & Sciences for the Heritage Repertory Theatre.

• Boy Scouts of America National Council private grant of $348,590 to the School of Medicine for a data coding/transfer project in Psychiatric Medicine.

• Gulf of Mexico Research Initiative private grant of $295,915 to the School of Engineering & Applied Science for research on the role of microbial motility for the degradation of dispersed oil.

• E3: Elevate Early Education private grant of $284,601 to the Curry School of Education for the Model Program for Early Childhood Education.

• Google, Inc. private grant of $284,495 to the School of Medicine for the study of perceptual metrics in virtual reality.

• Children’s Hospital of Boston private grant of $283,514 to the School of Medicine for the development of a test battery to evaluate brain and cognitive function in the first two years of life suitable for deployment in low-income countries.

• The Melville Foundation gifts totaling $275,000 to the Darden School of Business for the John L. Colley Jr. Darden Fellowship and to the College of Arts & Sciences for the Legacy of Distinction Fund.

• Estate of Robert W. Emery realized bequest of $264,545 to the Darden School of Business.

• Ambassador John Campbell gift of $250,000 for the Historic Preservation Endowment.

• The Paul G. Allen Family Foundation private grant of $250,000 to the School of Medicine for multiscale systems modeling of macrophage infection.

**Significant Pledges Received Since the Last Meeting:**
• Mr. Frank M. Sands, Jr. pledge of $2,500,000 to the Darden School of Business for the Darden DC Grounds Fund.

• Mr. Frank M. Sands, Sr. pledge of $2,500,000 to the Darden School of Business for the Darden DC Grounds Fund.

• Anonymous pledges totaling $2,350,000 to the Darden School of Business for the Future Year Program.

• Mr. Bradley E. Singer and Mrs. Alexandra Singer pledge of $2,000,000 for the Posse Foundation Program.

• Anonymous pledge of $2,000,000 to the School of Medicine for research on large granular lymphocytic (LGL) leukemia; a $500,000 pledge payment was also received during this period.

• Mr. Douglas R. Lebda pledge of $1,500,000 to the Darden School of Business for the Lebda Family Scholarship Fund.

• Anonymous pledge of $1,445,000 to the School of Medicine for the Family Medicine Grand Aides for Emergency Medicine Project.

• Mr. Timothy J. Naughton and Mrs. Diane H. Naughton non-binding commitment of $1,000,000 for the Timothy J. and Diane H. Naughton Bicentennial Scholars Fund.

• Lettie Pate Whitehead Foundation pledges totaling $515,000 for scholarship funds at the School of Nursing and the School of Medicine.

• Mrs. Shelley L. Boyce and Mr. Daniel J. Boyce pledges totaling $500,000 to the School of Nursing for the Compassionate Care Initiative and the Fontaine Fund in Compassionate Care.

• Mrs. Molly G. Hardie and Mr. Robert D. Hardie pledge and gift totaling $500,000 to Athletics for Davenport Field improvements.

• Thomas W. Smith Foundation pledge of $300,000 to the College of Arts & Sciences for the Jack Miller Center Fund for the Program on Constitutionalism and Democracy.

• Dominion Energy Foundation pledge of $250,000 to the Center for Politics for the building expansion project.

• Mr. David E. Gibson pledge of $250,000 to the College of Arts & Sciences for a documentary history of the University of Virginia.
• The Melville Foundation pledge of $250,000 to the School of Medicine for the Rebecca C. Harris, MD Memorial Endowment.

• Wise Foundation pledge of $250,000 for the Historic Buildings and Grounds Fund.

• Mr. James V. Reyes pledge of $250,000 for the Reyes Family Bicentennial Scholars Fund.

Final Session, Friday, September 15, 2017

All voting members, save Dr. Britt, Mr. Jones, Mr. Griffin, and Ms. Murphy were present. Mr. Conner reminded the members of the Board that the resolutions were presented in committee. On motion, the Board approved unanimously the following resolutions by voice vote:

CONSENT ITEMS

REVISED ENTERPRISE RISK MANAGEMENT CHARTER
(approved by the Audit, Compliance, and Risk Committee on September 14, 2017 – see also Attachment A)

WHEREAS, the Board of Visitors originally approved the University’s Enterprise Risk Management (“ERM”) charter in February 2016; and

WHEREAS, the ERM charter is periodically reviewed to determine necessary updates; and

WHEREAS, changes and enhancements have been made to the ERM program since the ERM charter was first adopted by the Board in February 2016;

RESOLVED, the Board of Visitors approves the revised ERM Charter as recommended by the Audit, Compliance, and Risk Committee.

ATHLETICS COMPLIANCE CHARTER
(approved by the Audit, Compliance, and Risk Committee on September 14, 2017 – see also Attachment B)

WHEREAS, the University President is appointed by the Board of Visitors, and through the Board’s delegation of authority, the President has ultimate responsibility and accountability for the Athletics Department; and

WHEREAS, the Athletics Department is responsible for ensuring the intercollegiate athletics program is operated within the rules and regulations of the University, the Atlantic Coast Conference (ACC), and the National Collegiate Athletic Association (NCAA); and
WHEREAS, compliance with these rules and regulations is the shared responsibility of everyone associated with the University, as documented in the Athletics Compliance Charter;

RESOLVED, the Board of Visitors approves the Athletics Compliance Charter as recommended by the Audit, Compliance, and Risk Committee.

NAMING OF THE TOTAL ADVISING CENTER AS DATHEL AND JOHN GEORGES STUDENT CENTER
(approved by the Buildings and Grounds Committee on September 14, 2017)

WHEREAS, Dathel and John Georges of New Orleans, Louisiana are the parents of a current student and an alumna of the University of Virginia College of Arts & Sciences; and

WHEREAS, Mr. and Mrs. Georges have been active volunteers, serving on the UVA Parents Fund Committee and hosting and sponsoring events for students and families; and

WHEREAS, Mr. and Mrs. Georges are generous donors to the University, and supported in particular the construction of the Total Advising Center in Clemons Library;

RESOLVED, the Board of Visitors names the Total Advising Center in Clemons Library the Dathel and John Georges Student Center.

RENAMEING LEWIS HOUSE AS YEN HOUSE
(approved by the Buildings and Grounds Committee on September 14, 2017)

WHEREAS, Yan Huiqing, also known as W.W. Yen, was the first student from China to graduate from the University of Virginia, and the first international student to receive a Bachelor of Arts from the University; and

WHEREAS, Mr. Yen was a highly accomplished diplomat whose exemplary political career included service as China’s Minister of Foreign Affairs, first ambassador to the Soviet Union, delegate in the League of Nations, Premier, and acting President; and

WHEREAS, Mr. Yen serves as a distinguished example of a true global scholar committed to cross-cultural exchange, peace, and goodwill;

RESOLVED, the Board of Visitors renames Lewis House as Yen House.

DEMOLITION OF 1939 IVY ROAD
(approved by the Buildings and Grounds Committee on September 14, 2017)

WHEREAS, the redevelopment of property fronting Ivy Road will require the demolition of 1939 Ivy Road (#3480); and

WHEREAS, pursuant to the Management Agreement dated November 15, 2005, by and between the Commonwealth of Virginia and The Rector and Visitors of the University of
Virginia, the Board of Visitors is authorized to approve the demolition of buildings, subject to such other laws as may be applicable;

RESOLVED, the demolition of 1939 Ivy Road is approved by the Board of Visitors, pending approval by the Art and Architectural Review Board and the Department of Historic Resources and in compliance with such other laws as may be applicable; and

RESOLVED FURTHER, the Executive Vice President and Chief Operating Officer is authorized, on behalf of the University, to approve and execute such documents and to take such other actions as deemed necessary and appropriate in connection with the demolition of the building; and

RESOLVED FURTHER, all prior acts performed by the Executive Vice President and Chief Operating Officer, and other officers and agents of the University, in connection with this demolition, are in all respects approved, ratified, and confirmed.

AMENDMENT TO THE CAPITAL PROJECT PROCUREMENT PROCESS
(approved by the Buildings and Grounds Committee on September 14, 2017 – see also Attachment C)

WHEREAS, pursuant to § 2.2-4381 of the Code of Virginia, the University amended its capital project procurement process originally required by Item 4-4.01 of the 2016-2018 biennial budget; and

WHEREAS, § 2.2-4381 of the Code of Virginia further provides that the University seek approval of the process by the Board of Visitors after review by the Department of General Services (DGS);

RESOLVED, the Board of Visitors approves the University’s Amended Capital Project Procurement Process.

ACTION ITEMS

SIGNATORY AUTHORITY RELATED TO CHANGE IN GROUP PURCHASING ORGANIZATION
(approved by the Health System Board on September 13, 2017 and by the Finance Committee on September 14, 2017)

RESOLVED, the Board of Visitors authorizes the Executive Vice President for Health Affairs to execute all contracts as necessary for the Medical Center to transfer contracts in effect under the Vizient group purchasing arrangement to the Premier group purchasing arrangement.

PLAQUE COMMEMORATING THE UNIVERSITY’S BICENTENNIAL
(approved by the Buildings and Grounds Committee on September 14, 2017)
WHEREAS, the University of Virginia will mark the 200th anniversary of the laying of the University's cornerstone at Pavilion VII on October 6, 2017; and

WHEREAS, the commemoration will continue through the 200th anniversary of the University's charter on January 25, 2019; and

WHEREAS, the Bicentennial will celebrate the achievements of the University's first two centuries while articulating aspirations for its next two centuries;

RESOLVED, the Board of Visitors authorizes the placement of a plaque at Pavilion VII to commemorate the University’s Bicentennial.

REVISION TO THE 2017 CAPITAL PLAN – BASEBALL STADIUM EXPANSION, REVISED SCOPE
(approved by the Buildings and Grounds Committee and the Finance Committee on September 14, 2017)

WHEREAS, the University recommends a revision in the originally approved scope for the Baseball Stadium Expansion to include an administrative office area and pitching development center, planned as part of phase 2, located on the ground floor below the new grandstand at a projected cost of $2 million;

RESOLVED, the Board of Visitors approves expanding the scope of the Baseball Stadium Expansion by adding 8,820 GSF to the project bringing the total project cost to $18.16 million.

SIGNATORY AUTHORITY FOR CONTRACTS RELATED TO SECURITY RECOMMENDATIONS
(approved by the Finance Committee on September 14, 2017)

WHEREAS, the University will negotiate contracts as needed to address identified institutional security recommendations;

RESOLVED, the Board of Visitors authorizes the Executive Vice President and Chief Operating Officer to execute these contracts as needed to address identified institutional security recommendations; and

RESOLVED, the Executive Vice President and Chief Operating Officer will inform the Board of Visitors of any such contracts at its December 2017 meeting.

DISPOSITION OF REAL PROPERTY – DAVIS ESTATE LOCATED AT 700 EDWIN DRIVE, VIRGINIA BEACH, VIRGINIA
(approved by the Finance Committee on September 14, 2017)
WHEREAS, by Last Will and Testament dated, December 3, 2004, and as amended, Lawrence Davis, Jr. devised to The Rector and Visitors of the University of Virginia real property located at 700 Edwin Drive, Virginia Beach, Virginia (the “Property”); and

WHEREAS, Lawrence Davis, Jr. is now deceased such that title to the Property is vested free and clear in the name of The Rector and Visitors of the University of Virginia; and

WHEREAS, the Board of Visitors finds it to be in the best interest of the University of Virginia to sell the Property, and use the proceeds as agreed in the Lawrence Davis, Jr. and Geraldine M. Davis Scholarship Fund (the “Fund”) gift agreement, and to create and administer the Fund;

RESOLVED, the Board of Visitors approves the conveyance of the Property subject to (i) such terms as are approved by the Executive Vice President and Chief Operating Officer and the Chair of the Finance Committee, and (ii) the net proceeds shall be administered in accordance with the instructions contained in the Lawrence Davis, Jr. and Geraldine M. Davis Scholarship Fund agreement; and

RESOLVED FURTHER, the Executive Vice President and Chief Operating Officer is authorized, on behalf of the University, to approve and execute agreements and related documents, to incur reasonable and customary expenses, and to take such other actions as deemed necessary and appropriate to consummate such property conveyance and to facilitate the maintenance, sale, and marketing activities associated with the Property; and

RESOLVED FURTHER, all prior acts performed by the Executive Vice President and Chief Operating Officer, and other officers and agents of the University, in connection with such property conveyance, are in all respects approved, ratified and confirmed.

2018-2024 SIX-YEAR INSTITUTIONAL PLANS FOR THE ACADEMIC DIVISION AND THE COLLEGE AT WISE
(approved by the Finance Committee on September 14, 2017)

WHEREAS, the Virginia Higher Education Opportunity Act of 2011, § 23.1-306 of the Code of Virginia, requires the governing boards of all public institutions of higher education to develop and adopt biennially an institutional six-year plan and submit that plan to the State Council of Higher Education for Virginia (SCHEV); the General Assembly; the Governor; and the Chairs of the House Committee on Appropriations, House Committee on Education, Senate Committee on Education and Health, and Senate Committee on Finance; and

WHEREAS, the University submitted its preliminary plans for the Academic Division and the College at Wise as required on June 30, 2017, outlining general strategies to advance the priorities of the Commonwealth and to enhance teaching, research, and service consistent with the strategies of the Cornerstone Plan and the College at Wise’s Strategic Plan, Envisioning 2020; and
WHEREAS, final institutional plans must be approved by the Board of Visitors and submitted to SCHEV, the General Assembly; the Governor; and the Chairs of the House Committee on Appropriations, House Committee on Education, Senate Committee on Education and Health, and Senate Committee on Finance no later than October 1;

RESOLVED, the Board of Visitors approves the 2018-2024 six-year institutional plans for the Academic Division and the College at Wise; and

RESOLVED FURTHER, the President is authorized to transmit the six-year plans as required by § 23.1-306 of the Code of Virginia.

STATE OPERATING BUDGET REQUESTS FOR THE 2018-20 BIENNIIUM FOR THE ACADEMIC DIVISION AND THE UNIVERSITY OF VIRGINIA'S COLLEGE AT WISE
(approved by the Finance Committee on September 14, 2017)

WHEREAS, the proposed biennial budget requests represent the University’s highest priority initiatives and are aligned with the Cornerstone Plan and the Six Year Institutional Plan submitted to the Commonwealth on July 1, 2017;

RESOLVED, the Board of Visitors of the University of Virginia approves the 2018-2020 biennial budget General Fund operating requests; and

RESOLVED FURTHER, the Board of Visitors understands that to the extent these initiatives are not included in the Governor’s 2018-2020 biennial budget, the University may want to pursue similar requests to the General Assembly; and

RESOLVED FURTHER, the President or her designee is authorized to transmit to the General Assembly any request not funded by the Governor as long as there are no material differences from the items already endorsed by the Board of Visitors.

ISSUANCE OF GENERAL REVENUE PLEDGE BONDS
(approved by the Finance Committee on September 14, 2017 – See also Attachment D)

WHEREAS, Chapter 22, Title 23.1 of the Code of Virginia of 1950, as amended (the "Virginia Code"), establishes a public corporation under the name and style of The Rector and Visitors of the University of Virginia (the "University") which is governed by a Board of Visitors (the "Board"); and

WHEREAS, Title 23.1 of the Virginia Code classifies the University as an educational institution of the Commonwealth of Virginia; and

WHEREAS, by Chapter 10, Title 23.1 of the Virginia Code (the "Act"), the University entered into a management agreement with the Commonwealth of Virginia which was enacted as Chapter 3 of Chapter 933 of the 2006 Virginia Acts of Assembly, pursuant to which the University is empowered with the authority to undertake and implement the acquisition of any interest in land, including improvements on the acquired land at the time of
acquisition, new construction, improvements or renovations and to borrow money and make, issue and sell bonds of the University for such purposes, including the refinancing of any such facilities; and

WHEREAS, in order for the University to more efficiently access the capital markets, the Board desires to authorize a multi-year capital project financing program (the "Program") that may be used by the University from time to time to finance or refinance the costs of capital and other projects, including capitalized interest, financing costs, working capital, general corporate purposes and the refunding of prior obligations of the University (collectively, the "Projects"), subject to the limitations and parameters set forth in this resolution; and

WHEREAS, the Board anticipates that the Program will be secured by a general revenue pledge of the University and not be in any way a debt of the Commonwealth of Virginia (the "Commonwealth") and shall not create or constitute any indebtedness or obligation of the Commonwealth, either legal, moral, or otherwise; and

WHEREAS, on June 9, 2017, the Board provided its initial approval of the Program; and

WHEREAS, the Board desires to authorize the establishment of the Program of up to $500,000,000 of taxable or tax-exempt bonds (the "Bonds") that may be issued by the University from time to time to finance one or more Projects, all subject to the limitations and parameters described below; and

WHEREAS, the Board desires, that with any taxable proceeds of the Bonds, the University create two new investment accounts, one account to fund the maturity of the taxable Bonds’ principal and a second to fund current and future capital expenditures of the University.

RESOLVED, that the Board hereby implements the plan of finance described in the recitals hereto by authorizing the establishment of the Program, by adopting a master program resolution in substantially the form attached as Exhibit A with such amendments, revisions and final terms as provided herein and in Section 11.7 thereof (the "Program Resolution"); and

RESOLVED FURTHER, that as described in Section 11.7 of the Program Resolution, the President of the University or the Executive Vice President and Chief Operating Officer of the University, in consultation with the Chair of the Board's Finance Committee, is authorized to approve the final terms of the Program Resolution; and

RESOLVED FURTHER, the President of the University or the Executive Vice President and Chief Operating Officer of the University are each hereby authorized to negotiate, execute and deliver certain documents related to the Program Resolution as described therein; and

RESOLVED FURTHER, under the Program, the Board hereby authorizes the issuance of the Bonds in one or more series, and for the purpose of providing for the terms thereof, by
adopting one or more series resolutions in substantially the form attached as Exhibit B with such amendments, revisions and final terms as provided herein and in Section 7.5 thereof (each a "Series Resolution"); and

RESOLVED FURTHER, that the President of the University or the Executive Vice President and Chief Operating Officer of the University, in consultation with the Chair of the Board’s Finance Committee, is authorized to approve the final terms of each series of the Bonds, including, without limitation, their original principal amounts and the specific Projects to be financed or refinanced, their maturity dates and amounts, redemption provisions and prices and interest rates, and tax status of interest on each series of the Bonds, provided that (i) the maximum aggregate principal amount of the Bonds to be issued hereunder shall not exceed $500,000,000; (ii) the Bonds shall be issued at fixed or variable rates with a maximum yield on any fixed rate series, and the maximum initial yield on any variable rate series, not to exceed five and one-half percent (5.50%) per annum; (iii) the final maturity of each series of Bonds shall not exceed 101 years beyond their respective issuance dates; and (iv) the Bonds shall be issued within one year from the date of this Resolution; and

RESOLVED FURTHER, that with any taxable proceeds of the Bonds, the President of the University or the Executive Vice President and Chief Operating Officer of the University are each hereby authorized to create two new investment accounts, one account to be funded and invested in a manner that provides sufficient funds to pay the principal of the taxable Bonds’ upon their maturity, and a second account to fund current and future capital expenditures; and

RESOLVED FURTHER, that President of the University or the Executive Vice President and Chief Operating Officer of the University are each hereby authorized to negotiate, execute and deliver all documents related to the Series Resolution and the Bonds; and

RESOLVED FURTHER, that, as provided in the Program Resolution, no bonds other than the Bonds shall be issued under the Program Resolution unless the Board adopts a subsequent resolution authorizing those subsequent bonds; and

RESOLVED FURTHER, that all officers of the University are authorized and directed to take all such further actions, including without limitation the designation of underwriters, paying agents, remarketing agents, trustees and liquidity providers for the Bonds, and to execute all such instruments, agreements, documents, and certificates as they shall deem necessary or desirable to carry out the terms of the financing plans presented to this meeting, including without limitation any liquidity facilities, swap or other interest rate management agreements associated with the Bonds; and

RESOLVED FURTHER, pursuant to the Section 147(f) of the Internal Revenue Code of 1986, as amended, and applicable regulations thereunder, the University designates the Executive Vice President and Chief Operating Officer of the University as the public hearing officer to hold any public hearings required in order to ensure the tax-exempt status of interest on all or a portion of the Bonds; and
RESOLVED FURTHER, that all acts of all officers of the University which are in conformity with the purposes and intent of this Resolution and in carrying out the financing plans presented to this meeting are ratified, approved and affirmed; and

RESOLVED FURTHER, that, upon approval, this action shall take effect immediately.

ESTABLISHMENT OF THE KENNETH G. ELZINGA PROFESSORSHIP IN ECONOMICS AND THE LAW
(approved by the Academic and Student Life Committee on September 15, 2017)

WHEREAS, Professor Kenneth G. Elzinga, Robert C. Taylor Professor of Economics, has been a member of the faculty since 1967; and

WHEREAS, Mr. Elzinga has taught more than 45,000 students and has been honored many times as an excellent teacher and engaged member of the faculty, including receiving the Thomas Jefferson Award in 1992, the highest honor bestowed by the University; and

WHEREAS, more than 500 alumni, students, parents, and friends contributed to a fund to establish a professorship in honor of Professor Elzinga;

RESOLVED, the Board of Visitors establishes the Kenneth G. Elzinga Professorship in Economics and the Law in the Department of Economics of the College and Graduate School of Arts & Sciences to enhance the Department of Economics; and

RESOLVED FURTHER, the Board thanks the many donors for their generosity to the Department of Economics and the University, and congratulates Professor Elzinga on a long and distinguished academic career.

ESTABLISHMENT OF A SECOND JAMES R. SCHLESINGER DISTINGUISHED PROFESSORSHIP AT THE MILLER CENTER OF PUBLIC AFFAIRS
(approved by the Academic and Student Life Committee on September 15, 2017)

WHEREAS, James R. Schlesinger was a member of the faculty of the Economics Department from 1955 to 1963, first as an Assistant Professor and then as an Associate Professor; and

WHEREAS, Mr. Schlesinger was a distinguished figure in American life, having been Chairman of the Atomic Energy Commission, Director of the Central Intelligence Agency, Secretary of Defense, and the first Secretary of Energy, as well as having been an advisor to a number of government agencies; and

WHEREAS, Mr. Schlesinger’s career embodied the ideals of public service in this country; and

WHEREAS, Mr. Schlesinger made a generous gift to establish a professorship at the Miller Center, whose occupant should offer expertise in foreign policy or national security;
RESOLVED, the Board of Visitors establishes a second James R. Schlesinger Distinguished Professorship at the Miller Center and pays tribute to Mr. Schlesinger’s exemplary public service.

**POLICY ON THE ADMINISTRATION OF ATHLETICS AND THE ATHLETICS ADVISORY COUNCIL**

(approved by the Academic and Student Life Committee on September 15, 2017)

WHEREAS, the Board of Visitors approved a revised "Standing Policy on Administration of Athletics and the Advisory Council on Athletics" on June 13, 1997; and

WHEREAS, current administrative practices and terms are not consistent with those outlined in the June 13, 1997 policy;

RESOLVED, the policy of June 13, 1997 is hereby rescinded and replaced by the following policy:

**Policy on the Administration of Athletics and the Athletics Advisory Council**

The responsibility for administration of the Department of Athletics shall be placed on a Director of Intercollegiate Athletics Programs, who shall be appointed by the President of the University, subject to the approval of the Board of Visitors.

The faculty shall, as heretofore, have the responsibility of setting the standards required for the maintenance of acceptable academic standing for students in general. That students who maintain such standards shall be eligible to represent the University in athletic competition, subject to such regulations as may be established by the administrative authorities of the University, including the Board of Visitors, regarding eligibility in respects other than that of acceptable academic standing. The policy of the University concerning scholarships which may be awarded to students who participate in intercollegiate athletics is reserved for decision by the Board of Visitors, which may act with the benefit of recommendations from the administration and the Athletics Advisory Council hereinafter mentioned.

An Athletics Advisory Council is established, consisting of representatives selected by the President of the University from the faculty, the Alumni Association, the Virginia Athletics Foundation, administration, and student body. The Chair of the Athletics Advisory Council shall be designated by the President of the University. At least one of the members should be a student-athlete.

**FORMATION OF A STATEWIDE PEDIATRIC CLINICALLY INTEGRATED NETWORK**

(approved by the Health System Board on September 13, 2017 and the Finance Committee on September 14, 2017)
WHEREAS, the University of Virginia Medical Center desires to create a statewide pediatric clinically integrated network (the “Pediatric Network”) in order to coordinate, standardize, and improve care provided to children in the Commonwealth of Virginia; and

WHEREAS, the Medical Center believes that the Pediatric Network will result in, *inter alia*, less fragmented care for children, increased physician and other provider alignment, a potential reduction in the cost of pediatric care, and positioning the participants in the Network for value-based reimbursement; and

WHEREAS, the Children’s Hospital of Kings Daughters or its affiliate (“CHKD”) has expressed an interest in co-founding and jointly operating the Pediatric Network with the Medical Center, subject to approval by its governing board; and

WHEREAS, the Pediatric Network is expected initially to be a 50-50 partnership between the Medical Center and CHKD, but other health care entities may join as members in the Pediatric Network in the future; and

WHEREAS, the Health System Board finds it to be in the best interest of the University of Virginia and its Medical Center for the Medical Center to form and be a member of the Pediatric Network;

RESOLVED, pending the Health System Financial Working Group’s review of a financial pro forma, the University, on behalf of the Medical Center, is authorized to create and participate in the Pediatric Network with the Children’s Hospital of Kings Daughters or its affiliate and/or any other parties determined to be necessary; and

RESOLVED FURTHER, the Executive Vice President for Health Affairs of the University, with the concurrence of the Chair of the Health System Board, is authorized to negotiate the terms of such Pediatric Network transaction, including but not limited to, the execution of contracts and all other documents necessary for the formation, capitalization, and operation of the Pediatric Network, on such terms as the Executive Vice President for Health Affairs deems appropriate, and to take such other action as the Executive Vice President for Health Affairs deems necessary and appropriate to consummate the foregoing.

**USE OF PRIVATE FUNDS TO DEFRAy CONCERT FOR CHARLOTTESVILLE EXPENSES**

(approved by the Finance Committee on September 14, 2017)

WHEREAS, the Concert for Charlottesville will be held in Scott Stadium on Sunday, September 24th for residents of the City of Charlottesville and Albemarle county, UVA students and staff, and residents of the counties adjacent to Albemarle County to help heal and unify the Charlottesville community after the violence incurred in Charlottesville on August 11 and 12;

RESOLVED, the Board of Visitors directs the University administration to use resources from private funds to help defray the expenses associated with the Concert for Charlottesville event.
1. **ELECTIONS**

RESOLVED, the following persons are elected to the faculty:

Mr. Huiwang Ai, as Associate Professor of Molecular Physiology and Biological Physics, without term, and Associate Professor of Chemistry, for three years, effective August 1, 2017, at an annual salary of $140,000.

Ms. Christina Amspaugh, as Assistant Professor of Education, General Faculty, for three years, effective June 25, 2017, at an annual salary of $83,000.

Ms. Alice M. Bailey, as Assistant Professor of Art, General Faculty, for the period July 25, 2017 through May 24, 2018, at a salary of $36,000.

Dr. Rita Basu, as Professor of Medicine, effective August 1, 2017, at an annual salary of $210,000.

Dr. Derek Bauer, as Assistant Professor of Neurology, for three years, effective August 1, 2017, at an annual salary of $100,000.

Dr. Taison D. Bell, as Assistant Professor of Medicine, for three years, effective July 1, 2017, at an annual salary of $100,000.

Ms. Barbara A. Blythe, as Assistant Professor of Classics, General Faculty, for the period July 25, 2017 through May 24, 2018, at a salary of $36,000.

Mr. Bradford J. Campbell, as Professor of Landscape Architecture, effective June 25, 2017, at an annual salary of $128,600.

Mr. Adrian L. Carson, as Assistant Professor of Music, for four academic years, effective July 25, 2017, at an academic year salary of $69,000.

Mr. Graham Casey, as Professor of Public Health Sciences, effective September 1, 2016, at an annual salary of $250,000.

Dr. Carla L. Chavez-Mayorga, as Assistant Professor of Dentistry, for three years, effective July 1, 2017, at an annual salary of $100,000.

Ms. Kyong Mi Choi, as Associate Professor of Education, General Faculty, for three academic years, effective August 25, 2017, at an academic year salary of $84,000.
Mr. Philip I-Fon Chow, as Assistant Professor of Psychiatry and Neurobehavioral Sciences, for three years, effective August 1, 2017, at an annual salary of $85,000.

Ms. Meredith D. Clark, as Assistant Professor of Media Studies, for four academic years, effective July 25, 2017, at an academic year salary of $85,000.

Mr. John J. Comazzi, as Associate Professor of Architecture, effective July 25, 2017, at an academic year salary of $93,000.

Dr. Meghan N. Cooper, as Assistant Professor of Medicine, for three years, effective July 1, 2017, at an annual salary of $100,000.

Mr. Ashon T. Crawley, as Assistant Professor of Religious Studies and Assistant Professor of African American and African Studies, for four academic years, effective July 25, 2017, at an academic year salary of $92,000.

Mr. Federico Cuatlacuatl, as Assistant Professor of Art, for four academic years, effective July 25, 2017, at an academic year salary of $75,000.

Dr. Beth Ellen Davis, as Professor of Pediatrics, for three years, effective August 14, 2017, at an annual salary of $100,000.

Dr. Brent DeGeorge, as Assistant Professor of Plastic Surgery, for three years, effective August 14, 2017, at an annual salary of $100,000.

Dr. Matthew Elliott, as Assistant Professor of Neurology, for three years, effective July 1, 2017, at an annual salary of $100,000.

Ms. Jill H. Esquivel, as Associate Professor of Nursing, effective June 25, 2017, at an annual salary of $145,000.

Mr. Jinbo Fan, as Assistant Professor of Pathology, for one year, effective July 1, 2017, at an annual salary of $100,000.

Mr. Jeremy Foster, as Associate Professor of Landscape Architecture, General Faculty, for three academic years, effective August 25, 2017, at an academic year salary of $87,000.

Mr. Robert J. Gilliard, as Assistant Professor of Chemistry, for four academic years, effective June 25, 2017, at an academic year salary of $90,000.

Ms. Kaiama L. Glover, as Visiting Associate Professor of French, General Faculty, for the period July 25, 2017 through May 24, 2018, at a salary of $140,000.

Mr. Michael B. Goetz, as Assistant Professor of Architecture, General Faculty, for one academic year, effective July 25, 2017, at an academic year salary of $55,000.
Mr. Hudson F. Golino, as Assistant Professor of Psychology, for four academic years, effective July 25, 2017, at an academic year salary of $84,000.

Dr. Nagesh Gollahalli-Shivaramaiah, as Assistant Professor of Medicine, for three years, effective July 1, 2017, at an annual salary of $100,000.

Dr. Olubusola Gomes, as Assistant Professor of Medicine, for three years, effective May 1, 2017, at an annual salary of $100,000.

Mr. Christopher R. Gratien, as Assistant Professor of History, for four academic years, effective July 25, 2017, at an academic year salary of $75,000.

Ms. Fiona Greenland, as Assistant Professor of Sociology, for four academic years, effective July 25, 2017, at an academic year salary of $82,000.

Ms. Brenda Gunn, as Associate Professor, General Faculty, University Library, for three years, effective August 28, 2017, at an annual salary of $135,000.

Dr. Drew A. Harris, as Assistant Professor of Medicine, for three years, effective August 1, 2017, at an annual salary of $100,000.

Mr. Benjamin R. Hayes, as Assistant Professor of Mathematics, for four academic years, effective July 25, 2017, at an academic year salary of $88,000.

Ms. Jasmin Herz, as Assistant Professor of Neuroscience, for three years, effective May 1, 2017, at an annual salary of $65,000.

Mr. Youjia Hua, as Associate Professor of Education, effective August 25, 2017, at an academic year salary of $93,000.

Mr. Jon F. Ihlefeld, as Associate Professor of Materials Sciences & Engineering and Electrical & Computer Engineering, effective August 10, 2017, at an annual salary of $165,400.

Dr. Patrick E. H. Jackson, as Assistant Professor of Medicine, for three years, effective July 1, 2017, at an annual salary of $100,000.

Dr. Ashkan Karimi, as Assistant Professor of Medicine, for one year, effective July 1, 2017, at an annual salary of $100,000.

Dr. James K. Kim, as Assistant Professor of Anesthesiology, for three years, effective July 17, 2017, at an annual salary of $100,000.

Ms. Tami Kim, as Assistant Professor of Business Administration, for three academic years, effective August 25, 2017, at an academic year salary of $172,000.
Dr. Meghan E. Klavans, as Assistant Professor of Obstetrics and Gynecology, for one year, effective July 17, 2017, at an annual salary of $100,000.

Dr. Alexander S. Krupnick, as Associate Professor of Surgery, effective September 19, 2016, at an annual salary of $100,000.

Dr. Paul R. Kunk, as Assistant Professor of Medicine, for three years, effective July 1, 2017, at an annual salary of $100,000.

Ms. Jessie R. Labadie, as Assistant Professor of French, General Faculty, for the period July 25, 2017 through May 24, 2018 at a salary of $36,000.

Dr. Daniel E. Levin, as Assistant Professor of Surgery, for three years, effective August 1, 2017, at an annual salary of $125,000.

Ms. Melissa A. Little, as Assistant Professor of Public Health Sciences, for three years, effective May 1, 2017, at an annual salary of $180,200.

Ms. Christi L. Lockwood, as Assistant Professor of Commerce, for three academic years, effective August 25, 2017, at an academic year salary of $172,000.

Mr. Lee M. Lockwood, as Assistant Professor of Economics, for four academic years, effective July 25, 2017, at an academic year salary of $180,000.

Dr. David N. Loy, as Assistant Professor of Radiology and Medical Imaging, for three years, effective August 1, 2017, at an annual salary of $100,000.

Dr. Amanda Lusa, as Assistant Professor of Medicine, for three years, effective July 17, 2017, at an annual salary of $100,000.

Dr. Louise M. Man, as Assistant Professor of Medicine, for three years, effective July 17, 2017, at an annual salary of $100,000.

Dr. Jose L. Mattos, as Assistant Professor of Otolaryngology, for three years, effective August 1, 2017, at an annual salary of $100,000.

Ms. Meghan K. Mattos, as Assistant Professor of Nursing, for three academic years, effective August 25, 2017, at an academic year salary of $83,000.

Mr. Christopher J. Mazurek, as Professor of Education, General Faculty, for three academic years, effective August 25, 2017, at an academic year salary of $83,000.

Ms. Micah Mazurek, as Associate Professor of Education, effective August 25, 2017, at an academic year salary of $111,000.
Dr. Michael McCulloch, as Associate Professor of Pediatrics, for three years, effective June 1, 2017, at an annual salary of $100,000.

Ms. Katie E. McDermott, as Assistant Professor of Commerce, General Faculty, for two academic years, effective August 25, 2017, at an academic year salary of $130,000.

Ms. Elena C. McGrath, as Assistant Professor of History, General Faculty, for the period July 25, 2017 through May 24, 2018, at a salary of $47,500.

Dr. Kathleen A. McManus, as Assistant Professor of Medicine, for three years, effective July 1, 2017, at an annual salary of $100,000.

Dr. Melissa McShane, as Assistant Professor of Medicine, for three years, effective July 1, 2017, at an annual salary of $100,000.

Mr. Marcus J. Meade, as Assistant Professor of English, General Faculty, for three academic years, effective July 25, 2017, at an academic year salary of $50,000.

Dr. Pooja Mehra, as Assistant Professor of Medicine, for three years, effective July 1, 2017, at an annual salary of $100,000.

Mr. Clint Miller, as Assistant Professor of Public Health Sciences, for three years, effective July 1, 2017, at an annual salary of $122,500.

Dr. Matthew M. Miller, as Assistant Professor of Radiology and Medical Imaging, for three years, effective July 31, 2017, at an annual salary of $100,000.

Ms. Mirabella Mitchell, as Assistant Professor of English, General Faculty, for the period July 25, 2017 through May 24, 2018, at a salary of $36,000.

Mr. Golam Mohi, as Professor of Biochemistry and Molecular Genetics, effective September 1, 2017, at an annual salary of $180,000.

Dr. Willie J. Moore, as Assistant Professor of Medicine, for three years, effective August 14, 2017, at an annual salary of $100,000.

Ms. Stephanie Morano, as Assistant Professor of Education, for three academic years, effective August 25, 2017, at an academic year salary of $77,000.

Mr. Andrew D. Morgan, as Assistant Professor of Philosophy, General Faculty, for the period July 25, 2017 through May 24, 2018, at a salary of $40,500.

Dr. Benjamin A. Moses, as Assistant Professor of Anesthesiology, for three years, effective August 1, 2017, at an annual salary of $100,000.
Ms. Amanda Nguyen, as Research Assistant Professor of Education, for three years, effective July 1, 2017, at an annual salary of $74,000.

Mr. Frederic R. Padilla, as Associate Professor of Radiation Oncology, for one year, effective August 7, 2017, at an annual salary of $101,700.

Mr. Robert Parham, as Assistant Professor of Commerce, for three academic years, effective August 25, 2017, at an academic year salary of $220,000.

Dr. Michael T. Perry, as Assistant Professor of Radiology and Medical Imaging, for three years, effective July 1, 2017, at an annual salary of $100,000.

Ms. Dana G. Popescu, as Associate Professor of Business Administration, for five academic years, effective August 25, 2017, at an academic year salary of $175,000.

Dr. Francesco U. Prada, as Assistant Professor of Neurosurgery, for one year, effective July 1, 2017, at an annual salary of $101,700.

Ms. Beth A. Quattrara, as Assistant Professor of Nursing, General Faculty, for three academic years, effective August 25, 2017, at an academic year salary of $85,000.

Dr. Cody Quirk, as Assistant Professor of Radiology and Medical Imaging, for three years, effective July 1, 2017, at an annual salary of $100,000.


Mr. Tyson F. Reeder, as Research Assistant Professor, The Papers of James Madison, for three years, effective July 25, 2017, at an annual salary of $72,000.


Ms. Leah C. Reid, as Assistant Professor of Music, General Faculty, for three academic years, effective July 25, 2017, at an academic year salary of $50,000.

Dr. Matthew J. Reilley, as Assistant Professor of Medicine, for three years, effective July 17, 2017, at an annual salary of $100,000.


Dr. Amanda D. Renaghan, as Assistant Professor of Medicine, for three years, effective August 1, 2017, at an annual salary of $100,000.

Mr. Jordan S. Rodu, as Assistant Professor of Statistics, for four academic years, effective August 25, 2017, at an academic year salary of $94,000.

Dr. Alan Ropp, as Assistant Professor of Radiology & Medical Imaging, for three years, effective July 1, 2017, at an annual salary of $100,000.

Mr. Benjamin W. Rous, as Associate Professor of Music, General Faculty, for three academic years, effective July 25, 2017, at an academic year salary of $90,000.

Ms. Rebecca M. Rush, as Assistant Professor of English, for four academic years, effective July 25, 2017, at an academic year salary of $74,000.

Dr. Amy M. Salerno, as Assistant Professor of Medicine, for three years, effective August 1, 2017, at an annual salary of $100,000.

Ms. April S. Salerno, as Assistant Professor of Education, General Faculty, for three academic years, effective August 25, 2017, at an academic year salary of $65,000.

Dr. Daniel P. Sheeran, as Assistant Professor of Radiology & Medical Imaging, for three years, effective July 1, 2017, at an annual salary of $100,000.

Ms. Crystal Shin, as Assistant Professor of Law, General Faculty, for three years, effective July 1, 2017, at an annual salary of $104,000.

Mr. Nikolaos D. Sidiropoulos, as Professor of Electrical and Computer Engineering, effective August 15, 2017, at an annual salary of $300,000.

Mr. Benjamin T. Skinner, as Research Assistant Professor of Education, for three years, effective August 1, 2017, at an annual salary of $80,000.

Dr. Anna R. Smith, as Assistant Professor of Medicine, for three years, effective July 1, 2017, at an annual salary of $100,000.
Dr. Brynne A. Sullivan, as Assistant Professor of Pediatrics, for three years, effective August 1, 2017, at an annual salary of $100,000.

Dr. Hasan R. Syed, as Assistant Professor of Neurosurgery, for three years, effective August 1, 2017, at an annual salary of $100,000.

Mr. Xiwei Tang, as Assistant Professor of Statistics, for four academic years, effective July 25, 2017, at an academic year salary of $90,000.

Dr. Nicholas Teman, as Assistant Professor of Surgery, for three years, effective July 15, 2017, at an annual salary of $130,000.

Mr. Douglas J. Thomas, as Professor of Business Administration, effective August 25, 2017, at an academic year salary of $245,000.

Mr. Christopher Yoichi Ito Tibbetts, as Research Assistant Professor of Education, for three years, effective May 25, 2017, at an annual salary of $72,000.

Dr. Christina Tieu, as Assistant Professor of Medicine, for three years, effective July 1, 2017, at an annual salary of $100,000.

Mr. Davide Tomio, as Assistant Professor of Business Administration, for three academic years, effective August 25, 2017, at an academic year salary of $220,000.

Ms. Luzita Vela, as Assistant Professor of Education, General Faculty, for three years, effective June 15, 2017, at an annual salary of $90,000.

Ms. Jennifer A. Wales, as Associate Professor of Practice in Drama, General Faculty, for three years, effective July 25, 2017, at an annual salary of $103,900.

Ms. Ginger Watson Papelis, as Associate Professor of Education, effective August 10, 2017, at an annual salary of $142,700.

Mr. Joseph R. Wiencek, as Assistant Professor of Pathology, for three years, effective July 24, 2017, at an annual salary of $100,000.

Dr. Carlin A. Williams, as Assistant Professor of Surgery, for three years, effective August 14, 2017, at an annual salary of $100,000.

Mr. Joseph M. Williams, as Associate Professor of Education, effective August 25, 2017, at an academic year salary of $95,000.

Mr. Ting Xu, as Assistant Professor of Business Administration, for three academic years, effective August 25, 2017, at an academic year salary of $220,000.
Ms. Joanna S. Yost, as Assistant Professor of Psychiatry and Neurobehavioral Sciences, for one year, effective August 1, 2017, at an annual salary of $80,000.

Dr. Yiyu Zhao, as Assistant Professor of Anesthesiology, for two years, effective August 1, 2017, at an annual salary of $100,000.

2. **CORRECTION TO THE ELECTION OF MR. MELUR K. RAMASUBRAMANIAN**

RESOLVED, the election of Mr. Melur K. Ramasubramanian, as Professor of Mechanical Engineering effective August 8, 2017, at an annual salary of $340,000, as shown in the Minutes of the meeting of the Board of Visitors dated June 9, 2017, is corrected to read as follows:

Mr. Melur K. Ramasubramian, as Professor of Mechanical Engineering, effective August 1, 2017, at an annual salary of $340,000.

3. **ACTIONS RELATING TO CHAIRHOLDERS**

RESOLVED, the actions relating to the Chairholders are approved as shown below:

(a) **Election of Chairholders**

Dr. Karen K. Ballen, as Cancer Center Distinguished Professor, for five years, effective January 1, 2017, at an annual salary of $310,000. Dr. Ballen will continue as Professor of Medicine, without term.

Mr. Lawrence E. Band, as Ernest H. Ern Professor of Environmental Sciences, effective August 25, 2017, at an academic year salary of $225,000. Mr. Band will continue as Professor of Environmental Sciences, without term.

Dr. Ananda Basu, as Harrison Distinguished Teaching Professor of Medicine, for five years, effective August 1, 2017, at an annual salary of $259,700. Dr. Basu will continue as Professor of Medicine, without term.

Mr. Anthony Corbeill, as Basil L. Gildersleeve Professor of Classics, effective August 25, 2017, at an academic year salary of $150,000. Mr. Corbeill will continue as Professor of Classics, without term.

Mr. Quinn Curtis, as Albert Clark Tate, Jr., Professor of Law, for three academic years, effective August 25, 2017. Mr. Curtis will continue as Professor of Law, without term.

Mr. Scott C. Doney, as Joe D. and Helen J. Kington Professor of Environmental Sciences, effective August 25, 2017, at an academic year salary of $240,000. Mr. Doney will continue as Professor of Environmental Sciences, without term.
Dr. Camilo Fadul, as Jean and Ronald Butcher, MD, Eminent Scholars Professor of Neurology, for five years, effective May 25, 2017. Dr. Fadul will continue as Professor of Neurology, without term.

Dr. John D. Ferguson, as Julian Ruffin Beckwith Professor of Medicine, for five years, effective May 25, 2017. Dr. Ferguson will continue as Professor of Medicine, without term.

Mr. Kim A. Forde-Mazrui, as Earle K. Shawe Professor of Employment Law, for three academic years, effective August 25, 2017. Mr. Forde-Mazrui will continue as Mortimer M. Caplin Professor of Law, without term.

Mr. Michael B. Froman, as James R. Schlesinger Distinguished Professor at the Miller Center of Public Affairs, for one academic year, effective August 25, 2017, at an academic year salary of $75,000.

Ms. Laura F. Galloway, as Commonwealth Professor of Biology, effective August 25, 2017. Ms. Galloway will continue as Professor of Biology, without term.

Mr. Brandon L. Garrett, as White Burkett Miller Professor of Law and Public Affairs, effective August 25, 2017. Mr. Garrett will continue as Justice Thurgood Marshall Distinguished Professor of Law, until August 24, 2018, and as Professor of Law, without term.

Mr. George S. Geis, as Thomas F. Bergin Teaching Professor of Law, for three academic years, effective August 25, 2017. Mr. Geis will continue as William S. Potter Professor of Law, without term.

Mr. Thomas B. Gunnoe, as Commonwealth Professor of Chemistry, effective August 25, 2017. Mr. Gunnoe will continue as Professor of Chemistry, without term.

Ms. Deborah Hellman, as Roy L. and Rosamond Woodruff Morgan Professor of Law, for three academic years, effective August 25, 2017. Ms. Hellman will continue as David Lurton Massee, Jr., Professor of Law, without term.

Mr. A. E. D. Howard, as Warner-Booker Distinguished Professor of International Law, effective August 25, 2017. Mr. Howard will continue as Professor of Law, without term.

Mr. Jason S. Johnston, as Armistead M. Dobie Professor of Law, for three academic years, effective August 25, 2017. Mr. Johnston will continue as Henry L. and Grace Doherty Charitable Foundation Professor of Law, without term.

Dr. Tracey L. Krupski, as Jay Y. Gillenwater Associate Professor of Urology, for five years, effective May 25, 2014. Dr. Krupski will continue as Associate Professor of Urology, without term.
Mr. Melvyn P. Leffler, as Compton Visiting Professor of World Politics at the White Burkett Miller Center of Public Affairs, for one year, effective May 25, 2017. Mr. Leffler will continue as Edward R. Stettinius Professor of History, without term.

Ms. Elena Loutskina, as Bank of America Research Associate Professor of Business Administration, for three academic years, effective August 25, 2017. Ms. Loutskina will continue as Associate Professor of Business Administration, without term.

Ms. Julia D. Mahoney, as Class of 1963 Research Professor of Law in honor of Graham C. Lilly and Peter W. Low, for three academic years, effective August 25, 2017. Ms. Mahoney will continue as John S. Battle Professor of Law, without term.

Mr. Roger D. Martin, as KPMG Peat Marwick Professor of Professional Accounting, for four academic years, effective August 25, 2017. Mr. Martin will continue as Professor of Commerce, without term.

Ms. Ruth Mason, as Class of 1957 Research Professor of Law, for three academic years, effective August 25, 2017. Ms. Mason will continue as Professor of Law, without term.

Mr. Pedro M. Matos, as Macfarlane Family Professor of Business Administration, for five academic years, effective August 25, 2017. Mr. Matos will continue as Professor of Business Administration, without term.

Ms. Dayna B. Matthew, as William L. Matheson and Robert M. Morgenthau Distinguished Professor of Civil Liberties and Human Rights, for three academic years, effective August 25, 2017, at an academic year salary of $238,000. Ms. Matthew will continue as Professor of Law, without term.

Mr. Jeffrey K. Olick, as William R. Kenan, Jr., Professor of Sociology, effective August 25, 2017. Mr. Olick will continue as Professor of Sociology, without term.

Mr. David M. Parichy, as Pratt-Ivy Foundation Distinguished Professor of Morphogenesis of Biology, effective July 25, 2017, at an academic year salary of $216,000. Mr. Parichy will continue as Professor of Biology, without term.

Mr. Saikrishna B. Prakash, as Paul G. Mahoney Research Professor of Law, for three academic years, effective August 25, 2017. Mr. Prakash will continue as James Monroe Distinguished Professor of Law, without term.

Mr. Lee M. Ritterband, as Jean and Ronald Butcher, MD, Eminent Scholars Professor of Behavioral Medicine and Psychiatry, for five years, effective May 25, 2017. Mr. Ritterband will continue as Professor of Psychiatry and Neurobehavioral Sciences, without term.
Ms. Saonee Sarker, as Rolls-Royce Commonwealth Professor of Commerce, effective August 25, 2017. Ms. Sarker will continue as Professor of Commerce, without term.

Mr. Suprateek Sarker, as Rolls-Royce Commonwealth Professor of Commerce, effective August 25, 2017. Mr. Sarker will continue as Professor of Commerce, without term.

Mr. Micah J. Schwartzman, as Joseph W. Dorn Research Professor of Law, for three academic years, effective August 25, 2017. Mr. Schwartzman will continue as Professor of Law, without term.

Mr. Thomas J. Steenburgh, as Richard S. Reynolds Professor of Business Administration, effective August 25, 2017. Mr. Steenburgh will continue as Professor of Business Administration, without term.

Mr. Patrick H. Tolan, as Charles S. Robb Professor of Education, for five academic years, effective August 25, 2017. Mr. Tolan will continue as Professor of Education, without term.

Ms. Emiliana Versteeg, as Class of 1941 Research Professor of Law, for three academic years, effective August 25, 2017. Ms. Versteeg will continue as Professor of Law, without term.

Mr. Jarrett Zigon, as H. William Porterfield, M.D., and Linda Obenauf Porterfield Professor of Biomedical Ethics, effective July 25, 2017, at an annual salary of $180,000. Mr. Zigon will continue as Professor of Anthropology, without term.

Mr. Robert B. Zoellick, as James R. Schlesinger Distinguished Professor at the Miller Center of Public Affairs, for the period September 25, 2017 through May 24, 2018, at an academic year salary of $75,000.

(b) Promotion of Chairholder

Dr. Jim B. Tucker, from Priscilla Bonner and Margerie Bonner Lowry Associate Professor in the Division of Personality Studies, and Associate Professor of Psychiatry and Neurobehavioral Sciences, to Priscilla Bonner and Margerie Bonner Lowry Professor in the Division of Personality Studies, for five years, and Professor of Psychiatry and Neurobehavioral Sciences, for three years, effective July 1, 2017.

(c) Change of Title of Chairholder

Dr. Susan M. Pollart, from Ruth E. Murdaugh Professor of Family Practice, to Walter M. Seward Professor of Family Medicine, effective July 10, 2017. Dr. Pollart will continue as Professor of Family Medicine, without term.

(d) Special Salary Action of Chairholders
Dr. Richard L. Guerrant, Thomas Harrison Hunter Professor of International Medicine, effective May 1, 2017, at an annual salary of $185,100.

Mr. Barry M. Horowitz, Walter N. Munster Professor of Research in Intelligence Enhancement, effective May 25, 2017, at an annual salary of $271,600.

(e) Resignation of Chairholder

Dr. Robert G. Sawyer, C. Bruce Morton Professor of Surgery, effective September 14, 2017.

(f) Retirements of Chairholders

Dr. Robert S. Gibson, Lockhart B. McGuire Professor of Internal Medicine, effective July 4, 2017. Dr. Gibson had been a member of the faculty since July 1, 1981.

Dr. Anthony L. McCall, James M. Moss Professor of Diabetes and Professor of Medicine, effective July 1, 2017. Dr. McCall had been a member of the faculty since October 1, 2001.

4. PROMOTIONS

RESOLVED, the following persons are promoted:

Ms. Kristin M. Behfar, from Associate Professor of Business Administration, with term, to Associate Professor of Business Administration, without term, effective August 25, 2017.

Ms. Margarita Jover Biboum, from Professor of Practice in Architecture, to Associate Professor of Architecture, effective August 25, 2017.

5. SPECIAL SALARY ACTIONS

RESOLVED, the following persons shall receive the salary indicated:

Mr. Peter A. Beling, Associate Professor of Systems and Information Engineering, effective May 25, 2017, at an annual salary of $181,000.

Dr. Leigh A. Cantrell, Associate Professor of Obstetrics and Gynecology, effective April 25, 2017, at an annual salary of $137,500.

Dr. James J. Gangemi, Associate Professor of Surgery, effective January 1, 2017, at an annual salary of $300,000.

Ms. Linda A. Gonder-Frederick, Associate Professor of Psychiatry and Neurobehavioral Sciences, effective June 1, 2017, at an annual salary of $83,300.
Mr. Jeffrey K. Olick, William R. Kenan, Jr., Professor of Sociology, effective August 25, 2017, at an academic year salary of $204,100.

6. **RESIGNATIONS**

The President announced the following resignations:

**Dr. Kenneth I. Barron**, Assistant Professor of Obstetrics and Gynecology, effective August 4, 2017.

**Ms. Erin C. Berenz**, Assistant Professor of Pediatrics, effective July 2, 2017.

**Mr. Kai-Wei Chang**, Assistant Professor of Computer Science, effective June 30, 2017.

**Dr. Lucia F. Flors Blasco**, Assistant Professor of Radiology and Medical Imaging, effective August 2, 2017.

**Ms. Chloe R. Gibbs**, Assistant Professor of Public Policy and Education, effective May 24, 2017.

**Dr. Jose G. Gurrola II**, Assistant Professor of Otolaryngology, effective June 30, 2017.

**Dr. Surovi Hazarika**, Assistant Professor of Medicine, effective July 30, 2017.

**Dr. Sandra M. Johnson**, Associate Professor of Ophthalmology, effective August 25, 2017.

**Ms. Susie J. Kim**, Assistant Professor of East Asian Languages, Literatures and Cultures, effective May 24, 2017.

**Dr. John Kwock**, Assistant Professor of Anesthesiology, effective August 18, 2017.

**Dr. Carlos Leiva Salinas**, Assistant Professor of Radiology and Medical Imaging, effective July 28, 2017.

**Dr. Jessica D. Lewis**, Assistant Professor of Medicine, effective December 28, 2017.

**Ms. Jessica K. Lowe**, Associate Professor of Law, effective August 20, 2017.

**Dr. Kelly B. Mahaney**, Assistant Professor of Neurosurgery, effective July 17, 2017.

**Dr. William P. McCullough, Jr.**, Assistant Professor of Pediatric Imaging, effective December 31, 2017.

**Ms. Lisa R. Messeri**, Assistant Professor of Engineering and Society, effective June 30, 2017.
Ms. Pamela J. Pecchio, Associate Professor of Art, effective June 11, 2017.

Mr. Michael L. Reed, Professor of Electrical & Computer Engineering, effective August 24, 2017.

Mr. Robert J. Swap, Research Professor of Environmental Sciences, effective April 16, 2017.

Ms. Melissa C. Thomas-Hunt, Associate Professor of Business Administration, effective June 24, 2017.

Ms. Yuenan Wang, Assistant Professor of Radiation Oncology, effective June 23, 2017.

Mr. Benjamin T. Webster, Associate Professor of Mathematics, effective July 11, 2017.

Ms. Meredith Jung-En Woo, Professor of Politics, effective August 24, 2017.

7. **RETIEMENTS**

The President announced the following retirements:

Mr. J. David Castle, Professor of Cell Biology, effective September 1, 2017. Mr. Castle had been a member of the faculty since November 1, 1987.

Mr. Philip N. Geiger, Professor of Art, effective May 24, 2017. Mr. Geiger had been a member of the faculty since September 1, 1983.

Mr. John G. Papovich, Professor, General Faculty, effective August 24, 2017. Mr. Papovich had been a member of the faculty since August 1, 1985.

Ms. Vivian E. Thomson, Professor of Environmental Sciences & Politics, General Faculty, effective June 30, 2017. Ms. Thomson had been a member of the faculty since January 16, 1997.

Dr. Amy L. Tucker, Associate Professor of Medicine, effective April 6, 2017. Dr. Tucker had been a member of the faculty since September 1, 1994.

8. **ELECTION OF PROFESSOR EMERITI**

RESOLVED, the following persons are elected Professor Emeritus:

Mr. J. David Castle, Professor of Cell Biology, effective September 1, 2017.

Mr. Philip N. Geiger, Professor of Art, effective May 25, 2017.
Dr. Robert S. Gibson, Lockhart B. McGuire Professor of Internal Medicine, effective July 4, 2017.

Dr. Anthony L. McCall, James M. Moss Professor of Diabetes and Professor of Medicine, effective July 1, 2017.

9. **ELECTION OF ASSOCIATE PROFESSOR EMERITI**

RESOLVED, the following person is elected Associate Professor Emeritus:

Dr. Amy L. Tucker, Associate Professor of Medicine, effective April 6, 2017.

10. **DEATHS**

The president will announce the following deaths:

Mr. George J. Stukenborg, Professor of Public Health Sciences, died July 21, 2017. Mr. Stukenborg had been a member of the faculty since November 3, 1997.

Mr. Phillip A. Parrish, Interim Vice President for Research, died July 13, 2017. Mr. Parrish has been with the University since May 1, 1996.

**UNIVERSITY OF VIRGINIA’S COLLEGE AT WISE**

11. **ELECTION**

RESOLVED, the following person is elected to the faculty:

Mr. Joseph J. Kern, as Assistant Professor of Spanish, The University of Virginia’s College at Wise, for one year, effective August 25, 2017, at an annual salary of $55,000.

**Sketch:**

12. **PROMOTIONS**

RESOLVED, the following persons are promoted:

Mr. John M. Adrian, from Associate Professor of English, The University of Virginia’s College at Wise, to Professor of English, The University of Virginia’s College at Wise, effective August 25, 2017.
Mr. Jan Fiala, from Assistant Professor of Physics, The University of Virginia's College at Wise, to Associate Professor of Physics, The University of Virginia's College at Wise, effective August 25, 2017.

On motion, the meeting was adjourned at 4:00 p.m.

Respectfully submitted,

Susan G. Harris
Secretary

SGH:ddr
These minutes have been posted to the University of Virginia's Board of Visitors website.
http://www.virginia.edu/bov/publicminutes.html
ADDENDUM TO THE OFFICIAL MINUTES OF THE MEETING OF
THE BOARD OF VISITORS OF THE UNIVERSITY OF VIRGINIA

Meeting Date: September 14-15, 2017

CERTIFICATION OF CLOSED MEETING

The Board of Visitors, sitting in Open Session, adopted a resolution certifying that while meeting in Closed Session – as permitted by the relevant provisions of the Code of Virginia – only public business authorized by its motion and lawfully exempted from consideration in open session were discussed in closed session.

Respectfully submitted,

Susan G. Harris
Secretary
RESOLUTIONS NOT REQUIRING ACTION BY THE FULL BOARD

The following resolutions were adopted in a Board committee and do not require approval by the full Board; they are enumerated below as a matter of record.

HEALTH SYSTEM BOARD/TRANSITIONAL CARE HOSPITAL – September 13, 2017

AMENDED AND RESTATED BYLAWS OF THE CLINICAL STAFF OF THE TRANSITIONAL CARE HOSPITAL (see Attachment E)

RESOLVED, the Health System Board approves the Amended and Restated Bylaws of the Clinical Staff of the Transitional Care Hospital. These amendments, which are appended as an Attachment, shall be effective as of September 13, 2017.

CREDENTIALING AND RECREREDENTIALING ACTIONS – HEALTH SYSTEM BOARD/TRANSITIONAL CARE HOSPITAL – APPROVED September 13, 2017

The following resolutions were adopted in a Board committee and do not require approval by the full Board; they are enumerated below as a matter of record.

1. APPOINTMENTS TO THE CLINICAL STAFF

RESOLVED, the recommendations of the Clinical Staff Executive Committee for appointment to the Clinical Staff of the University of Virginia Transitional Care Hospital and the granting of specific privileges to the following practitioners are approved:

Ashburn, Frank, M.D., Ophthalmologist in the Department of Ophthalmology; Consulting Staff Status; Period of Appointment: July 17, 2017, through July 16, 2018; Privileged in Ophthalmology.

Bauer, Derek, M.D., Neurologist in the Department of Neurology; Consulting Staff Status; Period of Appointment: August 1, 2017, through July 31, 2018; Privileged in Neurology.

Brown, Jacqueline, M.D., Physician in the Department of Medicine; Consulting Staff Status; Period of Appointment: July 31, 2017, through July 30, 2018; Privileged in Medicine.

Gollahalli Shivaramaih, Nagesh, M.D., Hospitalist in the Department of Medicine; Attending Staff Status; Period of Appointment: July 13, 2017, through July 12, 2018; Privileged in Medicine.

Guerrero, Kathleen, M.D., Ophthalmologist in the Department of Ophthalmology; Consulting Staff Status; Period of Appointment: July 11, 2017, through July 10, 2018; Privileged in Ophthalmology.
Lusa, Amanda, M.D., Hospitalist in the Department of Medicine; Attending Staff Status; Period of Appointment: July 18, 2017, through July 17, 2018; Privileged in Medicine.

McManus, Kathleen, M.D., Physician in the Department of Medicine; Consulting Staff Status; Period of Appointment: July 26, 2017, through July 25, 2018; Privileged in Medicine.

Natov, Nikola, M.D., Gastroenterologist in the Department of Medicine; Consulting Staff Status; Period of Appointment: July 10, 2017, through July 9, 2018; Privileged in Medicine.

Ropp, Alan, M.D., Radiologist in the Department of Radiology and Medical Imaging; Consulting Staff Status; Period of Appointment: July 1, 2017, through June 30, 2018; Privileged in Radiology and Medical Imaging.

Teman, Nicholas, M.D., Cardiothoracic Surgeon in the Department of Surgery; Consulting Staff Status; Period of Appointment: July 18, 2017, through July 17, 2018; Privileged in Surgery.

Tieu, Christina, M.D., Geriatrician in the Department of Medicine; Consulting Staff Status; Period of Appointment: July 11, 2017, through July 10, 2018; Privileged in Medicine.

2. REAPPOINTMENTS TO THE CLINICAL STAFF

RESOLVED, the recommendations of the Clinical Staff Executive Committee for reappointment to the Clinical Staff of the University of Virginia Transitional Care Hospital and the granting of specific privileges to the following practitioners are approved:

Bajo, Stephanie, Psy.D., Psychologist in the Department of Psychiatry and Neurobehavioral Sciences; Consulting Staff Status; Period of Reappointment: September 6, 2017, through February 27, 2019; Privileged in Psychology.

Chhabra, Abhinav, M.D., Orthopedic Surgeon in the Department of Orthopedic Surgery; Consulting Staff Status; Period of Reappointment: August 31, 2017, through August 30, 2019; Privileged in Orthopedic Surgery.

Chiota-McCollum, Nicole, M.D., Neurologist in the Department of Neurology; Consulting Staff Status; Period of Reappointment: September 14, 2017, through June 30, 2019; Privileged in Neurology.

Duska, Linda, M.D., Obstetrician and Gynecologist in the Department of Obstetrics and Gynecology; Consulting Staff Status; Period of Reappointment: August 31, 2017, through August 30, 2019; Privileged in Obstetrics and Gynecology.

Gadrey, Shrirang, M.D., Hospitalist in the Department of Medicine; Attending Staff Status; Period of Reappointment: September 5, 2017, through March 30, 2019; Privileged in Medicine.
Hall, Joseph, M.D., Hospitalist in the Department of Medicine; Attending Staff Status; Period of Reappointment: September 5, 2017, through January 30, 2019; Privileged in Medicine.

Jain, Vishal, M.D., Hospitalist in the Department of Medicine; Attending Staff Status; Period of Reappointment: August 31, 2017, through August 30, 2019; Privileged in Medicine.

Park, Joseph, M.D., Orthopedic Surgeon in the Department of Orthopedic Surgery; Consulting Staff Status; Period of Reappointment: August 31, 2017, through August 30, 2019; Privileged in Orthopedic Surgery.

Platts-Mills, James, M.D., Physician in the Department of Medicine; Consulting Staff Status; Period of Reappointment: August 31, 2017, through August 30, 2019; Privileged in Medicine.

Kronfol, Richard, M.D., Hospitalist in the Department of Medicine; Attending Staff Status; Period of Reappointment: August 31, 2017, through August 30, 2019; Privileged in Medicine.

Mehta, Ambereen, M.D., M.P.H, Physician in the Department of Medicine; Consulting Staff Status; Period of Reappointment: August 30, 2017, through May 30, 2019; Privileged in Medicine.

Rosner, Mitchell, M.D., Nephrologist in the Department of Medicine; Consulting Staff Status; Period of Reappointment: August 31, 2017, through August 30, 2019; Privileged in Medicine.

Rustin, Rudolph, M.D., Surgeon in the Department of Surgery; Consulting Staff Status; Period of Reappointment: September 1, 2017, through May 30, 2018; Privileged in Surgery.

Warbarton, Karen, M.D., Nephrologist in the Department of Medicine; Consulting Staff Status; Period of Reappointment: September 29, 2017, through October 30, 2018; Privileged in Medicine.

3. RESIGNATIONS OF CLINICAL STAFF

RESOLVED, the recommendations of the Clinical Staff Executive Committee for the resignation and expiration of privileges to the following Clinical Staff are approved:

Adams, Peter D., M.D., Surgeon in the Departments of Surgery; Consulting Staff Status; Effective Date of Resignation: July 31, 2017.

Esau, Sharon A., M.D., Pulmonologist in the Departments of Medicine; Attending Staff Status; Effective Date of Resignation: July 15, 2017.

Hazarika, Surovi, M.D., Ph.D., Cardiologist in the Departments of Medicine; Consulting Staff Status; Effective Date of Resignation: July 30, 2017.
Mahaney, Kelly B., M.D., Neurosurgeon in the Departments of Neurology; Consulting Staff Status; Effective Date of Resignation: July 17, 2017.

Mehrad, Borna., M.D., Pulmonologist in the Departments of Medicine; Attending Staff Status; Effective Date of Resignation: July 14, 2017.

Salinas, Carlos L., M.D., Radiologist in the Departments of Radiology & Medical Imaging; Consulting Staff Status; Effective Date of Resignation: July 31, 2017.

4. RENEWAL OF PRIVILEGES FOR ALLIED HEALTH PROFESSIONALS

RESOLVED, the recommendation of the Clinical Staff Executive Committee for the renewal of privileges to the following Allied Health Professional is approved:


Beuscher, Tara, R.N., N.P., Adult Nurse Practitioner in the Department of Medicine; Period of Privileging: September 18, 2017 through September 17, 2019; Privileged as an Adult Nurse Practitioner.

Floyd, Shawn, R.N., N.P., Acute Care Nurse Practitioner in the Department of Medicine; Period of Privileging: September 27, 2017 through September 26, 2019; Privileged as an Acute Care Nurse Practitioner.

George, Katie L., R.N., N.P., Adult Gerontology Nurse Practitioner in the Department of Surgery; Period of Privileging: September 29, 2017 through September 28, 2019; Privileged as an Adult Gerontology Nurse Practitioner.

Porreca, Anthony, P.A., Physician Assistant in the Department of Radiology and Medical Imaging; Period of Privileging: September 6, 2017 through September 5, 2019; Privileged as a Physician Assistant.

HEALTH SYSTEM BOARD – September 13, 2017

AMENDED AND RESTATED BYLAWS OF THE CLINICAL STAFF OF THE MEDICAL CENTER
(see Attachment F)

RESOLVED, the Health System Board approves the Amended and Restated Bylaws of the Clinical Staff of the Medical Center. These amendments, which are appended as an Attachment, shall be effective as of September 13, 2017.
**REAFFIRMATION OF MEDICAL CENTER LEVEL I TRAUMA STATUS:**

RESOLVED, the Health System Board supports the Medical Center’s continued designation as a Level I Trauma Center by the Commonwealth and the American College of Surgeons; and

RESOLVED FURTHER, the Medical Center commits to maintain the high standards needed to provide optimal care to all trauma patients.

**CREDENTIALING AND RECREDENTIALING ACTIONS – HEALTH SYSTEM BOARD – APPROVED September 13, 2017**

The following resolutions were adopted in a Board committee and do not require approval by the full Board; they are enumerated below as a matter of record.

1. **APPOINTMENTS TO THE CLINICAL STAFF**

RESOLVED, the recommendations of the Clinical Staff Executive Committee for appointment to the Clinical Staff of the University of Virginia Medical Center and the granting of specific privileges to the following practitioners are approved:

   **Abu Libdeh, Amal, M.D., Neurologist in the Department of Neurology; Attending Staff Status; Period of Appointment: July 24, 2017, through July 23, 2018; Privileged in Neurology.**

   **Ashburn, Frank, M.D., Ophthalmologist in the Department of Ophthalmology; Attending Staff Status; Period of Appointment: July 17, 2017, through July 16, 2018; Privileged in Ophthalmology.**

   **Bauer, Derek, M.D., Neurologist in the Department of Neurology; Attending Staff Status; Period of Appointment: August 1, 2017, through July 31, 2018; Privileged in Neurology.**

   **Bell, Taison, M.D., Pulmonologist in the Department of Medicine; Attending Staff Status; Period of Appointment: July 10, 2017, through July 9, 2018; Privileged in Medicine.**

   **Brown, Jacqueline, M.D., Physician in the Department of Medicine; Attending Staff Status; Period of Appointment: July 31, 2017, through July 30, 2018; Privileged in Medicine.**

   **Cooper, Meghan, M.D., Pulmonologist in the Department of Medicine; Attending Staff Status; Period of Appointment: July 19, 2017, through October 3, 2017; Privileged in Medicine.**

   **Fink, Nathan, M.D., Radiologist in the Department of Radiology and Medical Imaging; Attending Staff Status; Period of Appointment: July 1, 2017, through June 30, 2018; Privileged in Radiology and Medical Imaging.**
Gollahalli Shivaramaih, Nagesh, M.D., Hospitalist in the Department of Medicine; Attending Staff Status; Period of Appointment: July 13, 2017, through July 12, 2018; Privileged in Medicine.

Guerrero, Kathleen, M.D., Ophthalmologist in the Department of Ophthalmology; Attending Staff Status; Period of Appointment: July 11, 2017, through July 10, 2018; Privileged in Ophthalmology.

Hartman, Stephanie, M.D., Pediatrician in the Department of Pediatrics; Attending Staff Status; Period of Appointment: July 18, 2017, through July 17, 2018; Privileged in Pediatrics.

Kim, James, M.D., Anesthesiologist in the Department of Anesthesiology; Attending Staff Status; Period of Appointment: July 19, 2017, through July 18, 2018; Privileged in Anesthesiology.

Klavans, Meghan, M.D., Obstetrician and Gynecologist in the Department of Obstetrics and Gynecology; Attending Staff Status; Period of Appointment: July 18, 2017, through July 17, 2018; Privileged in Obstetrics and Gynecology.

Khourdaji, Ayed, M.D., Urologist in the Department of Urology; Attending Staff Status; Period of Appointment: July 10, 2017, through July 9, 2018; Privileged in Urology.

Lusa, Amanda, M.D., Hospitalist in the Department of Medicine; Attending Staff Status; Period of Appointment: July 18, 2017, through July 17, 2018; Privileged in Medicine.

McManus, Kathleen, M.D., Physician in the Department of Medicine; Attending Staff Status; Period of Appointment: July 26, 2017, through July 25, 2018; Privileged in Medicine.

Natov, Nikola, M.D., Gastroenterologist in the Department of Medicine; Attending Staff Status; Period of Appointment: July 10, 2017, through July 9, 2018; Privileged in Medicine.

Pena, Laura, M.D., Pediatrician in the Department of Pediatrics; Attending Staff Status; Period of Appointment: July 17, 2017, through July 16, 2018; Privileged in Pediatrics.

Reilley, Matthew, M.D., Hematologist Oncologist in the Department of Medicine; Attending Staff Status; Period of Appointment: July 26, 2017, through July 25, 2018; Privileged in Medicine.

Ropp, Alan, M.D., Radiologist in the Department of Radiology and Medical Imaging; Attending Staff Status; Period of Appointment: July 1, 2017, through June 30, 2018; Privileged in Radiology and Medical Imaging.

Smith, Phillip, M.D., Ph.D., Cardiothoracic Surgeon in the Department of Surgery; Attending Staff Status; Period of Appointment: August 16, 2017, through August 15, 2018; Privileged in Surgery.
Sturek, Jeffrey, M.D., Pulmonologist in the Department of Medicine; Attending Staff Status; Period of Appointment: July 10, 2017, through July 9, 2018; Privileged in Medicine.

Syed, Hasan, M.D., Neurosurgeon in the Department of Neurosurgery; Attending Staff Status; Period of Appointment: August 1, 2017, through July 31, 2018; Privileged in Neurosurgery.

Teman, Nicholas, M.D., Cardiothoracic Surgeon in the Department of Surgery; Attending Staff Status; Period of Appointment: July 18, 2017, through July 17, 2018; Privileged in Surgery.

Tieu, Christina, M.D., Geriatrician in the Department of Medicine; Attending Staff Status; Period of Appointment: July 11, 2017, through July 10, 2018; Privileged in Medicine.

2. REAPPOINTMENTS TO THE CLINICAL STAFF

RESOLVED, the recommendations of the Clinical Staff Executive Committee for reappointment to the Clinical Staff of the University of Virginia Medical Center and the granting of specific privileges to the following practitioners are approved:

Ambati, Jayakrishn, M.D., Ophthalmologist in the Department of Ophthalmology; Attending Staff Status; Period of Reappointment: September 14, 2017, through June 30, 2019; Privileged in Ophthalmology.

Babbott, Stewart, M.D., Physician in the Department of Medicine; Attending Staff Status; Period of Reappointment: August 30, 2017, through September 29, 2018; Privileged in Medicine.

Bachmann, Keith, M.D., Orthopedic Surgeon in the Department of Orthopedic Surgery; Attending Staff Status; Period of Reappointment: September 2, 2017, through July 30, 2019; Privileged in Orthopedic Surgery.

Bajo, Stephanie, Psy.D., Psychologist in the Department of Psychiatry and Neurobehavioral Sciences; Attending Staff Status; Period of Reappointment: September 6, 2017, through February 27, 2019; Privileged in Psychology.

Castrodale, Brett, M.D., Physician in the Department of Family Medicine; Attending Staff Status; Period of Reappointment: September 15, 2017, through September 14, 2019; Privileged in Family Medicine.

Chhabra, Abhinav, M.D., Orthopedic Surgeon in the Department of Orthopedic Surgery; Attending Staff Status; Period of Reappointment: August 31, 2017, through August 30, 2019; Privileged in Orthopedic Surgery.

Chiota-McCollum, Nicole, M.D., Neurologist in the Department of Neurology; Attending Staff Status; Period of Reappointment: September 14, 2017, through June 30, 2019; Privileged in Neurology.
Dengel, Lynn, M.D., Surgeon in the Department of Surgery; Attending Staff Status; Period of Reappointment: August 31, 2017, through August 30, 2019; Privileged in Surgery.

Duska, Linda, M.D., Obstetrician and Gynecologist in the Department of Obstetrics and Gynecology; Attending Staff Status; Period of Reappointment: August 31, 2017, through August 30, 2019; Privileged in Obstetrics and Gynecology.

Flores Blasco, Lucia, M.D., Radiologist in the Department of Radiology and Medical Imaging; Administrative Staff Status; Period of Reappointment: September 8, 2017, through March 30, 2019.

Gadrey, Shrirang, M.D., Hospitalist in the Department of Medicine; Attending Staff Status; Period of Reappointment: September 5, 2017, through March 30, 2019; Privileged in Medicine.

Hall, Joseph, M.D., Hospitalist in the Department of Medicine; Attending Staff Status; Period of Reappointment: September 5, 2017, through January 30, 2019; Privileged in Medicine.

Jain, Vishal, M.D., Hospitalist in the Department of Medicine; Attending Staff Status; Period of Reappointment: August 31, 2017, through August 30, 2019; Privileged in Medicine.

Kaur, Varinder, M.D., Hematologist Oncologist in the Department of Medicine; Attending Staff Status; Period of Reappointment: September 26, 2017, through May 30, 2019; Privileged in Medicine.

Kirzhner, Maria, M.D., Ophthalmologist in the Department of Ophthalmology; Attending Staff Status; Period of Reappointment: August 31, 2017, through August 30, 2019; Privileged in Ophthalmology.

Kronfol, Richard, M.D., Hospitalist in the Department of Medicine; Attending Staff Status; Period of Reappointment: August 31, 2017, through August 30, 2019; Privileged in Medicine.

Kyin, Timothy, M.D., Allergist and Immunologist in the Department of Medicine; Attending Staff Status; Period of Reappointment: August 31, 2017, through August 30, 2019; Privileged in Medicine.

Leiva Salinas, Carlos, M.D., Radiologist in the Department of Radiology and Medical Imaging; Administrative Staff Status; Period of Reappointment: September 29, 2017, through April 29, 2019.

Lewis, Jessica, M.D., Physician in the Department of Medicine; Attending Staff Status; Period of Reappointment: August 31, 2017, through August 30, 2019; Privileged in Medicine.
Mehta, Ambereen, M.D., M.P.H, Physician in the Department of Medicine; Attending Staff Status; Period of Reappointment: August 30, 2017, through May 30, 2019; Privileged in Medicine.

Mendoza, Joanne, M.D., Pediatrician in the Department of Pediatrics; Attending Staff Status; Period of Reappointment: September 15, 2017, through October 30, 2018; Privileged in Pediatrics.

Mor, Lavika, D.D.S., Dentist in the Department of Dentistry; Attending Staff Status; Period of Reappointment: August 31, 2017, through August 30, 2019; Privileged in Dentistry.

Murphy, Jessica, M.D., Obstetrician and Gynecologist in the Department of Obstetrics and Gynecology; Attending Staff Status; Period of Reappointment: August 4, 2017, through August 3, 2019; Privileged in Obstetrics and Gynecology.

Park, Joseph, M.D., Orthopedic Surgeon in the Department of Orthopedic Surgery; Attending Staff Status; Period of Reappointment: August 31, 2017, through August 30, 2019; Privileged in Orthopedic Surgery.

Platts-Mills, James, M.D., Physician in the Department of Medicine; Attending Staff Status; Period of Reappointment: August 31, 2017, through August 30, 2019; Privileged in Medicine.

Politis, George, M.D., Anesthesiologist in the Department of Anesthesiology; Attending Staff Status; Period of Reappointment: August 31, 2017, through August 30, 2019; Privileged in Anesthesiology.

McGahren, Eugene, M.D., Pediatric Surgeon in the Department of Surgery; Attending Staff Status; Period of Reappointment: August 31, 2017, through August 30, 2019; Privileged in Surgery.

Mason, Kelly, M.D., Pediatric Endocrinologist in the Department of Pediatrics; Attending Staff Status; Period of Reappointment: September 23, 2017, through August 30, 2019; Privileged in Pediatrics.

Mendoza, Joanne, M.D., Pediatrician in the Department of Pediatrics; Attending Staff Status; Period of Reappointment: September 15, 2017, through October 30, 2018; Privileged in Pediatrics.

Mendoza, Michael, M.D., Pediatric Gastroenterologist in the Department of Pediatrics; Attending Staff Status; Period of Reappointment: September 14, 2017, through October 30, 2018; Privileged in Pediatrics.

Raval, Gauri, M.D., Pediatrician in the Department of Pediatrics; Attending Staff Status; Period of Reappointment: September 09, 2017, through February 27, 2019; Privileged in Pediatrics.
Riegler, Lara, M.D., Pediatric Hematologist Oncologist in the Department of Pediatrics; Attending Staff Status; Period of Reappointment: September 2, 2017, through October 30, 2018; Privileged in Pediatrics.

Roberson, Porsche, M.D., Pediatrician in the Department of Pediatrics; Attending Staff Status; Period of Reappointment: August 30, 2017, through November 29, 2018; Privileged in Pediatrics.

Rosner, Mitchell, M.D., Nephrologist in the Department of Medicine; Attending Staff Status; Period of Reappointment: August 31, 2017, through August 30, 2019; Privileged in Medicine.

Rustin, Rudolph, M.D., Surgeon in the Department of Surgery; Attending Staff Status; Period of Reappointment: September 1, 2017, through May 30, 2018; Privileged in Surgery.

Sacco, Melissa, M.D., Pediatrician in the Department of Pediatrics; Attending Staff Status; Period of Reappointment: August 31, 2017, through August 30, 2019; Privileged in Pediatrics.

Sanders, David, M.D., Anesthesiologist in the Department of Anesthesiology; Attending Staff Status; Period of Reappointment: August 31, 2017, through August 30, 2019; Privileged in Anesthesiology.

Schenkman, Noah, M.D., Urologist in the Department of Urology; Attending Staff Status; Period of Reappointment: August 31, 2017, through August 30, 2019; Privileged in Urology.

Shepard, Jaclyn, Psy.D., Psychologist in the Department of Psychiatry and Neurobehavioral Sciences; Attending Staff Status; Period of Reappointment: August 31, 2017, through August 30, 2019; Privileged in Psychology.

Schoelwer, Melissa, M.D., Pediatric Endocrinologist in the Department of Pediatrics; Attending Staff Status; Period of Reappointment: September 7, 2017, through July 30, 2019; Privileged in Pediatrics.

Titus, Brian, M.D., Anesthesiologist in the Department of Anesthesiology; Attending Staff Status; Period of Reappointment: September 7, 2017, through April 29, 2019; Privileged in Anesthesiology.

Vinton, Deborah, M.D., Physician in the Department of Emergency Medicine; Attending Staff Status; Period of Reappointment: September 9, 2017, through December 30, 2019; Privileged in Emergency Medicine.

Warbarton, Karen, M.D., Nephrologist in the Department of Medicine; Attending Staff Status; Period of Reappointment: September 29, 2017, through October 30, 2018; Privileged in Medicine.
3. **SECONDARY REAPPOINTMENTS TO THE CLINICAL STAFF**

RESOLVED, the recommendations of the Clinical Staff Executive Committee for the secondary reappointment to the clinical staff of the University of Virginia Medical Center and the granting of specific privileges to the following practitioner are approved:

*Politis, George, M.D.,* Anesthesiologist in the Department of Pediatrics; Attending Staff Status; Period of Reappointment: August 31, 2017, through August 30, 2019; Privileged in Pediatrics.

4. **RESIGNATIONS OF CLINICAL STAFF**

RESOLVED, the recommendations of the Clinical Staff Executive Committee for the resignation and expiration of privileges to the following Clinical Staff are approved:

*Adams, Peter D., M.D.,* Surgeon in the Departments of Surgery; Attending Staff Status; Effective Date of Resignation: July 31, 2017.

*Barron, Kenneth L., M.D.,* Obstetrician and Gynecologist in the Departments of Obstetrics and Gynecology; Attending Staff Status; Effective Date of Resignation: August 4, 2017.

*Calhoun, Alice O., M.D.,* Physician in the Departments of Family Medicine; Attending Staff Status; Effective Date of Resignation: July 20, 2017.

*Desmett, Ashley L., M.D.,* Pulmonologist in the Departments of Medicine; Attending Staff Status; Effective Date of Resignation: June 30, 2017.

*Duke, Duane S., M.D.,* Surgeon in the Departments of Surgery; Attending Staff Status; Effective Date of Resignation: June 30, 2017.

*Esau, Sharon A., M.D.,* Pulmonologist in the Departments of Medicine; Attending Staff Status; Effective Date of Resignation: July 15, 2017.

*Gosche, John R., M.D.,* Surgeon in the Departments of Surgery; Attending Staff Status; Effective Date of Resignation: June 30, 2017.

*Hazarika, Surovi, M.D., Ph.D.,* Cardiologist in the Departments of Medicine; Attending Staff Status; Effective Date of Resignation: July 30, 2017.

*Jayanandarajan, Dhiraj R., M.D.,* Neurologist in the Departments of Neurology; Attending Staff Status; Effective Date of Resignation: July 25, 2017.

*Keeley, Ellen C., M.D.,* Cardiologist in the Departments of Medicine; Attending Staff Status; Effective Date of Resignation: July 14, 2017.
Mahaney, Kelly B., M.D., Neurosurgeon in the Departments of Neurology; Attending Staff Status; Effective Date of Resignation: July 17, 2017.

Mehrad, Borna., M.D., Pulmonologist in the Departments of Medicine; Attending Staff Status; Effective Date of Resignation: July 14, 2017.

Oliver, M. Norman, M.D., Physician in the Departments of Family Medicine; Attending Staff Status; Effective Date of Resignation: July 9, 2017.

Palac, Susan M., M.D., Neurologist in the Departments of Neurology; Attending Status; Effective Date of Resignation: November 18, 2016.

Simmons, Lisa, M.D., Hematologist Oncologist in the Departments of Medicine; Attending Staff Status; Effective Date of Resignation: July 31, 2017.

Waterhouse, Stephanie G., M.D., Pediatrician in the Departments of Pediatrics; Attending Staff Status; Effective Date of Resignation: April 17, 2017.

5. PRIVILEGES FOR NEW ALLIED HEALTH PROFESSIONALS

RESOLVED, the recommendations of the Clinical Staff Executive Committee for the granting of privileges to the following Allied Health Professionals are approved:

Burgamy, Annely E., R.N., N.P., Pediatric Nurse Practitioner in the Department of Pediatrics; Period of Privileging: July 25, 2017 through July 24, 2018; Privileged as a Pediatric Nurse Practitioner.

Cleaves, Christine, R.N., N.P., Certified Nurse Anesthetist in the Department of Anesthesiology; Period of Privileging: July 31, 2017 through July 30, 2018; Privileged as a Certified Nurse Anesthetist.

Comerzan, Katelyn, R.N., N.P., Acute Care Nurse Practitioner in the Department of Medicine; Period of Privileging: July 17, 2017 through July 16, 2018; Privileged as an Acute Care Nurse Practitioner.

Dunbar, Catherine P., R.N., N.P., Family Nurse Practitioner in the Department of Anesthesiology; Period of Privileging: July 30, 2017 through July 29, 2018; Privileged as a Family Nurse Practitioner.

Dunivan, Kevin, R.N., N.P., Adult Gerontology Acute Care Nurse Practitioner in the Department of Neurology; Period of Privileging: July 16, 2017 through July 15, 2018; Privileged as an Adult Gerontology Acute Care Nurse Practitioner.

Frank, Nicole, P.A., Physician Assistant in the Department of Pediatrics; Period of Privileging: July 31, 2017 through July 30, 2018; Privileged as a Physician Assistant.
Hove, Mary, R.N., N.P., Certified Nurse Anesthetist in the Department of Anesthesiology; Period of Privileging: July 31, 2017 through July 30, 2018; Privileged as a Certified Nurse Anesthetist.

LeRoy, Susan, R.N., N.P., Pediatric Nurse Practitioner in the Department of Urology; Period of Privileging: July 31, 2017 through July 30, 2018; Privileged as a Pediatric Nurse Practitioner.

Rush-Evans, Shelly L, R.N., N.P., Adult Gerontology Acute Care Nurse Practitioner in the Department of Neurology; Period of Privileging: July 30, 2017 through July 29, 2018; Privileged as an Adult Gerontology Acute Care Nurse Practitioner.

Schneiderman, Emily, R.N., N.P., Adult Gerontology Acute Care Nurse Practitioner in the Department of Surgery; Period of Privileging: July 30, 2017 through July 29, 2018; Privileged as an Adult Gerontology Acute Care Nurse Practitioner.

6. **RENEWAL OF PRIVILEGES FOR ALLIED HEALTH PROFESSIONALS**

RESOLVED, the recommendations of the Clinical Staff Executive Committee for the renewal of privileges to the following Allied Health Professionals are approved:

Alvarez, Elizabeth, R.N., N.P., Adult Gerontology Nurse Practitioner in the Department of Surgery; Period of Privileging: September 9, 2017 through September 8, 2019; Privileged as an Adult Gerontology Nurse Practitioner.

Bailey, Pamela K., R.N., N.P., Pediatric Nurse Practitioner in the Department of Pediatrics; Period of Privileging: September 18, 2017 through September 17, 2019; Privileged as a Pediatric Nurse Practitioner.


Cross, Shelby T., R.N., N.P., Family Nurse Practitioner in the Department of Pediatrics; Period of Privileging: September 11, 2017 through September 10, 2019; Privileged as a Family Nurse Practitioner.

Floyd, Shawn, R.N., N.P., Acute Care Nurse Practitioner in the Department of Medicine; Period of Privileging: September 27, 2017 through September 26, 2019; Privileged as an Acute Care Nurse Practitioner.

Foster, Lisa W., P.A., Physician Assistant in the Department of Medicine; Period of Privileging: September 9, 2017 through September 8, 2019; Privileged as a Physician Assistant.
George, Katie L., R.N., N.P., Adult Gerontology Nurse Practitioner in the Department of Surgery; Period of Privileging: September 29, 2017 through September 28, 2019; Privileged as an Adult Gerontology Nurse Practitioner.

Hamby, Jenny, R.N., N.P., Adult Gerontology Nurse Practitioner in the Department of Medicine; Period of Privileging: September 11, 2017 through September 10, 2019; Privileged as an Adult Gerontology Nurse Practitioner.

Hart, Jennifer A., P.A., Physician Assistant in the Department of Orthopedic Surgery; Period of Privileging: September 15, 2017 through September 14, 2019; Privileged as a Physician Assistant.

Kahler, Nicole, R.N., N.P., Adult Gerontology Nurse Practitioner in the Department of Medicine; Period of Privileging: September 8, 2017 through August 8, 2019; Privileged as an Adult Gerontology Nurse Practitioner.

Longley, Michelle, R.N., N.P., Geriatric Nurse Practitioner in the Department of Surgery; Period of Privileging: September 12, 2017 through September 11, 2019; Privileged as a Geriatric Nurse Practitioner.


Porreca, Anthony, P.A., Physician Assistant in the Department of Radiology and Medical Imaging; Period of Privileging: September 6, 2017 through September 5, 2019; Privileged as a Physician Assistant.

Roman, Amy, R.N., N.P., Acute Care Nurse Practitioner in the Department of Surgery; Period of Privileging: August 28, 2017 through August 27, 2019; Privileged as an Acute Care Nurse Practitioner.

Sites, Lindsey W., R.N., N.P., Certified Nurse Anesthetist in the Department of Anesthesiology; Period of Privileging: September 20, 2017 through September 19, 2019; Privileged as a Certified Nurse Anesthetist.

Viars, Ashley, R.N., N.P., Adult Gerontology Nurse Practitioner in the Department of Medicine; Period of Privileging: September 25, 2017 through September 24, 2019; Privileged as an Adult Gerontology Nurse Practitioner.

Walton, Drew H., R.N., N.P., Acute Care Nurse Practitioner in the Department of Surgery; Period of Privileging: September 3, 2017 through September 2, 2019; Privileged as an Acute Care Nurse Practitioner.

7. RESIGNATIONS OF ALLIED HEALTH PROFESSIONALS
RESOLVED, the recommendations of the Clinical Staff Executive Committee for the resignation and expiration of privileges to the following Allied Health Professionals are approved:

**Argetsinger, Debora S., R.N., N.P.,** Adult Gerontology Acute Care Nurse Practitioner in the Department of Surgery; Effective Date of Resignation: June 29, 2017.

**Hanson, Suzanne, R.N., N.P.,** Certified Nurse Anesthetist in the Department of Anesthesiology; Effective Date of Resignation: June 23, 2017.

**Lee, Kathleen D., P.A.,** Physician Assistant in the Department of Urology; Effective Date of Resignation: July 7, 2017.

**Madden, Krista, R.N., N.P.,** Certified Nurse Anesthetist in the Department of Anesthesiology; Effective Date of Resignation: June 23, 2017.

**Miller, Jane, R.N., N.P.,** Family Nurse Practitioner in the Department of Medicine; Effective Date of Resignation: July 1, 2017.

**Subudhi, Courtney M., R.N., N.P.,** Certified Nurse Midwife in the Department of Obstetrics and Gynecology; Effective Date of Resignation: July 22, 2017.

8. **NEW PRIVILEGES TO ALLIED HEALTH PROFESSIONALS**

RESOLVED the recommendations of the Clinical Staff Executive Committee for new procedural privileges to the following Allied Health Professional are approved:

**Logan, Jenna, R.N., N.P.,** Adult Gerontology Acute Care Nurse Practitioner in the Department of Medicine. Additional Privileges for Bone Marrow Aspirations. Effective Date: August 1, 2017, through March 12, 2018.

**CREDENTIALING AND RECredentialing ACTIONS – HEALTH SYSTEM BOARD – APPROVED July 18, 2017**

**RECOMMENDED CREDENTIALING AND RECredentialing ACTIONS**

RESOLVED, pursuant to the delegation of authority contained in the September 15, 2011 Resolution of the Medical Center Operating Board, the undersigned hereby approve the following Credentialing and Recredentialing Actions as specifically set forth below:

1. **APPOINTMENTS TO THE CLINICAL STAFF**

RESOLVED, the recommendations of the Clinical Staff Executive Committee for appointment to the Clinical Staff of the University of Virginia Medical Center and the granting of specific privileges to the following practitioners are approved:
Abdelmalek, Cherif, M.D., Hematologist Oncologist in the Department of Medicine; Attending Staff Status; Period of Appointment: July 7, 2017, through July 6, 2018; Privileged in Medicine.

Allen, Douglas, M.D., Pediatric Cardiologist in the Department of Pediatrics; Attending Staff Status; Period of Appointment: August 1, 2017, through July 31, 2018; Privileged in Pediatrics.

Beesley, Sharon, M.D., Radiologist in the Department of Radiology and Medical Imaging; Attending Staff Status; Period of Appointment: June 27, 2017, through June 26, 2018; Privileged in Radiology and Medical Imaging.

Berthaud, Jimmy, M.D., Neurologist in the Department of Neurology; Attending Staff Status; Period of Appointment: July 6, 2017, through July 5, 2018; Privileged in Medicine.

Chalian, Majid, M.D., Radiologist in the Department of Radiology and Medical Imaging; Attending Staff Status; Period of Appointment: June 29, 2017, through June 28, 2018; Privileged in Radiology and Medical Imaging.

Chavez-Mayorga, Cara, D.D.S., Dentist in the Department of Dentistry; Attending Staff Status; Period of Appointment: July 6, 2017, through July 5, 2018; Privileged in Dentistry.

Culver, Silas, M.D., Endocrinologist in the Department of Medicine; Attending Staff Status; Period of Appointment: July 6, 2017, through July 5, 2018; Privileged in Medicine.

DeBerry, Jason, M.D., Radiologist in the Department of Radiology and Medical Imaging; Attending Staff Status; Period of Appointment: July 1, 2017, through June 30, 2018; Privileged in Radiology and Medical Imaging.

Derry, William, M.D., Radiologist in the Department of Radiology and Medical Imaging; Attending Staff Status; Period of Appointment: July 1, 2017, through June 30, 2018; Privileged in Radiology and Medical Imaging.

Elliott, Matthew, M.D., Neurologist in the Department of Neurology; Attending Staff Status; Period of Appointment: July 1, 2017, through June 30, 2018; Privileged in Neurology.

Fan, Jinbo, Ph.D., Pathologist in the Department of Pathology; Attending Staff Status; Period of Appointment: July 7, 2017, through July 6, 2018; Privileged in Pathology.

Fite, Jordan, M.D., Radiologist in the Department of Radiology and Medical Imaging; Attending Staff Status; Period of Appointment: June 29, 2017, through June 28, 2018; Privileged in Radiology and Medical Imaging.

Gupta, Shakun, M.D., Pediatrician in the Department of Pediatrics; Attending Staff Status; Period of Appointment: June 21, 2017, through June 20, 2018; Privileged in Pediatrics.
Hsu, Johann, M.D., M.PH, Hematologist Oncologist in the Department of Medicine; Attending Staff Status; Period of Appointment: July 1, 2017, through June 30, 2018; Privileged in Medicine.

Karimi, Ashkan, M.D., Cardiologist in the Department of Medicine; Attending Staff Status; Period of Appointment: July 6, 2017, through July 5, 2018; Privileged in Medicine.

Kim, Su, M.D., Endocrinologist in the Department of Medicine; Attending Staff Status; Period of Appointment: July 6, 2017, through July 5, 2018; Privileged in Medicine.

Kongkatong, Matthew, M.D., Physician in the Department of Emergency Medicine; Attending Staff Status; Period of Appointment: July 1, 2017, through June 30, 2018; Privileged in Emergency Medicine.

Kunk, Paul, M.D., Hematologist Oncologist in the Department of Medicine; Attending Staff Status; Period of Appointment: July 1, 2017, through June 30, 2018; Privileged in Medicine.

Lapides, David, M.D., Neurologist in the Department of Neurology; Attending Staff Status; Period of Appointment: July 6, 2017, through July 5, 2018; Privileged in Neurology.

McCulloch, Michael, M.D., Pediatric Cardiologist in the Department of Pediatrics; Attending Staff Status; Period of Appointment: July 5, 2017, through July 4, 2018; Privileged in Pediatrics.

McEachern, Rachel, M.D., Radiologist in the Department of Radiology and Medical Imaging; Attending Staff Status; Period of Appointment: July 1, 2017, through June 30, 2018; Privileged in Radiology and Medical Imaging.

Mahjoub, Ali, M.D., Hematologist Oncologist in the Department of Medicine; Attending Staff Status; Period of Appointment: July 1, 2017, through June 30, 2018; Privileged in Medicine.

Man, Louise, M.D., Hematologist Oncologist in the Department of Medicine; Attending Staff Status; Period of Appointment: July 17, 2017, through July 16, 2018; Privileged in Medicine.

Mao, Lisa, M.D., Radiologist in the Department of Radiology and Medical Imaging; Attending Staff Status; Period of Appointment: June 29, 2017, through June 28, 2018; Privileged in Radiology and Medical Imaging.

McShane, Melissa, M.D., Hospitalist in the Department of Medicine; Attending Staff Status; Period of Appointment: July 6, 2017, through July 5, 2018; Privileged in Medicine.

Mehra, Pooja, M.D., Hospitalist in the Department of Medicine; Attending Staff Status; Period of Appointment: July 6, 2017, through July 5, 2018; Privileged in Medicine.
Mills, Ryan, M.D., Radiologist in the Department of Radiology and Medical Imaging; Attending Staff Status; Period of Appointment: July 3, 2017, through July 2, 2018; Privileged in Radiology and Medical Imaging.

Odrich, Marc, M.D., Ophthalmologist in the Department of Ophthalmology; Attending Staff Status; Period of Appointment: June 26, 2017, through June 25, 2018; Privileged in Ophthalmology.

Pace, Maria, M.D., Radiologist in the Department of Radiology and Medical Imaging; Attending Staff Status; Period of Appointment: July 1, 2017, through June 30, 2018; Privileged in Radiology and Medical Imaging.

Perry, Michael, M.D., Radiologist in the Department of Radiology and Medical Imaging; Attending Staff Status; Period of Appointment: July 6, 2017, through July 5, 2018; Privileged in Radiology and Medical Imaging.

Quirk, Cody, M.D., Radiologist in the Department of Radiology and Medical Imaging; Attending Staff Status; Period of Appointment: July 7, 2017, through July 6, 2018; Privileged in Radiology and Medical Imaging.

Sheeran, Daniel, M.D., Radiologist in the Department of Radiology and Medical Imaging; Attending Staff Status; Period of Appointment: July 1, 2017, through June 30, 2018; Privileged in Radiology and Medical Imaging.

Smith, Anna, M.D., Allergist and Immunologist in the Department of Medicine; Attending Staff Status; Period of Appointment: July 7, 2017, through July 6, 2018; Privileged in Medicine.

Smith, Joshua, M.D., Radiologist in the Department of Radiology and Medical Imaging; Attending Staff Status; Period of Appointment: July 1, 2017, through June 30, 2018; Privileged in Radiology and Medical Imaging.

2. REAPPOINTMENTS TO THE CLINICAL STAFF

RESOLVED, the recommendations of the Clinical Staff Executive Committee for reappointment to the Clinical Staff of the University of Virginia Medical Center and the granting of specific privileges to the following practitioners are approved:

Archbald-Pannone, Laurie, M.D., Physician in the Department of Medicine; Attending Staff Status; Period of Reappointment: July 31, 2017, through July 30, 2019; Privileged in Medicine.

Ashraf, Mohammed, M.D., Nephrologist in the Department of Medicine; Attending Staff Status; Period of Reappointment: July 31, 2017, through July 30, 2019; Privileged in Medicine.
Bahl, Alisa, Ph.D., Psychologist in the Department of Pediatrics; Attending Staff Status; Period of Reappointment: July 31, 2017, through July 30, 2019; Privileged in Psychology.

Bauman, Kimberley, M.D., Physician in the Department of Medicine; Attending Staff Status; Period of Reappointment: July 31, 2017, through July 30, 2019; Privileged in Medicine.

Boyle, Annelee, M.D., Obstetrician and Gynecologist in the Department of Obstetrics and Gynecology; Attending Staff Status; Period of Reappointment: July 31, 2017, through July 30, 2019; Privileged in Obstetrics and Gynecology.

Bergin, James, M.D., Cardiologist in the Department of Medicine; Attending Staff Status; Period of Reappointment: July 31, 2017, through July 30, 2019; Privileged in Medicine.

Brady, William, M.D., Physician in the Department of Emergency Medicine; Attending Staff Status; Period of Reappointment: July 31, 2017, through July 30, 2019; Privileged in Emergency Medicine.

Brenner, Laurie, Ph.D., Psychologist in the Department of Neurology; Attending Staff Status; Period of Reappointment: July 31, 2017, through July 30, 2019; Privileged in Psychology.

Browne, James, M.D., Orthopedic Surgeon in the Department of Orthopedic Surgery; Attending Staff Status; Period of Reappointment: July 31, 2017, through July 30, 2019; Privileged in Orthopedic Surgery.

Brumfield, Sara, M.D., Physician in the Department of Medicine; Attending Staff Status; Period of Reappointment: July 31, 2017, through July 30, 2019; Privileged in Medicine.

Cagnina, Rebecca, M.D., Pulmonologist in the Department of Medicine; Attending Staff Status; Period of Reappointment: August 1, 2017, through December 30, 2018; Privileged in Medicine.

Charlton, Jennifer, M.D., Pediatric Nephrologist in the Department of Pediatrics; Attending Staff Status; Period of Reappointment: July 31, 2017, through July 30, 2019; Privileged in Pediatrics.

Chiao, Sunny, M.D., Anesthesiologist in the Department of Anesthesiology; Attending Staff Status; Period of Reappointment: August 3, 2017, through March 30, 2019; Privileged in Anesthesiology.

Chisholm, Christian, M.D., Obstetrician and Gynecologist in the Department of Obstetrics and Gynecology; Attending Staff Status; Period of Reappointment: July 31, 2017, through July 30, 2019; Privileged in Obstetrics and Gynecology.
Cohee, Mark, M.D., Physician in the Department of Family Medicine; Attending Staff Status; Period of Reappointment: August 5, 2017, through January 30, 2019; Privileged in Family Medicine.

Diamond-Myrsten, M.D., Physician in the Department of Family Medicine; Attending Staff Status; Period of Reappointment: July 31, 2017, through July 30, 2019; Privileged in Family Medicine.

Domson, Gregory, M.D., Orthopedic Surgery in the Department of Orthopedic Surgery; Attending Staff Status; Period of Reappointment: July 31, 2017, through July 30, 2019; Privileged in Orthopedic Surgery.

Forkin, Katherine, M.D., Anesthesiologist in the Department of Anesthesiology; Attending Staff Status; Period of Reappointment: July 31, 2017, through July 30, 2019; Privileged in Anesthesiology.

Fu, Shu-Man, M.D., Rheumatologist in the Department of Medicine; Attending Staff Status; Period of Reappointment: July 31, 2017, through July 30, 2019; Privileged in Medicine.

Frazier, Katheryn, M.D., Pediatrician in the Department of Pediatrics; Attending Staff Status; Period of Reappointment: August 8, 2017, through February 27, 2019; Privileged in Pediatrics.

Glass, George, M.D., Physician in the Department of Emergency Medicine; Attending Staff Status; Period of Reappointment: July 31, 2017, through July 30, 2018; Privileged in Emergency Medicine.

Gomez-Sanchez, Miriam, M.D., Hospitalist in the Department of Medicine; Attending Staff Status; Period of Reappointment: July 31, 2017, through July 30, 2019; Privileged in Medicine.

Hallowell, Peter, M.D., Surgeon in the Department of Surgery; Attending Staff Status; Period of Reappointment: July 31, 2017, through July 30, 2019; Privileged in Surgery.

Heinan, Kristen, M.D., Neurologist in the Department of Neurology; Attending Staff Status; Period of Reappointment: July 31, 2017, through July 30, 2019; Privileged in Neurology.

Hixson, Harry, M.D., Radiologist in the Department of Radiology and Medical Imaging; Attending Staff Status; Period of Reappointment: July 1, 2017, through July 30, 2018; Privileged in Radiology and Medical Imaging.

Hulse, Matthew, M.D., Anesthesiologist in the Department of Anesthesiology; Attending Staff Status; Period of Reappointment: July 31, 2017, through July 30, 2019; Privileged in Anesthesiology.
Janowski, Einsley-Marie, M.D., Ph.D., Radiation Oncologist in the Department of Radiation Oncology; Attending Staff Status; Period of Reappointment: July 31, 2017, through July 30, 2019; Privileged in Radiation Oncology.

Jones, Sarah, M.D., Neurologist in the Department of Neurology; Attending Staff Status; Period of Reappointment: July 31, 2017, through July 30, 2019; Privileged in Neurology.

Kelly, Heather, M.D., Anesthesiologist in the Department of Anesthesiology; Attending Staff Status; Period of Reappointment: August 12, 2017, through January 30, 2019; Privileged in Anesthesiology.

Khurana, Gitanjali, M.D., Rheumatologist in the Department of Medicine; Attending Staff Status; Period of Reappointment: August 4, 2017, through August 3, 2019; Privileged in Medicine.

Landesman, Barbara, M.D., Neurologist in the Department of Neurology; Attending Staff Status; Period of Reappointment: July 31, 2017, through July 30, 2019; Privileged in Neurology.

Larner, James, M.D., Radiation Oncologist in the Department of Radiation Oncology; Attending Staff Status; Period of Reappointment: July 31, 2017, through July 30, 2019; Privileged in Radiation Oncology.

Latimer, Katherine, M.D., Obstetrician and Gynecologist in the Department of Obstetrics and Gynecology; Attending Staff Status; Period of Reappointment: August 4, 2017, through September 29, 2018; Privileged in Obstetrics and Gynecology.

L'Ecuyer, Thomas, M.D., Pediatric Cardiologist in the Department of Pediatrics; Attending Staff Status; Period of Reappointment: July 31, 2017, through July 30, 2019; Privileged in Pediatrics.

Leiner, John, M.D., Physician in the Department of Medicine; Attending Staff Status; Period of Reappointment: July 31, 2017, through July 30, 2019; Privileged in Medicine.

Luna, Max, M.D., Cardiologist in the Department of Medicine; Attending Staff Status; Period of Reappointment: August 4, 2017, through August 3, 2019; Privileged in Medicine.

McGowan, Emily, M.D., Allergist and Immunologist in the Department of Medicine; Attending Staff Status; Period of Reappointment: August 18, 2017, through January 30, 2019; Privileged in Medicine.

Mannem, Hannah, M.D., Pulmonologist in the Department of Medicine; Attending Staff Status; Period of Reappointment: August 3, 2017, through August 30, 2019; Privileged in Medicine.
Manson, William, M.D., Anesthesiologist in the Department of Anesthesiology; Attending Staff Status; Period of Reappointment: August 8, 2017, through April 29, 2019; Privileged in Anesthesiology.

Mason, Pamela, M.D., Cardiologist in the Department of Medicine; Attending Staff Status; Period of Reappointment: July 31, 2017, through July 30, 2019; Privileged in Medicine.

Miller, Mark, M.D., Orthopedic Surgery in the Department of Orthopedic Surgery; Attending Staff Status; Period of Reappointment: July 31, 2017, through July 30, 2019; Privileged in Orthopedic Surgery.

Moonah, Shannon, M.D., Physician in the Department of Medicine; Attending Staff Status; Period of Reappointment: August 3, 2017, through May 30, 2019; Privileged in Medicine.

Norwood, Victoria, M.D., Pediatric Nephrologist in the Department of Pediatrics; Attending Staff Status; Period of Reappointment: July 31, 2017, through July 30, 2019; Privileged in Pediatrics.

Okusa, Mark, M.D., Nephrologist in the Department of Medicine; Attending Staff Status; Period of Reappointment: July 31, 2017, through July 30, 2019; Privileged in Medicine.

Patel, Aarat, M.D., Pediatric Immunologist and Rheumatologist in the Department of Pediatrics; Attending Staff Status; Period of Reappointment: July 31, 2017, through July 30, 2018; Privileged in Pediatrics.

Ring, Kari, M.D., Obstetrician and Gynecologist in the Department of Obstetrics and Gynecology; Attending Staff Status; Period of Reappointment: August 18, 2017, through March 30, 2019; Privileged in Obstetrics and Gynecology.

Salajegheh, Reza, M.D., Anesthesiologist in the Department of Anesthesiology; Attending Staff Status; Period of Reappointment: September 30, 2017, through September 29, 2018; Privileged in Anesthesiology.

Scott, Chantal, M.D., Obstetrician and Gynecologist in the Department of Obstetrics and Gynecology; Attending Staff Status; Period of Reappointment: August 8, 2017, through January 30, 2019; Privileged in Obstetrics and Gynecology.

Schneider, Daniel, M.D., Pediatric Cardiologist in the Department of Pediatrics; Attending Staff Status; Period of Reappointment: July 31, 2017, through July 30, 2019; Privileged in Pediatrics.

Sharma, Arjun, M.D., Nephrologist in the Department of Medicine; Attending Staff Status; Period of Reappointment: August 2, 2017, through February 27, 2019; Privileged in Medicine.
Sheeran, Jessica, M.D., Anesthesiologist in the Department of Anesthesiology; Attending Staff Status; Period of Reappointment: July 31, 2017, through July 30, 2019; Privileged in Anesthesiology.

Shildkrot, Yevgeniy, M.D., Ophthalmologist in the Department of Ophthalmology; Attending Staff Status; Period of Reappointment: July 31, 2017, through July 30, 2019; Privileged in Ophthalmology.

Showalter, Timothy, M.D., Radiation Oncologist in the Department of Radiation Oncology; Attending Staff Status; Period of Reappointment: July 31, 2017, through July 30, 2019; Privileged in Radiation Oncology.

Sussdorf, Claudia, M.D., Pediatrician in the Department of Pediatrics; Attending Staff Status; Period of Reappointment: July 31, 2017, through July 30, 2019; Privileged in Pediatrics.

Stone, James, M.D., Radiologist in the Department of Radiology and Medical Imaging; Attending Staff Status; Period of Reappointment: July 31, 2017, through July 30, 2019; Privileged in Radiology and Medical Imaging.

Swaminathan, Sundararaman, M.D., Nephrologist in the Department of Medicine; Attending Staff Status; Period of Reappointment: July 31, 2017, through July 30, 2019; Privileged in Medicine.

Thomas, Tania, M.D., Physician in the Department of Medicine; Attending Staff Status; Period of Reappointment: July 31, 2017, through July 30, 2019; Privileged in Medicine.

Tribble, Curtis, M.D., Surgeon in the Department of Surgery; Attending Staff Status; Period of Reappointment: July 31, 2017, through July 30, 2019; Privileged in Surgery.

Upchurch, Gilbert, M.D., Surgeon in the Department of Surgery; Attending Staff Status; Period of Reappointment: July 31, 2017, through July 30, 2019; Privileged in Surgery.

Weder, Max, M.D., Pulmonologist in the Department of Medicine; Attending Staff Status; Period of Reappointment: July 31, 2017, through July 30, 2019; Privileged in Medicine.

Werner, Brian, M.D., Orthopedic Surgeon in the Department of Orthopedic Surgery; Attending Staff Status; Period of Reappointment: August 18, 2017, through December 30, 2018; Privileged in Orthopedic Surgery.

William, Michael, M.D., Hematologist Oncologist in the Department of Medicine; Attending Staff Status; Period of Reappointment: July 31, 2017, through July 30, 2019; Privileged in Medicine.

3. RESIGNATIONS OF CLINICAL STAFF
RESOLVED, the recommendations of the Clinical Staff Executive Committee for the resignation and expiration of privileges to the following Clinical Staff are approved:

**Alson, Amy R., M.D.** Psychiatrist in the Departments of Medicine and Psychiatry and Neurobehavioral Sciences and Medicine; Effective Date of Resignation: June 30, 2017.

**Berenz, Erin C., Ph.D.** Psychologist in the Department of Pediatrics; Effective Date of Resignation: July 2, 2017.

**Boyer, James E., M.D.** Physician in the Department of Family Medicine; Effective Date of Resignation: July 2, 2017.

**Bradley, Bradley M., M.D.** Surgeon in the Department of Surgery; Effective Date of Resignation: July 1, 2017.

**Buerlein, Ross C., M.D.** Physician in the Department of Medicine; Effective Date of Resignation: June 30, 2017.

**Burstein, Eitan S., M.D.** Ophthalmologist in the Department of Ophthalmology; Effective Date of Resignation: June 30, 2017.

**Collins, Andrew S., M.D.** Ophthalmologist in the Department of Ophthalmology; Effective Date of Resignation: June 30, 2017.

**Gabriel, Ryan T., M.D.** Radiologist in the Department of Radiology and Medical Imaging; Effective Date of Resignation: June 30, 2017.

**Geeslin, Matthew G., M.D.** Radiologist in the Department of Radiology and Medical Imaging; Effective Date of Resignation: June 30, 2017.

**Gumuscu, Burak., M.D.** Pediatric Hematologist Oncologist in the Department of Pediatrics; Effective Date of Resignation: June 5, 2017.

**Gurrola, Jose G., II., M.D.** Otolaryngologist in the Department of Otolaryngology; Effective Date of Resignation: June 30, 2017.

**Haley, Elliott C., Jr., M.D.** Neurologist in the Department of Neurology; Effective Date of Resignation: July 1, 2017.

**Hansen, Benjamin P., M.D.** Physician in the Department of Family Medicine; Effective Date of Resignation: June 30, 2017.

**Hass, Mark J., M.D.** Radiologist in the Department of Radiology and Medical Imaging; Effective Date of Resignation: June 30, 2017.

**Hill, Andrew J., M.D.** Radiologist in the Department of Radiology and Medical Imaging; Effective Date of Resignation: June 30, 2017.
Hilton, Ebony J., M.D., Anesthesiologist in the Department of Anesthesiology; Effective Date of Resignation: June 30, 2017.

Holt, Harry R., M.D., Physician in the Department of Family Medicine; Effective Date of Resignation: June 23, 2017.

Jahann, Darius A., M.D., Gastroenterologist in the Department of Family Medicine; Effective Date of Resignation: June 30, 2017.

LaFond, Sarah E., M.D., Radiologist in the Department of Radiology and Medical Imaging; Effective Date of Resignation: June 30, 2017.

Lazo, Christopher R., M.D., Radiologist in the Department of Radiology and Medical Imaging; Effective Date of Resignation: June 30, 2017.

Lin, Albert L., M.D., Ophthalmologist in the Department of Ophthalmology; Effective Date of Resignation: June 30, 2017.

Liu, Peter W., M.D., Physician in the Department of Medicine; Effective Date of Resignation: June 30, 2017.

McCall, Anthony L., M.D., Endocrinologist in the Department of Medicine; Effective Date of Retirement: July 1, 2017.

McCarter, Daniel F., M.D., Physician in the Department of Family Medicine; Effective Date of Retirement: June 30, 2017.

Macik, B. Gail, M.D., Hematologist Oncologist in the Departments of Medicine and Pathology; Effective Date of Retirement: June 30, 2017.

McCrum, Erin C., M.D., Radiologist in the Department of Radiology and Medical Imaging; Effective Date of Resignation: June 30, 2017.

McLoughlin, Erin M., M.D., Physician in the Department of Medicine; Effective Date of Resignation: June 30, 2017.

Naik, Roopa G., M.D., Physician in the Department of Medicine; Effective Date of Resignation: June 30, 2017.

Pace, Emma J., M.D., Physician in the Department of Family Medicine; Effective Date of Resignation: June 30, 2017.

Palacios-Kibler, Thamiris V., D.O., Allergist and Immunologist in the Department of Medicine; Effective Date of Resignation: June 30, 2017.
Paladino, Walter P., M.D., Cardiologist in the Department of Medicine; Effective Date of Resignation: July 3, 2017.

Pooja J., M.D., Radiologist in the Department of Radiology and Medical Imaging; Effective Date of Resignation: June 30, 2017.

Ramirez-Montealegre, Denia, M.D., Neurologist in the Department of Neurology; Effective Date of Resignation: July 1, 2017.

Rosas, Edwin I., M.D., Hospitalist in the Department of Medicine; Effective Date of Resignation: June 30, 2017.

Sabri, Saher S., M.D., Radiologist in the Department of Radiology and Medical Imaging; Effective Date of Resignation: June 20, 2017.

Simpson, Allan G., M.D., Cardiologist in the Department of Medicine; Effective Date of Retirement: May 24, 2017.

Smith, Andrea R., M.D., Physician in the Department of Medicine; Effective Date of Resignation: June 30, 2017.

Starke Nathan R., M.D., Urologist in the Department of Urology; Effective Date of Resignation: June 30, 2017.

Stein, Kim M., M.D., Physician in the Department of Family Medicine; Effective Date of Resignation: June 30, 2017.

Sutphen, James L., M.D., Pediatric Gastroenterologist in the Department of Pediatrics; Effective Date of Resignation: July 1, 2017.

4. PRIVILEGES FOR NEW ALLIED HEALTH PROFESSIONALS

RESOLVED, the recommendations of the Clinical Staff Executive Committee for the granting of privileges to the following Allied Health Professionals are approved:

Harrison, Lisa K., R.N., N.P., Acute Care Nurse Practitioner in the Department of Medicine; Period of Privileging: June 18, 2017 through June 17, 2018; Privileged as an Acute Care Nurse Practitioner.

Iorio, Michael, R.N., N.P., Certified Nurse Anesthetist in the Department of Anesthesiology; Period of Privileging: June 19, 2017 through June 18, 2018; Privileged as a Certified Nurse Anesthetist.

Madden, Dana C., R.N., N.P., Pediatric Nurse Practitioner in the Department of Pediatrics; Period of Privileging: July 6, 2017 through July 4, 2018; Privileged as a Pediatric Nurse Practitioner.
Murry, Ann C., R.N., N.P., Adult Nurse Practitioner in the Department of Anesthesiology; Period of Privileging: June 19, 2017 through June 18, 2018; Privileged as an Adult Nurse Practitioner.

Schlieper, Katherine, O.D., Optometrist in the Department of Ophthalmology; Period of Privileging: July 6, 2017 through June 30, 2018; Privileged as an Optometrist.

5. RENEWAL OF PRIVILEGES FOR ALLIED HEALTH PROFESSIONALS

RESOLVED, the recommendations of the Clinical Staff Executive Committee for the renewal of privileges to the following Allied Health Professionals are approved:

Adams, Choi-Mei C., R.N., N.P., Family Nurse Practitioner in the Department of Medicine; Period of Privileging: August 20, 2017 through August 19, 2019; Privileged as a Family Nurse Practitioner.

Anzuini, Kayla, R.N., N.P., Adult Gerontology Nurse Practitioner in the Department of Medicine; Period of Privileging: August 15, 2017 through August 14, 2019; Privileged as an Adult Gerontology Nurse Practitioner.

Byrnes, Pamela D., R.N., N.P., Psychiatric Mental Health Nurse Practitioner in the Department of Psychiatry and Neurobehavioral Sciences; Period of Privileging: August 28, 2017 through August 27, 2019; Privileged as a Psychiatric Mental Health Nurse Practitioner.

Chen, Jie, R.N., N.P., Acute Care Nurse Practitioner in the Department of Surgery; Period of Privileging: August 6, 2017 through August 5, 2019; Privileged as an Acute Care Nurse Practitioner.

Charlebois, Donna, R.N., N.P., Acute Care Nurse Practitioner in the Department of Medicine; Period of Privileging: August 15, 2017 through August 14, 2019; Privileged as an Acute Care Nurse Practitioner.

Edwards, Jodie A., R.N., N.P., Certified Nurse Anesthetist in the Department of Anesthesiology; Period of Privileging: August 27, 2017 through August 26, 2019; Privileged as a Certified Nurse Anesthetist.

Forch, Edwina T., R.N., N.P., Geriatric Nurse Practitioner in the Department of Medicine; Period of Privileging: August 21, 2017 through August 20, 2019; Privileged as a Geriatric Nurse Practitioner.

Gott, Kristi K., R.N., N.P., Pediatric Nurse Practitioner in the Department of Pediatrics; Period of Privileging: August 24, 2017 through August 23, 2019; Privileged as a Pediatric Nurse Practitioner.
Johnson, Augustus, R.N., N.P., Certified Nurse Anesthetist in the Department of Anesthesiology; Period of Privileging: August 26, 2017 through August 25, 2019; Privileged as a Certified Nurse Anesthetist.

Long, Brandi J., R.N., N.P., Acute Care Nurse Practitioner in the Department of Neurology; Period of Privileging: August 4, 2017 through August 3, 2019; Privileged as an Acute Care Nurse Practitioner.

O’Connell, Kelly G., R.N., N.P., Pediatric Nurse Practitioner in the Department of Neurology; Period of Privileging: September 1, 2017 through August 31, 2019; Privileged as a Pediatric Nurse Practitioner.

Peluso, Melissa R., R.N., N.P., Acute Care Nurse Practitioner in the Department of Medicine; Period of Privileging: August 28, 2017 through August 27, 2019; Privileged as an Acute Care Nurse Practitioner.

Post, Michelle, P.A., Physician Assistant in the Department of Orthopedic Surgery; Period of Privileging: September 1, 2017 through August 31 2019; Privileged as a Physician Assistant.

Sorensen, Eric, R.N., N.P., Acute Care Nurse Practitioner in the Department of Emergency Medicine; Period of Privileging: August 16, 2017 through August 15, 2019; Privileged as an Acute Care Nurse Practitioner.

Ragsdale, Nancy V., P.A., Physician Assistant in the Department of Radiology and Medical Imaging; Period of Privileging: August 21, 2017 through August 20, 2019; Privileged as a Physician Assistant.

Tyger, Rosemarie L, P.A., Physician Assistant in the Department of Orthopedic Surgery; Period of Privileging: August 6, 2017 through August 5, 2019; Privileged as a Physician Assistant.

Viemeister, Leigh, R.N., N.P., Pediatric Nurse Practitioner in the Department of Neurology; Period of Privileging: August 5, 2017 through August 4, 2019; Privileged as a Pediatric Nurse Practitioner.

6. **RESIGNATIONS OF ALLIED HEALTH PROFESSIONALS**

RESOLVED, the recommendations of the Clinical Staff Executive Committee for the resignation and expiration of privileges to the following Allied Health Professionals are approved:

Borish, Lorraine M., R.N., N.P., Adult Nurse Practitioner in the Department of Medicine; Effective Date of Resignation: June 30, 2017.

Carrera, Nicole, R.N., N.P., Acute Care Nurse Practitioner in the Department of Medicine; Effective Date of Resignation: June 2, 2017.
Faraz, Asefeh, R.N., N.P., Family Nurse Practitioner in the Department of Medicine; Effective Date of Resignation: June 14, 2017.

Frank, Nicole, P.A., Physician Assistant in the Department of Pediatrics; Effective Date of Resignation: March 6, 2017.

Hunter, Elizabeth L., R.N., N.P., Pediatric Nurse Practitioner in the Department of Urology; Effective Date of Resignation: June 30, 2017.

Phipps, Kristin L., R.N., N.P., Family Nurse Practitioner in the Department of Medicine; Effective Date of Resignation: June 10, 2017.


Wilson, Karie A., R.N., N.P., Acute Care Nurse Practitioner in the Department of Medicine; Effective Date of Resignation: June 16, 2017.

7. NEW PRIVILEGES TO CLINICAL STAFF MEMBERS

RESOLVED, the recommendations of the Clinical Staff Executive Committee for new procedural privileges to Clinical Staff of the University of Virginia Medical Center and the granting of specific privileges to the following practitioners are approved:


Dailey, Tina, D.O., Anesthesiologist in the Department of Anesthesiology. Additional Privileges for Pain Medicine privileges. Effective Date: June 14, 2017 – February 27, 2019.


Lim, Scott, M.D., Cardiologist in the Department of Medicine. New Privileges for Revivent Ventricular Reduction. Effective Date: June 14, 2017 – December 30, 2018.

Moses, Benjamin, M.D., Anesthesiologist in the Department of Anesthesiology. Additional Privileges for Critical Care Privileges. Effective Date: June 14, 2017 – October 30, 2018.

**NEW PRIVILEGES TO ALLIED HEALTH PROFESSIONALS**

Resolved, the recommendations of the Clinical Staff Executive Committee for new procedural privileges to the following Allied Health Professional are approved:


**Schuman, Elizabeth, R.N., N.P.**, Family Nurse Practitioner in the Department of Medicine. Additional Privileges for Bone Marrow Aspiration and Biopsy. Effective Date: July 14, 2017, through February 5, 2018.

**RECOMMENDED CREDENTIALING AND RECREREDENTIALING ACTIONS**

Resolved, pursuant to the delegation of authority contained in the September 15, 2011 Resolution of the Health System Board, the undersigned hereby approve the following Credentialing and Recredentialing Actions as specifically set forth below:

1. **APPOINTMENTS TO THE CLINICAL STAFF**

Resolved, the recommendations of the Clinical Staff Executive Committee for appointment to the Clinical Staff of the University of Virginia Transitional Care Hospital and the granting of specific privileges to the following practitioners are approved:

**Beesley, Sharon, M.D.**, Radiologist in the Department of Radiology and Medical Imaging; Consulting Staff Status; Period of Appointment: June 27, 2017, through June 26, 2018; Privileged in Radiology and Medical Imaging.

**Berthaud, Jimmy, M.D.**, Neurologist in the Department of Neurology; Consulting Staff Status; Period of Appointment: July 6, 2017, through July 5, 2018; Privileged in Neurology.

**Chalian, Majid, M.D.**, Radiologist in the Department of Radiology and Medical Imaging; Consulting Staff Status; Period of Appointment: June 29, 2017, through June 28, 2018; Privileged in Radiology and Medical Imaging.

**Cooper, Meghan, M.D.**, Pulmonologist in the Department of Medicine; Attending Staff Status; Period of Appointment: July 3, 2017, through July 2, 2018; Privileged in Medicine.
DeBerry, Jason, M.D., Radiologist in the Department of Radiology and Medical Imaging;
Consulting Staff Status; Period of Appointment: July 1, 2017, through June 30, 2018;
Privileged in Radiology and Medical Imaging.

Derry, William, M.D., Radiologist in the Department of Radiology and Medical Imaging;
Consulting Staff Status; Period of Appointment: July 1, 2017, through June 30, 2018;
Privileged in Radiology and Medical Imaging.

Elliott, Matthew, M.D., Neurologist in the Department of Neurology; Consulting Staff
Status; Period of Appointment: July 1, 2017, through June 30, 2018; Privileged in Neurology.

Fite, Jordan, M.D., Radiologist in the Department of Radiology and Medical Imaging;
Consulting Staff Status; Period of Appointment: June 29, 2017, through June 28, 2018;
Privileged in Radiology and Medical Imaging.

Karimi, Ashkan, M.D., Cardiologist in the Department of Medicine; Consulting Staff
Status; Period of Appointment: July 6, 2017, through July 5, 2018; Privileged in Medicine.

McEachern, Rachel, M.D., Radiologist in the Department of Radiology and Medical Imaging; Consulting Staff Status; Period of Appointment: July 1, 2017, through June 30, 2018;
Privileged in Radiology and Medical Imaging.

McShane, Melissa, M.D., Hospitalist in the Department of Medicine; Attending Staff
Status; Period of Appointment: July 6, 2017, through July 5, 2018; Privileged in Medicine.

Mao, Lisa, M.D., Radiologist in the Department of Radiology and Medical Imaging; Consulting Staff Status; Period of Appointment: June 29, 2017, through June 28, 2018;
Privileged in Radiology and Medical Imaging.

Mehra, Pooja, M.D., Hospitalist in the Department of Medicine; Attending Staff Status;
Period of Appointment: July 6, 2017, through July 5, 2018; Privileged in Medicine.

Mills, Ryan, M.D., Radiologist in the Department of Radiology and Medical Imaging;
Consulting Staff Status; Period of Appointment: July 3, 2017, through July 2, 2018; Privileged
in Radiology and Medical Imaging.

Pace, Maria, M.D., Radiologist in the Department of Radiology and Medical Imaging;
Consulting Staff Status; Period of Appointment: July 1, 2017, through June 30, 2018;
Privileged in Radiology and Medical Imaging.

Perry, Michael, M.D., Radiologist in the Department of Radiology and Medical Imaging;
Consulting Staff Status; Period of Appointment: July 6, 2017, through July 5, 2018; Privileged
in Radiology and Medical Imaging.
Quirk, Cody, M.D., Radiologist in the Department of Radiology and Medical Imaging; Consulting Staff Status; Period of Appointment: July 7, 2017, through July 6, 2018; Privileged in Radiology and Medical Imaging.

Sheeran, Daniel, M.D., Radiologist in the Department of Radiology and Medical Imaging; Consulting Staff Status; Period of Appointment: July 1, 2017, through June 30, 2018; Privileged in Radiology and Medical Imaging.

Smith, Anna, M.D., Allergist and Immunologist in the Department of Medicine; Consulting Staff Status; Period of Appointment: July 7, 2017, through July 6, 2018; Privileged in Medicine.

2. RECOMMENDED CREDENTIALING AND RECREDENTIALING ACTIONS

RESOLVED, the recommendations of the Clinical Staff Executive Committee for appointment to the Clinical Staff of the University of Virginia Transitional Care Hospital and the granting of specific privileges to the following practitioners are approved:

Bergin, James, M.D., Cardiologist in the Department of Medicine; Consulting Staff Status; Period of Reappointment: July 31, 2017, through July 30, 2019; Privileged in Medicine.

Browne, James, M.D., Orthopedic Surgeon in the Department of Orthopedic Surgery; Consulting Staff Status; Period of Reappointment: July 31, 2017, through July 30, 2019; Privileged in Orthopedic Surgery.

Brumfield, Sara, M.D., Physician in the Department of Medicine; Attending Staff Status; Period of Reappointment: July 31, 2017, through July 30, 2019; Privileged in Medicine.

Cagnina, Rebecca, M.D., Pulmonologist in the Department of Medicine; Attending Staff Status; Period of Reappointment: August 1, 2017, through December 30, 2018; Privileged in Medicine.

Cornella, Scott L., M.D., Physician in the Department of Medicine; Moonlighting Staff Status; Period of Reappointment: July 6, 2017, through June 30, 2018; Privileged in Medicine.

Goldstein, Robert, M.D., Anesthesiologist in the Department of Anesthesiology; Consulting Staff Status; Period of Reappointment: August 5, 2017, through April 29, 2018; Privileged in Anesthesiology.

Gomez-Sanchez, Miriam, M.D., Hospitalist in the Department of Medicine; Attending Staff Status; Period of Reappointment: July 31, 2017, through July 30, 2019; Privileged in Medicine.

Heinan, Kristen, M.D., Neurologist in the Department of Neurology; Consulting Staff Status; Period of Reappointment: July 31, 2017, through July 30, 2019; Privileged in Neurology.
Hixson, Harry, M.D., Radiologist in the Department of Radiology and Medical Imaging; Consulting Staff Status; Period of Reappointment: July 1, 2017, through July 30, 2018; Privileged in Radiology and Medical Imaging.

Hallowell, Peter, M.D., Surgeon in the Department of Surgery; Consulting Staff Status; Period of Reappointment: July 31, 2017, through July 30, 2019; Privileged in Surgery.

Jones, Sarah, M.D., Neurologist in the Department of Neurology; Consulting Staff Status; Period of Reappointment: July 31, 2017, through July 30, 2019; Privileged in Neurology.

King, Joshua, M.D., Nephrologist in the Department of Medicine; Consulting Staff Status; Period of Reappointment: August 1, 2017, through December 30, 2018; Privileged in Medicine.

Luna, Max, M.D., Cardiologist in the Department of Medicine; Consulting Staff Status; Period of Reappointment: August 4, 2017, through August 3, 2019; Privileged in Medicine.

Mannem, Hannah, M.D., Pulmonologist in the Department of Medicine; Attending Staff Status; Period of Reappointment: August 3, 2017, through August 30, 2019; Privileged in Medicine.

Mason, Pamela, M.D., Cardiologist in the Department of Medicine; Consulting Staff Status; Period of Reappointment: July 31, 2017, through July 30, 2019; Privileged in Medicine.

Miller, Mark, M.D., Orthopedic Surgery in the Department of Orthopedic Surgery; Consulting Staff Status; Period of Reappointment: July 31, 2017, through July 30, 2019; Privileged in Orthopedic Surgery.

Okusa, Mark, M.D., Nephrologist in the Department of Medicine; Consulting Staff Status; Period of Reappointment: July 31, 2017, through July 30, 2019; Privileged in Medicine.

Preston, Devon C., M.D., Physician in the Department of Medicine; Moonlighting Staff Status; Period of Reappointment: July 1, 2017, through June 30, 2018; Privileged in Medicine.

Ring, Kari, M.D., Obstetrician and Gynecologist in the Department of Obstetrics and Gynecology; Consulting Staff Status; Period of Reappointment: August 18, 2017, through March 30, 2019; Privileged in Obstetrics and Gynecology.

Salajegheh, Reza, M.D., Anesthesiologist in the Department of Anesthesiology; Consulting Staff Status; Period of Reappointment: September 30, 2017, through September 29, 2018; Privileged in Anesthesiology.

Shildkrot, Yevgeniy, M.D., Ophthalmologist in the Department of Ophthalmology; Consulting Staff Status; Period of Reappointment: July 31, 2017, through July 30, 2019; Privileged in Ophthalmology.
Stone, James, M.D., Radiologist in the Department of Radiology and Medical Imaging; Consulting Staff Status; Period of Reappointment: July 31, 2017, through July 30, 2019; Privileged in Radiology and Medical Imaging.

Swaminathan, Sundararaman, M.D., Nephrologist in the Department of Medicine; Consulting Staff Status; Period of Reappointment: July 31, 2017, through July 30, 2019; Privileged in Medicine.

Thomas, Tania, M.D., Physician in the Department of Medicine; Attending Staff Status; Period of Reappointment: July 31, 2017, through July 30, 2019; Privileged in Medicine.

Upchurch, Gilbert, M.D., Surgeon in the Department of Surgery; Consulting Staff Status; Period of Reappointment: July 31, 2017, through July 30, 2019; Privileged in Surgery.

Weder, Max, M.D., Pulmonologist in the Department of Medicine; Attending Staff Status; Period of Reappointment: July 31, 2017, through July 30, 2019; Privileged in Medicine. Werner, Brian, M.D., Orthopedic Surgeon in the Department of Orthopedic Surgery; Consulting Staff Status; Period of Reappointment: August 18, 2017, through December 30, 2018; Privileged in Orthopedic Surgery.

3. **RENEWAL OF PRIVILEGES FOR ALLIED HEALTH PROFESSIONALS**

RESOLVED, the recommendation of the Clinical Staff Executive Committee for the renewal of privileges to the following Allied Health Professional is approved:

Ragsdale, Nancy V., P.A., Physician Assistant in the Department of Radiology and Medical Imaging; Period of Privileging: August 21, 2017 through August 20, 2019; Privileged as a Physician Assistant.

4. **RESIGNATIONS OF CLINICAL STAFF**

RESOLVED, the recommendations of the Clinical Staff Executive Committee for the resignation and expiration of privileges to the following Clinical Staff are approved:

Buerlein, Ross C., M.D., Physician in the Department of Medicine; Effective Date of Resignation: June 30, 2017.

Gabriel, Ryan T., M.D., Radiologist in the Department of Radiology and Medical Imaging; Effective Date of Resignation: June 30, 2017.

Geeslin, Matthew G., M.D., Radiologist in the Department of Radiology and Medical Imaging; Effective Date of Resignation: June 30, 2017.

Haley, Elliott C., Jr., M.D., Neurologist in the Department of Neurology; Effective Date of Resignation: July 1, 2017.
Hass, Mark J., M.D., Radiologist in the Department of Radiology and Medical Imaging; Effective Date of Resignation: June 30, 2017.

Hill, Andrew J., M.D., Radiologist in the Department of Radiology and Medical Imaging; Effective Date of Resignation: June 30, 2017.

Jahann, Darius A., M.D., Gastroenterologist in the Department of Family Medicine; Effective Date of Resignation: June 30, 2017.

Lazo, Christopher R., M.D., Radiologist in the Department of Radiology and Medical Imaging; Effective Date of Resignation: June 30, 2017.

Lin, Albert L., M.D., Ophthalmologist in the Department of Ophthalmology; Effective Date of Resignation: June 30, 2017.

Liu, Peter W., M.D., Physician in the Department of Medicine; Effective Date of Resignation: June 30, 2017.

McCrum, Erin C., M.D., Radiologist in the Department of Radiology and Medical Imaging; Effective Date of Resignation: June 30, 2017.

McLoughlin, Erin M., M.D., Physician in the Department of Medicine; Effective Date of Resignation: June 30, 2017.

Naik, Roopa G., M.D., Physician in the Department of Medicine; Effective Date of Resignation: June 30, 2017.

Nataro, James P., M.D., Pediatrician in the Department of Pediatrics; Effective Date of Resignation: June 30, 2017.

Paladino, Walter P., M.D., Cardiologist in the Department of Medicine; Effective Date of Resignation: July 3, 2017.

Rosas, Edwin I., M.D., Hospitalist in the Department of Medicine; Effective Date of Resignation: June 30, 2017.

Sabri, Saher S., M.D., Radiologist in the Department of Radiology and Medical Imaging; Effective Date of Resignation: June 20, 2017.

Sheth, Pooja J., M.D., Radiologist in the Department of Radiology and Medical Imaging; Effective Date of Resignation: June 20, 2017.

Smith, Andrea R., M.D., Physician in the Department of Medicine; Effective Date of Resignation: June 30, 2017.
RECOMMENDED CREDENTIALING AND REcredentialing ACTIONS

RESOLVED, pursuant to the delegation of authority contained in the September 15, 2011 Resolution of the Medical Center Operating Board, the undersigned hereby approve the following Credentialing and Recredentialing Actions as specifically set forth below:

1. **APPOINTMENTS TO THE CLINICAL STAFF**

RESOLVED, the recommendations of the Clinical Staff Executive Committee for appointment to the Clinical Staff of the University of Virginia Medical Center and the granting of specific privileges to the following practitioners are approved:

- **Gomes, Olubusola, M.D.,** Pulmonologist in the Department of Medicine; Attending Staff Status; Period of Appointment: May 5, 2017, through May 4, 2018; Privileged in Medicine.

- **Simmons, Lisa, M.D.,** Hematologist Oncologist in the Department of Medicine; Attending Staff Status; Period of Appointment: May 22, 2017, through May 21, 2018; Privileged in Medicine.

2. **REAPPOINTMENTS TO THE CLINICAL STAFF**

RESOLVED, the recommendations of the Clinical Staff Executive Committee for reappointment to the Clinical Staff of the University of Virginia Medical Center and the granting of specific privileges to the following practitioners are approved:

- **Bergman, Michael, M.D.,** Pulmonologist in the Department of Medicine; Attending Staff Status; Period of Reappointment: July 11, 2017, through November 29, 2018; Privileged in Medicine.

- **Black, Katherine, M.D.,** Anesthesiologist in the Department of Anesthesiology; Attending Staff Status; Period of Reappointment: June 30, 2017, through June 29, 2019; Privileged in Anesthesiology.

- **Bourque, Jamieson, M.D.,** Cardiologist in the Department of Medicine; Attending Staff Status; Period of Reappointment: June 30, 2017, through June 29, 2019; Privileged in Medicine.

- **Corbett, Sean, M.D.,** Urologist in the Department of Urology; Attending Staff Status; Period of Reappointment: June 30, 2017, through June 29, 2019; Privileged in Urology.

- **Darby, Andrew, M.D.,** Cardiologist in the Department of Medicine; Attending Staff Status; Period of Reappointment: June 30, 2017, through June 29, 2019; Privileged in Medicine.
Dirghangi, Arjun, M.D., Ophthalmologist in the Department of Ophthalmologist; Instructor Staff Status; Period of Reappointment: July 6, 2017, through June 29, 2018; Privileged in Ophthalmologist.

Donahue, Joseph, M.D., Radiologist in the Department of Radiology and Medical Imaging; Attending Staff Status; Period of Reappointment: July 6, 2017, through February 27, 2019; Privileged in Radiology and Medical Imaging.

Doran, Amy, M.D., Gastroenterologist in the Department of Medicine; Attending Staff Status; Period of Reappointment: July 5, 2017, through September 29, 2018; Privileged in Medicine.

Druzgal, Colleen, M.D., Pediatrician in the Department of Pediatrics; Attending Staff Status; Period of Reappointment: June 30, 2017, through June 29, 2019; Privileged in Pediatrics.

Ehtesham, Asad, M.D., Nephrologist in the Department of Medicine; Attending Staff Status; Period of Reappointment: June 30, 2017, through June 29, 2019; Privileged in Medicine.

Elmer, Donald, M.D., Anesthesiologist in the Department of Anesthesiology; Instructor Staff Status; Period of Reappointment: July 5, 2017, through June 29, 2018; Privileged in Anesthesiology.

Gay, Spencer, M.D., Radiologist in the Department of Radiology and Medical Imaging; Administrative Staff Status; Period of Reappointment: June 30, 2017, through June 29, 2019; Privileged in Radiology and Medical Imaging.

Hainstock, Lisa, M.D., Pediatrician in the Department of Pediatrics; Attending Staff Status; Period of Reappointment: June 30, 2017, through June 29, 2019; Privileged in Pediatrics.

Hauck, Fern, M.D., Physician in the Department of Family Medicine; Attending Staff Status; Period of Reappointment: June 30, 2017, through June 29, 2019; Privileged in Family Medicine.

Herrington, Pamila, M.D., Psychiatrist in the Department of Psychiatry and Neurobehavioral Sciences; Attending Staff Status; Period of Reappointment: June 30, 2017, through June 29, 2019; Privileged in Psychiatry and Neurobehavioral Sciences.

Heymann, Peter, M.D., Pediatrician in the Department of Pediatrics; Attending Staff Status; Period of Reappointment: June 30, 2017, through June 29, 2019; Privileged in Pediatrics.

Heysell, Scott, M.D., Physician in the Department of Medicine; Attending Staff Status; Period of Reappointment: June 30, 2017, through June 29, 2019; Privileged in Medicine.
Hryvniak, David, DO, Physiatrist in the Department of Physical Medicine and Rehabilitation; Attending Staff Status; Period of Reappointment: July 8, 2017, through November 29, 2018; Privileged in Pediatrics.

Irwin, Anna, D.O., Anesthesiologist in the Department of Anesthesiology; Attending Staff Status; Period of Reappointment: July 5, 2017, through October 30, 2018; Privileged in Anesthesiology.

Jane, John, M.D., Neurosurgeon in the Department of Neurosurgery; Attending Staff Status; Period of Reappointment: June 30, 2017, through June 29, 2019; Privileged in Neurosurgery.

Kuo-Bonde, Lyida, M.D., Ph.D., Radiologist in the Department of Radiology and Medical Imaging; Attending Staff Status; Period of Reappointment: July 11, 2017, through March 30, 2019; Privileged in Radiology and Medical Imaging.

Kellams, Ann, M.D., Pediatrician in the Department of Pediatrics; Attending Staff Status; Period of Reappointment: June 30, 2017, through June 29, 2019; Privileged in Pediatrics.

Kumral, Abigail, M.D., Pediatrician in the Department of Pediatrics; Attending Staff Status; Period of Reappointment: July 6, 2017, through June 29, 2019; Privileged in Pediatrics.

Kyaw, Thurein, M.D., Nephrologist in the Department of Medicine; Attending Staff Status; Period of Reappointment: July 5, 2017, through April 29, 2019; Privileged in Medicine.

Le, Tri, M.D., Hematologist Oncologist in the Department of Medicine; Attending Staff Status; Period of Reappointment: July 5, 2017, through December 30, 2018; Privileged in Medicine.

Lee, Daniel, M.D., Pediatrician in the Department of Pediatrics; Attending Staff Status; Period of Reappointment: July 17, 2017, through January 30, 2019; Privileged in Pediatrics.

Leiva Salinas, Carlos, M.D., Radiologist in the Department of Radiology and Medical Imaging; Attending Staff Status; Period of Reappointment: July 7, 2017, through April 29, 2019; Privileged in Radiology and Medical Imaging.

MacKnight, John, M.D., Physician in the Department of Medicine; Attending Staff Status; Period of Reappointment: June 30, 2017, through June 29, 2019; Privileged in Medicine.

Matthew, Sheena, M.D., Hospitalist in the Department of Medicine; Attending Staff Status; Period of Reappointment: July 22, 2017, through October 30, 2018; Privileged in Medicine.
Mills, Stacey, M.D., Pathologist in the Department of Neurosurgery; Attending Staff Status; Period of Reappointment: June 30, 2017, through June 29, 2019; Privileged in Pathology.

Mithqal, Ayman, M.D., Radiologist in the Department of Radiology and Medical Imaging; Attending Staff Status; Period of Reappointment: June 30, 2017, through June 29, 2019; Privileged in Radiology and Medical Imaging.

Moore, Sean, M.D., Pediatrician in the Department of Pediatrics; Attending Staff Status; Period of Reappointment: July 8, 2017, through May 30, 2019; Privileged in Pediatrics.

Moses, Benjamin, M.D., Anesthesiologist in the Department of Anesthesiology; Attending Staff Status; Period of Reappointment: July 5, 2017, through October 30, 2018; Privileged in Anesthesiology.

Nataro, James, M.D., Pediatrician in the Department of Pediatrics; Attending Staff Status; Period of Reappointment: June 30, 2017, through June 29, 2019; Privileged in Pediatrics.

Olazagasti, Juan, M.D., Radiologist in the Department of Radiology and Medical Imaging; Attending Staff Status; Period of Reappointment: June 30, 2017, through June 29, 2019; Privileged in Radiology and Medical Imaging.

Pace, Emma, M.D., Physician in the Department of Family Medicine; Instructor Staff Status; Period of Reappointment: July 15, 2017, through June 29, 2019; Privileged in Family Medicine.

Paget-Brown, Alix, M.D., Pediatrician in the Department of Pediatrics; Attending Staff Status; Period of Reappointment: June 30, 2017, through June 29, 2019; Privileged in Pediatrics.

Pajewski, Thomas, M.D., Anesthesiologist in the Department of Anesthesiology; Attending Staff Status; Period of Reappointment: June 30, 2017, through June 29, 2019; Privileged in Anesthesiology.

Pal, Kavita, M.D., Pulmonologist in the Department of Medicine; Attending Staff Status; Period of Reappointment: July 1, 2017, through June 30, 2018; Privileged in Medicine.

Parsons, Andrew, M.D., Hospitalist in the Department of Medicine; Attending Staff Status; Period of Reappointment: July 6, 2017, through April 29, 2019; Privileged in Medicine.

Patel, Sohil, M.D., Radiologist in the Department of Radiology and Medical Imaging; Attending Staff Status; Period of Reappointment: July 6, 2017, through March 30, 2019; Privileged in Radiology and Medical Imaging.
Peura, David, M.D., Gastroenterologist in the Department of Medicine; Attending Staff Status; Period of Reappointment: June 30, 2017, through June 29, 2019; Privileged in Medicine.

Rizer, Justin, M.D., Physician in the Department of Emergency Medicine; Attending Staff Status; Period of Reappointment: July 28, 2017, through December 30, 2018; Privileged in Emergency Medicine.

Royer, Regan, M.D., Physiatrist in the Department of Physical Medicine and Rehabilitation; Attending Staff Status; Period of Reappointment: July 6, 2017, through April 29, 2019; Privileged in Physical Medicine and Rehabilitation.

Ruptka, James, M.D., Neurosurgeon in the Department of Neurosurgery; Attending Staff Status; Period of Reappointment: June 15, 2017, through January 30, 2019; Privileged in Neurosurgery.

Schectman, Joel, M.D., Physician in the Department of Medicine; Attending Staff Status; Period of Reappointment: June 30, 2017, through June 29, 2019; Privileged in Medicine.

Sudhir, Amita, M.D., Physician in the Department of Emergency Medicine; Attending Staff Status; Period of Reappointment: June 30, 2017, through June 29, 2019; Privileged in Emergency Medicine.

Tocchio, Shannon, M.D., Radiologist in the Department of Radiology and Medical Imaging; Attending Staff Status; Period of Reappointment: July 6, 2017, through December 30, 2018; Privileged in Radiology and Medical Imaging.

Uppal, Dushant, M.D., Gastroenterologist in the Department of Medicine; Attending Staff Status; Period of Reappointment: June 30, 2017, through June 29, 2019; Privileged in Medicine.

Walters, Dustin, M.D., Surgeon in the Department of Surgery; Attending Staff Status; Period of Reappointment: July 22, 2017, through July 30, 2019; Privileged in Surgery.

Wilder, Robert, M.D., Physiatrist in the Department of Physical Medicine and Rehabilitation; Attending Staff Status; Period of Reappointment: June 30, 2017, through June 29, 2019; Privileged in Physical Medicine and Rehabilitation.

Wolf, Stephen, M.D., Physician in the Department of Emergency Medicine; Attending Staff Status; Period of Reappointment: June 30, 2017, through June 29, 2019; Privileged in Emergency Medicine.

Yen, Chun-Po, M.D., Neurosurgeon in the Department of Neurosurgery; Instructor Staff Status; Period of Reappointment: July 1, 2017, through June 29, 2018; Privileged in Neurosurgery.
3. **SECONDARY REAPPOINTMENTS TO THE CLINICAL STAFF**

RESOLVED the recommendations of the Clinical Staff Executive Committee for the secondary reappointment to the clinical staff of the University of Virginia Medical Center and the granting of specific privileges to the following practitioner are approved:

- **Bourque, Jamieson, M.D.**, Cardiologist in the Department of Radiology and Medical Imaging; Attending Staff Status; Period of Reappointment: June 30, 2017, through June 29, 2019; Privileged in Noninvasive Cardiology Imaging.

- **Lee, Daniel, M.D.**, Pediatrician in the Department of Medicine; Attending Staff Status; Period of Reappointment: July 17, 2017, through January 30, 2019; Privileged in Hematology Oncology.

4. **REIGNATIONS OF CLINICAL STAFF**

RESOLVED, the recommendations of the Clinical Staff Executive Committee for the resignation and expiration of privileges to the following Clinical Staff are approved:

- **Michael, Glen E., M.D.**, Physician in the Department of Emergency Medicine; Effective Date of Resignation: April 1, 2017.

- **Poler, Joseph, Ph.D.**, Psychologist in the Department of Psychiatry and Neurobehavioral Sciences; Effective Date of Resignation: May 31, 2017.

- **Thomas, Mareen E., M.D.**, Pediatric Endocrinologist in the Department of Pediatrics; Effective Date of Resignation: March 28, 2017.

5. **PRIVILEGES FOR NEW ALLIED HEALTH PROFESSIONALS**

RESOLVED, the recommendations of the Clinical Staff Executive Committee for the granting of privileges to the following Allied Health Professionals are approved:

- **Boehling, Megan A., R.N., N.P.**, Adult Gerontology Acute Care Nurse Practitioner in the Department of Medicine; Period of Privileging: May 21, 2017 through May 20, 2018; Privileged as an Adult Gerontology Nurse Practitioner.


- **McDowell, Andrew, P.A.**, Physician Assistant in the Department of Surgery; Period of Privileging: June 5, 2017 through June 4, 2018; Privileged as a Physician Assistant.
Strobel, Katherine, R.N., N.P., Acute Care Nurse Practitioner in the Department of Surgery; Period of Privileging: June 5, 2017 through June 4, 2018; Privileged as an Acute Care Nurse Practitioner.

6. **RENEWAL OF PRIVILEGES FOR ALLIED HEALTH PROFESSIONALS**

RESOLVED, the recommendations of the Clinical Staff Executive Committee for the renewal of privileges to the following Allied Health Professionals are approved:

Anderson, Rachel, R.N., N.P., Acute Care Nurse Practitioner in the Department of Surgery; Period of Privileging: July 27, 2017 through July 26, 2019; Privileged as an Acute Care Nurse Practitioner.

Andrus, Sharon, R.N., N.P., Certified Nurse Anesthetist in the Department of Anesthesiology; Period of Privileging: July 23, 2017 through July 22, 2019; Privileged as a Certified Nurse Anesthetist.

Antonio, Anthony, R.N., N.P., Certified Nurse Anesthetist in the Department of Anesthesiology; Period of Privileging: August 1, 2017 through July 31, 2019; Privileged as a Certified Nurse Anesthetist.

Biggerstaff, Caitlin, R.N., N.P., Certified Nurse Anesthetist in the Department of Anesthesiology; Period of Privileging: July 5, 2017 through July 4, 2019; Privileged as a Certified Nurse Anesthetist.

Cole, Shelly, R.N., N.P., Certified Nurse Anesthetist in the Department of Anesthesiology; Period of Privileging: July 5, 2017 through July 4, 2019; Privileged as a Certified Nurse Anesthetist.

Condi, Gina T., R.N., N.P., Psychiatric Mental Health Nurse Practitioner in the Department of Psychiatry and Neurobehavioral Sciences; Period of Privileging: August 1, 2017 through July 31, 2019; Privileged as a Psychiatric Mental Health Nurse Practitioner.

Frame, Chelsea M., P.A., Physician Assistant in the Department of Neurosurgery; Period of Privileging: July 29, 2017 through July 28, 2019; Privileged as a Physician Assistant.

Freed-Pastor, Cassandra G., R.N., N.P., Acute Care Nurse Practitioner in the Department of Neurology; Period of Privileging: July 14, 2017 through July 13, 2019; Privileged as an Acute Care Nurse Practitioner.

Haden, Kathleen, R.N., N.P., Adult Nurse Practitioner in the Department of Surgery; Period of Privileging: July 15, 2017 through July 14, 2019; Privileged as an Adult Nurse Practitioner.
Howard, Naomi, R.N., N.P., Pediatric Nurse Practitioner in the Department of Pediatrics; Period of Privileging: July 22, 2017 through July 21, 2019; Privileged as a Pediatric Nurse Practitioner.

Huyett, Theresa R., R.N., N.P., Acute Care Nurse Practitioner in the Department of Surgery; Period of Privileging: July 18, 2017 through July 17, 2019; Privileged as an Acute Care Nurse Practitioner.

Jackson, Denise L., P.A., Physician Assistant in the Department of Otolaryngology; Period of Privileging: July 28, 2017 through July 27, 2019; Privileged as a Physician Assistant.

Kang, Min-hee, R.N., N.P., Acute Care Nurse Practitioner in the Department of Medicine; Period of Privileging: July 21, 2017 through July 20, 2019; Privileged as an Acute Care Nurse Practitioner.

Kaufman, Evan J., O.D., Optometrist in the Department of Ophthalmology; Period of Privileging: August 1, 2017 through July 31, 2019; Privileged as an Optometrist.

Kearns, James W., P.A., Physician Assistant in the Department of Neurology; Period of Privileging: July 25, 2017 through July 24, 2019; Privileged as a Physician Assistant.

Lohr, Karen M., R.N., N.P., Adult Gerontology Acute Care Nurse Practitioner in the Department of Neurosurgery; Period of Privileging: July 25, 2017 through July 24, 2019; Privileged as an Adult Gerontology Acute Care Nurse Practitioner.

Loffler, Cynthia, R.N., N.P., Adult Nurse Practitioner in the Department of Medicine; Period of Privileging: July 15, 2017 through July 14, 2019; Privileged as an Adult Nurse Practitioner.

Metsch, Caroline B., P.A., Physician Assistant in the Department of Neurosurgery; Period of Privileging: July 6, 2017 through July 5, 2019; Privileged as a Physician Assistant.

Molnar, Helen, R.N., N.P., Acute Care Nurse Practitioner and Family Nurse Practitioner in the Departments of Medicine and Family Medicine; Period of Privileging: August 1, 2017 through July 31, 2019; Privileged as an Acute Care Nurse Practitioner and Family Nurse Practitioner.

Pandya, Mamta N., R.N., N.P., Acute Care Nurse Practitioner in the Department of Surgery; Period of Privileging: July 22, 2017 through July 21, 2019; Privileged as an Acute Care Nurse Practitioner.

Perry, Kelly, R.N., N.P., Certified Nurse Anesthetist in the Department of Anesthesiology; Period of Privileging: July 23, 2017 through July 22, 2019; Privileged as a Certified Nurse Anesthetist.
Rowell, Robert E., R.N., N.P., Adult Nurse Practitioner in the Department of Surgery; Period of Privileging: July 9, 2017 through July 8, 2019; Privileged as an Adult Nurse Practitioner.

Sturgill, Alison W., R.N., N.P., Pediatric Nurse Practitioner in the Department of Pediatrics; Period of Privileging: July 25, 2017 through July 24, 2019; Privileged as a Pediatric Nurse Practitioner.

Subudhi, Courtney M., R.N., N.P., Certified Nurse Midwife in the Department of Obstetrics and Gynecology; Period of Privileging: July 28, 2017 through July 17, 2019; Privileged as a Certified Nurse Midwife.

Tate, Anna L., R.N., N.P., Acute Care Nurse Practitioner in the Department of Surgery; Period of Privileging: July 31, 2017 through July 30, 2019; Privileged as an Acute Care Nurse Practitioner.

Vincel, Carol L., R.N., N.P., Acute Care Nurse Practitioner in the Department of Surgery; Period of Privileging: August 1, 2017 through July 31, 2019; Privileged as an Acute Care Nurse Practitioner.

White, Douglas N., R.N., N.P., Pediatric Nurse Practitioner in the Department of Pediatrics; Period of Privileging: July 21, 2017 through July 20, 2019; Privileged as a Pediatric Nurse Practitioner.

Wiencek, Clareen, R.N., N.P., Acute Care Nurse Practitioner in the Department of Medicine; Period of Privileging: July 26, 2017 through July 25, 2018; Privileged as an Acute Care Nurse Practitioner.

Wilson, Karie A., R.N., N.P., Acute Care Nurse Practitioner in the Department of Medicine; Period of Privileging: August 1, 2017 through July 31, 2019; Privileged as an Acute Care Nurse Practitioner.

Zhao, Hong, R.N., N.P., Acute Care Nurse Practitioner in the Department of Urology; Period of Privileging: July 17, 2017 through July 16, 2019; Privileged as an Acute Care Nurse Practitioner.

7. STATUS TO ALLIED HEALTH PROFESSIONAL STAFF

RESOLVED the recommendation of the Clinical Staff Executive Committee for the status change in clinical privileges to the following practitioners is approved:

Kirchoff, Lindsey, R.N., N.P., Acute Care Gerontology Nurse Practitioner in the Department of Surgery; Location Change; Period of Privileging: June 5, 2017 through June 4, 2018; Privileged as an Acute Care Gerontology Nurse Practitioner.
8. **RESIGNATIONS OF ALLIED HEALTH PROFESSIONALS**

RESOLVED, the recommendations of the Clinical Staff Executive Committee for the resignation and expiration of privileges to the following Allied Health Professionals are approved:

- **Allman, Marietta, R.N., N.P.**, Certified Nurse Anesthetist in the Department of Anesthesiology; Effective Date of Resignation: April 26, 2017.

- **Collins, Tami L., R.N., N.P.**, Acute Care Nurse Practitioner in the Department of Medicine; Effective Date of Resignation: May 4, 2017.

- **Hunt, Darren, R.N., N.P.**, Acute Care Nurse Practitioner in the Department of Surgery; Effective Date of Resignation: March 15, 2017.

- **Thompson, Cynthia A., R.N., N.P.**, Certified Nurse Anesthetist in the Department of Anesthesiology; Effective Date of Resignation: April 25, 2017.

9. **NEW PRIVILEGES TO CLINICAL STAFF MEMBERS**

RESOLVED, the recommendations of the Clinical Staff Executive Committee for new procedural privileges to Clinical Staff of the University of Virginia Medical Center and the granting of specific privileges to the following practitioners are approved:


RECOMMENDED CREDENTIALING AND RECERTIFICATION ACTIONS

RESOLVED, pursuant to the delegation of authority contained in the September 15, 2011 Resolution of the Medical Center Operating Board, the undersigned hereby approve the following Credentialing and Recredentialing Actions as specifically set forth below:

1. **APPOINTMENTS TO THE CLINICAL STAFF**

RESOLVED, the recommendations of the Clinical Staff Executive Committee for appointment to the Clinical Staff of the University of Virginia Transitional Care Hospital and the granting of specific privileges to the following practitioners are approved:

- **McCade, Michael, M.D.**, Physician in the Department of Medicine; Moonlighting Staff Status; Period of Appointment: July 18, 2017, through June 30, 2018; Privileged in Medicine.

- **Sturek, Jeffrey, M.D.**, Physician in the Department of Medicine; Moonlighting Staff Status; Period of Appointment: August 3, 2017, through June 30, 2018; Privileged in Medicine.

2. **REAPPOINTMENTS TO THE CLINICAL STAFF**

RESOLVED, the recommendations of the Clinical Staff Executive Committee for appointment to the Clinical Staff of the University of Virginia Transitional Care Hospital and the granting of specific privileges to the following practitioners are approved:

- **Bergman, Michael, M.D.**, Pulmonologist in the Department of Medicine; Consulting Staff Status; Period of Reappointment: July 11, 2017, through November 29, 2018; Privileged in Medicine.

- **Bourque, Jamieson, M.D.**, Cardiologist in the Department of Medicine; Consulting Staff Status; Period of Reappointment: June 30, 2017, through June 29, 2019; Privileged in Medicine.

- **Darby, Andrew, M.D.**, Cardiologist in the Department of Medicine; Consulting Staff Status; Period of Reappointment: June 30, 2017, through June 29, 2019; Privileged in Medicine.

- **Donahue, Joseph, M.D.**, Radiologist in the Department of Radiology and Medical Imaging; Consulting Staff Status; Period of Reappointment: July 6, 2017, through February 27, 2019; Privileged in Radiology and Medical Imaging.

- **Doran, Amy, M.D.**, Gastroenterologist in the Department of Medicine; Consulting Staff Status; Period of Reappointment: July 5, 2017, through September 29, 2018; Privileged in Medicine.
Druzgal, Colleen, M.D., Pediatrician in the Department of Pediatrics; Consulting Staff Status; Period of Reappointment: June 30, 2017, through June 29, 2019; Privileged in Pediatrics.

Herrington, Pamila, M.D., Psychiatrist in the Department of Psychiatry and Neurobehavioral Sciences; Consulting Staff Status; Period of Reappointment: June 30, 2017, through June 29, 2019; Privileged in Psychiatry and Neurobehavioral Sciences.

Heymann, Peter, M.D., Pediatrician in the Department of Pediatrics; Consulting Staff Status; Period of Reappointment: June 30, 2017, through June 29, 2019; Privileged in Pediatrics.

Heysell, Scott, M.D., Physician in the Department of Medicine; Attending Staff Status; Period of Reappointment: June 30, 2017, through June 29, 2019; Privileged in Medicine.

Hryvniak, David, DO, Physiatrist in the Department of Physical Medicine and Rehabilitation; Consulting Staff Status; Period of Reappointment: July 8, 2017, through November 29, 2018; Privileged in Pediatrics.

Jane, John, Jr., M.D., Neurosurgeon in the Department of Neurosurgery; Consulting Staff Status; Period of Reappointment: June 30, 2017, through June 29, 2019; Privileged in Neurosurgery.

Kuo-Bonde, Lydia, M.D., Ph.D., Radiologist in the Department of Radiology and Medical Imaging; Consulting Staff Status; Period of Reappointment: July 11, 2017, through March 30, 2019; Privileged in Radiology and Medical Imaging.

Leiva Salinas, Carlos, M.D., Radiologist in the Department of Radiology and Medical Imaging; Consulting Staff Status; Period of Reappointment: July 7, 2017, through April 29, 2019; Privileged in Radiology and Medical Imaging.

Matthew, Sheena, M.D., Hospitalist in the Department of Medicine; Attending Staff Status; Period of Reappointment: July 22, 2017, through October 30, 2018; Privileged in Medicine.

Mills, Stacey, M.D., Pathologist in the Department of Neurosurgery; Consulting Staff Status; Period of Reappointment: June 30, 2017, through June 29, 2019; Privileged in Pathology.

Mithqal, Ayman, M.D., Radiologist in the Department of Radiology and Medical Imaging; Consulting Staff Status; Period of Reappointment: June 30, 2017, through June 29, 2019; Privileged in Radiology and Medical Imaging.

Nataro, James, M.D., Pediatrician in the Department of Pediatrics; Consulting Staff Status; Period of Reappointment: June 30, 2017, through June 29, 2019; Privileged in Pediatrics.
Olazagasti, Juan, M.D., Radiologist in the Department of Radiology and Medical Imaging; Consulting Staff Status; Period of Reappointment: June 30, 2017, through June 29, 2019; Privileged in Radiology and Medical Imaging.

Parsons, Andrew, M.D., Hospitalist in the Department of Medicine; Attending Staff Status; Period of Reappointment: July 6, 2017, through April 29, 2019; Privileged in Medicine.

Patel, Sohil, M.D., Radiologist in the Department of Radiology and Medical Imaging; Consulting Staff Status; Period of Reappointment: July 6, 2017, through March 30, 2019; Privileged in Radiology and Medical Imaging.

Peura, David, M.D., Gastroenterologist in the Department of Medicine; Consulting Staff Status; Period of Reappointment: June 30, 2017, through June 29, 2019; Privileged in Medicine.

Royer, Regan, M.D., Physiatrist in the Department of Physical Medicine and Rehabilitation; Consulting Staff Status; Period of Reappointment: July 6, 2017, through April 29, 2019; Privileged in Physical Medicine and Rehabilitation.

Tocchio, Shannon, M.D., Radiologist in the Department of Radiology and Medical Imaging; Consulting Staff Status; Period of Reappointment: July 6, 2017, through December 30, 2018; Privileged in Radiology and Medical Imaging.

Walters, Dustin, M.D., Surgeon in the Department of Surgery; Consulting Staff Status; Period of Reappointment: July 22, 2017, through July 30, 2019; Privileged in Surgery.

Wilder, Robert, M.D., Physiatrist in the Department of Physical Medicine and Rehabilitation; Consulting Staff Status; Period of Reappointment: June 30, 2017, through June 29, 2019; Privileged in Physical Medicine and Rehabilitation.

Yen, Chun-Po, M.D., Neurosurgeon in the Department of Neurosurgery; Consulting Staff Status; Period of Reappointment: July 1, 2017, through June 29, 2018; Privileged in Neurosurgery.

3. **PRIVILEGES FOR ALLIED HEALTH PROFESSIONALS**

RESOLVED, the recommendations of the Clinical Staff Executive Committee privileges to the following Allied Health Professional are approved:

Metsch, Caroline B., P.A., Physician Assistant in the Department of Neurosurgery; Period of Privileging: June 7, 2017, through June 6, 2018; Privileged as a Physician Assistant.

4. **RENEWAL OF PRIVILEGES FOR ALLIED HEALTH PROFESSIONALS**

RESOLVED, the recommendation of the Clinical Staff Executive Committee for the renewal of privileges to the following Allied Health Professional is approved:
Anderson, Rachel, R.N., N.P., Acute Care Nurse Practitioner in the Department of Surgery; Period of Privileging: July 27, 2017 through July 26, 2019; Privileged as an Acute Care Nurse Practitioner.

COMMITTEE ON THE UNIVERSITY OF VIRGINIA’S COLLEGE AT WISE – September 14, 2017

UVA-WISE COMMITTEE WORK PLAN FOR 2017-2018

RESOLVED, the Committee on The University of Virginia’s College at Wise approves the Fiscal Year 2017-2018 work plan:

1. Student Recruitment and Retention
2. Wise Affordability
3. Regional Economic Development
4. Collegiate Recovery Program (New)
5. intra-disciplinary Coordination

BUILDINGS & GROUNDS COMMITTEE – SEPTEMBER 14, 2017

ARCHITECT/ENGINEER SELECTION FOR THE STUDENT HEALTH AND WELLNESS BUILDING

RESOLVED, VMDO of Charlottesville and Duda Paine of Durham, NC are approved for the performance of architectural services for the Student Health and Wellness Building.

ARCHITECT/ENGINEER SELECTION FOR THE THORNTON HALL C WING CLEAN ROOM UPGRADES

RESOLVED, Hodess Construction Corporation of Attleboro Falls, MA is approved for the performance of architectural services for the Thornton Hall C Wing Clean Room Upgrades.

ARCHITECT/ENGINEER SELECTION FOR THE MAIN HEAT PLANT NEW BOILER

RESOLVED, Jacobs Engineering Group of Fort Worth, Texas is approved for the performance of engineering services for the Main Heat Plant New Boiler.

ACADEMIC AND STUDENT LIFE COMMITTEE – SEPTEMBER 15, 2017

MEMORIAL RESOLUTION FOR PHILLIP A. PARRISH

WHEREAS, Phillip A. Parrish, known to everyone as Phil, joined the University of Virginia in 1996 as director of the UVA Intelligent Processing of Materials Lab in the School of Engineering and Applied Science; and
WHEREAS, Mr. Parrish became special assistant to the vice president for research in 2002, assistant vice president for research in 2006, and associate vice president for research in 2009; and

WHEREAS, Mr. Parrish over the years had a significant impact at UVA, including the development of UVA’s Center for Automata Processing, the NanoSTAR Institute, and a joint energy systems collaboration with the Max Planck Society’s Institute for Chemical Energy Conversion; and

WHEREAS, Mr. Parrish also helped establish an initiative focused on science, technology, policy and innovation partnerships with Latin American universities and companies, and recruitment to UVA of top Brazilian graduate students and postdoctoral fellows; and

WHEREAS, Mr. Parrish was appointed interim vice president for research of the University of Virginia on February 1, 2015; and

WHEREAS, in this role Mr. Parrish was responsible for the integration and enhancement of research activities across the University’s 11 schools and multiple research centers; and

WHEREAS, Mr. Parrish played a key role in the establishment of ResearchNet, a cross-University initiative with the objective of assisting faculty in the discovery of opportunities for external funding support and cross-University collaborations; and

WHEREAS, Mr. Parrish helped establish UVA’s Pan-University Institutes, in both concept and execution; and

WHEREAS, Mr. Parrish had a significant career in private industry prior to his time at the University, including time at the Defense Advanced Research Projects Agency and the U.S. Office of Naval Research Global in London;

WHEREAS, Mr. Parrish co-held four patents, was the author of numerous journal articles, and received several awards from the U.S. military, having served on government scientific and engineering panels; and

WHEREAS, Mr. Parrish passed away on July 12, 2017;

RESOLVED, the Board of Visitors honors Phil Parrish for twenty-one years of outstanding University leadership.
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ATTACHMENTS
UNIVERSITY OF VIRGINIA
ENTERPRISE RISK MANAGEMENT CHARTER

I. Mission

The purpose of the University of Virginia's Enterprise Risk Management ("ERM") program is to strengthen the University's ability to achieve its mission and strategic objectives. This is done by effectively managing key risks and seizing opportunities related to the achievement of our strategic objectives. In this context, risk encompasses both negative events ("downside risk") and opportunities ("upside risk"). An effective ERM program helps the University effectively deploy its resources in pursuit of its objectives.

II. Scope

The scope of the program includes ERM activities at the Academic Division, Health System, and College at Wise. The ERM function will work closely with the Audit and Compliance functions. Efficiencies are gained through collaboration among the three functions, including:

- Linking work across enterprise risk, audit, and compliance functions
- Sharing available resources and knowledge
- Aligning planning and operational efforts

This collaboration is accomplished while recognizing the distinct roles played by each party. Treasury is responsible for leading ERM within the organization. Compliance is responsible for monitoring and promoting adherence to laws and regulations. Internal Audit is responsible, in part, for examining and evaluating the adequacy and effectiveness of the University's governance, risk management, and internal controls.

III. Objectives

In support of the ERM program's purpose, the objectives of the program include:

- Creating a framework to effectively identify, assess, and manage risk
- Ensuring appropriate ownership and accountability of risks
- Promoting communication and collaboration among risk management activities
- Providing senior leaders with key information to make risk-informed decisions and to effectively allocate resources
- Incorporating risk in strategic decision making

IV. Roles and Organization
The President of the University is the owner of the ERM program. Responsibility for administering the program is delegated to the University’s Treasurer. ERM is effected by the University’s Board and leadership and is a collaborative effort at various levels of the organization, including:

Risk Management Networks

Risk Management Networks ("RMN’s") exist for both the Academic Division and the Health System. Membership consists of higher-level individuals who can (1) provide perspective on industry trends, and (2) have a deep understanding of University operations. Their role is to help identify emerging risks and cascade ERM initiatives into the University’s departments.

Risk Management Council

The Risk Management Council ("RMC") is comprised of representatives from the major functional areas of the University, including the Health System. The RMC's objectives are to provide guidance and expertise in helping steer the efforts of the ERM program.

University Executive Leadership

The RMC will review key risks and mitigation strategies with the University’s executive leadership. Executive leadership will help set the University’s risk appetite, contribute to the assessment of risks, and provide guidance on how to report key risks to the ACR.

The Board of Visitors’ Audit, Compliance, and Risk ("ACR") Committee

The ACR Committee will:

- Approve the Enterprise Risk Management Charter
- Understand the University's ERM philosophy and approach
- Provide feedback to improve the effectiveness of the ERM program
- Review the institution’s risk governance framework including the risk assessment and mitigation strategies.
- Make appropriate inquiries of management and the Treasurer to determine whether all ERM efforts have the necessary resources and direction to be as effective as possible.

The Treasurer will communicate and interact directly with the Chair of the ACR committee, including in executive sessions and between ACR committee meetings as appropriate.

V. Charter Review

The ERM Charter should be annually reviewed and, if necessary, updated to determine if the charter continues to reflect the institution’s risk management priorities.
UNIVERSITY OF VIRGINIA ATHLETICS COMPLIANCE CHARTER

The University of Virginia (the "University") Athletics Compliance Office is designed to ensure that the intercollegiate athletics program is operated within the rules and regulations of the University, the Atlantic Coast Conference (ACC), and the National Collegiate Athletic Association (NCAA). Compliance with these rules and regulations is the shared responsibility of everyone associated with the University. In order for institutional control to be maintained, the NCAA Committee on Infractions developed principles with the idea of assisting institutions to better understand the efforts and attitudes needed in order to create an atmosphere of compliance and institutional control.

As stipulated by NCAA Bylaw 6.1.1 and requirement for participation within the ACC as indicated in Article XI, Section XI-2 of the ACC Bylaws, the ultimate authority and accountability for the University athletics program rests with the University President. The President is appointed by the University Board of Visitors, and through the Board’s delegation of authority the President has ultimate responsibility for the Athletics Department. To share in the responsibilities of NCAA and ACC oversight, the University President delegates day-to-day administration of the University Athletics Department to the Director of Athletics, who in-turn shares that responsibility with the Athletics Compliance Office. In fulfilling the obligation to exercise institutional control, the Athletics Compliance Office has a direct reporting line to the Director of Athletics and to the University President. The University Athletics Compliance Program will interface with student-athletes, coaches, athletic staff members, other University personnel, as well as the University’s alumni and friends. The Athletics Compliance Office will assist coaches and staff by developing and maintaining a compliance program that will educate, monitor, interpret, and report rules violations, if they occur.

As mentioned above, Compliance is a shared responsibility within the University. To ensure the University maintains institutional control and full compliance with applicable rules, departments outside of the Athletics Department have responsibility for certain NCAA, ACC, and University compliance functions, as outlined below:

Faculty Athletics Representative (FAR): The FAR serves as a liaison for the President between the University Faculty and the Athletics Department; reviews student-athlete grade distribution at the end of each academic term; reviews and approves student-athlete grade changes; serves as the ACC’s voting representative for institutional positioning on NCAA/ACC legislation, and may serve the same role for the NCAA’s voting representative if need be as directed by the President; and assists in review of potential academic misconduct/impermissible academic assistance allegations/violations.

Admissions: The Office of Undergraduate Admission has ultimate responsibility to determine which prospective student-athletes are admitted to the University. The Athletics Department
will have designated liaisons who may speak with Admission regarding a prospective student-athlete's admission.

**University Registrar (UREG):** The University Registrar is the certifying officer for all student-athlete academic eligibility, including initial, continuing, and transfer eligibility certification; full-time enrollment; and NCAA Academic Performance Review cohort review.

**Student Financial Services (SFS):** The SFS office is the certifying officer for student-athlete financial aid; responsible for squad list production/completion; outside award certification; and athletic aid renewal/non-renewal notifications.

**Athletic Academic Affairs:** The Athletic Academic Affairs office collaboratively works with UREG and the Athletics Compliance Office to monitor student-athlete eligibility; and communicates with faculty and staff regarding student-athletes' academic requirements for NCAA academic purposes since only academic advisors within the University departments can add student-athletes to courses.

**Institutional Assessment and Studies:** The Office of Institutional Assessment and Studies is responsible for tracking and reporting graduation rate and Graduation Success Rate cohort review.

**Executive Vice President and Chief Operating Officer and Assistant Vice President for Institutional Compliance:** During quarterly meetings with the Executive Vice President and Chief Operating Officer, the Assistant Vice President for Institutional Compliance, and the University President's Chief of Staff, the Athletics Compliance Office reviews any compliance concerns, reporting requirements, potential violations, and the results of any external compliance reviews. In addition, the Athletics Compliance Office meets bimonthly with the University's Compliance Network to share compliance-related concerns, trends, and best-practices.
AMENDED CAPITAL PROJECT PROCUREMENT PROCESS

Executive Summary

Purpose: Pursuant to Chapters 699 and 704 of the 2017 Acts of Assembly, the following updated process is provided to the University’s Board of Visitors for approval. Any subsequent changes to these procedures will be submitted to the Department of General Services (DGS) for review and comment, and to the Board of Visitors for approval.

Procedure: In accordance with Chapters 699 and 704 of the 2017 Acts of Assembly, and subject to Subchapter 3 of the Restructuring Act and the associated Management Agreement between the Commonwealth of Virginia and the University of Virginia, the University shall have and shall exercise all authority relating to the procurement of construction. Documentation adopted by the University and approved by the Board of Visitors identifies procurement procedures for capital construction.

The University of Virginia Associate Vice President and Chief Facilities Officer (AVP & CFO) shall approve construction delivery methods, and any exceptions, in writing on a project specific basis.

A written recommendation for the construction delivery method will be provided to the AVP & CFO through the Director of Facilities Planning & Construction (FP&C) in consultation with the University management team comprised of the University Project Manager, the FP&C Division Director, and the Construction Services and Contract Administration Director. FP&C completes a risk analysis for each project, and if competitive sealed bidding is not selected, the written recommendation will justify why sealed bidding is not practicable and/or fiscally advantageous to the University. Written documentation will be in a Determination and Findings (D&F) format.

Risk Analysis: The following critical components will be considered in recommending the appropriate construction delivery method for each project:

- Risk management and overall benefit to the University
- Technical complexity and building use
- Required experience with specialty systems or equipment/prequalification
- Schedule, schedule challenges, schedule efficiencies, and critical completion dates
- Coordination of phased or fast-track construction to expedite overall project completion
- Early procurement of long lead time materials or equipment
- Continuity of University operations and utility systems
- Ability to manage impact to patient care
- Minimizing disruption to academic and research programs
- Campus security and limited access to restricted areas
• Cost and cost efficiencies
• Cost estimating during design
• Cost control during design and construction
• Design phase constructability analysis for improved quality, safety, cost savings, and quality control
• Continuous value management to balance value, cost, quality, and schedule during design and construction
• Project staffing requirements by contractor and the University
• Single point of responsibility

FP&C will submit documentation for the construction delivery method for each project to DGS for a five-day review. Upon receipt of DGS recommendations, UVA will make any amendments to address DGS’ comments, document UVA action in the project file, and submit to DGS.

**Related Requirements of Chapter 699 and 704 of the 2017 Acts of Assembly:**
- Licensed Architect or Engineer employed or under contract to advise in use of construction management (CM) and design/build (D/B).
- Cost is critical component of the D/B selection process.
- CM contracts shall be entered into no later than the completion of the schematic phase of design unless prohibited by authorization of funding restrictions.
- Two step Request for Qualifications (RFQ)/Request for Proposals (RFP) process allowed.
- Written justification that sealed bidding is not practicable and/or fiscally advantageous shall be stated in the RFQ used to procure CM and D/B services.
- Criteria for evaluation included in RFQ & RFP.
- Prior CM, D/B, and/or DGS Bureau of Capital Outlay Management (BCOM) experience not a prerequisite for award.
- RFQ shall be posted in accordance with current Code of Virginia requirements for a minimum of 30 days.
- Two to five offerors in short list.
- D/B cost proposals remain sealed until ranking of technical proposals is complete.
- Ninety percent of CM construction work subcontracted through publicly advertised competitive sealed bidding to maximum extent practicable.
- CM fixed price for construction established at construction drawings.
- Interim fixed prices for early packages permitted.

**Reporting:** The University will report on completed capital projects in excess of $2 million in construction cost annually as requested by DGS.

**References:**
- University of Virginia Management Agreement
- University of Virginia Higher Education Capital Outlay Manual
- Chapter 780, § 4-4.01 (2016-18 Biennial Budget)
- Chapters 699 and 704 (2017 Session)
Approval and Revisions:

- July 2016: UVA construction method selection process submitted to DGS.
- August 2016: DGS comments provided to UVA and recommendations incorporated into the selection process.
- December 2016: Approved by the Board of Visitors.
- August 2017: Revised to include language pursuant to Chapters 699 and 704 of the 2017 Acts of Assembly, and Revised UVA Capital Construction Management and Design-Build Process Requirements submitted to DGS.
- September 14, 2017: Review by the Board of Visitors.

UVA Policy for Construction Management at Risk (CM at Risk)
In accordance with the provisions of §§ 2.2-4378, 2.2-4379, and 2.2-4381 of the Code of Virginia, UVA has adopted the following Policy for the use of CM at Risk. For convenience of use, UVA will replace SECTION 11.3 of the UVA Higher Education Capital Outlay Manual with this new policy. However, this is a stand-alone policy, approved and recorded by the Board of Visitors, and will not be modified without Board of Visitors’ approval.

1. Criteria for Use:
   a. Provide a written determination that competitive sealed bidding is not practicable or fiscally advantageous (§ 2.2-4381.C.1). The AVP & CFO is the approving authority for requests to use CM at Risk.
   b. Written determination shall include the basis of determination including one or more of the following:
      i. Construction Cost (§§ 2.2-4381.B.1 and 2.2-4381.D.3)
      ii. Project Complexity (§§ 2.2-4381.B.1 and 2.2-4381.D.4)
      iii. Building Use (§§ 2.2-4381.B.1 and 2.2-4381.D.3)
      iv. Project Timeline (§§ 2.2-4381.B.1 and 2.2-4381.D.3)
      v. Project Phasing (§ 2.2-4381.D.5)
      vi. Necessity of Value Management and/or Constructability Analysis Concurrent with Design (§ 2.2-4381.D.5)
      vii. Quality Control/ Vendor Prequalification Needs (§ 2.2-4381.D.5)
   c. A licensed architect or engineer shall be employed or under contract to advise in use of CM at Risk (§ 2.2-4381.C.2).

2. DGS Review of Procurement Method (§§ 2.2-4381.D through 2.2-4381.F):
   a. Submit the following to DGS for review:
      i. Written determination for each project.
      ii. Completed DGS CM at Risk Procurement Review Submittal Form identifying project characteristics relevant to CM at Risk procurement.
   b. Upon receipt of DGS Recommendation within 5 working days, UVA shall:
      i. Address DGS comments as necessary.
      ii. Document UVA action in project file and submit to DGS.
3. Procurement Procedures:
   a. AVP & CFO shall appoint a selection committee consisting of at least three members from UVA, including a licensed design professional, if possible.
   b. Enter into contract no later than the completion of the schematic phase of design unless prohibited by authorization of funding restrictions (§ 2.2-4381.C.4).
   c. Use a two-step RFQ/RFP process (§ 2.2-4381.C.7).
   d. Prepare a RFQ containing UVA’s project overview and justification for use of CM at Risk (§ 2.2-4381.C.1). All offerors shall have a licensed Class “A” Contractor registered in the Commonwealth of Virginia as part of the project team.
   e. RFQ shall include evaluation criteria and be posted in accordance with current Code of Virginia requirements for a minimum of 30 days (§ 2.2-4381.C.3).
   f. Selection committee evaluates the firms’ RFQ responses and any other relevant information and recommends those best qualified with respect to criteria established in RFQ. The AVP & CFO shall approve the best qualified CMs to receive an RFP.
   g. RFQ process shall result in short list of 2-5 offerors to receive RFP (§ 2.2-4381.D.5).
   h. RFP shall include evaluation criteria and be posted in accordance with the current requirements in the Code of Virginia.
   i. Offerors who were not selected for the short list shall be provided written notification and the reasons for such decision.
   j. Selection committee shall evaluate and rank the firms’ proposals. Prior CM at Risk or BCOM experience shall not be a prerequisite for award (§ 2.2-4381.C.5).
   k. The AVP & CFO shall approve the CM deemed fully qualified and providing best value in response to the RFP, and the contract shall be awarded to that offeror.
   l. UVA shall notify all offerors who submitted proposals which offeror was selected for the project. When so provided in RFP, awards may be made to more than one offeror.
   m. Upon request, a debriefing of the selection process will be made available to any offeror.

4. Contracting Requirements:
   a. CM preconstruction/document review phase services shall be contracted as a non-professional service (§ 2.2-4301).
   b. Fixed price of construction will be established at completion of construction drawings based on actual subcontractor pricing (§ 2.2-4381.A). If UVA and the CM cannot agree on a fixed price, UVA may competitively bid the project with the other prequalified CM offerors or enter into competitive negotiations with the other prequalified CM offerors in accordance with the requirements of the Code of Virginia.
   c. Interim fixed prices for early release packages are permitted.
   d. Ninety percent of construction work must be subcontracted through publicly advertised, competitive sealed bidding to the maximum extent practicable (§ 2.2-4381.C.6).
UVA Policy for Design-Build (D/B)

In accordance with the provisions of §§ 2.2-4378, 2.2-4379, and 2.2-4381 of the Code of Virginia, UVA has adopted the following Policy for the use of Design-Build (D/B). For convenience of use, UVA will replace SECTION 11.2 of the UVA Higher Education Capital Outlay Manual with this new policy. However, this is a stand-alone policy, approved and recorded by the Board of Visitors, and will not be modified without Board of Visitors’ approval.

1. Criteria for Use:
   a. Provide a written determination that competitive sealed bidding is not practicable or fiscally advantageous (§ 2.2-4381.C.1). The AVP & CFO is the approving authority for requests to use D/B procedures.
   b. Written determination shall include the basis of determination including one or more of the following:
      i. Construction Cost (§§ 2.2-4381.B.1 and 2.2-4381.D.3)
      ii. Project Complexity (§§ 2.2-4381.B.1 and 2.2-4381.D.4)
      iii. Building Use (§§ 2.2-4381.B.1 and 2.2-4381.D.3)
      iv. Project Timeline (§§ 2.2-4381.B.1 and 2.2-4381.D.3)
      v. Need for Single Point of Responsibility
   c. A licensed architect or engineer shall be employed or under contract to advise in use of D/B (§ 2.2-4381.C.2).

2. DGS Review of Procurement Method (§§ 2.2-4381.D through 2.2-4381.F):
   a. Submit the following to DGS for review:
      i. Written determination for each project.
      ii. Completed DGS D/B Procurement Review Submittal Form identifying project characteristics relevant to D/B procurement.
   b. Upon receipt of DGS Recommendation within 5 working days, UVA shall:
      i. Address DGS comments as necessary.
      ii. Document UVA action in project file and submit to DGS.

3. Procurement Procedures:
   a. AVP & CFO shall appoint a selection committee consisting of at least three members from UVA, including a licensed design professional, if possible.
   b. Use a two-step RFQ/RFP process (§ 2.2-4381.C.7).
   c. Prepare a RFQ containing UVA’s project overview and justification for use of D/B (§ 2.2-4381.C.1). All offerors shall have a licensed Class “A” Contractor and an architect or engineer registered in the Commonwealth of Virginia as part of the project team.
   d. RFQ will include evaluation criteria and be posted in accordance with current Code of Virginia requirements for a minimum of 30 days (§ 2.2-4381.C.3).
   e. Selection committee evaluates the firms’ RFQ responses and any other relevant information and recommends those best qualified with respect to criteria established for project in RFQ. Prior D/B or BCOM experience shall not be a prerequisite for award (§ 2.2-4381.C.5). The AVP & CFO shall approve the best qualified D/B’s to receive an RFP.
f. RFQ process shall result in short list of 2-5 offerors to receive RFP (§ 2.2-4381.D.5).
g. RFP shall include evaluation criteria and be posted in accordance with the current requirements in the Code of Virginia. Cost shall be a critical component of selection process.
h. Offerors who were not selected for the short list shall be provided written notification and the reasons for such decision.
i. Sealed technical proposals as described in the RFP shall be submitted to the selection committee. Separately sealed cost proposals shall be submitted to UVA's Virginia Construction Contracting Officer (VCCO), and shall be secured and kept sealed until evaluation of the technical proposals is completed (§ 2.2-4381.A).
j. Selection committee shall evaluate the firms’ technical proposals based upon the criteria contained in the RFP. It shall inform each D/B offeror of any adjustments necessary to make its technical proposal fully comply with the requirements of the RFP. In addition, UVA may require that offerors make design adjustments necessary to incorporate project improvements and/or additional detailed information identified by the selection committee during design development (§ 2.2-4381.A).
k. Based upon any adjustments requested by the selection committee, the offeror shall provide a revised technical proposal and cost proposal as necessary. In addition, an offeror may submit cost modifications to its original sealed cost proposal which are not based upon revisions to the technical proposals (§ 2.2-4381.A).
l. Selection committee shall evaluate and rank the firms’ technical proposals and open any revised cost proposals and apply the criteria for award as specified in the RFP (§ 2.2-4381.A).
m. After evaluation and ranking, the Committee may conduct additional negotiations with two or more offerors submitting the highest-ranked proposals and provide their recommendation to the AVP & CFO (§ 2.2-4381.A).
n. Prior D/B or BCOM experience shall not be a prerequisite for award (§ 2.2-4381.C.5).
o. The AVP & CFO shall approve the D/B deemed fully qualified and providing best value in response to the RFP, and the contract shall be awarded to that offeror.
p. UVA will notify all offerors who submitted proposals, which offeror was selected for the Project. When so provided in the RFP, awards may be made to more than one offeror.
q. Upon request, a debriefing of the selection process will be made available to any offeror.
THE RECTOR AND VISITORS OF THE
UNIVERSITY OF VIRGINIA

_____________________________________

MASTER BOND RESOLUTION (MULTI-YEAR CAPITAL PROGRAM)

_____________________________________

AUTHORIZING AND SECURING
GENERAL REVENUE PLEDGE BONDS

ADOPTED __________, 2017
MASTER BOND RESOLUTION (MULTI-YEAR CAPITAL PROGRAM)

ADOPTED ON __________, 2017

THE RECTOR AND VISITORS OF THE
UNIVERSITY OF VIRGINIA
GENERAL REVENUE PLEDGE BONDS

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RECITALS

A. By Chapter 22, Title 23.1 of the Code of Virginia of 1950, as amended, there is created a corporation under the name and style of The Rector and Visitors of the University of Virginia (the "University"), which is governed by a Board of Visitors (the "Board"), which is vested with the supervision, management and control of the University.

B. Pursuant to Title 23.1 of the Code of Virginia of 1950, as amended, the University is classified as an educational institution of the Commonwealth.

C. By Chapter 10, Title 23.1 of the Code of Virginia of 1950, as amended (the "Act"), the University entered into a management agreement with the Commonwealth which was enacted as Chapter 3 of Chapter 933 of the 2006 Virginia Acts of Assembly, as amended, pursuant to which the University is classified as a public institution of higher education and the University is empowered with the authority to undertake and implement the acquisition of any interest in land, including improvements on the acquired land at the time of acquisition, new construction, improvements or renovations and to borrow money and make, issue and sell bonds of the University for such purposes, including the refinancing of any such facilities.

D. Pursuant to a resolution adopted on September ___, 2017 (the "Authorizing Resolution"), the Board determined to finance and refinance the costs of capital and other projects, including capitalized interest, financing costs, working capital, general corporate purposes and the refunding of prior obligations of the University (collectively, the "Projects"), and delegated to certain officers of the University pursuant to the University's Board-approved debt and interest rate risk management policies the power to approve the final terms of such financing, within certain stated parameters.

E. For the purpose of providing funds to finance or refinance the Projects, the Board has determined to adopt this Master Bond Resolution (Multi-Year Capital Program) authorizing the issuance of general revenue pledge bonds of the University, at one time or on more than one occasion (the "Bonds").

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD:
DEFINITIONS

Definitions. In addition to words and terms elsewhere defined in this Program Resolution, the following words and terms as used in this Program Resolution shall have the following meanings, unless some other meaning is plainly intended:

"Account" means any account established in a Fund with respect to any Series of Bonds or otherwise pursuant to the terms of this Program Resolution or any Supplemental Resolution.

"Act" has the meaning given to it in the Recitals to this Program Resolution.

"Authorized Officer" means (i) in the case of the University, the President of the University, the Chief Operating Officer, or the Chief Financial Officer and, when used with reference to any act or document also means any other person authorized by appropriate action of the Board to perform such act or execute such document on behalf of the University; and (ii) in the case of the Paying Agent or the Custodian, the President, any Vice-President, any Assistant Vice-President, any Corporate Trust Officer or any Assistant Corporate Trust Officer of the Paying Agent or the Custodian, and when used with reference to any act or document also means any other person authorized to perform such act or execute such document by or pursuant to a resolution of the governing body of the Paying Agent or the Custodian.

"Authorizing Resolution" means the resolution of the Board adopted September __, 2017, authorizing general revenue pledge bonds in one or more series and establishing certain other parameters related to such bonds.

"Board" means the Board of Visitors of the University or, if such Board is abolished, the board or body succeeding to the principal functions thereof.

"Bond Counsel" means any firm of attorneys selected by the University and experienced in the issuance of municipal bonds and matters relating to the exclusion of the interest thereon from gross income for federal income tax purposes, which may be an attorney or firm regularly providing services to the University.

"Bondholder" or "Holder" means the registered owner of any Bond and shall mean any Related Liquidity Facility Issuer or its assignee, if appropriate.

"Bonds" means the general revenue pledge bonds of the University issued pursuant to this Program Resolution and one or more Series Resolutions.

"Business Day" except as may be otherwise defined in a Series Resolution, means a day other than (i) a Saturday, Sunday or other day on which banking institutions in the Commonwealth of Virginia or the city in which the Designated Office of the Paying Agent is located are authorized or required by law to close or (ii) a day on which the New York Stock Exchange is closed.

"Chief Financial Officer" means the University's chief financial officer or such other officer of the University having similar duties as may be selected by the Board.
"Chief Operating Officer" means the University's Executive Vice President and Chief Operating Officer or such other officer of the University having similar duties as may be selected by the Board.

"Code" means the Internal Revenue Code of 1986, as amended. Each citation to a Code section shall include the applicable temporary and permanent regulations (and including only such proposed regulations which have proposed effective dates prior to the date the applicable opinion or determination is to be made), revenue rulings and revenue procedures.

"Commercial Paper Rate" means, with respect to any Bonds, an interest rate determined for Interest Periods between 1 and 270 days in duration, as specified in the Related Series Resolution.

"Commercial Paper Rate Bond" means any Bond while in a Commercial Paper Rate Mode.

"Commercial Paper Rate Mode" means the mode during which Bonds bear interest at a Commercial Paper Rate.

"Commonwealth" means the Commonwealth of Virginia.

"Credit Obligation" of the University means any indebtedness incurred or assumed by the University for borrowed money and any other financing obligation of the University that, in accordance with generally accepted accounting principles consistently applied, is shown on the liability side of a balance sheet; provided, however, that Credit Obligation shall not include any portion of any capitalized lease payment directly appropriated from general funds of the Commonwealth or reasonably expected to be so appropriated as certified by an Authorized Officer, but only to the extent such appropriation is restricted by the Commonwealth to the payment of such capitalized lease obligation.

"Custodian" means The Bank of New York Mellon Trust Company, N.A., a national banking association organized under the laws of the United States of America, and its successors, or such other bank or financial institution designated by the University to hold funds under this Program Resolution and each Series Resolution.

"Designated Office" means, when used in reference to the Paying Agent, the corporate trust office of the Paying Agent designated as such, which shall initially be Pittsburgh, Pennsylvania.

"Electronic Means" shall mean the following communications methods: e-mail, facsimile transmission, secure electronic transmission containing applicable authorization codes, passwords and/or authentication keys issued by the Paying Agent, or another method or system specified by the Paying Agent as available for use in connection with its services hereunder.

"Event of Default" has the meaning set forth in Section 7.1.

"Fiscal Year" means the period commencing on the first day of July in any year and ending on the last day of June of the following year.
"Fitch" means Fitch Ratings, and its successors and assigns, except that if such corporation shall be dissolved or liquidated or shall no longer perform the functions of a securities rating agency, then the term "Fitch" shall be deemed to refer to any other nationally recognized securities rating agency selected by the University.

"Fixed Rate" means, with respect to any Bonds, an interest rate fixed to the maturity date of such Bonds.

"Fixed Rate Bonds" means any Bond while in a Fixed Rate Mode.

"Fixed Rate Mode" means the mode during which the Bonds bear interest at a Fixed Rate.

"Fund" means any fund established pursuant to the terms of this Program Resolution or any Supplemental Resolution.

"Government Obligations" means:

Certificates or interest-bearing notes or obligations of the United States, or those for which the full faith and credit of the United States are pledged for the payment of principal and interest, and

Investments in any of the following obligations provided such obligations are backed by the full faith and credit of the United States (i) debentures of the Federal Housing Administration, (ii) certificates of beneficial interest of the Farmers Home Administration or (iii) project notes and local authority bonds of the Department of Housing and Urban Development.

"Index Rate" means, with respect to any Bonds, an interest rate determined pursuant to an index or indexes as specified in the Related Series Resolution.

"Index Rate Bond" means any Bond while in an Index Rate Mode.

"Index Rate Mode" means the mode during which Bonds bear interest at an Index Rate.

"Interest Payment Date" for a given Series of Bonds has the meaning given to it in the Related Series Resolution.

"Interest Period" means, with respect to any Bonds, the period of time that any interest rate remains in effect as specified in the Related Series Resolution.

"Liquidity Facility" except as may be otherwise defined in a Related Series Resolution, means any standby bond purchase agreement, letter of credit or other liquidity enhancement (or replacement or substitution thereof) delivered on or after issuance of a Series of Bonds for the purpose of making payment on such Series of Bonds.

"Liquidity Facility Issuer" except as may be otherwise defined in the Related Series Resolution, means any bank or banks, insurance company or companies, or other financial institution or institutions, or any combination of the foregoing, which is the issuer of a Liquidity Facility.
"Mode" means each of the Commercial Paper Rate Mode, the Index Rate Mode, the Term Rate Mode and the Fixed Rate Mode.

"Mode Change Date" means, with respect to Bonds, the date one Mode ends and with another mode beginning on the next day.

"Moody's" means Moody's Investors Service, Inc., and its successors and assigns, except that if such corporation shall be dissolved or liquidated or shall no longer perform the functions of a securities rating agency, then the term "Moody's" shall be deemed to refer to any other nationally recognized securities rating agency selected by the University.

"Parity Credit Obligation" means any Credit Obligation of the University which may be incurred in accordance with the terms of this Program Resolution or has been incurred that is secured on a parity with the pledge of Pledged Revenues herein.

"Paying Agent" means initially The Bank of New York Mellon Trust Company, N.A., a national banking association organized under the laws of the United States of America, and its successors and any other corporation that may at any time be substituted in its place in accordance with Section 11.2 of this Program Resolution.

"Pledged Revenues" means any or all of the revenues now or hereafter available to the University which are not required by law, by binding contract entered into prior to the date of this Program Resolution or by the provisions of any Qualifying Senior Obligation to be devoted to some other purpose, and shall include, without limitation, all revenues pledged to the payment of any Qualifying Senior Obligation net of amounts necessary to pay it or any operating or other expenses, the payment of which is required or permitted to be made with such revenues prior to the payment of such Qualifying Senior Obligation.

"Principal Payment Date" for a given Series of Bonds has the meaning given to it in the Related Series Resolution.

"Projects" has the meaning given to it in the Recitals to this Program Resolution.

"Program Resolution" or the "Resolution" means this Program Resolution, adopted by the Board on __________, 2017, with respect to the Bonds, as modified, altered, amended and supplemented as herein permitted.

"Purchase Date" except as may otherwise be defined in the Related Series Resolution, means (i) for a Bond in the Commercial Paper Rate Mode or the Term Rate Mode, the Business Day after the last day of each Interest Period applicable thereto and (ii) for a Bond in the Index Rate Mode, any Business Day upon which such Bond may be tendered or deemed tendered for purchase.

"Qualifying Senior Obligation" means any existing Credit Obligation other than a Parity Credit Obligation secured by a pledge of any portion of the University's revenues, and any additional Credit Obligation issued pursuant to Section 6.3(b) or 6.3(c) or to refund any Qualifying Senior Obligation as described in Section 6.3(e).
"Rating Agency" means Moody's, S&P and/or Fitch, if any or all of such rating agencies have provided a rating for any Series of Bonds. If any such corporation ceases to act as a securities rating agency, the University may, with the approval of any applicable Remarketing Agent, appoint any nationally recognized securities rating agency as a replacement.

"Registrar" means initially The Bank of New York Mellon Trust Company, N.A., a national banking association organized under the laws of the United States of America, and any successor Registrar appointed pursuant to Section 11.2.

"Reimbursement Agreement" means with respect to any Liquidity Facility, the agreement providing for such Liquidity Facility and any and all modifications, alterations, amendments and supplements to such agreement.

"Related" means (i) when used with respect to any Fund, Account or Series of Bonds, the Fund, Account or Series of Bonds so authorized, designated and established by this Program Resolution and the Series Resolution authorizing a particular Series of Bonds, (ii) when used with respect to a Series Resolution or other document associated with a Series of Bonds, such document authorizing or related to a particular Series of Bonds, or Supplemental Resolution related thereto.

"Remarketing Agent" means any remarketing agent engaged for a Series of Bonds.

"Remarketing Agreement" means any agreement between the University and any Remarketing Agent.

"Series" means all of the Bonds of a particular series authenticated and delivered pursuant to this Program Resolution and the Related Series Resolution and identified as such pursuant to such Series Resolution, and any Bonds of such Series thereafter authenticated and delivered in lieu of or in substitution for such Bonds pursuant to this Program Resolution and such Series Resolution regardless of variations in lien status, maturity, interest rate, sinking fund installments or other provisions.

"Series Resolution" means a Supplemental Resolution providing for the issuance of a Series of Bonds, as such Series Resolution may be modified, altered, amended and supplemented by a Supplemental Resolution in accordance with the provisions of this Program Resolution.

"S&P" means S&P Global Ratings, and its successors and assigns, except that if such division shall be dissolved or liquidated or shall no longer perform the functions of a securities rating agency, then the term "S&P" shall be deemed to refer to any other nationally recognized securities rating agency selected by the University.

"Short-Term Bond" means any Bond while in a Short-Term Mode.

"Short-Term Mode" means each of the Commercial Paper Rate Mode and the Index Rate Mode.

"State Treasurer" means the State Treasurer of the Commonwealth.
"Supplemental Resolution" means any resolution supplementary to or amendatory of this Program Resolution or any Supplemental Resolution or Series Resolution now or hereafter duly executed and delivered in accordance with the provisions of this Program Resolution, including a Series Resolution.

"Tender Agent" means any Tender Agent engaged for a Series of Bonds.

"Term Rate" means an interest rate fixed to a specified date (other than the final maturity date of the Bond).

"Term Rate Bond" means any Bond while in a Term Rate Mode.

"Term Rate Mode" means the mode during which Bonds bear interest at a Term Rate.

"University" means The Rector and Visitors of the University of Virginia, an educational institution and a public body and governmental instrumentality for the dissemination of education, and its successor or successors.

Rules of Construction/Use of Words and Phrases.  i. Words of the masculine gender shall be deemed and construed to include correlative words of the feminine and neuter genders. Unless the context shall otherwise indicate, the word "person" shall include corporations and associations, including public bodies, as well as natural persons. Singular words shall connote the plural number as well as the singular and vice versa.

All references in this Program Resolution to particular Articles or Sections are references to Articles or Sections of this Program Resolution unless otherwise indicated.

The headings and table of contents as used in this Program Resolution are solely for convenience of reference and shall not constitute a part of this Program Resolution nor shall they affect its meaning, construction or effect.

AUTHORIZATION, FORM, EXECUTION, DELIVERY, REGISTRATION AND PAYMENT OF THE BONDS

Authorization of the Bonds. For the purpose of providing funds to finance and refinance all or a portion of the costs the Projects, there are hereby authorized to be issued, under the authority of the Act, Bonds of the University. The Bonds shall be designated "The Rector and Visitors of The University of Virginia General Revenue [and Refunding] Pledge Bonds" with an appropriate series designation, as provided in the Related Series Resolution.

Form and Details of Each Series of Bonds. The forms, details and terms of each Series of Bonds, the Funds and Accounts to be established with respect to such Series, the Mode of the Bonds, the federal income tax status of interest on the Bonds, and such other matters as the University may deem appropriate shall be set forth in the Related Series Resolution.

Changes in Mode. Except as may be otherwise provided in the Related Series Resolution:
At the option of the University, all (and not less than all) of the Bonds in any Mode, other than a Fixed Rate Mode, may be changed to any other Mode at the times and in the manner provided in the Related Series Resolution. Subsequent to such change in Mode, the Bonds may again be changed at the option of the University to a different Mode at the times and in the manner hereinafter provided; provided, however, that any Bonds converted to a Fixed Rate Mode shall not be changed to any other Mode.

The option of the University to change the Mode of the Bonds shall be exercised by written notice from the University stating the University's intention to effect a change in the Mode from the Mode then prevailing to another Mode specified in such written notice, together with the proposed Mode Change Date. Such written notice shall be given in accordance with the Related Series Resolution.

The Mode Change Date must be a Business Day.

The Mode Change Date from the Commercial Paper Rate Mode shall be the last Purchase Date for the Commercial Paper Rate Bonds with respect to which a change is to be made.

The Mode Change Date from a Term Rate Mode shall be the Purchase Date of the current Interest Period.

No change in Mode will become effective unless funds sufficient to purchase all of the Bonds subject to such change shall be provided on the Mode Change Date as provided in the Related Series Resolution, and all conditions precedent to such change in Mode under the Related Series Resolution have been met.

Execution of the Bonds. ii. Except as may be otherwise provided in the Related Series Resolution, all of the Bonds of each Series shall be executed in the name and on behalf of the University by an Authorized Officer and the official seal of the University shall be impressed, imprinted, reproduced or lithographed on the Bonds. The signatures on the Bonds may be by facsimile. In case any of the officers who shall have signed or attested any of the Bonds shall cease to be such officer or officers of the University before the Bonds so signed or attested shall have been issued by the University, such Bonds may nevertheless be delivered and issued and, upon such delivery and issue, shall be as binding upon the University as though those who signed and attested the same had continued to be such officers of the University. Any Bonds may be signed and attested on behalf of the University by such persons as at the actual date of execution of such Bonds shall be the proper officers of the University although at the nominal date of such Bonds any such person shall not have been such officer of the University.

Only such of the Bonds as shall bear thereon a certificate of authentication, manually executed by the Registrar, shall be valid or obligatory for any purpose or entitled to the benefits of this Program Resolution, and such certificate of the Registrar shall be conclusive evidence that the Bonds so authenticated have been duly executed, authenticated and delivered hereunder and are entitled to the benefits of this Program Resolution.

Transfer of the Bonds. iii. Except as may be otherwise provided in the Related Series Resolution, any Bonds may be transferred, upon the books required to be kept pursuant to the provisions of Section 2.7, by the person in whose name it is registered, in person or by his duly
authorized attorney, upon surrender of such Bonds for cancellation, accompanied by delivery of a written instrument of transfer, duly executed in a form approved by the Registrar. The Registrar shall not be required to transfer or exchange any Bond selected or called for redemption pursuant to the provisions therein or from a Record Date through the next succeeding Interest Payment Date.

Whenever any Bonds shall be surrendered for registration of transfer, the University shall execute and the Registrar shall authenticate and deliver a new Bonds, of authorized denominations of the same maturity and interest rate and for a like aggregate principal amount. Such transfer shall be without charge to the Bondholder, except that the Registrar shall require the Bondholder requesting such transfer to pay any tax or other governmental charge required to be paid with respect to such transfer.

**Exchange of the Bonds.** Except as may be otherwise provided in the Related Series Resolution, Bonds may be exchanged at the office of the Registrar for a like aggregate principal amount of the Bonds of other authorized denominations of the same maturity and interest rate. Such exchange shall be without charge to the Bondholder, except that the Registrar shall require the Bondholder requesting such exchange to pay any tax or other governmental charge required to be paid with respect to such exchange.

**Bond Register; Notices; Persons Treated as Owners.** Except as may be otherwise provided in the Related Series Resolution, the Registrar will keep or cause to be kept sufficient books for the registration and transfer of the Bonds, which shall at all times during regular business hours upon reasonable prior written notice be open to inspection by the University; and, upon presentation for such purpose, the Registrar shall, under such reasonable regulations as it may prescribe, register or cause to be registered, on such books, the transfer or exchange of the Bonds as hereinbefore provided. Notices sent to Bondholders pursuant to this Program Resolution shall be sent to the addresses shown on the registration books maintained by the Registrar or such other address as may be filed with the Registrar for such purpose. All notices required to be given by mail shall be given by first class mail, postage prepaid.

In addition to the other obligations imposed on the Registrar hereunder, the Registrar shall agree to deliver upon request a list of the names and addresses of the registered owners of the Bonds, as follows:

- to any Bondholder, if an Event of Default shall have occurred and be continuing; and
- to the Bondholders of 25% or more in aggregate principal amount of the Bonds then outstanding, at any time.

Prior to due presentment for registration of transfer of any Bond, the Registrar shall treat the registered owner as the person exclusively entitled to payment of principal, premium, if any, and interest and the exercise of all other rights and powers of the Bondholder, except that interest payments shall be made to the person registered as owner on the registration books of the Registrar on the Record Date.

**Temporary Bonds.** Any Series of Bonds may be issued in temporary form exchangeable for definitive Bonds when ready for delivery. Any temporary Bond may be printed, lithographed
or typewritten, shall be of such denomination as may be determined by the University and may contain such reference to any of the provisions of this Program Resolution as may be appropriate. A temporary Bond may be in the form of a single Bond payable in installments, each on the date, in the amount and at the rate of interest established for the Bonds maturing on such date. Every temporary Bond shall be executed by the University and be authenticated by the Registrar upon the same conditions and in substantially the same manner as the definitive Bonds. If the University issues temporary Bonds it will execute and deliver definitive Bonds as promptly thereafter as practicable, and thereupon the temporary Bonds may be surrendered, for cancellation, in exchange therefor at the Designated Office of the Registrar and the Registrar shall authenticate and deliver in exchange for such temporary Bonds an equal aggregate principal amount of definitive Bonds of authorized denominations of the same maturity or maturities and interest rate. Until so exchanged, the temporary Bonds shall be entitled to the same benefits under this Program Resolution as definitive Bonds authenticated and delivered hereunder.

Bonds Mutilated, Lost, Destroyed, Stolen or Undelivered.

If any Bond shall become mutilated, the University, at the expense of the Bondholder of such Bond, shall execute, and the Registrar shall thereupon authenticate and deliver, a new Bond of like tenor bearing a different number in exchange and substitution for the Bond so mutilated, but only upon surrender to the Registrar of the Bond so mutilated. Every mutilated Bond so surrendered to the Registrar shall be canceled by it and shall be delivered to, or upon the order of, the University. If any Bond shall be lost, destroyed or stolen, evidence of the ownership thereof and of such loss, destruction or theft may be submitted to the University and the Registrar and, if such evidence be satisfactory to both of them and indemnity satisfactory to them shall be given, the University, at the expense of the Bondholder, shall execute, and the Registrar shall thereupon authenticate and deliver, a new Bond of like tenor bearing a different number in lieu of and in substitution for the Bond so lost, destroyed or stolen (or if any such Bond shall have matured or shall be about to mature, instead of issuing a substitute Bond, the Paying Agent may pay the same without surrender thereof). The University may require payment of a sum not exceeding the actual cost of preparing each new Bond issued under this Section and of the related expenses which may be incurred by the University, the Registrar, the State Treasurer and the Paying Agent. Any Bond issued under the provisions of this Section in lieu of any Bond alleged to be lost, destroyed or stolen shall constitute an original additional contractual obligation on the part of the University whether or not the Bond so alleged to be lost, destroyed or stolen be at any time enforceable by anyone, and shall be entitled to the benefits of this Program Resolution and the Related Series Resolution, with all other Bonds secured by this Program Resolution and the Related Series Resolution.

Except as may be otherwise provided in the Related Series Resolution, in the event that any Short-Term Bond or Term Rate Bond purchased pursuant to an optional tender or mandatory repurchase is not delivered by the Bondholder thereof on the date such Short-Term Bond or Term Rate Bond is deemed purchased, the University shall execute (if necessary) and the Paying Agent shall authenticate and deliver a new Short-Term Bond or Term Rate Bond of like aggregate principal amount as the Bond deemed purchased, which Bond shall, for all purposes of this Program Resolution, be deemed to evidence the same debt as the Short-Term Bond or Term Rate Bond deemed purchased and shall be remarketed, delivered and registered in accordance with the Related Series Resolution.
If any Bond is purchased by the Paying Agent with moneys provided by or on behalf of the direction of the University and sufficient for such purchase, the Paying Agent, upon request of the University, shall authenticate a new Bond in any authorized denomination specified by the University and permitted under the Related Series Resolution, registered as the University may direct and deliver it to the University, or to its order, whether or not such Bond is ever delivered.

REDEMPTION AND PURCHASE OF THE BONDS; LIQUIDITY FACILITY; REMARKETING AGENT; TENDER AGENT

Redemption of the Bonds. The Bonds of each Series shall be subject to redemption as specified in the Related Series Resolution.

Selection of Bonds for Redemption. The University or the Paying Agent (as applicable) shall select which Bonds of any Series to call for redemption in accordance with the Related Series Resolution. The University or the Paying Agent (as applicable) shall treat each Bond of a denomination greater than the minimum denomination authorized in the Related Series Resolution as representing the number of separate Bonds that can be obtained by dividing the Bond's actual principal amount by such authorized denomination.

Notice of Redemption. iv. Except as may be otherwise provided in the Related Series Resolution, whenever any Bonds are to be redeemed, the Paying Agent shall, not less than thirty (30) nor more than sixty (60) days prior to the redemption date, mail notice of redemption to all registered owners of all applicable Bonds to be redeemed at their registered addresses. The Paying Agent shall also mail a copy of any such notice of redemption to any Rating Agency. Any such notice of redemption shall identify the Bonds to be redeemed, shall specify the redemption date and the redemption price, and shall state that on the redemption date the Bonds called for redemption will be payable at the Designated Office of the Paying Agent and that from that date interest will cease to accrue. The Paying Agent may use "CUSIP" numbers in notices of redemption as a convenience to Bondholders, provided that any such notice shall state that no representation is made as to the correctness of such numbers either as printed on the Bonds or as contained in any such notice.

If at the time of mailing of notice of any optional redemption the University shall not have caused to be deposited with the Paying Agent money sufficient to redeem all the Bonds called for redemption, such notice may state that it is conditional in that it is subject to the deposit of such moneys with the Paying Agent not later than the redemption date, and such notice shall be of no effect unless such moneys are so deposited. Failure by the Paying Agent to give any notice of redemption or any defect in such notice as to any particular Bonds shall not affect the validity of the call for redemption of any Bonds in respect of which no such failure or defect has occurred. Any notice mailed as provided in accordance with this Program Resolution or any Series Resolution shall be conclusively presumed to have been given whether or not actually received by any Bondholder.
**Effect of Calling for Redemption.** Except as may be otherwise provided in the Related Series Resolution, on the date designated for redemption, notice having been mailed in the manner and under the conditions hereinabove provided and moneys for payment of the redemption price being held in separate accounts by the Paying Agent in trust for the Bondholders of the Bonds to be redeemed, all as provided in this Program Resolution, the Bonds so called for redemption shall become and be due and payable at the redemption price provided for redemption of such Bonds on such date, interest on the Bonds so called for redemption shall cease to accrue, such Bonds shall cease to be entitled to any benefit or security under this Program Resolution or the Related Series Resolution and the Bondholders of such Bonds shall have no rights with respect thereto except to receive payment of the redemption price.

**The Bonds Redeemed Not Deemed Outstanding.** Except as may be otherwise provided in the Related Series Resolution, the Bonds that have been duly called for redemption under the provisions of this Article, or with respect to which irrevocable instructions to call for redemption have been given by an Authorized Officer to the Paying Agent in form satisfactory to him or her, and for the payment of the redemption price of which moneys shall be held in separate accounts by the Paying Agent in trust for the Bondholders of the Bonds to be redeemed, all as provided in this Program Resolution or the Related Series Resolution, shall not thereafter be deemed to be outstanding under the provisions of this Program Resolution and the Related Series Resolution.

**Remarketing Agent.** Except as may be otherwise provided in the Related Series Resolution with respect to any Series of Bonds, each Remarketing Agent shall keep such books and records as shall be consistent with prudent industry practice and make such books and records available for inspection by the University, the Paying Agent and any Liquidity Facility Issuer at all reasonable times.

Except as may be otherwise provided in the Related Series Resolution with respect to any Series of Bonds:

The Remarketing Agent may at any time resign and be discharged of the duties and obligations created by this Program Resolution by giving at least sixty (60) days' notice to the Paying Agent, the University, any Liquidity Facility Issuer and the Tender Agent, or otherwise as provided in the Remarketing Agreement.

The Remarketing Agent may be removed at any time by the University, by an instrument filed with the Paying Agent, the Remarketing Agent and the Tender Agent and upon at least thirty (30) days' notice to the Remarketing Agent. Any successor Remarketing Agent shall be selected by the University with the consent of any Liquidity Facility Issuer, such consent not to be unreasonably withheld or delayed, and shall be a member of the Financial Industry Regulatory Authority, shall have a capitalization of at least fifteen million dollars ($15,000,000), and shall be authorized by law to perform all the duties set forth in this Program Resolution.

The University's delivery to the Paying Agent and the Tender Agent of a certificate of an Authorized Officer setting forth the effective date of the appointment of a successor Remarketing Agent and the name, address and telephone number of such successor shall be conclusive evidence that (i) if applicable, the predecessor Remarketing
Agent has been removed in accordance with the provisions of this Program Resolution and (ii) such successor has been appointed and is qualified to act as Remarketing Agent under the terms of this Program Resolution.

**Tender Agent.** vi. Except as may be otherwise provided in a Related Series Resolution, each Tender Agent shall hold all Bonds of any Series delivered to it hereunder in trust solely for the benefit of the Related Bondholders which shall have so tendered such Bonds until moneys representing the purchase price of such Bonds shall have been delivered to, or for the account of, or to the order of the Related Bondholders; and hold all moneys delivered to it hereunder for the purchase of Bonds in trust solely for the benefit of the person which shall have so delivered such moneys until the Bonds purchased with such moneys shall have been delivered to or for the account of such person.

Except as otherwise may be provided in the Related Series Resolution with respect to any Series of Bonds:

The Tender Agent may at any time resign and be discharged of the duties and obligations set forth herein by giving at least sixty (60) days' notice to the University, each Remarketing Agent, any Liquidity Facility Issuer and the Paying Agent.

The Tender Agent may be removed at any time, by the University, by an instrument filed with the Tender Agent and the Paying Agent. Any successor Tender Agent shall be a commercial bank with trust powers, national banking association with trust powers or trust company doing business and having an office in New York, New York, and shall be appointed by the University with the consent of any Liquidity Facility Issuer, such consent not to be unreasonably withheld or delayed.

In the event of the resignation or removal of the Tender Agent, the Tender Agent shall deliver any Bonds and moneys held by it in such capacity to its successor.

No resignation or removal of the Tender Agent shall be effective unless the rights and obligations of the Tender Agent have been transferred to its successor or the Paying Agent.

**Several Capacities.** Anything in this Program Resolution to the contrary notwithstanding, the same entity may serve hereunder as the Paying Agent, the Registrar, the Tender Agent and the Remarketing Agent and in any other combination of such capacities, to the extent permitted by law.

### ISSUANCE OF BONDS

**Issuance of Bonds.** The University may issue Bonds, subject to the terms and conditions contained in this Program Resolution, for the financing and refinancing of the costs of the Projects, including the refunding of any previously issued and outstanding University obligations. Such Bonds may be issued in any form permitted by law and in any Mode authorized under this Program Resolution or any combination thereof.
**Terms and Conditions for Issuance and Delivery of the Bonds.** The Bonds authorized by this Program Resolution shall be deposited with the Registrar for delivery as provided in the Related Series Resolution upon delivery to the Registrar the following:

In the case of the initial Series of Bonds issued under this Program Resolution:

- a copy, certified by the Secretary of the Board, of this Program Resolution;
- an opinion of Bond Counsel (upon which the Registrar can rely) stating that the Program Resolution has been duly adopted and that this Program Resolution constitutes a valid and binding limited obligation of the University.

A copy, certified by the Secretary of the Board, of the Related Series Resolution which may include:

- provisions authorizing the issuance, fixing the principal amount and setting forth the details of the Bonds of the Series then to be issued, the interest rate or rates and the manner in which the Bonds are to bear interest, the Principal Payment Dates and Interest Payment Dates,
- the purposes for which the Bonds are being issued, the date and the manner of numbering the Bonds, the series designation, the denominations, the maturity dates and amounts, provisions for redemption before maturity;
- provisions for Liquidity Facilities for the Series and for the Funds and Accounts to be established with respect to the Series of Bonds as required or authorized under this Program Resolution;
- provisions for the application of the proceeds of the Bonds of the Series;
- any term or condition necessary or expedient for the issuance of Bonds constituting Commercial Paper Rate Bonds or Index Rate Bonds, including without limitation, tender and remarketing provisions, liquidity facility provisions and provisions for establishing the variable rate and changing Modes; and
- such other provisions as the University may deem appropriate.

A certified copy of each resolution adopted by the University authorizing the execution and delivery of any Related Liquidity Facility.

Original executed counterparts of any Related Liquidity Facility.

If the Bonds of the Series then to be issued are to be issued to refund Bonds issued and outstanding under this Program Resolution or other obligations of the University evidence that the University has made provision for the payment or redemption of all of the obligations to be refunded as required by the Series Resolution Related to the Bonds to be issued and (if applicable) the Bonds to be refunded.
An opinion of Bond Counsel (upon which the Registrar can rely) stating that the Bonds have been duly authorized, executed and delivered in accordance with the Act, and this Program Resolution and the Related Series Resolution, that the Bonds and this Program Resolution and the Related Series Resolution constitute valid and binding limited obligations of the University, payable solely from the Pledged Revenues and other property pledged therefor under this Program Resolution.

Any additional document or instrument specified in the Related Series Resolution.

**Authentication and Delivery.** When the documents mentioned in Section 4.2 shall have been filed with the Registrar and when the Bonds shall have been executed as required by this Program Resolution and the Related Series Resolution, the Registrar shall authenticate and deliver such Bonds as directed in the Related Series Resolution.

**Application of Bond Proceeds.** The University shall apply the proceeds of any Series of Bonds as provided in the Related Series Resolution.

**Items of Cost of the Project.** Except as may otherwise be provided in a Related Series Resolution, the costs of the Projects shall include, without intending thereby to limit or restrict or to extend any proper definition of such costs under the Act or this Program Resolution, any or all of the following:

- obligations incurred for labor and materials and to contractors, builders and materialmen in connection with the Projects;
- the cost of acquiring by purchase, if such purchase shall be deemed expedient, and the amount of any award or final judgment in or any settlement or compromise of any proceeding to acquire by condemnation, such lands, property, rights, rights of way, franchises, easements and other interests as may be deemed necessary or convenient by the Board for the construction and operation of the Projects, options and partial payments thereon, and the amount of any damages incident to or consequent upon such construction and operation;
- the cost of furnishing and equipping the Projects;
- interest on the Bonds, prior to and during construction of the Projects and for up to one (1) year thereafter;
- taxes or other municipal or governmental charges lawfully levied or assessed during construction upon the Projects or any property acquired therefor, and premiums on insurance, if any, in connection with the Projects during construction; fees and expenses of engineers and architects for surveys and estimates and other preliminary investigations, preparation of plans, drawings and specifications and supervising construction, as well as for the performance of all other duties of engineers and architects in relation to the planning and construction of the Projects or the issuance of Bonds therefor;
- expenses of administration properly chargeable to the Projects, legal expense and fees, fees and expenses of consultants, financing charges, cost of audits and of preparing and issuing the Bonds, and all other items of expense not elsewhere in this Section specified incident
to the planning, construction, development and equipping of the Projects and the placing of the Projects in operation; and

any obligation or expenses heretofore or hereafter incurred by the University, any agent of the University or by any other agency of the Commonwealth of Virginia in connection with the Projects for any of the foregoing purposes.

Funds and Revenues

Establishment of Funds. One or more of the Funds listed below may be established for a Series of Bonds, as provided in the Related Series Resolution:

Construction Fund;

Cost of Issuance Fund; and

Debt Service Fund.

Payments to Bondholders. The Paying Agent shall, at appropriate times on or before each Interest Payment Date and Principal Payment Date (as applicable), withdraw from the Related Debt Service Fund the amounts needed on such date to pay the principal of and premium, if any, and interest on the Related Bonds and shall pay or cause the same to be paid to the Related Bondholders as such principal, premium and interest become due and payable.

Pledge of Funds and Accounts. The moneys in each Fund shall be held in trust and applied as provided herein and in the Released Series Resolution and, pending such application, shall be pledged to, and subject to a lien and charge in favor, of the Bondholders of the Related Bonds and for the further security of such Bondholders until paid out or transferred as provided herein and in the Released Series Resolution.

Moneys Held in Trust. All moneys from the funds of the University or that the University shall have received from any other source and set aside or deposited with any Paying Agent for the purpose of paying any of the Bonds hereby secured, either at the maturity thereof or upon call for redemption, shall be held in trust for the Bondholders of the Related Bonds. Any moneys which shall be so set aside or deposited and which shall remain unclaimed by the Bondholders of the Related Bonds for the period of five (5) years after the date on which the Related Bonds shall have become due and payable shall be disposed of by the University and the Paying Agent in accordance with The Uniform Disposition of Unclaimed Property Act, Chapter 11.1, Title 55, Code of Virginia of 1950, as amended (the "Unclaimed Property Act"). The Paying Agent shall be entitled to act in good faith in reliance on written direction from the University or its counsel in complying with the Unclaimed Property Act, absent the Paying Agent's negligence or willful misconduct.

Cancellation of the Bonds Upon Payment. All Bonds paid, redeemed or purchased by the University, either at or before maturity, shall be canceled upon the payment, redemption or purchase of such Bonds and shall be delivered to the University when such payment, redemption
or purchase is made. All Bonds canceled under any of the provisions of this Program Resolution may be cremated or otherwise destroyed by the University or its designee.

**No Risk to Paying Agent Funds.** No provision herein shall require the Paying Agent to expend its own funds or otherwise incur any financial liability in the performance of any of its duties hereunder or in the exercise of any of its rights or powers unless the Paying Agent shall have reasonable grounds for believing that repayment of such funds or adequate indemnity against such risk or liability is reasonably assured to it.

**PARTICULAR COVENANTS**

**Payment of Principal and Interest; Pledge of Pledged Revenues.** The University covenants that it will promptly pay or cause to be paid from the sources described herein the principal of and the interest on every Bond issued under the provisions of this Program Resolution at the place or places, on the dates and in the manner provided herein and in such Bonds, and any premium required for the retirement of such Bonds by purchase or redemption, according to the true intent and meaning thereof. Except as otherwise provided in this Program Resolution, such principal, interest and premium are payable solely from Pledged Revenues, which Pledged Revenues are hereby pledged to the payment thereof and to the payment of any Parity Credit Obligations issued by the University, which may include any interest rate swaps or other hedge mechanisms and any dedicated line of credit, standby bond purchase agreement or other liquidity facility related to the Bonds, including any Liquidity Facility.


**Additional Indebtedness and Encumbrances.** Except as otherwise provided in this Section, nothing in this Program Resolution shall be construed as prohibiting or limiting in any way the right of the University to incur other Credit Obligations. Notwithstanding the foregoing, however, the University may only incur the following types of Credit Obligations in the event the conditions set forth below are met in each instance:

Limitation on Parity Credit Obligations. The University may incur, assume, guarantee or otherwise become liable on any Parity Credit Obligation, but only if, prior to the incurrence of each such Parity Credit Obligation, an Authorized Officer certifies in writing that (1) taking into account the incurrence of such proposed Parity Credit Obligation (i) the University
will have sufficient funds to meet all of its financial obligations, including its obligations to pay principal of and interest on all Credit Obligations, for all Fiscal Years to and including the second full Fiscal Year after the later of (A) the issuance of such Parity Credit Obligation and (B) the completion of any facility financed with the proceeds of such Parity Credit Obligation, and (ii) such Authorized Officer has no reason to believe that the University will not have sufficient funds to pay all amounts due under all indebtedness of the University during the term of such proposed Parity Credit Obligation, and (2) to the best of his or her knowledge, the University is not in default in the performance and observance of any of the provisions of this Program Resolution. Any such Parity Credit Obligation shall be secured by a pledge of Pledged Revenues on a parity with the pledge of Pledged Revenues herein, unless expressly subordinated to the pledge hereof.

Limitation on Section 9(c) Credit Obligations. The University may incur, assume, guarantee or otherwise become liable on any Credit Obligation pursuant to the provisions of Article X, Section 9(c) of the Constitution of Virginia, as such section may be amended from time to time, and may pledge and apply such portion of the Pledged Revenues as may be necessary to provide for the payment of any such Credit Obligation, the funding of reasonable reserves therefor, or the payment of operating and other reasonable expenses of the facilities financed in whole or in part with the proceeds of such Credit Obligation or facilities reasonably related to such facilities, and such pledge shall be senior and superior in all respects to the pledge of Pledged Revenues securing the Bonds and any other Parity Credit Obligations, but only if, prior to the incurrence of each such Credit Obligation, an Authorized Officer of the University certifies in writing that (1) taking into account the incurrence of such proposed Credit Obligation (i) the University will have sufficient funds to meet all of its financial obligations, including its obligations to pay principal of and interest on all Credit Obligations, for all Fiscal Years to and including the second full Fiscal Year after the later of (A) the issuance of such proposed Credit Obligation and (B) the completion of any facility financed with the proceeds of such proposed Credit Obligation, and (ii) such Authorized Officer has no reason to believe that the University will not have sufficient funds to pay all amounts due under all indebtedness of the University during the term of such proposed Credit Obligation, (2) to the best of his or her knowledge, the University is not in default in the performance and observance of any of the provisions of this Program Resolution, and (3) in connection with the issuance of such proposed Credit Obligation, the University has received an opinion of Bond Counsel to the effect that such proposed Credit Obligation has been validly issued under Article X, Section 9(c) of the Constitution of Virginia.

Limitation on Other Credit Obligations, Including Section 9(d) Credit Obligations. The University may incur, assume, guarantee or otherwise become liable on any Credit Obligation not described elsewhere in this Section 6.2, including any Credit Obligation incurred pursuant to the provisions of Article X, Section 9(d) of the Constitution of Virginia, as such section may be amended from time to time, and may pledge and apply such portion of the Pledged Revenues as may be necessary for the payment of any such Credit Obligation, the funding of reasonable reserves therefor, or the payment of operating and other reasonable expenses of the facilities financed in whole or in part with the proceeds of such Credit Obligation or facilities reasonably related to such facilities and such pledge shall be senior and superior in all respects to the pledge of Pledged Revenues securing the Bonds and any other Parity Credit Obligations, but only if, prior to the incurrence of each such Credit Obligation, an Authorized Officer of the University certifies in writing that (1) taking into account the incurrence of such proposed Credit Obligation (i) the University will have sufficient funds to meet all of its financial obligations, including its
obligations to pay principal of and interest on all Credit Obligations, for all Fiscal Years to and including the second full Fiscal Year after the later of (A) the issuance of such proposed Credit Obligation and (B) the completion of any facility financed with the proceeds of such proposed Credit Obligation, and (ii) such Authorized Officer has no reason to believe that the University will not have sufficient funds to pay all amounts due under all indebtedness of the University during the term of such proposed Credit Obligation, (2) to the best of his or her knowledge, the University is not in default in the performance and observance of any of the provisions of this Program Resolution, and (3) the University has received an opinion of Bond Counsel to the effect that such proposed Credit Obligation has been validly issued under the relevant provisions of the Constitution of Virginia.

Limitation on Issuance of Indebtedness on a Parity with Qualifying Senior Obligations. Except for Credit Obligations issued pursuant to subsections (b) or (c) above or to refund any Qualifying Senior Obligation as described in subsection (e) below, no additional bonds or other obligations may be issued or incurred by the University on a parity with any Qualifying Senior Obligation.

Limitation on Additional Encumbrances. The University shall not encumber the Pledged Revenues in any manner (except as permitted in connection with Credit Obligations issued pursuant to subsections (a), (b) or (c) above or to refund any Qualifying Senior Obligation as described below), unless any such encumbrance is made junior and subordinate in all respects to the liens, pledges, covenants and agreements of this Program Resolution. Notwithstanding anything to the contrary herein, however, the University may issue bonds to refund any Qualifying Senior Obligation and to secure such refunding bonds with the same source of revenues securing the Qualifying Senior Obligation being refunded. Upon the defeasance of the refunded Qualifying Senior Obligation pursuant to any such refunding, the refunding bonds will be considered Qualifying Senior Obligations for all purposes.

Disposition of Assets. The University may convey, sell or otherwise dispose of any property of the University as long as (1) such conveyance, sale or encumbrance is in the ordinary course of business, or (2) an Authorized Officer certifies in writing that, taking into account the conveyance, sale or other disposition of such property (i) the University will have sufficient funds to meet all of its financial obligations, including its obligations to pay principal of and interest on all Credit Obligations for all Fiscal Years to and including the second full Fiscal Year after such conveyance, sale or other disposition and (ii) such Authorized Officer has no reason to believe that the University will not have sufficient funds to pay all amounts due under all indebtedness of the University then outstanding.

Insurance. The University covenants that it will at all times carry or cause to be carried insurance policies with a responsible insurance company or companies, qualified to assume the risks thereof, or that it will maintain an adequate program of self-insurance, in either case sufficient to provide the University with insurance in such amount and covering such risks as the University shall deem to be reasonable and desirable.

Rights of Bondholders Not to Be Impaired. Except as otherwise set forth herein, the University covenants that no contract or contracts will be entered into or any action taken which might impair or diminish the rights of the Bondholders.
Further Instruments and Actions. The University covenants that it will, from time to time, execute and deliver such further instruments and take such further action as may be required to carry out the purposes of this Program Resolution.

Accurate Records and Accounts. The University covenants that it will keep accurate records and accounts of all items of cost and of all expenditures relating to Pledged Revenues collected and the application of such Pledged Revenues.

Recognized Accounting Principles. The University covenants that all of the accounts and records of the University will be kept according to generally accepted accounting principles consistently applied.

Security for Deposits. [TBD]

Permitted Investments. [TBD]

EVENTS OF DEFAULT AND REMEDIES

Events of Default. Each of the following events is hereby declared to be an "Event of Default" under this Program Resolution:

due and punctual payment of the principal, purchase price, or redemption premium, if any, of any of the Bonds is not made when the same become due and payable, either at maturity or by proceedings for purchase or redemption or otherwise;

due and punctual payment of any interest on any of the Bonds is not made when the same becomes due and payable;

the University, for any reason, is rendered incapable of fulfilling its obligations hereunder or under any Series Resolution or other Supplemental Resolution;

an order or decree is entered, with the consent or acquiescence of the University, appointing a receiver or receivers of the University or any part thereof or of the revenues thereof, or if such order or decree, having been entered without the consent or acquiescence of the University, is not vacated or discharged or stayed on appeal within sixty (60) days after the entry thereof;

any proceeding is instituted, with the consent or acquiescence of the University, for the purpose of effecting a composition between the University and its creditors or for the purpose of adjusting the claims of such creditors pursuant to any federal or state statute now or hereafter enacted; or

the University defaults in the due and punctual performance of any other of the covenants, conditions, agreements and provisions contained in the Bonds, in this Program Resolution or in any Series Resolution or other Supplemental Resolution on the part of the University to be performed, and such default continues for thirty (30) days after written notice
specifying such default and requiring same to be remedied is given to the Board by any Bondholder, provided that if such default is such that it can be corrected but cannot be corrected within such thirty (30) day period, it shall not constitute an Event of Default if corrective action is instituted by the University within such period and is diligently pursued until the default is corrected.

**Remedies.** (a) Upon the happening and continuance of an Event of Default, hereunder, the Bondholders of not less than 25% in aggregate principal amount of the Bonds then outstanding, by instrument or instruments filed with the University and proved or acknowledged in the same manner as a deed to be recorded, may appoint a trustee to represent the Bondholders of the Bonds for the purposes herein, which trustee may be the State Treasurer and shall be the same trustee so appointed with respect to all other outstanding Parity Credit Obligations. Such trustee may, and upon written request of the Bondholders of not less than 25% aggregate in principal amount of the Bonds then outstanding shall, in its own name:

by mandamus or other suit, action or proceeding at law or in equity enforce all rights of the Bondholders of the Bonds, including the right to require the University and its Board to collect fees, rents, charges or other revenues adequate to carry out an agreement as to, or pledge of, such revenues, and to require the University and Board to carry out any other agreements with the Bondholders of the Bonds and to perform it and their duties under the Act;

bring suit upon the Bonds;

by action or suit in equity, require the University to account as if it were the trustee of an express trust for the Bondholders of the Bonds; or

by action or suit in equity, enjoin any acts or things which may be unlawful or in violation of the rights of the Bondholders of the Bonds.

Any such trustee, whether or not all such Bonds have been declared due and payable, shall be entitled as of right to the appointment of a receiver who may enter and take possession of any property of the University any of the revenues from which are pledged for the security of the Bonds and operate and maintain the same and collect and receive all fees, rents, charges and other revenues thereafter arising therefrom in the same manner as the University itself might do and shall deposit all such moneys in a separate account and apply the same in such manner as the court appointing such receiver shall direct. In any suit, action or proceeding by the trustee the fees, counsel fees and expenses of the trustee and of the receiver, if any, shall constitute taxable costs and disbursements and all costs and disbursements allowed by the court shall be a first charge on any fees, rents, charges and other revenues of the University pledged for the security of the Bonds.

Such trustee shall, in addition to the foregoing, have and possess all of the powers necessary or appropriate for the exercise of any functions specifically set forth herein or incident to the general representation of the Bondholders of the Bonds in the enforcement and protection of their rights.
To the extent permitted by law, upon the happening and continuance of any Event of Default, then and in every such case any Bondholder may proceed, subject to the provisions of Section 7.5, to protect and enforce the rights of the Bondholders by a suit, action or special proceeding in equity or at law, either for the specific performance of any covenant or agreement contained herein or in aid or execution of any power herein granted or for the enforcement of any proper legal or equitable remedy as such Bondholder shall deem most effectual to protect and enforce such rights.

**Pro Rata Application of Funds.** Anything in this Program Resolution to the contrary notwithstanding, except as otherwise provided in Section 7.2(a), if at any time the moneys available in the Debt Service Funds shall not be sufficient to pay the interest on or the principal of the Bonds as the same shall become due and payable, such moneys, together with any moneys then available or thereafter becoming available for such purpose, whether through the exercise of the remedies provided for in this Article or otherwise, shall be applied as follows:

If the principal of all the Bonds shall not have become due and payable, all such moneys shall be applied first to the payment of any fees and expenses of the Custodian, Paying Agent and Registrar and thereafter shall be applied:

first: to the payment to the persons entitled thereto of all installments of interest then due and payable in the order in which such installments became due and payable and, if the amount available shall not be sufficient to pay in full any particular installment, then to the payment, ratably, according to the amounts due on such installment, to the persons entitled thereto, without any discrimination or preference except as to any difference in the respective rates of interest specified in the Bonds; and

second: to the payment to the persons entitled thereto of the unpaid principal of any of the Bonds which shall have become due and payable (other than Bonds called for redemption for the payment of which moneys are held pursuant to the provisions of this Program Resolution), in the order of their due dates, with interest on the principal amount of such Bonds at the respective rates specified therein from the respective dates upon which such Bonds became due and payable, and, if the amount available shall not be sufficient to pay in full the principal of the Bonds due and payable on any particular date, together with such interest, then to the payment first of such interest, ratably, according to the amount of such interest due on such date, and then to the payment of such principal, ratably, according to the amount of such principal due on such date, to the persons entitled thereto without any discrimination or preference.

If the principal of all the Bonds shall have become due and payable, all such moneys shall be applied to the payment of the principal and interest then due and unpaid on the Bonds, without preference or priority of principal over interest or interest over principal, or of any installment of interest over any other installment of interest, or of any Bond over any other Bond, ratably, according to the amounts due, respectively, for principal and interest, to the persons entitled thereto, without any discrimination or preference.

Whenever moneys are to be applied by the trustee pursuant to the provisions of this Section, such moneys shall be applied by the trustee at such times, and from time to time, as the trustee in his or her sole discretion shall determine, having due regard to the amount of such moneys...
available for application and the likelihood of additional moneys becoming available for such application in the future; the deposit of such moneys with any Paying Agent, or otherwise setting aside such moneys, in trust for the proper purpose shall constitute proper application by the trustee; and the trustee shall incur no liability whatsoever to the Board, to any Bondholder or to any other person for any delay in applying any such moneys, so long as the trustee acts with reasonable diligence, having due regard to the circumstances, and ultimately applies the same in accordance with such provisions of this Program Resolution as may be applicable at the time of application by the trustee. Whenever the trustee shall exercise such discretion in applying such moneys, he or she shall fix the date (which shall be an Interest Payment Date unless the trustee shall deem another date more suitable) upon which such application is to be made and upon such date interest on the amounts of principal to be paid on such date shall cease to accrue. The trustee shall give such notice (or shall cause the Paying Agent to give such notice) as he or she may deem appropriate of the fixing of any such date and shall not be required to make payment to the Bondholder of any Bond until such Bond shall be surrendered to the trustee or any Paying Agent for appropriate endorsement, or for cancellation if fully paid.

Notwithstanding anything in this Program Resolution to the contrary, this Section 7.3 shall be interpreted so that the term "Bonds" shall include the Bonds and any other Parity Credit Obligations. In each resolution authorizing the issuance of any other Parity Credit Obligation, the University agrees to provide for the trustee or paying agent thereunder to be the same entity as under this Program Resolution, and further agrees to include provisions substantially identical to those contained in this Section 7.3.

Effect of Discontinuance of Proceedings. In case any proceeding taken by any Bondholder on account of any Event of Default shall have been discontinued or abandoned for any reason, then and in every such case the University and the Bondholders shall be restored to their former positions and rights hereunder, respectively, and all rights and remedies of the Bondholders shall continue as though no such proceeding had been taken.

Proceedings for Equal Benefit of All Bondholders. No Bondholder shall have any right in any manner whatever to affect, disturb or prejudice the security of this Program Resolution or any Series Resolution or to enforce any right hereunder or thereunder except in the manner herein provided, and all proceedings at law or in equity shall be instituted, had and maintained for the equal benefit of all Bondholders.

No Remedy Exclusive. No remedy herein conferred on the Bondholders is intended to be exclusive of any other remedy or remedies, and each and every remedy conferred shall be cumulative and shall be in addition to every other remedy given hereunder and under the Act or now or hereafter existing at law or in equity or by statute.

No Delay or Omission Construed to Be a Waiver. No delay or omission of any Bondholder to exercise any right or power accruing upon any Event of Default occurring and continuing as aforesaid shall impair any such right or power or shall be construed to be a waiver of any such Event of Default or an acquiescence therein; and every power and remedy given by this Article to the Bondholders may be exercised from time to time and as often as may be deemed expedient.
EXECUTION OF INSTRUMENTS BY BONDHOLDERS AND PROOF OF OWNERSHIP OF THE BONDS

Execution of Instruments; Proof of Ownership. Any request, direction, consent or other instrument in writing required or permitted by this Program Resolution or any Series Resolution to be signed or executed by Bondholders may be in any number of concurrent instruments of similar tenor and may be signed or executed by such Bondholders or their attorneys or legal representatives. Proof of the execution of any such instrument and of the ownership of the Bonds shall be sufficient for any purpose of this Program Resolution or any Series Resolution and shall be conclusive in favor of the University and the Paying Agent with regard to any action taken by them under such instrument if made in the following manner:

The fact and date of the execution by any person of any such instrument may be proved by the verification of any officer in any jurisdiction who, by the laws thereof, has power to take affidavits within such jurisdiction, to the effect that such instrument was subscribed and sworn to before him or her, or by an affidavit of a witness to such execution. Where such execution is by an officer of a corporation or association or a member of a partnership on behalf of such corporation, association or partnership such verification or affidavit shall also constitute sufficient proof of his or her authority.

The fact of the holding of the Bonds hereunder by any Bondholder and the amount and the numbers of such Bonds and the date of its holding the same shall be proved by the registration books kept under the provisions of Section 2.7.

SUPPLEMENTAL RESOLUTIONS

Supplemental Resolutions. The University may, from time to time and at any time, without the consent of any Bondholders of the Bonds, adopt such resolutions supplemental to this Program Resolution or any Supplemental Resolutions as shall not be inconsistent with the terms and provisions hereof or thereof (which Supplemental Resolutions shall thereafter form a part hereof), as follows:

- to cure any ambiguity or formal defect or omission or to correct any inconsistent provisions in this Program Resolution or in any Supplemental Resolutions;

- to provide for the issuance of Bonds pursuant to Section 4.2 of this Program Resolution, or to obtain or maintain a rating for the Bonds;

- to add Modes for one or more Series of Bonds (other than Bonds already outstanding under this Program Resolution);

- to grant to or confer upon the Bondholders any additional rights, remedies, powers, authority or security (including liquidity facilities) that may lawfully be granted to or conferred upon the Bondholders;
to add new conditions, limitations and restrictions on the issuance of other Credit Obligations by the University;

to add to the covenants and agreements of the Board in this Program Resolution other covenants and agreements thereafter to be observed by the Board or to surrender any right or power herein reserved to or conferred upon the Board;

to comply with any proposed, temporary or permanent regulations regarding the arbitrage rebate requirements of the Code;

to modify, alter, amend, add to or rescind, in any particular, any of the terms or provisions contained in this Program Resolution or any Supplemental Resolution, if in the opinion of the Paying Agent, who may rely upon an opinion of counsel nationally recognized in matters concerning municipal bonds, such Supplemental Resolution shall not adversely affect or prejudice the interests of the Bondholders;

to amend certain provisions of this Program Resolution or any Series Resolution in any manner consistent with Sections 103 and 141 through 150 of the Code (or such other sections of the Code as may be applicable to the Bonds) as in effect at the time of the amendment;

to confirm, as further assurance, any pledge under, and the subjection to any lien or pledge created or to be created by, this Program Resolution or any Series Resolution of the Pledged Revenues or any other moneys, property or Funds or Accounts;

to modify, amend or supplement this Program Resolution or any Supplemental Resolution as required to permit its qualification under the Trust Indenture Act of 1939, as amended, or any similar federal statute hereafter in effect, or to permit the qualification of any of the Bonds for sale under the securities laws of any of the states of the United States, and, if the University so determines, to add to this Program Resolution or any Supplemental Resolution such other terms, conditions and provisions as may be permitted by the Trust Indenture Act of 1939, as amended, or similar federal statute;

to amend, modify or change the terms of any agreements governing any book-entry-only system for any of the Bonds; and

to restate in one document this Program Resolution and all effective Series Resolutions and other Supplemental Resolutions, which restatement shall then become this Program Resolution for all purposes, effective as of the date of this Program Resolution with respect to matters set forth therein and as of the date of any Supplemental Resolution included in the restatement as to matters set forth in any such Supplemental Resolution – Series Resolutions and the Bonds issued thereunder prior to a restatement shall be deemed to relate to the restated Program Resolution without any further action or amendment.

At least thirty (30) days prior to the adoption of any Supplemental Resolution for any of the purposes of this Section (other than a Supplemental Resolution for the issuance of another Series of Bonds), the Secretary of the Board shall cause a notice of the proposed adoption of such Supplemental Resolution to be posted to the Municipal Securities Rulemaking Board’s EMMA website (or its successor system). Such notice shall briefly set forth the nature of the proposed
Supplemental Resolution and shall state that copies thereof are on file at the office of the Secretary of the Board for inspection by all Bondholders. Failure on the part of the Secretary of the Board to mail the notice required by this Section shall not affect the validity of such Supplemental Resolution.

**Modification of Resolution with Consent of Bondholders.** Subject to the terms and provisions contained in this Section, and not otherwise, the Bondholders of not less than a majority in aggregate outstanding principal amount of the Bonds then outstanding shall have the right, from time to time, anything contained in this Program Resolution to the contrary notwithstanding, to consent to and approve the adoption of such resolution or resolutions supplemental to this Program Resolution or any Supplemental Resolution as shall be deemed necessary or desirable by the Board for the purpose of modifying, altering, amending, adding to or rescinding, in any particular, any of the terms or provisions contained in this Program Resolution or in any Supplemental Resolution; provided, however, that nothing herein contained shall permit, or be construed as permitting, (a) without the approval of all of the Bondholders, (i) an extension of the maturity of the principal of or the interest on any Bond, (ii) a reduction in the principal amount of any Bond or the redemption premium or the rate of interest thereon, (iii) except as otherwise provided herein, a preference or priority of any Bond or Bonds over any other Bond or Bonds, or (iv) except as otherwise provided herein, the release of the lien created by this Program Resolution with respect to any Pledged Revenues, or (b) without the approval of all of the Bondholders, a reduction in the aggregate principal amount of the Bonds required for consent to such Supplemental Resolution. Nothing herein contained, however, shall be construed as making necessary the approval by Bondholders of the adoption of any Supplemental Resolution as authorized in Section 9.1 of this Article.

If at any time the Board shall determine that it is necessary or desirable to adopt any Supplemental Resolution for any of the purposes of this Section, the Secretary of the Board shall cause notice of the proposed adoption of such Supplemental Resolution to be mailed, not less than thirty (30) nor more than sixty (60) days prior to the date of such adoption, postage prepaid, to all registered owners of the Bonds at their addresses as they appear on the registration books held by Registrar. Such notice shall briefly set forth the nature of the proposed Supplemental Resolution and shall state that copies thereof are on file at the office of the Secretary of the Board for inspection by all Bondholders. The Board shall not, however, be subject to any liability to any Bondholder by reason of a failure to cause the notice required by this Section to be mailed and any such failure shall not affect the validity of such Supplemental Resolution when consented to and approved as provided in this Section.

Whenever, at any time within one year after the date of such notice, the Board shall deliver to the Paying Agent an instrument or instruments in writing purporting to be executed by the Bondholders of not less than a majority or all, as appropriate, in aggregate principal amount of the Bonds then outstanding, which instrument or instruments shall refer to the proposed Supplemental Resolution described in such notice and shall specifically consent to and approve the adoption thereof in substantially the form of the copy thereof referred to in such notice, thereupon, but not otherwise, the Board may adopt such Supplemental Resolution in substantially such form, without liability or responsibility to any Bondholder of any Bond, whether or not such Bondholder shall have consented thereto.
If the Bondholders of not less than a majority or all, as appropriate, in aggregate principal amount of the Bonds outstanding at the time of the adoption of such Supplemental Resolution shall have consented to and approved the adoption thereof as herein provided, no Bondholder shall have any right to object to the adoption of such Supplemental Resolution, or to object to any of the terms and provisions contained therein or the operation thereof, or in any manner to question the propriety of the adoption thereof, or to enjoin or restrain the Board from adopting the same or from taking any action pursuant to the provisions thereof.

Upon the adoption of any Supplemental Resolution pursuant to the provisions of this Section, this Program Resolution shall be and be deemed to be modified and amended in accordance therewith, and the respective rights, duties and obligations under this Program Resolution of the University, the Board, and all Bondholders of Bonds then outstanding shall thereafter be determined, exercised and enforced in all respects under the provisions of this Program Resolution as so modified and amended.

**Supplemental Resolutions Part of This Resolution.** Any Supplemental Resolution adopted in accordance with the provisions of this Article shall thereafter form a part of this Program Resolution, and all of the terms and conditions contained in any such Supplemental Resolution as to any provision authorized to be contained therein shall be and shall be deemed to be part of the terms and conditions of this Program Resolution for any and all purposes. In case of the adoption and approval of any Supplemental Resolution, express reference may be made thereto in the text of any Bonds issued thereafter, if deemed necessary or desirable by the Board.

**DEFEASANCE**

**Defeasance.** If the University shall pay or provide for the payment of the entire indebtedness on all Bonds outstanding in any one or more of the following ways:

by paying or causing to be paid the principal of (including redemption premium, if any) and interest on all Bonds outstanding, as and when the same become due and payable;

by depositing with the Paying Agent, in trust, at or before maturity, moneys in an amount sufficient to pay or redeem (when redeemable) all Bonds outstanding (including the payment of premium, if any, and interest payable on such Bonds to the maturity or redemption date thereof), provided that such moneys, if invested, shall be invested at the written direction of the University in noncallable Government Obligations in an amount, without consideration of any income or increment to accrue thereon, sufficient to pay or redeem (when redeemable) and discharge the indebtedness on all Bonds outstanding at or before their respective maturity dates; it being understood that the investment income on such Government Obligations may be used for any other lawful purpose;

by delivering to the Paying Agent, for cancellation by it, all Bonds outstanding; or

by depositing with the Paying Agent, in trust, noncallable Government Obligations in such amounts as will, together with the income or increment to accrue thereon, without consideration of any reinvestment thereof, and any uninvested cash, be fully sufficient to pay or
redeem (when redeemable) and discharge the indebtedness on all Bonds outstanding at or before their respective maturity dates, as certified to the Paying Agent's satisfaction in a report by an independent certified public accountant;

and if the University shall pay or cause to be paid all other sums payable hereunder by the University, and, if any of the Bonds are to be redeemed before their maturity, notice of such redemption shall have been given as in Section 3.2 provided or provisions satisfactory to the Paying Agent shall have been made for the giving of such notice, this Program Resolution and the estate and rights granted hereunder shall cease, determine, and become null and void, and thereupon the Paying Agent shall, upon written request of the University, and upon receipt by the Paying Agent of a certificate of an Authorized Officer, each stating that in the opinion of the signers all conditions precedent to the satisfaction and discharge of this Program Resolution have been complied with, forthwith execute proper instruments acknowledging satisfaction of and discharging this Program Resolution and the lien hereof.

The University may at any time surrender to the Paying Agent for cancellation by it any Bonds previously authenticated and delivered, which the University may have acquired in any manner whatsoever, and such Bonds, upon such surrender and cancellation, shall be deemed to be paid and retired.

**Liability of University Not Discharged.** Upon the deposit with the Paying Agent, in trust, at or before maturity, of money or Government Obligations in the necessary amount to pay or redeem all Bonds outstanding (whether upon or before their maturity or the redemption date of such Bonds) and compliance with the other payment requirements of Section 10.1, provided that if such Bonds are to be redeemed before their maturity, notice of such redemption shall have been given as in Section 3.2 provided, or provisions satisfactory to the Paying Agent shall have been made for the giving of such notice, this Program Resolution may be discharged in accordance with the provisions hereof but the University's liability in respect of the Bonds shall continue provided that the Bondholders thereof shall thereafter be entitled to payment only out of the moneys or the Government Obligations deposited with the Paying Agent as aforesaid.

**Provision for Payment of Particular Bonds.** If the University shall pay or provide for the payment of the entire indebtedness on particular Bonds in any one or more of the following ways:

- by paying or causing to be paid the principal of (including redemption premium, if any) and interest on such Bonds, as and when the same shall become due and payable;

- by depositing with the Paying Agent, in trust, at or before maturity, moneys in an amount sufficient to pay or redeem (when redeemable) such Bonds (including the payment of premium, if any, and interest payable on such Bonds to the maturity or redemption date thereof), provided that such moneys, if invested, shall be invested at the written direction of the University in noncallable Government Obligations in an amount, without consideration of any income or increment to accrue thereon, sufficient to pay or redeem (when redeemable) and discharge the indebtedness on such Bonds at or before their respective maturity dates; it being understood that the investment income on such Government Obligations may be used for any lawful purpose;
by delivering to the Paying Agent, for cancellation by it, such Bonds; or

by depositing with the Paying Agent, in trust, noncallable Government Obligations in such amount as will, together with the income or increment to accrue thereon, and any uninvested cash, without consideration of any reinvestment thereof, be fully sufficient to pay or redeem (when redeemable) and discharge the indebtedness on such Bonds at or before their respective maturity dates, as an independent certified public accountant shall certify to Paying Agent's satisfaction;

and if the University shall also pay or cause to be paid all other sums payable hereunder by the University with respect to such Bonds, and, if such Bonds are to be redeemed before their maturity, notice of such redemption shall have been given as in Section 3.2 provided or provisions satisfactory to the Paying Agent shall have been made for the giving of such notice, such Bonds shall cease to be entitled to any lien, benefit or security under this Program Resolution. The University's liability in respect of such Bonds, if any, shall continue but the Bondholders thereof shall thereafter be entitled to payment (to the exclusion of all other Bondholders) only out of the moneys or Government Obligations deposited with the Paying Agent as aforesaid.

MISCELLANEOUS PROVISIONS

**Effect of Covenants.** All covenants, stipulations, obligations and agreements of the University and the Board contained in this Program Resolution shall be deemed to be covenants, stipulations, obligations and agreements of the University and the Board to the full extent authorized by the Act or permitted by the Constitution of Virginia. All such covenants, stipulations, obligations and agreements shall be binding upon the successor or successors thereof from time to time and upon any officer, board, body or commission to whom or to which any power or duty affecting such covenants, stipulations, obligations and agreements shall be transferred by or in accordance with law.

No covenant, stipulation, obligation or agreement herein contained shall be deemed to be a covenant, stipulation, obligation or agreement of any present or future director, member, agent or employee of the University or the Board in his or her individual capacity, and no agency of the Commonwealth nor any officer thereof or of the University, present or future, executing the Bonds shall be liable personally on the Bonds or be subject to any personal liability or accountability by reason of the issuance thereof.

**Successor Paying Agents or Registrars.** Any bank or trust company authorized to do business in the Commonwealth may be appointed by the University as successor Paying Agent or Registrar hereunder and under each Series Resolution and immediately upon acceptance of such appointment shall be deemed the successor of the Paying Agent or Registrar for the purposes of this Program Resolution. The University shall give notice to any Rating Agency of its appointment of any successor Paying Agent or Registrar. The reasonable fees and expenses of any such successor Paying Agent or Registrar shall be the sole obligation of the University and shall constitute a pledge of the Pledged Revenues prior to the Bonds, to the extent such fees and expenses are unpaid. Each of the Paying Agent and Registrar may resign and thereby become

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discharged from its obligations hereunder, by written notice mailed to the University by registered or certified mail. Such resignation shall take effect upon the appointment of a successor hereunder and acceptance of the successor to the obligations hereunder. Each of the Paying Agent and Registrar shall continue to serve as such until a successor is appointed. Each of the Paying Agent and the Registrar may, after 60 days subsequent to its resignation, petition the Circuit Court of the City of Charlottesville, Virginia, for the appointment of a successor if one has not yet been appointed.

**Manner of Giving Notice.** Any notice, demand, direction, request or other instrument authorized or required by this Program Resolution to be given to or filed with the University, the Paying Agent, the Registrar, the Custodian or the Rating Agencies shall be deemed to have been sufficiently given or filed for all purposes of this Program Resolution if and when sent by registered or certified mail, return receipt requested:

- to the University, if addressed to the University of Virginia, P. O. Box 400210, Charlottesville, Virginia 22904-4210 (Attention: Executive Vice President and Chief Operating Officer and Vice President and Chief Financial Officer);
- to the Custodian, Paying Agent and/or Registrar, if addressed to The Bank of New York Mellon Trust Company, N.A., 500 Ross Street, 12th Floor, AIM 154-1270, Pittsburgh, Pennsylvania 15262, Attention: Corporate Trust Administration;
- to Moody's, if addressed to Moody's Investor Services, 7 World Trade Center, 250 Greenwich Street, New York, New York 10007, Attention: Structured Finance, Telecopier: (212) 298-6442;
- to S&P, if addressed to S&P Global Ratings, at 55 Water Street, 38th Floor, New York, New York 10041, Attention: Public Finance Department (Surveillance), Telecopier: (212) 438-2152; and
- to Fitch, if addressed to Fitch Ratings, One State Street Plaza, New York, New York 10004, Attention: Municipal Structured Finance Group, Telecopier: (212) 635-0466.

**Alternative Notice.** If, because of the temporary or permanent suspension of publication of any newspaper or financial journal or suspension of the mails or for any other reason, the University, the Board or the Custodian shall be unable to give any notice required to be published or mailed by the provisions of this Program Resolution, the University or the Custodian, as the case may be, shall give such notice in such other manner as in the judgment of the University or the Custodian shall most effectively approximate such publication thereof, and the giving of such notice in such manner shall for all purposes of this Program Resolution be deemed to be in compliance with the requirement for the publication thereof.

**Effect of Partial Invalidity.** In case any one or more of the provisions of this Program Resolution or of the Bonds issued hereunder shall for any reason be held to be illegal or invalid, such illegality or invalidity shall not affect any other provision of this Program Resolution or of the Bonds, but this Program Resolution and the Bonds shall be construed and enforced as if such illegal or invalid provision had not been contained therein. In case any covenant, stipulation, obligation or agreement contained in the Bonds or in this Program Resolution shall for any reason
be held to be in violation of law, then such covenant, stipulation, obligation or agreement shall be
debemed to be the covenant, stipulation, obligation or agreement of the University to the full extent
permitted by law.

**Governing Law.** This Program Resolution is adopted with the intent that the laws of the
Commonwealth shall govern its construction without regard to conflict of law principles.

**Completion of and Amendments to Resolution: Approval, Execution and Delivery of**
**Necessary and Appropriate Documents.** Prior to the delivery of any Bonds, in accordance with
the University's debt policy, each of the President of the University or the Chief Operating Officer,
in consultation with the Chair of the Board's Finance Committee, may authorize completion of and
any revisions to this Program Resolution which are not in conflict with the Authorizing Resolution
or any future resolution by the Board or the Executive Committee of the Board, as shall be
necessary to carry out the intent of this Program Resolution. Certification of this Program
Resolution by the Secretary of the Board shall be conclusive evidence that the President of the
University or the Chief Operating Officer, in consultation with the Chair of the Board's Finance
Committee, has finally completed this Program Resolution.

**Bond Delivery.** All directors, officers and employees of the University are hereby
authorized to take all actions necessary to accomplish the delivery of the Bonds to purchasers
thereof.

**Repeal of Inconsistent Provisions.** Any prior resolutions or provisions of resolutions of
the Board inconsistent with any provisions of this Program Resolution are hereby repealed.

**Paying Agent/Registrar/Custodian Reliance and Other Matters.** vii. For purposes of
this Section 11.10 only, the term "Paying Agent" shall refer to the Paying Agent, the Registrar and
the Custodian. The Paying Agent undertakes to perform only such duties as are expressly set forth
herein and in each Series Resolution. The duties and responsibilities of the Paying Agent
hereunder shall be determined solely by the express provisions of this Program Resolution and in
each Series Resolution, and no further duties or responsibilities shall be implied. The Paying
Agent shall not have any liability under, nor duty to inquire into the terms and provisions of, any
agreement or instructions, other than as outlined in this Program Resolution and in each Series
Resolution. The Paying Agent may consult with counsel and may rely conclusively and shall be
protected in acting or refraining from acting upon any written notice, opinion, electronically
transmitted communication, instruction or request furnished to it hereunder and believed by it to
be genuine and to have been signed or presented by the proper party or parties. The Paying Agent
shall be under no duty to inquire into or investigate the validity, accuracy or content of any such
document. The Paying Agent shall have no duty to solicit any payments that may be due it
hereunder. The Paying Agent shall not be liable for any action taken or omitted by it in good faith
unless a court of competent jurisdiction determines that any loss to the University was the result
of the Paying Agent's negligent or willful misconduct. The Paying Agent shall not incur any
liability for following the instructions herein contained or expressly provided for, or written
instructions given by the University. In the administration of its duties under this Program
Resolution, the Paying Agent may execute any of its powers and perform its duties hereunder
directly or through agents or attorneys and may consult with counsel, accountants and other skilled
persons to be selected and retained by it. The Paying Agent shall not be liable for anything done,
suffered or omitted in good faith by it in accordance with the advice or opinion of any such counsel, accountants or other skilled persons. The Paying Agent may resign and be discharged of its duties and obligations hereunder and under each Series Resolution by giving notice in writing of such resignation specifying a date when such resignation shall take effect. Any corporation or association into which the Paying Agent in its individual capacity may be merged or converted or with which it may be consolidated, or any corporation or association resulting from any merger, conversion or consolidation to which the Paying Agent in its individual capacity shall be a party, or any corporation or association to which all or substantially all the corporate trust business of the Paying Agent in its individual capacity may be sold or otherwise transferred, shall be the Paying Agent hereunder without further act. The University covenants and agrees to pay the Paying Agent its fees and expenses (including reasonable attorney's fees, costs and expenses) as agreed upon by the University and the Paying Agent. Furthermore, the University shall pay the Paying Agent for any extraordinary services or expenses performed or incurred by the Paying Agent in connection with its duties under this Program Resolution provided the University consents in writing prior to the performance of such services or the incurring of such expenses.

The Paying Agent shall not be responsible or liable for any failure or delay in the performance of its obligation under this Program Resolution arising out of or caused, directly or indirectly, by circumstances beyond its reasonable control, including, without limitation, acts of God, earthquakes, fire, flood, hurricanes or other storms; wars, terrorism, similar military disturbances; sabotage; epidemic, riots, interruptions; loss or malfunctions of utilities, computer (hardware or software) or communications services; accidents; labor disputes; acts of civil or military authority or governmental action; it being understood that the Paying Agent shall use commercially reasonable efforts which are consistent with accepted practices in the banking industry to resume performance as soon as reasonably practicable under the circumstances.

The Paying Agent shall have the right to accept and act upon instructions, including funds transfer instructions ("Instructions") given pursuant to this Program Resolution and delivered using Electronic Means; provided, however, that the University shall provide to the Paying Agent an incumbency certificate listing Authorized Officers and containing specimen signatures of such Authorized Officers, which incumbency certificate shall be amended by the University whenever a person is to be added or deleted from the listing. If the University elects to give the Paying Agent Instructions using Electronic Means and the Paying Agent in its discretion elects to act upon such Instructions, the Paying Agent's understanding of such Instructions shall be deemed controlling. The University understands and agrees that the Paying Agent cannot determine the identity of the actual sender of such Instructions and that the Paying Agent shall conclusively presume that directions that purport to have been sent by an Authorized Officer listed on the incumbency certificate provided to the Paying Agent have been sent by such Authorized Officer. The University shall be responsible for ensuring that only Authorized Officers transmit such Instructions to the Paying Agent and that the University and all respective Authorized Officers are solely responsible to safeguard the use and confidentiality of applicable user and authorization codes, passwords and/or authentication keys upon receipt by the University. The Paying Agent shall not be liable for any losses, costs or expenses arising directly or indirectly from the Paying Agent's reliance upon and compliance with such Instructions notwithstanding such directions conflict or are inconsistent with a subsequent written instruction. The University agrees: (i) to assume all risks arising out of the use of Electronic Means to submit Instructions to the Paying Agent, including without limitation the risk of the Paying Agent acting on unauthorized
Instructions, and the risk of interception and misuse by third parties; (ii) that it is fully informed of the protections and risks associated with the various methods of transmitting Instructions to the Paying Agent and that there may be more secure methods of transmitting Instructions than the method(s) selected by the University; (iii) that the security procedures (if any) to be followed in connection with its transmission of Instructions provide to it a commercially reasonable degree of protection in light of its particular needs and circumstances; and (iv) to notify the Paying Agent immediately upon learning of any compromise or unauthorized use of the security procedures.
THE RECTOR AND VISITORS OF THE UNIVERSITY OF VIRGINIA

_____________________________________

SERIES RESOLUTION – 2017C

_____________________________________

AUTHORIZING AND SECURING $________

GENERAL REVENUE PLEDGE BONDS SERIES 2017C

AUTHORIZED SEPTEMBER __, 2017

ADOPTED __________, 2017
SERIES RESOLUTION

ADOPTED __________, 2017

THE RECTOR AND VISITORS OF
THE UNIVERSITY OF VIRGINIA
GENERAL REVENUE PLEDGE BONDS
SERIES 2017C

____________________

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Exhibit A - Form of the Series 2017C Bonds
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RECITALS

By Chapter 22, Title 23.1 of the Code of Virginia of 1950, as amended, there is created a corporation under the name and style of The Rector and Visitors of the University of Virginia (the "University"), which is governed by a Board of Visitors (the "Board"), which is vested with the supervision, management and control of the University.

Pursuant to Title 23.1 of the Code of Virginia of 1950, as amended, the University is classified as an educational institution of the Commonwealth.

By Chapter 10, Title 23.1 of the Code of Virginia of 1950, as amended (the "Act"), the University entered into a management agreement with the Commonwealth which was enacted as Chapter 3 of Chapter 933 of the 2006 Virginia Acts of Assembly, as amended, pursuant to which the University is classified as a public institution of higher education and the University is empowered with the authority to undertake and implement the acquisition of any interest in land, including improvements on the acquired land at the time of acquisition, new construction, improvements or renovations and to borrow money and make, issue and sell bonds of the University for such purposes, including the refinancing of any such facilities.

Pursuant to a resolution adopted on September __, 2017 (the "Authorizing Resolution"), the Board determined to finance and refinance the costs of capital and other projects, including capitalized interest, financing costs, working capital, general corporate purposes and the refunding of prior obligations of the University (collectively, the "Projects"), and delegated to certain officers of the University pursuant to the University's Board-approved debt and interest rate risk management policies the power to approve the final terms of such financing, within certain stated parameters.

On __________, 2017, the Board adopted its Master Bond Resolution (Multi-Year Capital Program) (as supplemented and amended from time to time, the "Program Resolution"), under which the University is authorized to issue one or more Series of Bonds (as defined in the Program Resolution).

Pursuant to the Authorizing Resolution, the Board also determined to finance and refinance up to $___________ of the costs of the Projects through the issuance of a Series of Bonds.
NOW, THEREFORE, BE IT RESOLVED BY THE BOARD:

ARTICLE I

DEFINITIONS

**Definitions**. Each capitalized term has the meaning given to it in the Program Resolution, and the following words and terms as used in this Series Resolution have the following meanings, unless some other meaning is plainly intended:

"Bond Purchase Agreement" means the Bond Purchase Agreement, dated as of the date of its execution and delivery, between the University and the Underwriters.

"Debt Service Fund" means The Rector and Visitors of the University of Virginia General Revenue Pledge Bonds, Series 2017C, Debt Service Fund, a special fund created and designated by Section 5.1.

"DTC" means The Depository Trust Company and any successor company.

"Interest Payment Dates" means the dates interest is due on the Series 2017C Bonds as described in Section 2.2.

"Principal Payment Date" means __________.

"Record Date" means the 15th day of the month preceding the applicable Interest Payment Date.

"Securities Depository" means The Depository Trust Company, a limited purpose trust corporation organized and existing under the laws of the State of New York, and any other securities depository for the Bonds appointed pursuant to Section 2.5.

"Series Resolution" or "Resolution" means this Series Resolution – 2017C adopted by the Board on __________, 2017, related to the issuance of the Series 2017C Bonds, as completed and amended pursuant to Section 7.5 hereof.

"Series 2017C Bonds" or "Bonds" means the General Revenue Pledge Bonds of the University issued pursuant to the Series 2017C Resolutions.

"Series 2017C Resolutions" means this Series Resolution, authorized by the Board on September __, 2017, and adopted on __________, 2017, with respect to the Series 2017C Bonds, the Authorizing Resolution and any other resolutions supplemental to such resolutions.

"Treasury Rate" means, with respect to any redemption date, the yield to maturity as of such redemption date of United States Treasury securities with a constant maturity excluding inflation indexed securities (as compiled and published in the most recent Federal Reserve Statistical Release H.15 (519) that has become publicly available at least two Business Days, but no more than 45 days, prior to such redemption date or, if such Statistical Release is no longer published, any publicly available source of similar market data) most nearly equal to the period
from the redemption date to the maturity date of the bond to be redeemed; provided, however, that if the period from the redemption date to such maturity date is less than one year, the weekly average yield on actually traded United States Treasury securities adjusted to a constant maturity of one year will be used.

"Underwriters" mean Barclays Capital Inc., Goldman, Sachs & Co. and J.P. Morgan Securities LLC

"University" means The Rector and Visitors of the University of Virginia, an educational institution and a public body and governmental instrumentality for the dissemination of education, and its successor or successors.

**Rules of Construction/Use of Words and Phrases.** (a) Words of the masculine gender shall be deemed and construed to include correlative words of the feminine and neuter genders. Unless the context shall otherwise indicate, the word "person" shall include corporations and associations, including public bodies, as well as natural persons. Singular words shall connote the plural number as well as the singular and vice versa.

All references in this Series Resolution to particular Articles or Sections are references to Articles or Sections of this Series Resolution unless otherwise indicated.

The headings and table of contents as used in this Series Resolution are solely for convenience of reference and shall not constitute a part of this Series Resolution nor shall they affect its meaning, construction or effect.

**AUTHORIZATION, FORM, EXECUTION, DELIVERY, REGISTRATION AND PAYMENT OF THE SERIES 2017C BONDS**

**Authorization of the Series 2017C Bonds.** For the purpose of providing funds, together with other available funds, to finance and refinance all or a portion of the costs of the Projects, there shall be issued, under the authority of the Act and the Program Resolution, Bonds of the University in the aggregate principal amount of $__________ DOLLARS ($__________). The Bonds shall be designated "The Rector and Visitors of The University of Virginia General Revenue Pledge Bonds, Series 2017C."

**Details of the Series 2017C Bonds.** (b) The Series 2017C Bonds authorized in Section 2.1 shall be issued initially in book-entry form only in denominations of $5,000 or any multiple thereof, shall be dated the date of their delivery, shall be numbered RC-1, and shall have a final Maturity Date of __________, ____, in the amount of $__________ and shall bear interest at _______% per annum, payable on __________, 2017 and semi-annually thereafter on __________ and __________ in each year. [Insert Principal Payment Dates, if more than one principal payment date].

The Series 2017C Bonds shall be issued in Fixed Rate Mode and shall bear interest at the Fixed Rate set forth in Section 2.2(a).
All the Series 2017C Bonds shall bear interest (a) from their dated date, if authenticated prior to __________, 2017, or (b) otherwise from the __________ or __________ that is, or that immediately precedes, the date on which such Bond is authenticated (unless payment of interest is in default, in which case such Bond shall bear interest from the date of which interest has been paid).

Both principal of and interest on the Series 2017C Bonds shall be payable in lawful money of the United States of America, but only from the revenues lawfully available therefor pursuant to the Act and pledged to the payment thereof as hereinafter provided. Principal of the Series 2017C Bonds shall be payable upon presentation and surrender of the Series 2017C Bonds as they become due at the Designated Office of the Paying Agent. Interest on the Series 2017C Bonds shall be payable to the registered owners of the Series 2017C Bonds by check or draft mailed on the applicable Interest Payment Date to such owners at their addresses as they appear on the Record Date on registration books kept by the Registrar, or upon the written request of any Holder of at least $1,000,000 in aggregate principal amount of Series 2017C Bonds by wire transfer in immediately available funds to an account within the United States designated by such Holder at least three business days before the Record Date for the applicable Interest Payment Date.

Nothing herein shall be construed as prohibiting the University from issuing any maturity of the Series 2017C Bonds as one fully registered bond for the purpose of qualifying such Bonds for book entry registration by a Securities Depository or any similar arrangement whereby investors may hold a participation interest in such maturity of the Series 2017C Bonds.

Form of the Series 2017C Bonds. The Series 2017C Bonds shall be substantially in the form set forth in Exhibit A, with such appropriate variations, omissions and insertions as permitted or required by this Series Resolution.

Terms and Conditions for Issuance and Delivery of the Series 2017C Bonds. The Series 2017C Bonds authorized by this Series Resolution shall be executed in the form and manner hereinabove set forth and shall be deposited with the Registrar for delivery to the Underwriters pursuant to the Bond Purchase Agreement, but before the Series 2017C Bonds shall be delivered by the Registrar, there shall be filed with the Registrar the following:

the items required under Section 4.2 of the Program Resolution;

a copy, certified by the Secretary of the Board, of this Series Resolution;

an opinion of Bond Counsel (upon which the Registrar can rely) stating that the Series 2017C Bonds have been duly authorized, executed and delivered in accordance with the Act and this Resolution, that the Series 2017C Bonds and this Series Resolution constitute valid and binding limited obligations of the University, payable solely from the Pledged Revenues and other property pledged therefor under this Resolution.

When the documents mentioned above in this Section shall have been filed with the Registrar and when the Series 2017C Bonds shall have been executed as required by this Series Resolution, the Registrar shall authenticate and deliver such Bonds to or upon the order of the Underwriters pursuant to the Bond Purchase Agreement, but only upon payment to the Custodian.
of the purchase price of such Bonds. The Registrar shall be entitled to rely upon such Bond Purchase Agreement as to the names of the purchasers and the amount of such purchase price.

The proceeds of such Bonds shall be deposited by the Custodian as described in Section 4.1.

**Book Entry Provisions.** The provisions of this Section 2.5 shall apply to the Series 2017C Bonds so long as all of the Series 2017C Bonds shall be maintained in book-entry form with a Securities Depository, any other provisions of this Series Resolution to the contrary notwithstanding.

The principal or redemption price of and interest on the Series 2017C Bonds shall be payable to the Securities Depository, or registered assigns, as the registered owner of the Series 2017C Bonds, in same day funds on each date on which the principal of, and premium, if any, or interest on the Series 2017C Bonds is due as set forth in this Series Resolution and in the Series 2017C Bonds. Such payments shall be made to the offices of the Securities Depository specified by the Securities Depository to the University and Paying Agent in writing. Without notice to or the consent of the beneficial owners of the Series 2017C Bonds, the University and the Securities Depository may agree in writing to make payments of principal and interest in a manner different from that set out herein. If such different manner of payment is agreed upon, the University shall give the Paying Agent written notice thereof, and the Paying Agent shall make payments as if set forth herein. Neither the University nor the Paying Agent shall have any obligation with respect to the transfer or crediting of the appropriate principal, premium, if any, and interest payments to participants of the Securities Depository or the beneficial owners of the Series 2017C Bonds or their nominees.

The Paying Agent at the written direction of the University may replace any Securities Depository as the depository for the Series 2017C Bonds with another qualified securities depository or discontinue the maintenance of the Series 2017C Bonds in book-entry form at any time if the University determines to do so. Notice of any determination above shall be given to such Securities Depository at least 30 days prior to any such discontinuation (or such fewer number of days as shall be acceptable to such Securities Depository). The University may undertake to locate a qualified replacement Securities Depository and/or may discontinue the book-entry system of evidencing ownership of the Series 2017C Bonds.

If the University discontinues the maintenance of the Series 2017C Bonds in book-entry form, the University will issue replacement Series 2017C Bonds directly to the participants in the former Securities Depository or, to the extent requested by any such participant, to the beneficial owners of the Series 2017C Bonds as further described in this Section. At the written direction of the University, the Paying Agent shall notify participants and the beneficial owners of the Series 2017C Bonds, by mailing an appropriate notice to the Securities Depository, or by other means deemed appropriate by either the Securities Depository or the Paying Agent, that the University will issue replacement Series 2017C Bonds directly to the participants shown on the records of the Securities Depository or, to the extent requested by any participant, to beneficial owners of the Series 2017C Bonds shown on the records of such participant, as of a date set forth in such notice, which shall be a date at least 10 days after receipt of such notice by the Securities Depository (or such fewer number of days as shall be acceptable to the Securities Depository).
In the event that replacement Series 2017C Bonds are to be issued to participants in the Securities Depository or to beneficial owners of the Series 2017C Bonds, the University shall promptly have prepared replacement Series 2017C Bonds registered in the names of the participants as shown on the records of the former Securities Depository or, to the extent requested by any participant, in the names of the beneficial owners of Series 2017C Bonds shown on the records of such participant, as of the date set forth in the notice delivered in accordance with the immediately preceding paragraph. Replacement Series 2017C Bonds issued to participants in the Securities Depository or to beneficial owners shall be in fully registered form substantially in the form of Exhibit A. The form set forth in Exhibit A may be modified to include any variations, omissions or insertions that are necessary or desirable in the delivery of replacement certificates in printed form. In delivering replacement certificates, the Paying Agent shall be entitled to rely, without independent investigation, on the records of the former Securities Depository as to its participants and the records of the participants acting on behalf of the beneficial owners. The Series 2017C Bonds will thereafter be registrable and exchangeable as set forth in Sections 2.6 and 2.7 of the Program Resolution.

So long as there is a Securities Depository for the Series 2017C Bonds, (1) such Securities Depository shall be the registered owner of the Series 2017C Bonds, (2) transfers of ownership and exchanges shall be effected on the records of the Securities Depository and its participants pursuant to rules and procedures established by such Securities Depository and its participants, and (3) references in this Series Resolution to Bondholders, Holders or registered owners of the Series 2017C Bonds shall mean the Securities Depository and shall not mean the beneficial owners of the Series 2017C Bonds.

If the University replaces any Securities Depository as the depository for the Series 2017C Bonds with another qualified Securities Depository, replacement Series 2017C Bonds issued to such replacement Securities Depository shall have the same terms, form and content as the Series 2017C Bonds initially registered in the name of the predecessor Securities Depository or its nominee except for the name of the registered owner.

Each Securities Depository and the participants thereof and the beneficial owners of the Series 2017C Bonds, by their acceptance of the Series 2017C Bonds, agree that the University and the Paying Agent shall have no liability or responsibility with respect to (1) the accuracy of any records maintained by such Securities Depository or any Securities Depository participant; (2) the payment by such Securities Depository to any Securities Depository participant or by any Securities Depository participant to any beneficial owner of any amount due in respect of the principal of and premium, if any, and interest on the Series 2017C Bonds; (3) the delivery or timeliness of delivery by such Securities Depository to any Securities Depository participant or by any Securities Depository participant to any beneficial owner of any notice which is given to Bondholders; (4) the selection of the beneficial owners to receive payment in the event of any partial redemption of the Series 2017C Bonds; or (5) any consent given or other action taken by such Securities Depository or any nominee of such Securities Depository, as Bondholder.

**Series Resolution.** (c) This Series Resolution is adopted as a Supplemental Resolution pursuant to Section 4.2 and Section 9.1(b) of the Program Resolution.
The Series 2017C Bonds are hereby found, determined and declared to constitute "Bonds" within the meaning of the Program Resolution. The Series 2017C Bonds are entitled to the benefits, security and protection of the Program Resolution, equally and proportionally with any other Bonds issued under the Program Resolution, shall be payable from the Pledged revenues on a parity with all other Bonds, without priority or distinction by reason of Series, number, date, date of sale, date of issuance, Mode or otherwise.

REDEMPTION OF THE SERIES 2017C BONDS

Redemption of the Series 2017C Bonds. (d) The Series 2017C Bonds shall not be subject to prior redemption except as provided in this Article III.

The Series 2017C Bonds are subject to redemption, at the option of the University, in whole or in part on any date, at a redemption price equal to the greater of:

100% of the principal amount of the Series 2017C Bonds to be redeemed; or

the sum of the present values of the remaining scheduled payments of principal and interest to the maturity date of the Series 2017C Bonds to be redeemed, not including any portion of those payments of interest accrued and unpaid as of the date on which the Series 2017C Bonds are to be redeemed, discounted to the date on which the Series 2017C Bonds are to be redeemed on a semi-annual basis, assuming a 360-day year consisting of twelve 30-day months, at the Treasury Rate, plus ____ basis points;

plus, in each case, accrued interest on the Series 2017C Bonds to be redeemed to the redemption date.

Reserved. – Mandatory Redemption.

[The Series 2017C Bonds shall also be subject to redemption in whole or in part on any date, at the option of the University, from the proceeds of casualty insurance or condemnation awards, at a redemption price equal to 100% of the principal amount thereof to be redeemed, without premium, plus accrued interest to the redemption date, if all or any part of the Project financed with the Series 2017C Bonds is damaged or destroyed or taken through the exercise of the power of eminent domain and the President, Chief Operating Officer or Chief Financial Officer has delivered a certificate to the Custodian to the effect that the University has determined not to use such proceeds to replace or rebuild the damaged, destroyed or taken property. In the event of a redemption in part pursuant to this paragraph, the University shall redeem the Series 2017C Bonds from each maturity then outstanding, to the extent practicable, in the proportion that the principal amount of the Series 2017C Bonds of such maturity bears to the total principal amount of the Series 2017C Bonds then outstanding.] – TO BE DISCUSSED

If the Series 2017C Bonds are registered in book-entry only form and so long as a Securities Depository is the sole registered owner of the Series 2017C Bonds, if less than all of the Series 2017C Bonds of a maturity are called for prior redemption, the particular Series 2017C Bonds or portions thereof to be redeemed shall be selected on a pro-rata pass-through distribution of

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principal basis in accordance with the procedures of the Securities Depository; provided that, so long as the Series 2017C Bonds are held in book-entry form, the selection for redemption of such Series 2017C Bonds shall be made in accordance with the operational arrangements of the Securities Depository then in effect. If the Securities Depository’s operational arrangements do not allow for the redemption of the Series 2017C Bonds on a pro rata pass-through distribution of principal basis as discussed above, then the Series 2017C Bonds will be selected for redemption, in accordance with the procedures of the Securities Depository, by lot. If a Securities Depository is no longer the sole registered owner of the Series 2017C Bonds, if less than all of the Series 2017C Bonds are called for redemption, the Paying Agent will select the Series 2017C Bonds to be redeemed on a pro rata basis.

**Notice of Redemption.** (e) Whenever the Series 2017C Bonds are to be redeemed under the provisions of this Series Resolution, the Paying Agent shall, not less than thirty (30) nor more than sixty (60) days prior to the redemption date, mail notice of redemption to all registered owners of all Series 2017C Bonds to be redeemed at their registered addresses. The Paying Agent shall also mail a copy of any such notice of redemption to any Rating Agency. Any such notice of redemption shall identify the Series 2017C Bonds to be redeemed, shall specify the redemption date and the redemption price, and shall state that on the redemption date the Series 2017C Bonds called for redemption will be payable at the Designated Office of the Paying Agent and that from that date interest will cease to accrue. The Paying Agent may use "CUSIP" numbers in notices of redemption as a convenience to Bondholders, provided that any such notice shall state that no representation is made as to the correctness of such numbers either as printed on the Series 2017C Bonds or as contained in any such notice.

If at the time of mailing of notice of any optional redemption the University shall not have caused to be deposited with the Paying Agent money sufficient to redeem all the Series 2017C Bonds called for redemption, such notice may state that it is conditional in that it is subject to the deposit of such moneys with the Paying Agent not later than the redemption date, and such notice shall be of no effect unless such moneys are so deposited. Failure by the Paying Agent to give any notice of redemption or any defect in such notice as to any particular Bonds shall not affect the validity of the call for redemption of any Bonds in respect of which no such failure or defect has occurred. Any notice mailed as provided in this Series Resolution shall be conclusively presumed to have been given whether or not actually received by any Holder.

**Effect of Calling for Redemption.** On the date designated for redemption, notice having been mailed in the manner and under the conditions hereinafter provided and moneys for payment of the redemption price being held in separate accounts by the Paying Agent in trust for the Holders of the Series 2017C Bonds to be redeemed, all as provided in this Series Resolution, the Series 2017C Bonds so called for redemption shall become and be due and payable at the redemption price provided for redemption of such Bonds on such date, interest on the Series 2017C Bonds so called for redemption shall cease to accrue, such Bonds shall cease to be entitled to any benefit or security under this Series Resolution and the Holders or registered owners of such Bonds shall have no rights with respect thereto except to receive payment of the redemption price.

**The Series 2017C Bonds Redeemed Not Deemed Outstanding.** The Series 2017C Bonds which have been duly called for redemption under the provisions of this Article, or with respect to which irrevocable instructions to call for redemption have been given by the Board to
the Paying Agent in form satisfactory to him or her, and for the payment of the redemption price of which moneys shall be held in separate accounts by the Paying Agent in trust for the Holders of the Series 2017C Bonds to be redeemed, all as provided in this Series Resolution, shall not thereafter be deemed to be outstanding under the provisions of this Series Resolution.

CUSTODY AND APPLICATION OF PROCEEDS OF THE SERIES 2017C BONDS

Custody and Application of Proceeds of the Series 2017C Bonds. The proceeds of the Series 2017C Bonds (par amount ($__________.00) plus original issue premium ($__________), less the underwriter's discount ($__________) shall be applied as follows:

$__________ shall be transferred to Construction Fund to be used to pay a portion of the costs of the Projects; and

$__________ shall be deposited into a special account created with the Custodian for the payment of expenses incident to the issuance of the Series 2017C Bonds. Any amounts remaining in the special account on __________, 2017, shall be deposited in the Debt Service Fund and applied to pay interest on such Series 2017C Bonds on the next Interest Payment Date.

REVENUES AND FUNDS

Funds Established.

Construction Fund. (i) A special fund is hereby created with the [University / Custodian] as the Construction Fund, to the credit of which there shall be deposited a portion of the proceeds of the Series 2017C Bonds. The moneys in the Construction Fund shall be held in trust and applied to the payment of the cost of the Projects, and, pending such application, shall be subject to a lien and charge in favor of the Bondholders of the Series 2017C Bonds and for the future security of such Bondholders until paid out or transferred as herein provided.

(ii) (A) Payment of the costs of the Projects shall be made from the Construction Fund and other available funds, all as provided by law. All payments from the Construction Fund shall be subject to the provisions and restrictions set forth in this Section, and the Board covenants that it will not cause or permit to be paid from the Construction Fund any sums except in accordance with such provisions and restrictions.

(B) Moneys in the Construction Fund shall be paid out by in accordance with [requisitions substantially the form of Exhibit B hereto (or in such other form required by the [University / Custodian]) and shall state each amount to be paid, the appropriate Account (if any), the name of the person, firm or corporation to whom each such payment is due and the purpose for which the obligation to be paid was incurred, and shall certify
that the goods or services specified have been received, or performed, payment therefor has not been previously authorized and that the expenditure is a proper charge to the appropriation for the Construction Fund.

(iii) When the Projects shall have been completed and placed in operation, as evidenced by a certificate signed by an Authorized Officer and filed with the Secretary of the Board, any balance in the Construction Fund not deemed by the Board to be necessary to be reserved for the payment of any remaining part of the cost of the Projects shall be deposited to the credit of the Debt Service Fund for the Series 2017C Bonds, and used to pay interest on the Series 2017C Bonds on their next Interest Payment Date.

**Debt Service Fund.** A fund shall be created by the Paying Agent designated "The Rector and Visitors of the University of Virginia General Revenue Pledge Bonds, Series 2017C, Debt Service Fund" (the "Debt Service Fund"). All accrued interest, if any, received from the purchasers of the Series 2017C Bonds, as provided in Section 4.1, shall be transferred to the Paying Agent to the credit of the Debt Service Fund. On or before the day preceding each date on which payments of interest, premium or principal shall be due and payable on the Series 2017C Bonds (a "Payment Date"), the University shall transfer or cause to be transferred to the Paying Agent for deposit an amount of money sufficient to cause the amount held in the Debt Service Fund to be equal to the interest, premium and principal due on the Series 2017C Bonds on such Payment Date. The Paying Agent shall cause payment of the amounts due on the Series 2017C Bonds on each such Payment Date.

**Payments to Bondholders.** The Paying Agent shall, at appropriate times on or before each Payment Date, withdraw from the Debt Service Fund the amounts needed on such date to pay the principal of and premium, if any, and interest on the Series 2017C Bonds and shall pay or cause the same to be paid to the Bondholders as such principal, premium and interest become due and payable.

**Pledge of Funds and Accounts.** The moneys in the Debt Service Fund shall be held in trust and applied as herein provided and, pending such application, shall be pledged to, and subject to a lien and charge in favor, of the Holders of the Series 2017C Bonds issued and outstanding under this Series Resolution and for the further security of such Holders until paid out or transferred as herein provided.

**No Risk to Paying Agent Funds.** No provision herein shall require the Paying Agent to expend its own funds or otherwise incur any financial liability in the performance of any of its duties hereunder or in the exercise of any of its rights or powers unless the Paying Agent shall have reasonable grounds for believing that repayment of such funds or adequate indemnity against such risk or liability is reasonably assured to it.
PARTICULAR COVENANTS

Payment of Principal and Interest; Pledge of Pledged Revenues. The University covenants that it will promptly pay or cause to be paid from the sources described herein the principal of and the interest on every Bond issued under the provisions of this Series Resolution at the place or places, on the dates and in the manner provided herein and in such Bonds, and any premium required for the retirement of such Bonds by purchase or redemption, according to the true intent and meaning thereof. Except as otherwise provided in this Series Resolution, such principal, interest and premium are payable solely from Pledged Revenues, which Pledged Revenues are hereby pledged to the payment thereof and to the payment of any Parity Credit Obligations issued by the University, which may include any interest rate swaps or other hedge mechanisms and any dedicated line of credit, standby bond purchase agreement or other liquidity facility related to the Series 2017C Bonds, including any Liquidity Facility.


Tax Covenants. If Needed.

MISCELLANEOUS PROVISIONS

Effect of Covenants. All covenants, stipulations, obligations and agreements of the University and the Board contained in this Series Resolution and the Program Resolution shall be deemed to be covenants, stipulations, obligations and agreements of the University and the Board to the full extent authorized by the Act or permitted by the Constitution of Virginia. All such covenants, stipulations, obligations and agreements shall be binding upon the successor or successors thereof from time to time and upon any officer, board, body or commission to whom or to which any power or duty affecting such covenants, stipulations, obligations and agreements shall be transferred by or in accordance with law.

No covenant, stipulation, obligation or agreement herein contained shall be deemed to be a covenant, stipulation, obligation or agreement of any present or future director, member, agent or employee of the University or the Board in his or her individual capacity, and no agency of the Commonwealth nor any officer thereof or of the University, present or future, executing the Series 2017C Bonds shall be liable personally on the Series 2017C Bonds or be subject to any personal liability or accountability by reason of the issuance thereof.
Manner of Giving Notice. Any notice, demand, direction, request or other instrument authorized or required by this Series Resolution to be given to or filed with the University, the Paying Agent, the Registrar, the Custodian or the Rating Agencies shall be deemed to have been sufficiently given or filed for all purposes of this Series Resolution if and when sent in accordance with the Program Resolution.

Effect of Partial Invalidity. In case any one or more of the provisions of this Series Resolution or of the Series 2017C Bonds issued hereunder shall for any reason be held to be illegal or invalid, such illegality or invalidity shall not affect any other provision of this Series Resolution or of the Series 2017C Bonds, but this Series Resolution and the Series 2017C Bonds shall be construed and enforced as if such illegal or invalid provision had not been contained therein. In case any covenant, stipulation, obligation or agreement contained in the Series 2017C Bonds or in this Series Resolution shall for any reason be held to be in violation of law, then such covenant, stipulation, obligation or agreement shall be deemed to be the covenant, stipulation, obligation or agreement of the University to the full extent permitted by law.

Governing Law. This Series Resolution is adopted with the intent that the laws of the Commonwealth shall govern its construction without regard to conflict of law principles.

Completion of and Amendments to Series Resolution; Approval, Execution and Delivery of Necessary and Appropriate Documents. (f) Prior to the delivery of the Series 2017C Bonds, in accordance with the University's debt policy, each Authorized Officer, in consultation with the Chair of the Board's Finance Committee, may authorize completion of and any revisions to this Series Resolution which are not in conflict with the Authorizing Resolution or any future resolution by the Board or the Executive Committee of the Board, as shall be necessary to carry out the intent of this Series Resolution. Certification of this Series Resolution by the Secretary of the Board shall be conclusive evidence that an Authorized Officer, in consultation with the Chair of the Board's Finance Committee, has finally completed this Series Resolution.

Each Authorized Officer is authorized to negotiate, execute and deliver, in necessary and appropriate form, the following documents:

one or more Official Statement(s) or Offering Memorandum in preliminary and final forms relating to the offering of the Series 2017C Bonds for sale;

the Bond Purchase Agreement relating to the purchase of the Series 2017C Bonds;

and

such other documents and instruments as he or she deems necessary or appropriate in connection with the issuance of the Series 2017C Bonds, including without limitation any interest rate swaps or other hedge mechanisms and any dedicated line of credit, standby bond purchase agreement or other liquidity facility related to the Series 2017C Bonds, so long as such documents and instruments do not conflict with the intent of this Series Resolution.

The distribution of any Official Statement or Offering Memorandum, in preliminary and final forms, by the Underwriters is hereby authorized and approved.

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**Bond Delivery.** All directors, officers and employees of the University are hereby authorized to take all actions necessary to accomplish the delivery of the Series 2017C Bonds to purchasers thereof.

**Repeal of Inconsistent Provisions.** Any prior resolutions or provisions of resolutions of the Board inconsistent with any provisions of this Series Resolution are hereby repealed.

**Paying Agent/Registrar/Custodian Reliance and Other Matters.** For purposes of this Section 7.8 only, the term "Paying Agent" shall refer to the Paying Agent, the Registrar and the Custodian. The Paying Agent undertakes to perform only such duties as are expressly set forth herein and in the Program Resolution. The duties and responsibilities of the Paying Agent hereunder shall be determined solely by the express provisions of this Series Resolution, and no further duties or responsibilities shall be implied. The Paying Agent shall not have any liability under, nor duty to inquire into the terms and provisions of, any agreement or instructions, other than as outlined in the Series 2017C Resolutions and in the Program Resolution. The Paying Agent may consult with counsel and may rely conclusively and shall be protected in acting or refraining from acting upon any written notice, opinion, electronically transmitted communication, instruction or request furnished to it hereunder and believed by it to be genuine and to have been signed or presented by the proper party or parties. The Paying Agent shall be under no duty to inquire into or investigate the validity, accuracy or content of any such document. The Paying Agent shall have no duty to solicit any payments that may be due it hereunder. The Paying Agent shall not be liable for any action taken or omitted by it in good faith unless a court of competent jurisdiction determines that any loss to the University was the result of the Paying Agent's negligent or willful misconduct. The Paying Agent shall not incur any liability for following the instructions herein contained or expressly provided for, or written instructions given by the University. In the administration of its duties under this Series Resolution, the Paying Agent may consult with counsel, accountants and other skilled persons to be selected and retained by it. The Paying Agent shall not be liable for anything done, suffered or omitted in good faith by it in accordance with the advice or opinion of any such counsel, accountants or other skilled persons. The Paying Agent may resign and be discharged of its duties and obligations hereunder by giving notice in writing of such resignation specifying a date when such resignation shall take effect. Any corporation or association into which the Paying Agent in its individual capacity may be merged or converted or with which it may be consolidated, or any corporation or association resulting from any merger, conversion or consolidation to which the Paying Agent in its individual capacity shall be a party, or any corporation or association to which all or substantially all the corporate trust business of the Paying Agent in its individual capacity may be sold or otherwise transferred, shall be the Paying Agent hereunder without further act. The University covenants and agrees to pay the Paying Agent its fees and expenses (including reasonable attorney's fees, costs and expenses) as agreed upon by the University and the Paying Agent. Furthermore, the University shall pay the Paying Agent for any extraordinary services or expenses performed or incurred by the Paying Agent in connection with its duties under this Series Resolution provided the University consents in writing prior to the performance of such services or the incurring of such expenses.

The Paying Agent shall not be responsible or liable for any failure or delay in the performance of its obligation under this Series Resolution arising out of or caused, directly or
indirectly, by circumstances beyond its reasonable control, including, without limitation, acts of God, earthquakes, fire, flood, hurricanes or other storms; wars, terrorism, similar military disturbances; sabotage; epidemic, riots, interruptions; loss or malfunctions of utilities, computer (hardware or software) or communications services; accidents; labor disputes; acts of civil or military authority or governmental action; it being understood that the Paying Agent shall use commercially reasonable efforts which are consistent with accepted practices in the banking industry to resume performance as soon as reasonably practicable under the circumstances.

The Paying Agent shall have the right to accept and act upon instructions, including funds transfer instructions ("Instructions") given pursuant to this Series Resolution and delivered using Electronic Means; provided, however, that the University shall provide to the Paying Agent an incumbency certificate listing Authorized Officers and containing specimen signatures of such Authorized Officers, which incumbency certificate shall be amended by the University whenever a person is to be added or deleted from the listing. If the University elects to give the Paying Agent Instructions using Electronic Means and the Paying Agent in its discretion elects to act upon such Instructions, the Paying Agent's understanding of such Instructions shall be deemed controlling. The University understands and agrees that the Paying Agent cannot determine the identity of the actual sender of such Instructions and that the Paying Agent shall conclusively presume that directions that purport to have been sent by an Authorized Officer listed on the incumbency certificate provided to the Paying Agent have been sent by such Authorized Officer. The University shall be responsible for ensuring that only Authorized Officers transmit such Instructions to the Paying Agent and that the University and all respective Authorized Officers are solely responsible to safeguard the use and confidentiality of applicable user and authorization codes, passwords and/or authentication keys upon receipt by the University. The Paying Agent shall not be liable for any losses, costs or expenses arising directly or indirectly from the Paying Agent's reliance upon and compliance with such Instructions notwithstanding such directions conflict or are inconsistent with a subsequent written instruction. The University agrees: (i) to assume all risks arising out of the use of Electronic Means to submit Instructions to the Paying Agent, including without limitation the risk of the Paying Agent acting on unauthorized Instructions, and the risk of interception and misuse by third parties; (ii) that it is fully informed of the protections and risks associated with the various methods of transmitting Instructions to the Paying Agent and that there may be more secure methods of transmitting Instructions than the method(s) selected by the University; (iii) that the security procedures (if any) to be followed in connection with its transmission of Instructions provide to it a commercially reasonable degree of protection in light of its particular needs and circumstances; and (iv) to notify the Paying Agent immediately upon learning of any compromise or unauthorized use of the security procedures.

[Remainder of Page Intentionally Left Blank]
EXHIBIT A

No. RC-1-__

UNITED STATES OF AMERICA
COMMONWEALTH OF VIRGINIA

THE RECTOR AND VISITORS OF THE
UNIVERSITY OF VIRGINIA

GENERAL REVENUE PLEDGE BOND
SERIES 2017C

INTEREST RATE: Maturity Date: Dated Date: CUSIP:
% __________, 20__ __________, 2017 915217 ___

REGISTERED OWNER: CEDE & CO.

PRINCIPAL AMOUNT: __________ DOLLARS ($__________)

The Rector and Visitors of the University of Virginia (the "University"), an educational institution established by the Commonwealth of Virginia, for value received, hereby promises to pay, solely from the revenues provided therefor, as hereinafter set forth, to the registered owner named above, on the maturity date set forth above (or earlier as hereinafter set forth), upon the presentation and surrender hereof, the principal sum set forth above and to pay, solely from such revenues, interest thereon from the date hereof at the rate per annum set forth above, until payment of said principal sum. Both the principal of and the interest on this Series 2017C Bond are payable in any coin or currency of the United States of America which on the respective dates of payment thereof is legal tender for the payment of public and private debts. The principal or redemption price of this Series 2017C Bond shall be payable, upon surrender of this Series 2017C Bond, at the office of The Bank of New York Mellon Trust Company, N.A., Pittsburgh, Pennsylvania, as Paying Agent, or at the designated corporate trust office of any successor Paying Agent appointed pursuant to the Series 2017C Resolutions (hereinafter defined). Payment of interest on this Series 2017C Bond shall be made by check or draft mailed on the applicable Interest Payment Date to the registered owner as of the close of business on the 15th date of the month immediately preceding such Interest Payment Date (a "Record Date") at its address as it appears in the registration books of the Registrar appointed pursuant to the Series 2017C Resolutions. The term "Interest Payment Date" with respect to the Series 2017C Bonds means each __________ and __________, commencing __________, 2017.

This Series 2017C Bond shall bear interest from the Interest Payment Date next preceding the date on which it is authenticated, unless this Series 2017C Bond is (a) authenticated before the first Interest Payment Date following the initial delivery of the Series 2017C Bonds, in which case it shall bear interest from its dated date, or (b) authenticated upon an Interest Payment Date, in
which case it shall bear interest from such Interest Payment Date; provided, however, that if at the
time of authentication of this Series 2017C Bond interest is in default, this Series 2017C Bond
shall bear interest from the date to which interest has been paid. Interest on this Series 2017C
Bond shall be computed on the basis of a 360-day year of twelve 30-day months.

[Reserved for Change in Mode / Interest Period – TBD].

The University shall not be obligated to pay the principal of or interest on this Series 2017C
Bond except from the Pledged Revenues of the University and other legally available moneys, all
as provided in the Series 2017C Resolutions and the Program Resolution. "Pledged Revenues"
are all of the revenues now or hereafter lawfully available to the University which are not required
by law, by binding contract entered into prior to the adoption of the Series 2017C Resolutions or,
in certain circumstances described in the Series 2017C Resolutions, by binding contract entered
into subsequent to the date of the Series 2017C Resolutions, to be devoted to some other purpose.
This Series 2017C Bond and the interest hereon shall not be deemed to constitute a debt or liability
of the Commonwealth of Virginia, legal, moral or otherwise. Neither the Commonwealth of
Virginia nor the University shall be obligated to pay the principal of or interest on this Series
2017C Bond or other costs incident hereto except from the sources noted above, and neither the
faith and credit nor the taxing power of the Commonwealth of Virginia are pledged to the payment
of the principal of or interest on this Series 2017C Bond or other costs incident hereto.

This Series 2017C Bond is one of a duly authorized issue of Bonds of the University
aggregating __________ DOLLARS ($__________) in principal amount, known as "General
Revenue Pledge Bonds, Series 2017C" (the "Series 2017C Bonds"), issued pursuant to an
authorizing resolution adopted by the Board of Visitors of the University (the "Board") on
September __, 2017 (the "Series 2017 Authorizing Resolution") and, a Master Bond Resolution
(Multi-Year Capital Program) executed on __________, 2017 (as supplemented and amended,
the "Program Resolution"), as supplemented by a Series Resolution executed on __________,
2017 (the "Series 2017 Resolution" and together with the Series 2017 Authorizing Resolution, the
"Series 2017C Resolutions"). This Series 2017C Bond is issued and the Program Resolution and
the Series 2017C Resolutions were adopted under and pursuant to the Constitution and laws of the
Commonwealth of Virginia, particularly Chapter 10, Title 23.1, Code of Virginia of 1950, as
amended (the "Act") to finance and refinance the costs of certain projects of the University.
Reference is hereby made to the Program Resolution and the Series 2017C Resolutions for the
provisions, among others, with respect to the custody and application of the proceeds of bonds
issued under the Series 2017C Resolutions, the funds charged with and pledged to the payment of
the interest on and the principal of the Series 2017C Bonds, the nature and extent of the security,
the terms and conditions on which the Series 2017C Bonds are or may be issued, the rights, duties
and obligations of the University and the rights of the holders of the Series 2017C Bonds.
Capitalized terms not defined herein shall be as defined in the Program Resolution or the Series
2017C Resolutions (as applicable). By the acceptance of this Series 2017C Bond, the Holder
hereof assents to all of the provisions of the Program Resolution and the Series 2017C Resolutions.

The Series 2017C Bonds are subject to redemption, at the option of the University, in whole
or in part on any date, at a redemption price equal to the greater of:
(i) 100% of the principal amount of the Series 2017C Bonds to be redeemed; or

(ii) the sum of the present values of the remaining scheduled payments of principal and interest to the maturity date of the Series 2017C Bonds to be redeemed, not including any portion of those payments of interest accrued and unpaid as of the date on which the Series 2017C Bonds are to be redeemed, discounted to the date on which the Series 2017C Bonds are to be redeemed on a semi-annual basis, assuming a 360-day year consisting of twelve 30-day months, at the Treasury Rate, plus ____ basis points;

(iii) plus, in each case, accrued interest on the Series 2017C Bonds to be redeemed to the redemption date.

[The Series 2017C Bonds shall also be subject to redemption in whole or in part on any date, at the option of the University, from the proceeds of casualty insurance or condemnation awards, at a redemption price equal to 100% of the principal amount thereof to be redeemed, without premium, plus accrued interest to the redemption date, if all or any part of the Project financed with the Series 2017C Bonds is damaged or destroyed or taken through the exercise of the power of eminent domain and the President, Chief Operating Officer or Chief Financial Officer has delivered a certificate to the Custodian to the effect that the University has determined not to use such proceeds to replace or rebuild the damaged, destroyed or taken property. In the event of a redemption in part pursuant to this paragraph, the University shall redeem the Series 2017C Bonds from each maturity then outstanding, to the extent practicable, in the proportion that the principal amount of the Series 2017C Bonds of such maturity bears to the total principal amount of the Series 2017C Bonds then outstanding.] – TO BE DISCUSSED

Subject to applicable procedures of the Securities Depository while the Series 2017C Bonds are held in book-entry only form by the Securities Depository, if less than all of the Series 2017C Bonds are to be called for redemption, the Series 2017C Bonds to be redeemed shall be selected by the University in such manner as the University in its discretion may determine.

If the Series 2017C Bonds are registered in book-entry only form and so long as a Securities Depository is the sole registered owner of the Series 2017C Bonds, if less than all of the Series 2017C Bonds of a maturity are called for prior redemption, the particular Series 2017C Bonds or portions thereof to be redeemed shall be selected on a pro-rata pass-through distribution of principal basis in accordance with the procedures of the Securities Depository; provided that, so long as the Series 2017C Bonds are held in book-entry form, the selection for redemption of such Series 2017C Bonds shall be made in accordance with the operational arrangements of the Securities Depository then in effect. If the Securities Depository's operational arrangements do not allow for the redemption of the Series 2017C Bonds on a pro rata pass-through distribution of principal basis as discussed above, then the Series 2017C Bonds will be selected for redemption, in accordance with the procedures of the Securities Depository, by lot. If a Securities Depository is no longer the sole registered owner of the Series 2017C Bonds, if less than all of the Series 2017C Bonds are called for redemption, the Paying Agent will select the Series 2017C Bonds to be redeemed on a pro rata basis.
This Series 2017C Bond is transferable by the registered owner, in person or by its attorney duly authorized in writing, at the Designated Office of the Registrar, upon presentation of a written instrument of transfer and surrender of this Series 2017C Bond to the Registrar for cancellation. Upon the transfer, a new Series 2017C Bond or Bonds of the same aggregate principal amount, maturity date and interest rate will be issued to the transferee. No transfer will be effective unless represented by such surrender and reissue. This Series 2017C Bond may also be exchanged at the Designated Office of the Registrar for a new Series 2017C Bond or Bonds of the same aggregate principal amount, maturity date and interest rate without transfer to a new registered owner. Exchanges and transfers will be without expense to the holder except for applicable taxes or other governmental charges, if any. The Registrar shall not be required to transfer or exchange any Series 2017C Bond selected or called for redemption pursuant to the provisions hereof or from a Record Date through the next succeeding Interest Payment Date. All Bonds delivered in exchange or transfer shall be dated so that neither gain nor loss results from the transfer or exchange.

The University, the Paying Agent and the Registrar may treat the registered owner as the absolute owner of this Series 2017C Bond for all purposes, notwithstanding any notice to the contrary.

Neither the members of the Board nor any person executing this Series 2017C Bond are liable personally hereon or subject to any personal liability or accountability by reason of the issuance hereof.

This Series 2017C Bond will not be valid until the Certificate of Authentication has been signed by the Registrar.

The holder of this Series 2017C Bond shall have no right to enforce the provisions of the Program Resolution or the Series 2017C Resolutions or to institute action to enforce the covenants therein, or to take any action with respect to any Event of Default, or to institute, appear in or defend any suit or other proceeding with respect thereto, except as provided in the Program Resolution or the Series 2017C Resolutions.

All acts, conditions and things required by the Constitution and laws of the Commonwealth of Virginia and by the rules and regulations of the Board to happen, exist and be performed precedent to and in the issuance of this Series 2017C Bond have happened, exist and have been performed as so required.

[Signature Page Follows]
IN WITNESS WHEREOF, The Rector and Visitors of the University of Virginia has caused this Series 2017C Bond to be issued and caused this Series 2017C Bond to bear the manual or facsimile signatures of its Executive Vice President and Chief Operating Officer and its official seal to be impressed, imprinted, reproduced or lithographed hereon, all as of the dated date hereof.

[SEAL]

_________________________________________
[Executive Vice President and
Chief Operating Officer,]
University of Virginia
CERTIFICATE OF AUTHENTICATION

This Series 2017C Bond is one of the Bonds described in the within mentioned Series 2017C Resolutions.

Date of Authentication: __________, 2017

THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A., as Registrar

________________________________________
Authorized Signatory
FORM OF ASSIGNMENT

FOR VALUE RECEIVED the undersigned hereby sells, assigns and transfers unto

____________________________________________________________________________
____________________________________________________________________________
____________________________________________________________________________
____________________________________________________________________________

[Please print or typewrite name and address, including zip code, of Transferee]

PLEASE INSERT SOCIAL SECURITY OR
OTHER IDENTIFYING NUMBERS OF TRANSFEREE

___________________________________________
___________________________________________

the within Bond and all rights, thereunder, and hereby irrevocably constitutes and appoints
__________________________________________________ attorney to transfer the within
Bond on the books kept for registration thereof, with full power of substitution in the premises.

Dated: ______________________

____________________________________
Registered Owner

The signature above must correspond to the
name of the Registered Owner as it appears on
the front of this Series 2017C Bond in every particular, without alteration or enlargement or
any change whatsoever.

Signature Guaranteed:

Notice: Signature(s) must be guaranteed by an approved eligible guarantor institution, an institution which is a participant in a Securities Transfer Association recognized signature guarantee program.
EXHIBIT B

FORM OF REQUISITION

Requisition No:

This Requisition is submitted in connection with the Series Resolution – 2017C (the "Series 2017C Resolution") adopted on __________, 2017, by the Board of Visitors of The Rector and Visitors of the University of Virginia (the "University"). The Series 2017C Resolution authorizes the issuance of general revenue pledge bonds of the University (the "Series 2017C Bonds"). The undersigned requests payment of the following obligation or obligations from the "Construction Fund" pursuant to Section 5.1(a) of the Series 2017C Resolution:

Payee: 
Address: 
Amount to be Paid: 
Paid from the following account and/or subaccount: 
Purpose (in reasonable detail) for which the obligations(s) to be paid was incurred: 
The undersigned certifies that:

(i) The obligation stated on the requisition has been incurred to pay the cost of the Projects, each item is a proper charge against the appropriate Construction Fund and is a cost permitted under the Act and the obligation has not been the basis for a prior requisition which has been paid; and  

(ii) At the date of this certificate, no Event of Default has occurred which has not been cured or waived, and no event exists which, with notice or lapse of time or both, would constitute an Event of Default.

Unless otherwise defined, each capitalized term used in this Requisition shall have the meaning given it in the Series 2017C Resolution.

Date: ____________________

UNIVERSITY OF VIRGINIA

By: __________________________
Title: __________________________
AMENDED AND RESTATED
BYLAWS
OF THE CLINICAL STAFF
OF THE
UNIVERSITY OF VIRGINIA TRANSITIONAL CARE HOSPITAL

July 9, 2010
REVISED September 15, 2011
REVISED January 13, 2013
REVISED September 17, 2015
REVISED September, 2017
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AMENDED AND RESTATED
BYLAWS
OF THE CLINICAL STAFF
OF THE UNIVERSITY OF VIRGINIA TRANSITIONAL CARE HOSPITAL

PREAMBLE

WHEREAS, the University of Virginia Transitional Care Hospital is an integral part of the University of Virginia, which is a public corporation organized under the laws of the Commonwealth of Virginia and an agency of the Commonwealth; and

WHEREAS, the Transitional Care Hospital is a long term acute care in-patient hospital as designated by the the University of Virginia Health System Board; and

WHEREAS, the University of Virginia Health System Board is the governing body for the Transitional Care Hospital, as decreed by the University of Virginia Board of Visitors, and has delegated to the Clinical Staff the responsibility for the provision of the quality clinical care it provides throughout the Transitional Care Hospital; and

WHEREAS, these Bylaws set forth the requirements for membership on the Clinical Staff, including a mechanism for reviewing the qualifications of Applicants for Clinical Privileges and a process for their continuing review and evaluation, and provide for the internal governance of the Clinical Staff;

NOW, THEREFORE, these Bylaws are adopted by the Clinical Staff and approved by the University of Virginia Health System Board to accomplish the aims, goals, and purposes set forth in these Bylaws.
MISSION, VISION AND VALUES OF THE UNIVERSITY OF VIRGINIA HEALTH SYSTEM

Mission

To provide excellence, innovation and superlative quality in the care of patients, the training of health professionals, and the creation and sharing of health knowledge within a culture that promotes equity, diversity and inclusiveness.

Vision

In all that we do, we work to benefit human health and improve the quality of life. We will be:

- Our local community’s provider of choice for health care needs.
- A national leader in quality, patient safety, service and compassionate care.
- The leading provider of technologically advanced, ground-breaking care throughout Virginia.
- Recognized for translating research discoveries into improvements in clinical care and patient outcomes.
- Fostering innovative care delivery and teaching/training models that respond to the evolving health environment.
- A leader in training students and faculty in providing healthcare free of disparity.

Values

ASPIRE: At UVA Health System, we put the patient at the center of everything we do. We ASPIRE to create a culture of trust, respect, and engagement through our values:

Accountability: Acknowledging and assuming responsibility of where we have succeeded and failed in terms of our actions, decisions, policies and results.

Stewardship: Responsibility and carefully managing our resources and commitment to continual improvement and learning while acknowledging shortcomings or problems in our quest.

Professionalism: Approaching all that we do in a collaborative way, delivering excellent care through the lens of helpfulness, positivity, kindness and competency.

Integrity: Being honest, open and fair through our behaviors, attitudes and treatment of others.

Respect: Being mindful of building a diverse and inclusive environment while showing compassion for everyone through our caring and intentional ways.

Excellence: Conducting ourselves in a manner that surpasses ordinary standards through preparation, collaboration and proactivity in all that we do.
UVA Health System Goals:

- Become the safest place to receive care.
- Be the healthiest work environment.
- Provide exceptional clinical care.
- Generate biomedical discovery that betters the human condition.
- Train healthcare providers of the future to work in multi-disciplinary teams.
- Ensure value-driven and efficient stewardship of resources.

ARTICLE I
DEFINITIONS

“Active Clinical Staff” mean those Members of the Clinical Staff who meet the criteria set forth in Section 4.4.1 of these Bylaws.

“Active Clinical Staff – Provisional” means those Members of the Clinical Staff who are in their first year of appointment as an Active Member of the Clinical Staff as described in Section 4.4.1 of the Bylaws.

“Administrative Staff” may include any Physician, Dentist, Podiatrist, PhD Clinical Psychologist, and PhD Clinical Pathologist who are not otherwise eligible for another staff category and who are to perform ongoing medical administrative activities.

“Adverse Action” means the reduction, restriction (including the requirement of prospective or concurrent consultation), suspension, revocation, or denial of Clinical Privileges of a Member that constitute grounds for a hearing as provided in Section 9.2 of these Bylaws. Adverse Action shall not include warnings, letters of admonition, letters of reprimand or recommendations or actions taken as a result of an individual’s failure to satisfy specified objective credentialing criteria that are applicable to all similarly situated individuals.

“Allied Health Professionals” means but are not limited to, Optometrists, Audiologists, Certified Substance Abuse Counselors, Licensed Professional Counselors, Licensed Clinical Social Workers, Nurse Practitioners, Physician Assistants, and Certified Registered Nurse Anesthetists.

“Allied Health Professionals Manual” means the Transitional Care Hospital Allied Health Professionals Staff Credentialing Manual, as such may be in effect from time to time. The Allied Health Professionals Manual is incorporated by reference into these Bylaws.

“Applicant” means a person who is applying for appointment or reappointment of Clinical Staff membership and may also mean a person who is applying for Clinical Privileges to practice within the University of Virginia Transitional Care Hospital, as the context requires.

“Attending Physician” means a Member of the Clinical Staff who is responsible for the care of a patient at the Transitional Care Hospital.
“Be Safe” means to advance the University of Virginia Transitional Care Hospital’s status as the safest place to work and to receive care. The core belief is that patient and team member safety are preconditions to excellence in health care, and that collective system-wide focus on these areas will jointly improve outcomes and develop broad capacity to engage in organizational problem solving and continuous improvement. Based in Lean management principles, the Be Safe program emphasizes real-time root cause problem solving, the use of standard work as a basis for improvement, and rapid escalation of safety issues within a tiered chain of leadership support.

“Board Certified” means that a Practitioner, if a Physician, is certified as a specialist by a specialty board organization, recognized as such by the American Board of Medical Specialties, or the American Osteopathic Association’s Council for Graduate Medical Education; if an Oral Surgeon is specialty certified as such by the Virginia Board of Dentistry and the American Board of Maxillo-Facial Surgery; if a Podiatrist is certified by the American Board of Podiatric Surgery; and if a Dentist is certified by the American Board of Dentistry; and if a clinical pathologist is certified by a CLIA-approved certifying agency such as the American Board of Clinical Chemistry.

“Board Qualified” means a Practitioner has met the educational, post-graduate training and skill qualifications, and is currently eligible to sit, within a specified amount of time, for a board certification examination of a specialty board recognized by the American Board of Medical Specialties, the American Osteopathic Association, American Dental Association or the American Podiatric Medical Association or a CLIA-approved certifying agency such as the American Board of Clinical Chemistry.

“Board of Visitors” means the governing body of the University of Virginia as appointed by the Governor of Virginia.

“Bylaws” means these Amended and Restated Bylaws of the Clinical Staff of the University of Virginia Transitional Care Hospital as amended from time to time.

“Case Review” means a full review and analysis of an event related to a single patient’s experience in the Transitional Care Hospital and may also mean a review of multiple patient cases involving a single procedure, as the context requires.

“Chief Executive Officer” or “CEO” means the individual appointed by the Board of Visitors or the University of Virginia Health System Board, as applicable, to serve as its representative in the overall administration of the Transitional Care Hospital.

“Chief Medical Officer” means the Chief Medical Officer (CMO) of the University of Virginia Health System Post-Acute Care Division. This position also performs the duties of the CMO for the Transitional Care Hospital. The Chief Medical Officer is an Active Member in good standing of the Clinical Staff, and is appointed by the Chief of Community Hospitals and Post-Acute Care (PAC). The Chief Medical Officer is responsible for assisting the Clinical Staff in performing its assigned functions, in coordinating such functions with the responsibilities and programs of the Transitional Care Hospital, and the performance of other duties as may be necessary from time to time.
“Clinical Privileges” means the permission granted to a Member or Non-Member to render specific diagnostic, therapeutic, medical, dental, or surgical services for patients of the Transitional Care Hospital.

“Clinical Staff” or “Staff” means the formal organizations of all licensed Physicians, Dentists, Ph.D. Clinical Psychologists, Ph.D. Clinical Pathologists and Podiatrists who may practice independently and who are granted recognition as Members under the terms of these Bylaws.

“Clinical Staff Executive Committee” or “Executive Committee” or “CSEC” means the executive committee of the Clinical Staff as more particularly described in Article XI of these Bylaws.

“Clinical Staff Office” means the administrative office of the Medical Center, which through contractual arrangement is responsible for the administration of the Transitional Care Hospital Clinical Staff, including the process for membership, credentialing and the granting of Clinical Privileges.

“CMS” means the Center for Medicare and Medicaid Services.

“Code of Conduct” means the Code of Conduct for the Clinical Staff that is described in Transitional Care Hospital Policy 0291 (“Clinical Staff Code of Conduct”).

“Committees” means those Standing Committees of the Clinical Staff as described in Article XIII of these Bylaws.

“Complete Application” means an application for either initial appointment or reappointment to the Clinical Staff, or an application for clinical privileges that has been determined by the applicable Chair (or the Chair’s designee), the Credentials Committee, the Clinical Staff Executive Committee (CSEC), and the UVAHSB to meet the requirements of these Bylaws and related policies and procedures. Specifically, to be complete, the application must be submitted on a form approved by CSEC and UVAHSB, and include all required supporting documentation and verifications of information, and any additional information needed to perform the required review of qualifications and competence of the applicant.

“Compliance Code of Conduct” means the Transitional Care Hospital Compliance Code of Conduct that is described in Transitional Care Hospital Policy 0235 (“Compliance Code of Conduct”).

“Consultative Clinical Staff” means, those Members of the Clinical Staff who meet the criteria set forth in Section 4.4.2 of these Bylaws.

“Contract Physician” means, those Non-Members of the Clinical Staff with Privileges who meet the criteria set forth in Section 4.5.2 of these Bylaws.

“Credentialing” means the process of verifying the authenticity and adequacy of a Practitioner’s educational, training, and work history in order to determine whether the individual meets predefined criteria for membership and/or privileges.
“Credentials Manual” means the Clinical Staff and Resource Manual as such may be in effect from time to time. The Credentials Manual is an associate manual to these Bylaws.

“DEA” means the Federal Drug Enforcement Agency, or any successor agency.

“Dean” means the Dean of the School of Medicine of the University of Virginia.

“Dentist” means any individual who has received a degree in and is currently licensed to practice dentistry in the Commonwealth of Virginia.

“Department” means a clinical department within the University of Virginia School of Medicine.

“Department Chair” or “Chair” means the individual, appointed by the Dean of the School of Medicine, who has the responsibility for overseeing his or her Department; all Department Chairs are Members of the Clinical Staff of the University of Virginia Transitional Care Hospital.

“Disaster Privileges” means those Clinical Privileges granted during a declared disaster as more specifically provided in Section 6.9 of these Bylaws.

“Division” means a subdivision of a Department.

“Emergency Privileges” means those Clinical Privileges granted already existing Practitioners to provide emergency treatment outside the scope of their existing privileges in order to save the life, limb, or organ of a patient, as provided in Section 6.8 of these Bylaws.

“Executive Vice President for Health Affairs (“EVP”) means an individual appointed by the Board of Visitors with operational, financial and strategic oversight of the Transitional Care Hospital, Medical Center, School of Medicine, and Health Sciences Library.

“Fellow” means a Physician, Dentist or Ph.D. Clinical Psychologist in a program of graduate medical education that is beyond the requirements for eligibility for first board certification in the discipline.

“Focused Professional Practice Evaluation (“FPPE”) means a structured and time-limited evaluation of the competence of a practitioner to safely exercise a clinical privilege or set of privileges. FPPE is performed at the time of initial appointment to the clinical staff; upon the request of a new privilege, if the practitioner cannot provide prior documentation of competence to perform the requested procedure; or when a question arises regarding the ability of a currently privileged practitioner to competently and safely exercise the privileges he or she is currently granted. See Transitional Care Hospital Policy No. 0279 (“Professional Practice Evaluations for Members of the Clinical Staff”), Transitional Care Hospital Policy No. 0280 (“Allied Health Professionals Practice Evaluations”) and the Medical Center’s Credentials Manual.
“GME Manual” means the University of Virginia Medical Center Graduate Medical Education Manual, as such may be in effect from time to time and that is found online at http://www.healthsystem.virginia.edu/alive/gme/doc/Manual_GradMedTrainee_Nov2007.pdf.

“Graduate Medical Trainee Staff” or “GME Trainee” means Residents and Fellows.

“HCQIA” means the Health Care Quality Improvement Act of 1986, 42 U.S.C. Sections 11101 - 11152; as such law may be amended from time to time.

“Hearing Entity” means the entity appointed by the Clinical Staff Executive Committee to conduct an evidentiary hearing upon the request of a Member who has been the subject of an Adverse Action that is grounds for a hearing, in accordance with Article IX herein.

“Honorary Clinical Staff” means those Members of the Clinical Staff who meet the criteria set forth in Section 4.4.4 of these Bylaws.

“In Good Standing” means a Member is currently serving without any limitation of prerogatives imposed by operation of the Bylaws or policies of the Transitional Care Hospital.

“Investigation” means the process specifically authorized by these Bylaws in order to perform a final assessment of whether a recommended corrective action is warranted.

“Joint Commission” means the accrediting body whose standards are referred to in these Bylaws.

“Licensed Independent Practitioners or LIPs” mean licensed independent practitioners who provide medical and clinical care to patients, in accordance with state licensing laws.

“Medical Center” or “UVAMC” means the University of Virginia academic medical center comprised of the acute care hospital, inpatient and outpatient clinics, clinical outreach programs, and related health care facilities as designated by the University of Virginia Health System Board from time to time.

“University of Virginia Health System Board” or “Operating Board” or “UVAHSB” means the governing body of the Transitional Care Hospital as designated by the Board of Visitors.

“University of Virginia Health System Board Quality Subcommittee” or “UVAHSB Quality Subcommittee” is a Committee of the UVAHSB. From time to time, the UVAHSB may direct this Committee to oversee the quality and safety of care in the Transitional Care Hospital.

“Medical Director” means a clinical staff member in good standing who provides medical direction and leadership for a specific function at the Transitional Care Hospital. Responsibilities include clinical and administrative duties. Medical Directors are appointed by, and report to, the Chief Medical Officer.

“Member” means any Physician, Dentist, Podiatrist, Ph.D. Clinical Psychologist or Ph.D. Clinical Pathologist who is a member of the Clinical Staff of the University of Virginia Transitional Care Hospital.
“National Practitioner Data Bank” or “NPDB” means the national clearinghouse established pursuant to HCQIA, as amended from time to time, for obtaining and reporting information with respect to adverse actions or malpractice claims against physicians or other Practitioners.

“Non-Member” means any Physician, Dentist, Podiatrist, Ph.D. Clinical Psychologist, Ph.D. Clinical Pathologist or AHP who does not qualify as a Member of the Clinical Staff but who is required to have Clinical Privileges in order to provide patient care in the Transitional Care Hospital.

“Officer” means an elected official of the Clinical Staff as more particularly described in Article X of these Bylaws.

“Ongoing Professional Practice Evaluation ("OPPE")” means a process that allows identification of professional practice trends that impact on the quality of care and patient safety on an ongoing basis and focuses on the practitioner’s performance and competence related to his or her clinical staff privileges. See Transitional Care Hospital Policy No. 0279 ("Professional Practice Evaluations for Members of the Clinical Staff"), Transitional Care Hospital Policy No. 0280 ("Allied Health Professionals Practice Evaluations") and the Credentials Manual.

“Peer” means a Practitioner or clinician whose interest and expertise, as documented by clinical practice, is reasonably determined to be comparable in scope and emphasis to that of another Practitioner or clinician.

“Peer Review” means a systematic review of a Practitioner’s or clinician’s clinical practice or professionalism, or a review of a portion of the clinical practice or professionalism, by a Peer or Peers of the individual Practitioner or clinician.

“Ph.D. Clinical Pathologist” means an individual who has been awarded a doctoral degree (e.g., Ph.D., or D.Sc.) in a scientific discipline and completed additional clinical training in an area of clinical pathology.

“Ph.D. Clinical Psychologist” means an individual who has been awarded a Ph.D. degree or equivalent terminal degree in Clinical Psychology and who holds a current license to practice clinical psychology issued by the Virginia Board of Psychology.

“Physician” means any individual who has received a Doctor of Medicine or Doctor of Osteopathy degree and holds a current license to practice medicine in the Commonwealth of Virginia.

“Podiatrist” means an individual who has received a Doctor of Podiatric Medicine degree and who holds a current license to practice podiatry issued by the Virginia Board of Medicine.

“Practitioner” means a care provider privileged through the processes in these Bylaws.

“Prerogative” means the participatory rights granted, by virtue of staff category or otherwise, to a Clinical Staff Member, which is exercisable subject to, in accordance with, the conditions imposed by these Bylaws.
“President” means the most senior elected Officer of the Clinical Staff as described in Article X of these Bylaws.

“Privileging” means the process of granting the right to examine and treat patients after verification of the authenticity and adequacy of a Practitioner’s educational, training, and work history.

“Proctor” means an LIP in good standing at the University of Virginia Transitional Care Hospital, who holds the privilege being monitored.

“Resident” means an individual who has been awarded an: M.D.; D.O.; D.D.S./D.M.D.; or a Ph.D. in clinical psychology, who is participating in a program of post-doctoral education in anticipation of fulfilling the requirements for first board certification.

“School of Medicine” means the medical school at the University of Virginia.

“Standing Committee of the Clinical Staff Executive Committee” means a duly-authorized Committee of the Clinical Staff reporting to the Clinical Staff Executive Committee.

“Temporary Privileges” means those Clinical Privileges granted for a period not to exceed 120 days as more specifically described in Section 6.7 of these Bylaws.

“Transitional Care Hospital” means the University of Virginia Transitional Care Hospital which is a long term acute care facility providing such services to in-patients; also referred to herein as “UVATCH”.

“Transitional Care Hospital Policy Manual” means the manual containing the administrative and various patient care policies of the Transitional Care Hospital.

“University” or “University of Virginia” means the corporation known as The Rector and Visitors of the University of Virginia, which is an agency of the Commonwealth of Virginia.

“University Physicians Group (‘UPG’)” means the physician group practice of the University of Virginia, representing doctors and other allied health professionals who provide care within the Medical Center and the Transitional Care Hospital.

“Vice President” means the Vice President of the Clinical Staff as described in Article X of these Bylaws.
ARTICLE II
GOVERNANCE OF THE TRANSITIONAL CARE HOSPITAL

2.1 UNIVERSITY OF VIRGINIA HEALTH SYSTEM BOARD

The University of Virginia Health System Board is the governing body of the Transitional Care Hospital. Each Member of the Clinical Staff assumes his or her responsibilities subject to the authority of the UVAHSB. The UVAHSB shall be constituted as directed by the Board of Visitors of the University from time to time.

2.2 CLINICAL STAFF EXECUTIVE COMMITTEE

The Clinical Staff Executive Committee serves as the executive committee of the Clinical Staff and reports to the UVAHSB. In this role, the Clinical Staff Executive Committee oversees the quality of the clinical care delivered within the Transitional Care Hospital and delineates and adopts clinical policy within the Transitional Care Hospital. It is responsible for communications to Members of the Clinical Staff and other Non-Members regarding clinical practice issues and it represents the interests of the Clinical Staff to the UVAHSB. The Clinical Staff Executive Committee is empowered to act for the Clinical Staff in the intervals between Clinical Staff meetings and independently with respect to those matters over which it is given authority in these Bylaws. The Clinical Staff Executive Committee shall be constituted and have the other duties as described in Article XI hereof.

ARTICLE III
NAME AND PURPOSES

3.1 NAME

The name of the clinical staff organization shall be the “Clinical Staff” of the University of Virginia Transitional Care Hospital (UVATCH). The organized Clinical Staff is accountable to the University of Virginia Health System Board. For the purposes of these Bylaws, the words “Clinical Staff” shall be interpreted to include all Physicians, Dentists, Podiatrists, Ph.D. Clinical Psychologists and Ph.D. Clinical Pathologists who are authorized to provide care to patients of the UVATCH.

3.2 STATEMENT OF PURPOSE

The purposes of the Clinical Staff Bylaws are to:

1. Facilitate the provision of quality care to patients of the University of Virginia Transitional Care Hospital without any form of discrimination.

2. Clarify roles and responsibilities of Clinical Staff Members and Officers of the UVATCH.

3. Promote professional standards among members of the Clinical Staff.
4. Provide a means whereby problems may be resolved by the Clinical Staff with the collaboration of the UVAHSB.

5. Create a system of self-governance, and to initiate and maintain policies and procedures governing the conduct of Clinical Staff, subject to the ultimate authority of the UVAHSB.

3.3 THE PURPOSES OF THE ORGANIZED CLINICAL STAFF

The purposes of the organized Clinical Staff of the UVATCH are to:

1. To provide quality medical care to all patients admitted or treated in the UVATCH.

2. To establish and maintain high professional and ethical standards.

3. To establish and maintain collaborative, collegial relationships within the Clinical Staff and between all team members.

4. To oversee the quality of professional services by all practitioners with clinical privileges.

5. To provide a formalized organizational structure to facilitate the credentialing and review of the professional activities of practitioners and to make recommendations to the UVAHSB on appointment and/or clinical privileges granted to such individuals.

6. To appropriately delineate, in conjunction with the UVAHSB, the clinical privileges each practitioner may exercise through the continued review and evaluation.

7. To stimulate, promote and conduct research in human health, disease and delivery of medical care.

8. To cooperate with the various academic units of the University, affiliated hospitals and other health facilities and maintain standards at predoctoral and postdoctoral levels.

9. To initiate and maintain rules for governance of the Clinical staff and provide a means hereby issues and problems concerning the Clinical staff can be discussed and resolved.

10. To initiate, develop, review, approve, implement and enforce these Bylaws and associated Clinical Staff polices.

11. To provide a means for effective communication among the Clinical Staff, administration and the UVAHSB on matters of mutual concern.
12. To collaborate with Health System leadership to continuously enhance the quality, safety and efficiency of patient care, treatment and services as delegated to CSEC by the UVAHSB.

ARTICLE IV
CLINICAL STAFF MEMBERSHIP AND CLASSIFICATION

4.1 MEMBERSHIP

Membership of the Clinical Staff shall be extended to Physicians, Dentists, Podiatrists, and Ph.D. Clinical Psychologists and Ph.D. Clinical Pathologists who continuously meet the requirements, qualifications, and responsibilities set forth in these Bylaws and who are appointed by the UVAHSB. Membership on the Clinical Staff or clinical privileges shall not be granted or denied on the basis of race, religion, color, age, sexual orientation, gender, gender identification, gender expression, national origin, ancestry, economic status, marital status, veteran status, or disability, provided the individual is competent to render care of the generally-recognized professional level of quality established by the Clinical Staff Executive Committee and the UVAHSB, and provided the UVATCH services occur in the appropriate environment of care setting.

No Physician, Dentist, Podiatrist, Ph.D. Clinical Psychologist, or Ph.D. Clinical Pathologist shall admit or provide services to patients in the UVATCH unless he/she is a Member of the Clinical Staff or has been granted Visiting, Temporary, Disaster, or Emergency privileges in accordance with the procedures set forth in these Bylaws.

GME Trainees who are in a UVAMC approved residency program (GME Policy 02) shall not be eligible for membership on the Clinical Staff and shall be under the supervision of the GME Program Director and/or an attending Physician. A Department Chair may request privileges for GME Trainees to perform clinical work in a medical discipline for which they have had previous training. Such Applicants must meet the requirements, qualifications and responsibilities for such privileges and are subject to such policies and procedures as may be established by the Credentials Committee and the Clinical Staff Executive Committee. Graduate Medical Trainee appointments and job descriptions including job qualifications and current competencies are maintained by the Graduate Medical Education Office and by the Clinical Competency Committees of their respective academic departments.

4.2 EFFECT OF OTHER AFFILIATIONS

No Physician, Dentist, Podiatrist, Ph.D. Clinical Psychologist or Ph.D. Clinical Pathologist shall be automatically entitled to Clinical Staff membership, a particular Clinical Staff category or to exercise any particular clinical privilege merely because he/she hold a certain degree; is licensed to practice in Virginia or any other state; is a member of any professional organization; is certified by any clinical board; previously had membership or privileges at UVATCH; or had, or presently has, staff membership or privileges at another health care facility.
Clinical Staff membership or clinical privileges shall not be conditioned or determined on the basis of an individual’s participation or non-participation in a particular medical group, IPA, PPO, PHO, or Transitional Care Hospital- sponsored foundation.

4.3 REQUIREMENTS FOR CLINICAL STAFF MEMBERSHIP

4.3.1 Nature of Clinical Staff Membership

Membership on the Clinical Staff is a honor that shall be limited to professionally competent Practitioners who continuously meet the qualifications, requirements and responsibilities set forth in these Bylaws, in applicable Transitional Care Hospital policies, including but not limited to Transitional Care Hospital Policy No. 0291 (“Clinical Staff Code of Conduct”) and Transitional Care Hospital Policy No. 305 (“General Requirements for Clinicians Holding Clinical Privileges”), and the Medical Center’s Credentials Manual. Membership implies active participation in Clinical Staff activities to an extent commensurate with the exercise of the Clinical Staff Member’s privileges and as may be required by the Clinical Staff Member’s Department.

4.3.2 Basic Qualifications of Clinical Staff Membership

In order to obtain or maintain membership on the Clinical Staff and in order to be granted privileges as a Member of the Clinical Staff, Applicants must have and document:

1. A faculty appointment in the School of Medicine or an employment contract with UPG with the consent of the appropriate Department Chair.

2. A current, unrestricted license, if such license is required by Virginia law, to practice medicine and surgery, dentistry, clinical psychology Ph.D. or clinical pathology Ph.D. in the Commonwealth of Virginia;

3. Board certification and active participation in Maintenance of Certification (MOC) or an approved alternate pathway to ensure competency as specified in Transitional Care Hospital Policy 0221, or a current exemption from Board certification approved by the Credentials Committee under conditions specified in Transitional Care Hospital Policy 0221(Board Certification Requirements for Transitional Care Hospital Providers with Clinical Privileges);

4. Eligibility to participate in Medicare, Medicaid and other federally sponsored health programs; and

5. Members shall have in force professional liability insurance satisfactory to the Transitional Care Hospital which covers all privileges requested.

A Practitioner who does not meet these basic requirements is ineligible to apply for Clinical Staff membership, and the application shall not be accepted for review, except that Members of the Honorary Staff do not need to comply with these basic qualifications.
If it is determined during the processing that the Applicant does not meet all of the basic qualifications, the review of the application shall be discontinued. An Applicant who does not meet the basic qualifications is not entitled to the procedural rights set forth in Article IX.

4.3.3 General Requirements of Clinical Staff Membership

In order to obtain or maintain membership on the Clinical Staff and in order to be granted clinical privileges as a member of the clinical staff, applicants must demonstrate:

A. Current competency. Applicants for staff privileges shall have the background, relevant training, experience and competency that are sufficient to demonstrate to the satisfaction of the Credentials Committee and the UVAHSB that he or she can capably and safely exercise clinical privileges within the Transitional Care Hospital. Current competency shall be demonstrated as described in Transitional Care Hospital Policy 0291 (“Clinical Staff Code of Conduct”) and Transitional Care Hospital Policy 0305 (“General Requirements for Clinicians Holding Clinical Privileges”).

B. Compliance with Bylaws and Policies. Compliance with the Bylaws and Clinical Staff policies, as well as all enunciated policies of UVATCH.

C. Appropriate Management of Medical Records. Preparing in legible and accurate form, completing within prescribed timelines and maintaining the confidentiality of medical records for all patients to whom the Member provides care in the UVATCH in accordance with applicable policies of UVATCH and the University Physicians Group. This shall include, but is not limited to, performing histories and physicals and completing all necessary documentation as required by Transitional Care Hospital Policy No. 0094 (“Documentation of Patient Care (Electronic Medical Record”) which is incorporated herein by reference.

A medical history and physical examination (H&P) shall be completed no more than thirty (30) days before or twenty-four (24) hours after admission or registration, but prior to surgery or a procedure requiring anesthesia services. An updated examination of the patient, including any changes in the patient’s condition, be completed and documented within twenty-four (24) hours after admission or registration, but prior to surgery or a procedure requiring anesthesia services, when the medical history and physical examination is completed within thirty (30) days before admission or registration. The updated examination of the patient, including any changes in the patient’s condition, must be completed and documented by a physician, an oral and maxillofacial surgeon, dentist, podiatrist, or other qualified licensed individual in accordance with State law and Transitional Care Hospital policy. (see Transitional Care Hospital Policy 0094, “Documentation of Patient Care Electronic Medical Record”).

4.3.4 Supervision of Graduate Medical Trainees

The Clinical Staff shall supervise participants on the Graduate Medical Education (GME) program in the performance of clinical activities within the Transitional Care Hospital. The Clinical Staff member shall meet the requirements as contained in the GME Policy and
Procedure 012, and applicable Transitional Care Hospital and Departmental policies and as required by the ACGME and noted on the ACGME website.

4.3.5 Other Member Responsibilities

Additional responsibilities of Members may include, as appropriate:

A. Abiding by the Standards of Professional Conduct of the Virginia Boards of Medicine, Psychology and Dentistry, as appropriate, and ethical requirements of the Medical Society of Virginia, the American Board of Medical Specialties (as applicable), or the other professional associations of dentists, podiatrists, and psychologists, as appropriate;

B. Engaging in conduct that is professional, cooperative, respectful and courteous of others and is consistent with and reinforcing of the mission of the Transitional Care Hospital; see Transitional Care Hospital Policy No. 291 (“Clinical Staff Code of Conduct”) and Transitional Care Hospital Policy No. 305 (“General Requirements for Clinicians Holding Clinical Privileges”);

C. Attending meetings of the Clinical Staff, Department, Division, as appropriate, and committees to which a Member has been appointed, as required; and

D. Participating in recognized functions of Clinical Staff appointment, including quality improvement activities, FPPE as necessary, OPPE, Case Review and Peer Review and discharging other Clinical Staff functions as may be required from time to time by the Department Chair, the Division Chief, the Clinical Staff, the Clinical Staff Executive Committee, or the UVAHSB.

4.4 CATEGORIES OF THE CLINICAL STAFF

The categories of Clinical Staff membership shall be divided into the Active Staff, Consultative Staff and Honorary Staff. Non-Members include Contract Physicians, Visiting Clinicians, Graduate Medical Trainees, and Allied Health Professionals. Each time Clinical Staff membership is granted or renewed, or at other times deemed appropriate, the Clinical Staff Executive Committee, and subsequently the UVAHSB, will approve the member’s staff category.

Each Clinical Staff Member shall be assigned to a Clinical Staff category based upon qualifications defined in these Bylaws. For the purposes of the below qualifications, patient contact includes admissions, treatments, and consults.

The Members of each Clinical Staff category shall have the prerogatives and shall carry out the duties defined in these Bylaws. Action may be initiated to change the Clinical Staff category or to terminate the membership of any Member who fails to meet the qualifications or fulfill the duties described in these Bylaws. Changes in Clinical Staff category shall not be grounds for a hearing unless they adversely affect the Member’s privileges.
4.4.1 Active Clinical Staff

A. Qualifications

The Active Clinical Staff are voting members and shall consist of Physicians, Dentists, Podiatrists, Ph.D. Clinical Pathologists, and Ph.D. Clinical Psychologists who hold a School of Medicine faculty appointment and/or a UPG contract, and:

1. Meet the criteria for Clinical Staff membership set forth in these Bylaws and specifically in Section 4.3;

2. Regularly admit patients to, or are regularly involved in, direct or concurrent care of patients at the Transitional Care Hospital, and regularly participate in Clinical Staff functions as determined by Clinical Staff governance. See also Transitional Care Hospital Center Policy No.304 (“Responsibilities of Attending Physicians on Inpatient Services”); and

3. Have satisfactorily completed their designated term in the Provisional status.

B. Prerogatives and Responsibilities

1. Exercise an option to vote on all matters presented at general and special meetings of the Clinical Staff;

2. Exercise an option to practice the clinical privileges as granted in accordance with these Bylaws and the Credentials Manual; and

3. Exercise an option to be considered for office in the Clinical Staff organization.

C. Transfer of Active Staff Members

After two (2) consecutive years in which a Member of the Active Clinical Staff does not regularly care for patients at UVATCH and/or be regularly involved in Clinical Staff functions as determined by the Clinical Staff, that Member may be transferred to an alternate category, if any, for which the member is qualified.

4.4.2 Consultative Clinical Staff

A. Qualifications

The Consultative Staff are non-voting members, and shall consist of Physicians, Dentists, Podiatrists, Ph.D. Clinical Psychologists, and Ph.D. Clinical Pathologists, who hold School of Medicine faculty appointments and/or employment contracts with UPG. Consultative Staff Members:

1. Meet the criteria for Staff membership set forth in these Bylaws and specifically in Section 4.3; and

2. Are involved in consultative care of patients at UVATCH.
B. Prerogative and Responsibilities

1. Exercise an option to practice the clinical privileges as granted in accordance with these Bylaws and the Credentials Manual pursuant to Article VI;

2. Actively participate in performance improvement and quality assurance activities and in discharging such other Staff functions as may from time to time be required.

C. Limitations

1. Shall not have the right to vote at general and special meetings of the Clinical Staff; and

2. Shall not hold office in the Clinical Staff organization.

D. Transfer of Consultative Clinical Staff Members

After two (2) consecutive years in which a Member of the Consultative Clinical Staff does not regularly care for patients at UVATCH and/or be regularly involved in Clinical Staff functions as determined by the Clinical Staff, that Member may be transferred to the appropriate category, if any, for which the Member is qualified.

4.4.3 Honorary Clinical Staff

A. Qualifications

The Honorary Clinical Staff shall consist of Physicians, Dentists, Podiatrists, Ph.D. Clinical Psychologists and Ph.D. Clinical Pathologists, each of whom is a former Member of the Clinical Staff who has retired or withdrawn from practice and who has been honored by an emeritus title in the School of Medicine; and/or has been nominated by the current Department Chair in which the person practiced, or by the Dean, in recognition of his or her noteworthy contributions to the UVAHS.

B. Honorary Clinical Staff Member must have been Member in good standing of the Clinical Staff at the time of his or her retirement or withdrawal from clinical practice.

C. Responsibilities

1. Exercise an option to attend general and special meetings of the Clinical Staff; and

2. Exercise an option to vote on Clinical Staff Committees that he/she has been requested to serve on.

D. Limitations

1. Shall not be granted or exercise clinical privileges

2. Shall not vote at general or special meetings of the Clinical Staff

3. Shall not hold office in the Clinical Staff organization
4.4.4 Administrative Staff

A. Qualifications

The Administrative Staff category shall be held by any Physician, Dentist, Podiatrist, PhD Clinical Psychologist, and PhD Clinical Pathologist who are not otherwise eligible for another staff category and who are to perform ongoing medical administrative activities.

1. Are charged with assisting the Clinical Staff in carrying out medical-administrative functions, including but not limited to quality assessments of clinical programs and utilization reviews;

2. Are able to document their good judgment, current physical and mental health status so as to demonstrate to the satisfaction of the Clinical Staff that they are professionally and ethically competent to exercise their duties, and is able to work cooperatively with the Clinical Staff office; and

3. Are willing to participate and properly discharge those responsibilities as determined by: the CEO; the Chief of Post-Acute Care, and Community Hospitals; and the Dean.

B. Responsibilities

1. Defined by: the CEO; the Chief of Community Hospitals and Post-Acute Care; and the Dean.

2. Exercise an option to attend and vote at general and special meetings of the Clinical Staff.

C. Limitations

1. Shall not hold office in the Clinical Staff organization; and

2. Shall not admit patients or exercise clinical privileges.

4.5 NON-MEMBER WITH PRIVILEGES

Some Physicians, Dentists, Podiatrists, Ph.D. Clinical Psychologists and Ph.D. Clinical Pathologists who are not Members of Clinical Staff may be granted privileges to provide care to patients of the Transitional Care Hospital from time to time as provided in these Bylaws and in the Credentials Manual. Non-Members shall have Clinical Privileges as provided in Article VI and the Credentials Manual. Allied Health Professionals are also Non-Members who are granted privileges. Non-Members shall have none of the rights conferred on Members in these Bylaws, including but not limited to those provided in Articles IX hereof, but shall be required to follow policies and procedures of the Transitional Care Hospital.
4.5.1 Contract Physicians

Contract Physicians are practitioners who are advanced past PGY-3 Graduate Medical Education (GME) Trainee level at UVAMC and who are engaged by the Transitional Care Hospital to provide explicit medical services outside their training program at the Transitional Care Hospital. A Contract Physician must obtain prior approval for the outside activities in accordance with the GME Internal and External Moonlighting Activity Policy and provide a copy of the contract under which he or she will be working at the time the credentialing process begins. Contract Physicians must be board certified or board qualified in the specialty related to the privilege request, and have attestations of qualifications from both the Program Director and the Department Chair. Contract Physicians are not eligible to vote on Clinical Staff matters or to hold Clinical Staff Office.

In addition, Contract Physicians:

1. May not serve as the attending physician of record or admit patients to the Transitional Care Hospital unless an exemption is granted. Exemptions are considered at the request of the Medical Center’s Designated Institutional Officer with explicit conditions regarding concurrent proctoring and agreed to by the Credentials Committee;

2. Can treat patients if authorized to do so in accordance with the Practitioner’s delineated clinical privileges and Article VI of these Bylaws;

3. Will be appointed in accordance with Article VII of these Bylaws;

4. Shall actively participate in performance improvement and quality assurance activities of the Clinical Staff;

Except as provided in this Section 4.5.1 above, Graduate Medical Trainees do not have independent privileges to admit or treat patients at the UVATCH. They are employees of the University of Virginia Medical Center and their scope of practice is defined by the Graduate Medical Education Program. They are not governed by these Bylaws. Graduate Medical Trainees shall be required to follow GME policies and procedures and will act only under the supervision of a Clinical Staff Member in accordance with all relevant Clinical Staff Transitional Care Hospital and GME policies.

4.5.2 Allied Health Professionals

Allied Health Professionals (AHPs) are non-physicians who hold a license, certificate, or other legal credentials to practice as required by Virginia law that authorizes the provision of complex and clinical services to patients. AHPs treat and/or perform services on patients at the Transitional Care Hospital. AHPs adhere to Clinical Staff Bylaws which are applicable to the AHP, Department policies, Transitional Care Hospital policies and professional guidelines. (See, e.g. Transitional Care Hospital Policy No. 280 “Allied Health Professionals Practice Evaluations”). AHPs are not Members of the Clinical Staff but are granted clinical privileges.
4.6 MODIFICATION OF MEMBERSHIP

On its own, upon recommendation of the Credentials Committee, or pursuant to a request from a Member, the Clinical Staff Executive Committee may recommend a change in the Clinical Staff category of a Member, consistent with the requirements of these Bylaws, to the UVAHSB.

4.7 MEMBER RIGHTS

Clinical Staff Member Rights

1. Each Member in the Active category has the right to initiate a recall election of a Clinical Staff Officer by following the procedure outlined in Article X of these Bylaws regarding removal and resignation from office.

2. Each Member in the Active category may initiate a call for a general staff meeting to discuss a matter relevant to the Clinical Staff by presenting a petition signed by twenty-five percent (25%) of the Members of the Active category. Upon presentation of such a petition, CSEC shall schedule a general staff meeting for the specific purposes addressed by the petitioners. No business other than that detailed in the petition may be transacted.

3. Each Member in the Active category may challenge any rule, regulation or policy established by the CSEC. In the event that a rule, regulation or policy is thought to be inappropriate, any Clinical Staff Member may submit a petition signed by twenty-five percent (25%) of the Members of the Active category. Upon presentation of such a petition, the adoption procedure noted in section Article XVI will be followed.

4. The above sections 1 to 3 do not pertain to issues involving individual peer review, formal investigations of professional performance or conduct, denial of requests for appointment or clinical privileges, or any other matter relating to individual membership or privileges. The Bylaws provide recourse in these matters.

5. Any Practitioner eligible for Clinical Staff membership has a right to a hearing/appeal pursuant to the conditions and procedures described in the Clinical Staff’s hearing and appeal plan.

6. These member rights serve as a conflict resolution mechanism between the Clinical Staff and the Clinical Staff Executive Committee.
ARTICLE V
PROCEDURES FOR MEMBERSHIP

The process for evaluation of credentials for membership and/or privileges is the same for all Members and Non-Members. The Credentials Committee shall follow the credentialing procedures set forth in the Credentials Manual including the procedure related to the information required in an application for initial appointment and the processing of the application. Upon receipt and review of all necessary credentialing documentation, the Credentials Committee, upon review by the Department Chair, shall recommend to the Clinical Staff Executive Committee that such Applicant should either be granted or denied initial privileges in the Transitional Care Hospital. The Clinical Staff Executive Committee shall then review the Credentials Committee’s recommendation and all applicable documentation. If the Credentials Committee and the Clinical Staff Executive Committee are both in favor of granting privileges to the Applicant, the favorable recommendation shall be forwarded to the UVAHSB for final action.

If there is a recommendation for the denial of membership and/or privileges by the CSEC or UVAHSB, the applicant is entitled to the fair hearing and appeal plan appropriate to his/her clinical status.

5.1 PROCEDURE FOR ACTIVE AND CONSULTATIVE STAFF MEMBERSHIP

In order to become an Active or Consultative Member of the Clinical Staff, the individual Physician, Dentist, Podiatrist, Ph.D. Clinical Psychologist or Ph.D. Clinical Pathologist shall follow the applicable procedure in effect from time to time for obtaining an appointment as a Clinical Faculty Member in the School of Medicine, an employment contract with UPG, satisfy the criteria set forth in Article IV of these Bylaws for an Active or Consultative Member, and, if applicable, follow the procedure for obtaining Clinical Privileges as provided in these Bylaws and the Credentials Manual, all as verified by the Clinical Staff Office. The Dean and the applicable Department Chair shall jointly make the request in writing to the Clinical Staff Office for an individual to be appointed or reappointed as a Member in accordance with Article VII of these Bylaws. In the case of individuals who do not hold School of Medicine faculty appointments, the Chief Executive Officer of UPG will fill the role of the Dean for the procedures described above.

The Credentials Manual establishes requirements for application for Clinical Staff Clinical Privileges. The Credentials Manual may be amended from time to time by the Chair of the Credentials Committee in consultation with the President of the Clinical Staff and the Chief Executive Officer of the Transitional Care Hospital.

5.2 PROCEDURE FOR HONORARY CLINICAL STAFF MEMBERSHIP

In order to become an Honorary Member of the Clinical Staff, the individual who satisfies the criteria set forth in Article IV of these Bylaws shall be nominated by his or her former Chair or the Dean and approved by the Clinical Staff Executive Committee.
5.3 LEAVE OF ABSENCE

A Member of the Clinical Staff who has obtained a leave of absence from the School of Medicine or UPG, consistent with applicable faculty or UPG policies, may also obtain a leave of absence from clinical practice. Contemporaneous with a request for leave of absence from the School of Medicine or UPG, the Member shall provide notice to the Credentials Committee of the leave, including the reasons for the leave and the approximate period of leave desired. In addition, the Chair and the Dean of the School of Medicine or Chief Executive Officer of UPG shall provide notice to the Credentials Committee of any leave of absence granted to a Member. Such leave of absence is further subject to conditions and limitations that the President of the Clinical Staff, the Chair of the Credentials Committee or the CEO of the Transitional Care Hospital (or designee) determines to be appropriate. During the leave of absence, the Member shall not exercise his/her Clinical Privileges and his/her Clinical Staff responsibilities and prerogatives shall be inactive. The President of the Clinical Staff, in collaboration with the Department Chair of the Member on leave shall be responsible for arranging for alternative care for the Member’s patients while the Member is on leave.

Prior to returning from a leave of absence, a Member shall notify the Credentials Committee in writing in accordance with the procedures and the timelines set forth in the Credentials Manual, and shall provide all necessary information needed for the Credentials Committee to evaluate whether the Member is qualified to resume Clinical Staff membership, including the exercise of Clinical Privileges. A Member who has been on leave of absence may not have his or her Clinical Privileges reactivated until a determination is made by the Credentials Committee that the Member may return to clinical practice and the conditions of the return. If the Clinical Privileges of a Member who has been on leave are not reactivated, the Member shall have access to the procedures outlined in Article IX of these Bylaws.

Failure, without good cause, to request reinstatement prior to the end of an approved leave of absence shall be deemed a voluntary resignation from the Clinical Staff and voluntary relinquishment of Clinical Privileges. A request for Clinical Staff membership or Clinical Privileges subsequently received from an Applicant deemed to have voluntarily resigned shall be submitted and processed in the manner specified for applications for initial appointment.

If membership and/or privileges expire during the leave of absence, then the Practitioner must reapply for membership and/or privileges.

5.4 CESSATION OF MEMBERSHIP

Membership in the Clinical Staff shall cease automatically when the individual no longer meets the criteria set forth in these Bylaws, including failure to be reappointed to the faculty of the School of Medicine or resignation, retirement or termination from the School of Medicine or UPG.
ARTICLE VI
CATEGORIES OF CLINICAL PRIVILEGES

6.1 EXERCISE OF CLINICAL PRIVILEGES

Every Member, in connection with such membership, shall be entitled to exercise only those delineated Clinical Privileges specifically recommended by the Credentials Committee and the Clinical Staff Executive Committee and approved by the UVAHSB, except as provided in Sections 6.6, 6.7, 6.8 and 6.9 of this Article. Every Non-Member shall be entitled to exercise only those delineated Clinical Privileges specifically reviewed by the Department Chair, recommended by the Credentials Committee, recommended by the Clinical Staff Executive Committee and approved by the UVAHSB, except as provided in Sections 6.6, 6.7, 6.8, and 6.9 of this Article. The Transitional Care Hospital has the prerogative to audit from time to time Members’ clinical practice to verify that Members are practicing within the scope of the specific Clinical Privileges that have been granted.

6.2 DELINEATION OF PRIVILEGES

Every application for Clinical Staff appointment or reappointment (excluding Honorary Members) and every request for Clinical Privileges must contain a request for the specific Clinical Privileges desired by the Applicant. The evaluation of such request shall be based upon the Applicant's education, training, experience, demonstrated competence as documented by evaluations from Peers, supervision or monitoring during a first or provisional year, FPPE and OPPE, references and other relevant information, including an appraisal by the Clinical Service in which such privileges are sought. For renewal of privileges, this evaluation shall include ensuring that the provider has a reasonable minimum level of ongoing involvement and experience relevant to the privileges being renewed. The specific procedures set forth in these Bylaws and the Credentials Manual shall be followed throughout the appointment and reappointment process.

6.3 PRIVILEGES FOR NON-MEMBERS (EXCEPT AHP)

Physicians, Dentists, Podiatrists, Ph.D. Clinical Pathologists and Ph.D. Clinical Psychologists who are Non-Members who desire to practice in the Transitional Care Hospital may be granted limited privileges only as specifically permitted by the Credentials Manual or required by the Credentials Committee. Non-Members may be issued Clinical Privileges in one of the following categories: Visiting Privileges, or Contract Physicians.

6.4 PRIVILEGES FOR ALLIED HEALTH PROFESSIONALS

Allied Health Professionals, as defined in these Bylaws, are privileged under a separate process that is specified in the Allied Health Professionals Manual. They are subject to the applicable sections of these Bylaws. Allied Health Professionals shall be required to follow policies and procedures as set forth in the AHP Manual and Transitional Care Hospital policies and will act under the supervision of a Clinical Staff Member in accordance with all relevant Clinical Staff and UVATCH policies. An official list of current AHPs will be kept in the Clinical Staff Office.
6.6 TEMPORARY PRIVILEGES

6.6.1 Circumstances Under Which Temporary Privileges May Be Granted

Temporary Privileges shall be granted in only two circumstances:

A. When an important patient care need mandates an immediate authorization to practice, an application for Temporary Privileges will be considered on a case-by-case basis; or

B. When an Applicant with a complete verified application with no indication of adverse information about state licensing actions, DEA registrations, current medical, psychiatric or substance abuse impairments that could affect practice, criminal convictions or verdicts/settlements of concern, the Credentials Committee, after review by the Transitional Care Hospital Vice-President of the Clinical Staff or a Transitional Care Hospital Medical Director, may recommend that the CEO or designee, upon recommendation of the President of the Clinical Staff or designee, grant temporary privileges pending review and approval by the Clinical Staff Executive Committee and approval of the UVAHSB.

6.6.2 Application and Review

A. Where an important patient care need mandates an immediate authorization to practice as contemplated by Section 6.6.1.(A), the Chair of the Credentials Committee, with the written concurrence of the Department Chair and the President of the Clinical Staff or designee, may grant Temporary Privileges. Such temporary grant of privileges shall not be made unless the following verifications are present:

1. Letter from the appropriate Department Chair explaining the important nature of the situation and the benefit to a patient or patients as a result of immediate authorization of the specified task(s) and their recommendation for approval;

2. Primary source verification of current license;

3. Listing of delineated privileges requested with appropriate documentation of competence to perform each of the specified tasks;

4. Proof of current liability coverage, showing coverage limits and dates of coverage; and

5. There exist no state licensing actions, DEA registrations, current medical, psychiatric or substance abuse impairments that could affect practice, criminal convictions or verdicts/settlements of concern to the Credentials Committee.

If the above requirements are not satisfied, Temporary Privileges may not be granted. In addition the Credentials Manual may specify additional verifications required before such Temporary Privileges may be granted.
B. For all situations arising under Section 6.6.1 (A), the CEO or designee, upon recommendation of the President of the Clinical Staff or designee, may grant Temporary Privileges for not more than one hundred twenty (120) days or until such time as the request is officially approved, whichever time is shorter. Temporary Privileges may not be granted unless there is:

1. Complete application with all verifications completed;

2. Query to the National Practitioner Data Bank and an analysis of the results of such query;

3. The Applicant satisfies the requirements of Section 6.6.1 (B) and has not been subject to involuntary termination of Clinical Staff membership at another organization, has not been subject to involuntary limitation, reduction, denial or loss of Clinical Privileges and has not relinquished Clinical Privileges at another organization while under investigation by that organization.

The Credentials Manual may specify additional documentation required before such Temporary Privileges may be granted.

6.6.3 General Conditions

If granted Temporary Privileges, the Applicant shall act under the supervision of the Chair (or his/her designee) of the Department to which the Applicant has been assigned, and shall ensure that the Department Chair or the Chair’s designee is kept closely informed as to his or her activities within the Transitional Care Hospital. The Credentials Manual specifies supervisory requirements for the Department Chair or the Chair’s designee when Temporary Privileges have been granted to an Applicant in the Clinical Department.

A. Temporary Privileges shall automatically terminate at the end of the designated period, unless earlier terminated by the Credentials Committee upon recommendation of the Department Chair, the President of the Clinical Staff or the CEO, or unless affirmatively renewed, up to a maximum of 120 days, following the procedure set forth in Section 6.7. 2.

B. Requirements for proctoring and monitoring, including FPPE, shall be imposed on such terms as may be appropriate under the circumstances upon any Applicant granted Temporary Privileges by the Chair of the Credentials Committee after consultation with the Department Chair or his or her designee.

C. At any time, Temporary Privileges may be terminated by the Clinical Staff Executive Committee. In such cases, the appropriate Department Chair shall assign a Member to assume responsibility for the care of such Practitioner’s patient(s). The preferences of the patient shall be considered in the choice of a replacement Member.

D. A person shall not be entitled to the procedural rights afforded by Article IX because a request for Temporary Privileges is refused or because all or any portion of Temporary Privileges are terminated or suspended for reasons not related to competence or conduct. Termination or suspension of Temporary Privileges which lasts longer than fourteen (14) days and for reasons or competence or conduct shall afford fair hearing and appeal rights.
E. All persons requesting or receiving Temporary Privileges shall be bound by the Bylaws, the Credentials Manual, and the policies and procedures of the Transitional Care Hospital.

6.7 EMERGENCY PRIVILEGES

In the case of a medical emergency, any currently privileged Practitioner is authorized to do everything possible to save the patient’s life or to save the patient from serious harm, to the degree permitted by the Practitioner’s license, regardless of Clinical Service affiliation, staff category, or level of privileges. A Practitioner exercising emergency privileges is obligated to summon all consultative assistance deemed necessary and to arrange appropriate follow-up.

6.8 DISASTER PRIVILEGES

In the case of unpredictable disasters, including but not limited to those caused by natural disasters and bioterrorism, which result in the activation of the Transitional Care Hospital Emergency Management Plan, any clinician, to the degree permitted by his or her license and regardless of service or staff status or the lack thereof, shall perform services to save the life of a patient, using every medical facility within the University of Virginia necessary, including the calling of any consultation appropriate or desirable.

The Vice President and CEO, the President of the Clinical Staff, or the Chair of the Credentials Committee may grant Disaster Privileges for the period required to supplement normal patient care services during the emergency as more specifically provided in the Credentials Manual.

Before a volunteer clinician is considered eligible to function as a Licensed Independent Practitioner, the Transitional Care Hospital, or the Clinical Staff Office on behalf of the Transitional Care Hospital, will obtain his or her valid government issued photo identification (for example, a driver’s license or passport). When the emergency situation no longer exists, any such clinician must apply for the staff privileges necessary to continue to treat patients. Primary source verification of licensure occurs as soon as the disaster is under control or within 72 hours from the time the volunteer Licensed Independent Practitioner presents himself or herself to the Transitional Care Hospital, whichever comes first. In the event such privileges are denied or are not requested, the patients shall be assigned to another Member.

A. If the Transitional Care Hospital Emergency Management Plan has been activated and the organization is unable to meet immediate patient needs, the CEO or other individuals as identified in the Transitional Care Hospital Emergency Management Plan with similar authority, may, on a case by case basis consistent with medical licensing and other relevant state statutes, grant disaster privileges to selected LIPs. These Practitioners must present a valid government-issued photo identification issued by a state or federal agency (e.g., driver’s license or passport) and at least one of the following:

1. A current picture Medical Center ID card that clearly identifies professional designation;
2. A current license to practice;
3. Primary source verification of the license;
4. Identification indicating that the individual is a member of a Disaster Medical Assistance Team (DMAT), or Medical Reserve Corps (MRC), Emergency System for Advance Registration of Volunteer Health Professionals (ESAR-VHP), or other recognized state or federal organizations or groups;

5. Identification indicating that the individual has been granted authority to render patient care, treatment, and services in disaster circumstances (such authority having been granted by a federal, state, or municipal entity); or

6. Identification by a current Transitional Care Hospital or Clinical Staff member(s) who possesses personal knowledge regarding the volunteer’s ability to act as a licensed independent Practitioner during a disaster.

B. The Clinical Staff has a mechanism (i.e., badging) to readily identify volunteer Practitioners who have been granted disaster privileges.

C. The Clinical Staff oversees the professional performance of volunteer Practitioners who have been granted disaster privileges by direct observation, mentoring, or clinical record review. The organization makes a decision (based on information obtained regarding the professional practice of the volunteer) within seventy-two (72) hours whether disaster recovery privileges should be continued.

D. Primary source verification of licensure begins as soon as the immediate situation is under control, and is completed within seventy-two (72) hours from the time the volunteer Practitioner presents to the organization. If primary source verification cannot be completed in seventy-two (72) hours, there is documentation of the following: 1) why primary source verification could not be performed in seventy-two (72) hours; 2) evidence of a demonstrated ability to continue to provide adequate care, treatment, and services; and 3) an attempt to rectify the situation as soon as possible.

E. Once the immediate situation has passed and such determination has been made consistent with the Transitional Care Hospital Emergency Management Plan, the Practitioner’s disaster privileges will terminate immediately.

F. Any individual identified in the Transitional Care Hospital Emergency Management Plan with the authority to grant disaster privileges shall also have the authority to terminate disaster privileges. Such authority may be exercised in the sole discretion of the Transitional Care Hospital and will not give rise to a right to a fair hearing or an appeal.

6.09 EXPEDITED CREDENTIALING

6.9.1 Eligibility

An expedited review and approval process may be used for initial appointment and for reappointment. All initial applications for membership and/or privileges will be designated as eligible for expedited credentialing or not. A completed application that does not raise concerns, as identified by the lack of any of the criteria noted below, is eligible for expedited credentialing:
A. The application is deemed to be incomplete;

B. The final recommendation of the CSEC is adverse or with limitation;

C. The Applicant is found to have experienced an involuntary termination of clinical staff membership or involuntary limitation, reduction, denial, or loss of clinical privileges at another organization or has a current challenge or a previously successful challenge to licensure or registration;

D. The Applicant is, or has been, under investigation by a state medical board or has prior disciplinary actions or legal sanctions;

E. The Applicant has had two (2) or more or an unusual pattern of malpractice cases filed within the past five (5) years or one final adverse judgment in a professional liability action in excess of $250,000;

F. The Applicant has one or more reference responses that raise concerns or questions;

G. A discrepancy is found between information received from the Applicant and references or verified information;

H. The Applicant has an adverse National Practitioner Data Bank report;

I. The request for privileges is not reasonable based upon applicant’s experience, training, and demonstrated current competence, and/or is not in compliance with applicable criteria;

J. The Applicant has been removed from a managed care panel for reasons of professional conduct or quality;

K. The Applicant has potentially relevant physical, mental and/or emotional health problems;

L. Other reasons as determined by a clinical staff leader or other representative of the Transitional Care Hospital which raise questions about the qualifications, competency, professionalism or appropriateness of the Applicant for membership or privileges.

6.9.2 Approval Process

Applicants for expedited credentialing will be granted Clinical Staff membership and/or privileges after review and action by the following: the Department Chair or President of the Clinical Staff, the Credentials Committee and CSEC, with a quorum as defined for expedited credentialing and a committee of the UVAHSB consisting of at least two individuals.
ARTICLE VII
APPOINTMENT AND REAPPOINTMENT

7.1 PROCEDURE FOR INITIAL APPOINTMENT

When the Dean and a Department Chair have mutually agreed upon a candidate (hereinafter referred to as “Applicant”) for his or her Department, the Dean and the Chair jointly shall forward a copy of the offer letter and a request for appointment and privileges to the Credentials Committee for an initial period not to exceed one (1) year. All required information and documentation shall be submitted in accordance with the Credentials Manual, including the deadlines set forth therein using the application form or other forms required thereby. No application shall be considered until all required information and documentation is completed within the timeframes specified in the Credentials Manual.

The Credentials Committee shall then follow the credentialing procedures set forth in the Credentials Manual including the process related to the information required in an application for initial appointment and the processing of the application. Upon receipt and review of all necessary credentialing documentation, the Credentials Committee, upon recommendation of the Department Chair, shall recommend to the Clinical Staff Executive Committee that such Applicant should either be granted or denied initial privileges in the Transitional Care Hospital. The Clinical Staff Executive Committee shall then review the Credentials Committee’s recommendation and all applicable documentation. If the Credentials Committee and the Clinical Staff Executive Committee are both in favor of granting privileges to the Applicant, the favorable recommendation shall be forwarded to the UVAHSB for final action.

7.2 PROVISIONAL APPOINTMENT STATUS

Initial appointments and all initially granted Clinical Privileges for all Practitioners shall be provisional for a period of one year. During this provisional period, the individual’s performance and clinical competence at the Transitional Care Hospital shall be observed and evaluated through FPPE and OPPE by the Department Chair, Division Chair, or Peer designee of the applicable Clinical Department. If at the end of the year the Practitioner satisfies the requirements to become a Clinical Staff Member or have a privileging status as provided in the Credentials Manual, the provisional status ceases. If at the end of the year the Practitioner does not satisfy the requirements as specified in the Credentials Manual, then membership in the Clinical Staff and Clinical Privileges for that individual shall cease. Failure to achieve the appropriate status from provisional status, when due to a lack of clinical volume, shall not give rise to the procedural rights afforded by Article IX of these Bylaws. Failure to achieve the appropriate status from provisional status, due to issues of competency or conduct, shall give rise to the procedural rights afforded by Article IX of these Bylaws.

All initial Clinical Staff appointees to the Active or Consultative Categories, all Non-Member appointees to the Visiting, Contract Physician or AHP categories, and all re-appointees to these categories after termination of a prior appointment, shall serve a provisional status period of no less than one (1) year. During this time proctoring must be satisfactorily completed unless a specific exception is applied for by the Department Chair and approved by the Credentials
Committee as specified in Section 7.2.b below. Each Member in provisional status shall be assigned to a Department in which their performance at the Transitional Care Hospital shall be evaluated through proctoring to determine their eligibility for advancement to non-provisional status in the appropriate Clinical Staff category.

A. Responsibilities

A Practitioner in provisional status shall have all of the responsibilities of the membership category.

B. Proctoring

Each provisional appointee shall complete such proctoring (Focused Professional Practice Evaluation) as required by the Clinical Service and approved by the Credentials Committee in accordance with Transitional Care Hospital Policy No. 0279 (“Physician Professional Practice Evaluations”) and Transitional Care Hospital Policy No. 280 (“Allied Health Professionals Practice Evaluations”).

7.3 PROCEDURE FOR REAPPOINTMENT

Periodic redetermination of Clinical Privileges for Active and Consultative Clinical Staff Members, and the increase or curtailment of same, shall be based upon the reappointment procedures set forth in the Credentials Manual, including deadlines for submission of information and documentation and the forms required thereby. Criteria to be considered at the time of reappointment may include specific information derived from the Department’s direct observation of care provided at the Transitional Care Hospital, information gathered through FPPE and OPPE, review of records of patients treated in the Transitional Care Hospital, review of the records of the Departmental Clinical Staff as compared to the records of the particular Member and an appropriate comparison of the performance of the Member with his or her professional colleagues in the Department. If a Member chooses not to seek reappointment or renew privileges, the procedures set forth in Article IX shall not apply.

7.4 END OF PROVISIONAL STATUS

A Member in provisional status may become an Active or Consultative Member upon the satisfactory conclusion of provisional status as provided in these Bylaws and the Credentials Manual, which appointment shall be for no more than two (2) years at a time and as more specifically provided in the Credentials Manual.

7.5 CHANGES IN QUALIFICATION

If during the course of any period of appointment, the qualifications of the Member change, or the Department learns of Adverse Action taken by an official licensing or certification body or Medicare or Medicaid, then those changes in qualification or Adverse Action must be reported immediately to the Member's Department Chair and the Credentials Committee who will review the information and determine whether the Member's privileges should be revoked, revised, or suspended. The provisions of Section 8.6 or Article IX may apply.
7.6 **NEW OR ADDITIONAL CLINICAL PRIVILEGES**

Applications for new or additional Clinical Privileges must be in writing and submitted by the Applicant as well as by the appropriate Department Chair. All applications for new or additional Clinical Privileges shall be submitted on a form prescribed by the Credentials Committee upon which the type of Clinical Privileges desired and, among other things, the Member’s relevant recent training and/or experience are set out, together with any other information required by the Credentials Manual or the Credentials Committee. Such applications shall be processed as provided in the Credentials Manual, including the timeline for processing. Licensure and the National Practitioner Data Bank will be queried at any request for new privileges.

The Credentials Committee shall determine the conditions and requirements upon which any new or additional Clinical Privileges shall be granted, including but not limited to how current competence will be demonstrated and any proctoring or other monitoring requirements, and will recommend the requirements to the Clinical Staff Executive Committee for consideration. In turn, CSEC shall make appropriate recommendations regarding new or additional Clinical Privileges to the UVAHSHB for final determination. A decision not to approve a new or additional Clinical Privilege to be performed within the Transitional Care Hospital and/or to be added to the Transitional Care Hospital privilege list shall not be deemed an Adverse Action or a denial of privileges nor entitle any individual to the hearing rights set forth in Article IX of these Bylaws. The Applicant’s performance and clinical competence shall be observed and evaluated through FPPE by the Department Chair, Division Chief or President of the Clinical Staff, and Peer designee of the applicable Clinical Department and documentation is completed within the timeframes specified in the Credentials Manual.

7.7 **BURDEN OF PRODUCING INFORMATION**

In connection with all applications for appointment of membership and for Clinical Privileges, the Applicant shall have the burden of producing information for an adequate evaluation of the Applicant’s qualifications and suitability for the Clinical Privileges requested, of resolving any reasonable doubts about these matters, and of satisfying requests for information. This burden may include submission to a medical or psychological examination, at the Applicant’s expense, if deemed appropriate by the Department Chair, the President of the Clinical Staff, the Chair of the Credentials Committee, the Chief Executive Officer of the Transitional Care Hospital or the Dean of the School of Medicine. The President of the Clinical Staff, the Chair of the Credentials Committee, the Chief Executive Officer of the Transitional Care Hospital, or the Director of the Clinicians Wellness Program shall select the examining physician, program, and/or site of the examination.

The Applicant or Member has a duty to advise the Credentials Committee, within fifteen (15) days, of any change in information previously submitted by him or her related to his or her credentials. The Applicant’s failure to sustain these duties shall be grounds for denial of the application or termination of a Member’s Clinical Staff membership and a Member or Non-Member’s Clinical Privileges.
ARTICLE VIII
CORRECTIVE ACTION FOR MEMBERS AND NON-MEMBERS WITH
CLINICAL PRIVILEGES

8.1 CRITERIA FOR INITIATION

A Member’s, Non-Member’s, or AHP’s Clinical Privileges may be reduced, suspended, or revoked for clinical practice or professional conduct determined to be lower than the standards of the Transitional Care Hospital and the Clinical Staff, or to be disruptive to operations of the Transitional Care Hospital, or for violation of these Bylaws, directives of the Clinical Staff Executive Committee or the UVAHSB, the Clinical Staff Code of Conduct, or policies, procedures, rules or regulations of the Transitional Care Hospital, Health System or the applicable Clinical Service.

A request for initiation of investigation or action against such Member or Non-Member shall be made to the President or the Vice President of the Clinical Staff by written request from any Member, or from the Chief Executive Officer. Upon receipt of a written request for investigation or action, the President or Vice President shall immediately forward the matter to the Credentials Committee for review and recommendation when the information provided indicates that such Member or Non-Member may have exhibited acts, demeanor, or conduct reasonably likely to be: (a) detrimental to team member safety, patient safety or to the delivery of quality patient care; (b) unethical; (c) contrary to the Transitional Care Hospital and/or Health System policies and procedures, these Bylaws, or the Clinical Staff Code of Conduct; (d) disruptive to the operation of the Transitional Care Hospital; (e) below applicable professional standards; or (f) the result of impairment of the Member or Non-Member by reason of illness, use of drugs, narcotics, alcohol, chemicals or other substances or as a result of any physical or mental condition that impairs the Member’s or Non-Member’s clinical practice. Article 8.2 addresses procedures to be followed when concerns described in (f) above are raised.

To the extent possible, the identity of the individual requesting initiation of investigation shall not be disclosed. In order to safeguard the legally privileged status of peer review, the individual requesting an investigation is not entitled to receive information about the course or findings of the investigation. The Chair of the Credentials Committee may inform the individual requesting an investigation about the status of action on the request and, if investigation is initiated, the expected date of completion.

8.2 INITIATING EVALUATION AND/OR INVESTIGATION OF POSSIBLE IMPAIRING CONDITIONS

The UVA HSB and the Clinical Staff Executive Committee recognize the need to assist Members or Non-members who have been granted Clinical Privileges to address physical and mental health issues as well as to protect patients and staff members from harm. Based upon concerns that a Member’s or Non-member’s behavior or clinical practice may be affected by impairment by reason of illness, use of drugs, narcotics, alcohol, chemicals or other substances or any physical or mental condition, the TCH Facility Medical Director, a Department Chair, the President of the TCH Medical Staff, the Post-Acute Care Chief Medical Officer, the Chief of
Community Hospitals and Post-Acute Care, the Chief Executive Officer, the Dean, the Chair of the Credentials Committee, or the Director of the Clinicians’ Wellness Program may require that a Member or Non-member who has been granted Clinical Privileges undergo a physical and/or mental examination(s) by one or more qualified Practitioners or programs recommended after consultation with Faculty and Employees Assistance Program (“FEAP”) or the Clinicians Wellness Program. See also Health System No. 0242 (“Clinicians Wellness Program”). The individual initiating the evaluation shall notify the President or Chair of the Credentials Committee of the requirement for evaluation. The purpose of the evaluation and investigation process concerning potential impairing conditions is to protect patients and others working with the affected practitioner and to aid the Member or Non-member in retaining or regaining optimal professional functioning.

On its own initiative, the Credentials Committee may require evaluation by the Clinicians’ Wellness Program or FEAP for any Member or Non-member who appears to suffer from a potentially impairing condition. The Credentials Committee may also encourage any such Member or Non-member to seek assistance from the Clinicians’ Wellness Program or FEAP.

If the Member or Non-member refuses to undergo the examination, his/her Clinical Privileges shall be automatically inactivated and there shall be no further consideration of continued privileges until the examination is performed. The Member or Non-member shall authorize the qualified Practitioner(s), to submit reports of the evaluation(s) to FEAP or to the Director of the Clinicians Wellness Program. FEAP or the Clinicians Wellness Program shall notify the President or Chair of the Credentials Committee of the recommendations made by the qualified Practitioner(s). Any time limit for action by the Credentials Committee, as specified in Section 8.4 below, shall be extended for the number of days from the request for the examination(s) to the receipt of the examination recommendations.

The Credentials Committee may also require periodic monitoring after completion of any evaluation treatment/ or rehabilitation. If the Member or Non-member does not complete the initial treatment/rehabilitation program or does not comply with the required monitoring, the provisions of Article 8.4 or 8.5 automatic relinquishment shall be applicable. In addition, the Credentials Committee shall strictly adhere to any state or federal statutes or regulations containing mandatory reporting requirements.

If at any time during the diagnosis, treatment, or rehabilitation phase of the process it is determined that a Member or Non-member is unable to safely perform the Clinical Privileges he or she has been granted, the Credentials Committee shall proceed in accordance with Sections 8.4 or 8.5, as appropriate, below. Additionally, the Credentials Committee shall adhere to any state or federal statutes or regulations containing mandatory reporting requirements.

8.3 ROUTINE ACTION

Upon approval of the Credentials Committee, initial collegial efforts may be made prior to resorting to formal corrective action. Such collegial interventions shall not constitute formal corrective action, shall not afford the individual subject to such collegial efforts to the right to a
fair hearing, and shall not require reporting to the National Practitioner Data Bank, except as otherwise provided in these Bylaws or required by law. Alternatives to formal corrective action may include:

A. Informal discussions or formal meetings regarding the concerns raised about conduct or performance, including the actions outlined in these Bylaws or Transitional Care Hospital or Health System policies and that may be taken to address disruptive conduct;

B. Written letters of guidance or warning regarding the concerns about conduct or performance;

C. Notification that future conduct or performance shall be closely monitored and notification of expectations for improvement;

D. Suggestions or requirements that the individual seek continuing education, consultations, or other assistance in improving performance;

E. Warnings regarding the potential consequences of failure to improve conduct or performance; and/or

F. Requirements to seek assistance for impairment, as provided in Article 8.2 of these Bylaws.

8.4 INITIATING EVALUATION AND RECOMMENDATION FOR FORMAL CORRECTIVE ACTION

8.4.1 Investigation

Upon receipt of the request for initiation of formal investigation and after determining that the procedures outlined in Article 8.2 and 8.3 above are not appropriate, the Credentials Committee shall conduct a thorough evaluation of the Member or Non-Member who has been granted Clinical Privileges. If an investigation is requested and the Member or Non-member is referred for investigation as outlined in Article 8.2; the conduct of the investigation shall be deferred pending consideration of the report of the evaluation. When a decision is made to initiate an investigation, the Member or Non-Member shall be notified in writing that an investigation is being conducted. In addition, the applicable Department Chair, the Dean, and the Chief Executive Officer shall be notified of the investigation. The Member or Non-Member shall provide to the Credentials Committee all available information that it requests. Failure to provide such requested information will itself be considered grounds for corrective action.

The Credentials Committee may, but is not obligated to, review medical files or other documents and conduct interviews with witnesses; however, such investigation shall not constitute a “hearing” as that term is used in Article IX, nor shall the procedural rules with respect to hearings or appeals apply. The Credentials Committee may, in its sole discretion, request an interview with the Member or Non-Member under investigation and, during such interview, question the Member or Non-Member about matters under investigation. A record of such interview shall be made by the Credentials Committee.
Within forty (40) days of the receipt of the request for initiation of investigation, the Credentials Committee shall report to the Clinical Staff Executive Committee on the progress of the investigation and of the estimated time required to complete the investigation. In most instances, the investigation shall not last longer than ninety (90) days. However, for good cause, the Chair of the Credentials Committee may ask the Clinical Staff Executive Committee to extend the time for completion of the investigation. At the completion of the investigation, the Chair of the Credentials Committee shall submit to the Clinical Staff Executive Committee the Credentials Committee’s findings and recommendations resulting from the investigation.

The Clinical Staff Executive Committee may accept, reject or modify the findings and recommendations of the Credentials Committee and recommend to the UVA HSB approval of a final action. The Member and the Department Chair to which the Member is assigned shall be notified in writing of the recommendation of the Clinical Staff Executive Committee.

8.4.2 Recommendation

The Credentials Committee’s written recommendation to the Clinical Staff Executive Committee of action to be taken on the matter may include, without limitation:

A. Determining that no further action is necessary on the matter;
B. Issuing a warning, a letter of admonition, or a letter of reprimand;
C. Recommending terms of probation or requirements of consultation;
D. Recommending reduction, suspension or revocation of Clinical Privileges;
E. Recommending suspension or revocation of Clinical Staff category or AHP staff membership directly related to patient care;
F. Recommending concurrent monitoring or retrospective auditing;
G. Requiring additional training;
H. Requiring evaluation by a clinician assessment organization or individual;
I. Requiring a Proctor for all procedures; or
J. Requiring participation in designated programs addressing behavioral concerns.

Any corrective action in accordance with subsections (c) through (f) of this Section shall entitle the Member to the procedural rights provided in Article IX of these Bylaws.

8.4.3 Cooperation with Investigation

All Members and Non-Members shall cooperate as necessary for the conduct of any investigation.
8.5 PRECAUTIONARY SUMMARY SUSPENSION

Whenever: (a) the conduct or clinical performance of a Member or a Non-Member who has been granted Clinical Privileges reasonably appears to pose a threat that requires that action be taken to protect the health, life or safety of patients or prospective patients, or any other person in or associated with the Transitional Care Hospital, or (b) whenever the conduct or clinical performance of a Member or a Non-Member who has been granted Clinical Privileges reasonably appears to pose a substantial harm to the life, health and safety of any patient, prospective patient, or staff member, the President, Chief Executive Officer, or the Chair of the Credentials Committee may summarily restrict or suspend the Clinical Staff membership or Clinical Privileges of such Member or non-Member.

Unless otherwise stated, such summary suspension shall become effective immediately upon imposition; the President or Chair of the Credentials Committee shall promptly give written notice of the suspension or restriction to the Member or Non-Member in question. The Department Chair and the Division Chief, if applicable; to which the Member or Non-Member is assigned, the Dean, the Chief of Community Hospitals and Post Acute Care, and the Chief Executive Officer. The President of the TCH Clinical Staff shall also be promptly notified. The summary restriction or suspension may be limited in duration and shall remain in effect for the period stated or, if not so limited, shall remain in effect until resolved by the procedures specified in Article IX with respect to Members and Non-Members who are Physicians and Dentists only.

An alternative fair hearing and appeal plan is available for Non-Members who are not Physicians or Dentists and for AHPs as noted in Section 9.5.1. Unless otherwise indicated by the terms of the summary restriction or suspension, the Clinical Department Chair or his/her designee shall assign the patients of the Member or Non-Member in question to another Member. Should the Member or Non-Member who is subject to a precautionary summary suspension, upon being notified of the suspension, decide to voluntarily request inactivation of his/her privileges during the duration of the investigation required by 8.4.1, the precautionary summary suspension may be voided and withdrawn at the direction of the President of the Clinical Staff. A request for voluntary inactivation of privileges must be submitted in writing to the President within three business days of notification regarding precautionary summary restriction or suspension.

8.5.1 Procedure for Members

No later than 30 days after the date of the precautionary summary suspension and if the precautionary summary suspension still remains in effect, the Chair of the Clinical Staff Executive Committee shall designate a panel of its members to convene for review and consideration of the action; provided, however, that the Clinical Staff Executive Committee may extend the 30 day period for review for good cause if so requested by either the Member or the Chair of the Credentials Committee. Upon request and on such terms and conditions as the panel of the Clinical Staff Executive Committee may impose, the Member may attend and make a statement concerning the issues that led to the precautionary summary suspension, although in no event shall any meeting of the panel of the Clinical Staff Executive Committee, with or without the Member, constitute a “hearing” within the meaning of Article IX, nor shall any procedural rules apply except those adopted by the panel of the Clinical Staff Executive Committee.
The panel of the Clinical Staff Executive Committee may recommend to the Clinical Staff Executive Committee that the summary restriction or suspension be modified, continued or terminated. The Clinical Staff Executive Committee shall consider this recommendation at its next scheduled meeting and shall furnish the Member with written notice of its decision.

Unless the Clinical Staff Executive Committee terminates the summary restriction or suspension within fourteen (14) working days of such restriction or suspension, the Member shall be entitled to the procedural rights afforded by Article IX of these Bylaws.

8.5.2 Procedure for Non-Members

A Non-Member who’s Clinical Privileges are summarily suspended pursuant to Section 8.5 shall be notified in writing of the restriction or suspension and the grounds for the suspension. The Chair of the Credentials Committee shall refer the matter to the Credentials Committee at its next scheduled meeting. The Non-Member, who is not a Physician or a Dentist, shall not be entitled to the procedural rights afforded by Article IX of the Bylaws. An alternative fair hearing and appeal plan is available for Non-Members who are not Physicians or Dentists and for AHPs, as noted in Section 9.5.1.

8.6 AUTOMATIC ACTIONS

The Member’s or Non Member’s clinical privileges or Clinical Staff membership may be subject to automatic sanctions as follows:

8.6.1 Change in Licensure

8.6.1.1 Revocation or Suspension

Whenever a Member’s or Non-Member’s license authorizing practice in the Commonwealth of Virginia is revoked or suspended by the applicable health regulatory board, Clinical Privileges shall be automatically revoked or suspended as of the date such action becomes effective.

8.6.1.2 Probation and Other Restriction

If a Member’s or Non-Member’s license authorizing practice in the Commonwealth of Virginia is placed on probation by the applicable health regulatory board, his or her Clinical Privileges shall automatically become subject to the same terms and conditions of the probation as of the date such action becomes effective.

8.6.1.2 Probation and Other Restriction

Whenever a Member’s or Non-Member’s license authorizing practice in the Commonwealth of Virginia is limited or restricted by the applicable health regulatory board, any Clinical Privileges that the Member or Non-Member has been granted by the Transitional Care Hospital that are within the scope of such limitation or restriction shall be automatically limited or restricted in a similar manner, as of the date such licensing or certifying authority’s action becomes effective and throughout its duration.
8.6.2 Change in DEA Certificate Status

8.6.2.1 Revocation or Suspension

If a Member’s or Non-Member’s DEA certificate is revoked, limited, or suspended, the Member or Non-Member shall automatically be divested of the right to prescribe medications covered by the certificate as of the date such action becomes effective and throughout its term.

8.6.2.2 Probation

If a Member’s or a Non-Member’s DEA certificate is subject to probation, the Member’s or Non-Member’s right to prescribe such medications automatically shall become subject to the same terms of the probation, as of the date such action becomes effective and throughout its term.

8.6.3 Lack of Required Professional Liability Insurance

Failure to maintain professional liability insurance in amounts and of a type required by the UVAHSHB, as such amounts shall be defined from time to time, shall be a basis for automatic suspension of a Member’s or a Non-Member’s Clinical Privileges. If within 30 days after written warnings of such delinquency, the Member or Non-Member does not provide evidence of the required professional liability insurance, and prior acts coverage for the uninsured period, such individual’s Clinical Privileges shall be automatically terminated.

8.6.4 Federal Program Exclusion

If a Member or a Non-Member is convicted of a crime pursuant to the Medicare and Medicaid Protection Act of 1987, Pub. L. 100-93, or a crime related to the provision of health care items or services for which one may be excluded under 42 U.S.C. Section 1320a7(a), or is suspended, excluded, debarred or otherwise declared ineligible to participate in Medicare or Medicaid or other federal or state health care or other programs, such Member’s or Non-Member’s Clinical Privileges shall be automatically suspended as of the date such conviction or action with respect to the Medicare or Medicaid federal program becomes effective.

8.6.5 Loss of Faculty Appointment or Termination of Employment

If a Member’s or non-Member’s faculty appointment in the School of Medicine, or his/her employment contract with UPG is terminated for any reason or for any length of time, his/her Clinical Privileges shall be automatically revoked or suspended as of the date such loss of faculty appointment or termination of UPG contract becomes effective. Loss of faculty appointment or termination of UPG contract shall not give rise to a hearing under Article IX, as such appointment is a prerequisite to being granted clinical privileges. Due process procedures applicable to contesting the loss of a faculty appointment are set forth in the University of Virginia Provost Policy HRM-043 (Addressing Grievances for Administrative and Professional Non-Tenure Track Faculty). In the case of AHP’s, if Transitional Care Hospital employment or UPG employment is terminated for any reason or any length of time, his/her Clinical Privileges within the Transitional Care Hospital shall automatically be revoked or suspended as of the date
of such termination. Loss of privileges due to such termination shall not give rise to a hearing appeal under Section 9.5. Due process procedures applicable under these circumstances are specified by applicable Medical Center HR Policy or UPG contract.

8.6.6  Failure to Undergo Physical and/or Mental Examination

If a Member or Non-Member fails or refuses to undergo a physical and/or mental examination or fails to complete the evaluation, treatment, rehabilitation program or does not comply with the required monitoring as required by Section 8.3 of these Bylaws, such failure or refusal shall result in automatic suspension of the Clinical Privileges of the Member or Non-Member. Refusal to comply with health screening and/or infection control policies shall also result in automatic inactivation of Clinical Privileges.

8.6.7  Material Misrepresentation on Application/Re-Application

Whenever a Member or Non-Member has made a material misrepresentation on the application/re-application for Clinical Privileges, the application/re-application processing will stop (if still in progress) or membership and/or privileges will be automatically inactivated if they have already been granted prior to discovery of the material misrepresentation.

8.6.8  Failure to Comply with Medical Records Completion Requirements

Whenever a Practitioner has failed to comply with the medical records completion requirements per Transitional Care Policy No. 0094 (“Documentation of Patient Care {Electronic Medical Record}”), the Practitioner may have his/her membership and/or Clinical Privileges inactivated until he/she is compliant with those requirements.

8.6.9  Failure to Become Board Certified or Failure to Maintain Board Certification

The Clinical Privileges of a practitioner who fails to become board certified or to maintain board certification shall be inactivated, unless the practitioner has been granted an exception to these requirements by the Credentials Committee under the process outlined in Transitional Care Policy No. 0221 (“Board Certification Requirements for Transitional Care Hospital Physicians”).

8.6.10 Conviction of a Serious Crime

Conviction of a serious crime as set out in Va. Code Section 37.2-314 shall result in automatic suspension of Clinical Privileges and inactivation of Clinical Staff membership

8.6.11 Article IX Inapplicable

When a Member’s or Non-Member’s privileges are restricted pursuant to any of the circumstances set out in this Section 8.6, the hearing and appeal rights of Article IX shall not apply and the action shall be effective for the time specified. If the Member believes that any such automatic restriction of privileges is the result of an error, the Member may request a meeting with the Clinical Staff Executive Committee. A Non-Member shall have no right to a meeting with the Clinical Staff Executive Committee.
8.6.12 Clinical Privileges And Clinical Staff Membership Linkage

Except when explicitly stated otherwise in these Bylaws, the automatic inactivation of clinical privileges also results in automatic inactivation of Clinical Staff Membership.

Loss or restriction of clinical privileges at the UVA Medical Center shall automatically result in loss of clinical privileges or equivalent action at the UVA Transitional Care Hospital.

ARTICLE IX
HEARING AND APPELLATE REVIEW

9.1 GENERAL PROVISIONS

The provisions of Article IX do not apply to those actions specified in Section 8.6 or to the informal actions specified in Section 8.2 of Article VIII.

Non-members who are not Physicians, Clinical Psychologists or Dentists shall be governed by the procedures set out in Section 9.5 below.

9.1.1 Right to Hearing and Appellate Review

A. When any Member, or a Non-member who is a Physician Clinical Pathologist, Clinical Psychologist or Dentist, receives notice of a recommendation of the Clinical Staff Executive Committee that, if approved by the UVAHSB, will adversely affect his or her appointment to or status as a Member or his or her exercise of Clinical Privileges, he or she shall be entitled to a hearing before a hearing committee appointed by the Chair or Vice Chair of the Clinical Staff Executive Committee. If the recommendation of the Clinical Staff Executive Committee following such hearing is still adverse to the affected Member or Non-Member, he or she shall then be entitled to an appellate review by the UVAHSB or a committee appointed by the Chair of the UVAHSB, before the UVAHSB makes a final decision on the matter. Such review shall be made based on the evidentiary record, unless the UVAHSB or the committee appointed by the UVAHSB to hear the appeal requests additional information.

B. All hearings and appellate reviews shall be in accordance with the procedural safeguards set forth in Article IX to assure that the affected Member or Non-Member is accorded all rights to which he or she is entitled.

9.1.2 Exhaustion of Remedies

If Adverse Action described in Section 9.2 is taken or recommended, the Applicant or Member must exhaust the remedies afforded by these Bylaws before resorting to legal action. For purposes of Article IX, the term “Member” may include “Applicant”, as appropriate under the circumstances.
9.2 GROUNDS FOR HEARING

Except as otherwise specified in these Bylaws, the following recommended actions or actions shall be deemed Adverse Actions and constitute grounds for a hearing, if such action is based on professional conduct, professional competence, or character:

A. Denial of Clinical Staff Membership (excluding Administrative or Honorary Membership);

B. Denial of Clinical Staff reappointment (excluding failure to obtain active status and Administrative or Honorary Membership);

C. Suspension or Revocation of Clinical Staff Membership;

D. Denial of requested Clinical Privileges (excluding Temporary Privileges) for a Member;

E. Involuntary reduction of current Clinical Privileges for a Member excluding Administrative or Honorary Membership

F. Suspension of Clinical Staff Membership (excluding Administrative or Honorary Membership) or Clinical Privileges for a Member or Non-Member if the duration of the suspension is for greater than 14 days and the reason for the suspension is one of competence or conduct; or

G. Suspension or Revocation of Clinical Privileges (excluding loss of faculty appointment) for a Member or Non-Member.

Actions described above in this Section that are the result of automatic relinquishment imposed pursuant to Section 8.6 of these Bylaws, shall not be considered an Adverse Action for purposes of Article IX.

9.3 REQUESTS FOR HEARING; WAIVER

9.3.1 Notice of Proposed Action

In all cases in which a recommendation has been made as set forth in Section 9.2, the Chair or Vice Chair of the Clinical Staff Executive Committee shall send a Member or Non-Member affected by an Adverse Action written notice of (a) his or her right to a hearing if requested by him or her within thirty (30) days of the Member’s or Non-Member’s notice, (b) reasons for the Adverse Action recommended, including the acts or omissions that form the basis of recommendation and a list of the patients in question, if applicable, and (c) his or her rights at such a hearing, including the hearing procedures described in Section 9.4. Such notice shall be sent by hand delivery or certified mail, return receipt requested.

9.3.2 Request for Hearing

The Member or Non-Member shall have thirty (30) days following receipt of notice of such action to request a hearing. The request shall be in writing addressed to the Chair of the Clinical Staff Executive Committee. The request shall contain a statement signed by the Member or Non-Member that the Member or Non-Member shall maintain confidentiality of all
documents provided to the Member during the hearing process and shall not disclose or use the documents for any purpose outside the hearing process.

Unless the Member or Non-Member is under summary suspension, he or she shall retain existing rights and privileges until all steps provided for in Sections 9.4.1 through 9.4.8 of Article IX of these Bylaws below have concluded. If, however, the Member’s or Non-Member’s reappointment term is scheduled to expire during the hearing process, the Member’s or Non-Member’s membership and privileges shall expire unless (i) the Clinical Staff Executive Committee reappoints the practitioner until the hearing is concluded, or (ii) the Member is reappointed according to final action by the UVAHSB.

The Credentials Committee and the affected practitioner shall be parties to the hearing.

9.3.3 Waiver of Hearing

In the event the Member does not request a hearing within the time and manner described, the Member shall be deemed to have waived any right to a hearing and to have accepted the recommendation involved. The recommendation of the Clinical Staff Executive Committee shall then become final and effective as to the Member when it is approved by the UVAHSB.

9.3.4 Notice of Time, Place and Procedures for Hearing

Upon receipt of a request for hearing, the Chair or Vice Chair of the Clinical Staff Executive Committee shall schedule a hearing and give notice to the Member of the time, place and date of the hearing, which shall not be less than thirty (30) days after the date of the notice. Each party shall provide the other with a list of witnesses within fifteen (15) days of the hearing date, unless both parties agree otherwise. Witness lists shall be finalized no later than five (5) working days before the hearing. Notwithstanding the foregoing, the Hearing Entity shall have the right to call such witnesses as it deems appropriate and necessary.

Unless extended by the Chair of the Hearing Entity, described in Section 9.3.5 below, the date of the commencement of the hearing shall be not less than thirty (30) days, nor more than ninety (90) days from the date of receipt of the request for a hearing; provided, however, that when the request is received from a Member who is under summary suspension, the hearing shall be held as soon as the arrangements may reasonably be made and provided further that the parties may agree to a mutually convenient date beyond the ninety (90) day period.

9.3.5 Hearing Entity

The Chair of the Clinical Staff Executive Committee may, in his or her discretion and in consultation with the Chair of the Credentials Committee, the Chief Executive Officer and other members of CSEC as he or she deems appropriate, direct that the hearing be held: (1) before a panel of no fewer than three (3) Members who are appointed by the Chair of the Clinical Staff Executive Committee and the Chief Executive Officer and if possible are Peers of the Member or Non-Member in clinical practice or academic rank and are not in direct economic competition with the Member or Non-Member involved, nor have been involved in the request for corrective
action, any subsequent investigative process, or the decision to proceed with corrective action, or (2) by an independent Peer Review panel from outside the Transitional Care Hospital whose members are not in direct economic competition with the Member or Non-Member involved, or (3) a panel consisting of a combination of (1) and (2). Each type of panel described in the preceding sentence shall be referred to hereinafter as the “Hearing Entity.”

Knowledge of the matter involved shall not preclude a Clinical Staff Member from serving as a member of the Hearing Entity; however each member must certify at the time of appointment and also on the record at the hearing that any prior knowledge he or she may have does not preclude rendering a fair and impartial decision. The Chair of the Clinical Staff Executive Committee shall designate the chair of the Hearing Entity. At least three-quarters of the members of the Hearing Entity shall be present when the hearing takes place and no member may vote by proxy. In the event of any conflict involving the Chair of the Clinical Staff Executive Committee, the Chief Executive Officer or designee shall be responsible for performing the duties described in this paragraph.

9.3.6 Failure to Attend and Proceed

Failure without good cause of the affected Member or Non-Member to personally attend and proceed at such a hearing shall be deemed to constitute voluntary acceptance of the recommendations involved and his or her request for a hearing shall be deemed to have been withdrawn.

9.3.7 Postponements and Extensions

Once a request for hearing is initiated, postponements and extensions of time beyond the times permitted in these Bylaws may be permitted by the Hearing Entity, or its chairperson, acting upon its behalf. Such decisions are solely within the discretion of the Hearing Entity or its presiding officer and may be granted only for good cause.

9.4 HEARING PROCEDURE

9.4.1 Representation

The hearings provided for in these Bylaws are for the purpose of intra-professional resolution by peers of the Member or Non-Member of matters bearing on professional conduct, professional competency or character. If requested by either the affected Member or or Non-Member or the Credentials Committee in accordance with Section 9.4.2, however, both sides may be represented by legal counsel. In lieu of legal counsel, the Member may be represented by another person of his or her choice.

9.4.2 The Hearing Officer

The President of the Clinical Staff may appoint a hearing officer to preside at the hearing. In the sole discretion of the President, the hearing officer may be an attorney qualified to preside over a quasi-judicial hearing. If requested by the Hearing Entity, the hearing officer may participate in the deliberations of the Hearing Entity and be an advisor to it, but the hearing officer shall not be entitled to vote.
9.4.3 The Presiding Officer

The Hearing Entity shall have a presiding officer. If the President of the Clinical Staff appoints a hearing officer pursuant to Section 9.4.2, then the hearing officer shall serve as the presiding officer. If no hearing officer is appointed, then the Chair of the Hearing Entity shall serve as the presiding officer. The presiding officer shall strive to assure that all participants in the hearing have a reasonable opportunity to be heard and to present relevant oral and documentary evidence in an efficient and expeditious manner, and that proper decorum is maintained. The presiding officer shall be entitled to determine the order of or procedure for presenting evidence and argument during the hearing and shall have the authority and discretion to make all rulings on questions that pertain to matters of law, procedure, or the admissibility of evidence. If the presiding officer determines that either side in a hearing is not proceeding in an efficient and expeditious manner, the presiding officer may take such discretionary action as seems warranted by the circumstances.

9.4.4 Record of the Hearing

An official reporter shall be present to make a record of the hearing proceedings. The cost of attendance of the reporter shall be borne by the Transitional Care Hospital; the cost of the transcript, if any, shall be borne by the party requesting it.

9.4.5 Rights of the Parties

Within reasonable limitations imposed by the presiding officer, the Credentials Committee, the Hearing Entity and the affected Member or Non-Member may call and examine witnesses for relevant testimony, introduce relevant exhibits or other documents, cross-examine or impeach witnesses who have testified orally on any matter relevant to the issues and otherwise rebut evidence. The Member or Non-Member may be called by the Credentials Committee or the Hearing Entity, as appropriate, and be examined as if under cross-examination.

A. Burden of Proof. The Credentials Committee shall appoint one of its members to represent it at the hearing, to present facts in support of its adverse recommendation and to examine witnesses. Where the issue concerns the denial of initial Clinical Staff membership, it shall be the obligation of the affected Applicant to present appropriate evidence in support of his or her application, but the Credentials Committee representative shall then be responsible for showing that evidence exists to support the decision and that the Credentials Committee appropriately exercised its authority under these Bylaws and other applicable rules or regulations of the Transitional Care Hospital. In all other situations outlined in Section 9.2 above, it shall be the obligation of the Credentials Committee representative to present appropriate evidence in support of the adverse recommendation, but the affected Member or Non-Member shall then be responsible for supporting his or her challenge to the adverse recommendation by providing appropriate evidence showing that the grounds for the decision lacked support in fact or that such grounds or action based upon such grounds is either arbitrary or capricious.

B. Written Statement. Each party shall have the right to submit a written statement at the close of the hearing.
C. **Written Decision.** The affected Member or Non-Member shall be informed in writing by the Clinical Staff Executive Committee of the recommendation of the Hearing Entity, including a statement of the basis for the recommendation, and shall be informed in writing of the decisions of the Clinical Staff Executive Committee and the UVAHSB, including a statement of the basis for the decision.

### 9.4.6 Evidence

Judicial rules of evidence and procedure relating to the conduct of the hearing, examination of witnesses, and presentation of evidence shall not apply to a hearing conducted under Article IX of these Bylaws. Any relevant evidence, including hearsay, shall be admitted if it is the sort of evidence on which responsible persons are accustomed to rely in the conduct of serious affairs, regardless of the admissibility of such evidence in a court of law. The Hearing Entity may question the witnesses or call additional witnesses if it deems such action appropriate. At its discretion, the Hearing Entity may request both parties to file written arguments.

### 9.4.7 Recess and Conclusion

After consultation with the Hearing Entity, the presiding officer may recess the hearing and reconvene the same at such times and intervals as may be reasonable, with due consideration for reaching an expeditious conclusion to the hearing. Upon conclusion of the presentation of oral and documentary evidence and the receipt of any closing written arguments, the hearing shall be closed. The Hearing Entity shall, at a time convenient to itself, conduct its deliberations outside the presence of the parties. The Hearing Entity may seek legal counsel during its deliberations and the preparation of its report. Upon conclusion of its deliberations, the hearing shall be declared finally adjourned.

### 9.4.8 Decision of the Hearing Entity

Within fifteen (15) days after final adjournment of the hearing, the Hearing Entity shall render a decision, which shall be accompanied by a report in writing and shall be delivered to the Clinical Staff Executive Committee. If the affected Member or Non-Member is currently under summary suspension, the Hearing Entity shall render a decision and report to the Clinical Staff Executive Committee within five (5) working days after final adjournment. A copy of the decision shall also be forwarded to the UVAHSB and the affected Member or Non-Member. The report shall contain a concise statement of the reasons supporting the decision.

### 9.4.9 Decision of Clinical Staff Executive Committee and UVAHSB

At its next scheduled meeting, the Clinical Staff Executive Committee shall review the report and decision of the Hearing Entity and shall, within thirty (30) days of such meeting, give written notice of its recommendation to the UVAHSB and the Member or Non-Member. The Clinical Staff Executive Committee may affirm, modify or reverse the decision of the Hearing Entity.
9.4.10 Appeal

The Member or Non-Member may submit to the Chief Executive Officer a written appeal statement detailing the findings of fact, conclusions, and procedural matters with which he/she disagrees, and his/her reasons for such disagreement. This written appeal statement may cover any matters raised at any step in the hearing process, and legal counsel may assist in its preparation. The statement shall be delivered by hand or by certified or registered mail to the Chief Executive Officer and received no later than fourteen (14) days after the Member’s or Non-Member’s receipt of the recommendation of the Clinical Staff Executive Committee. The Chief Executive Officer shall provide a copy of the Member’s or Non-Member’s statement to the UVAHSB and the Chair of the Clinical Staff Executive Committee. In response to the statement submitted by the affected Member or Non-Member, the Clinical Staff Executive Committee may also submit a written statement to the UVAHSB and shall provide a copy of any such written statement to the Member or Non-Member.

9.4.11 Decision by the Operating Board

A. At a meeting following receipt of the Member’s or Non-Member’s written appeal statement (or after the expiration of the time in which the Member or Non-Member had the opportunity to submit a written statement) and the Clinical Staff Executive Committee’s written statement, the UVAHSB shall reach a final decision, shall render a decision in writing, and shall forward copies thereof to each party involved in the hearing. The decision of the UVAHSB shall include a statement of the basis for its decision.

B. The UVAHSB may affirm, modify, or reverse the decision of the Clinical Staff Executive Committee. The UVAHSB may also refer the decision back to the Clinical Staff Executive Committee for reconsideration, or remand the matter to the hearing entity for further review. If the matter is remanded to the Hearing Entity for further review and recommendation, such Hearing Entity shall conduct its review within sixty days and make its recommendations to the UVAHSB. This further review and the time required to report back shall not exceed sixty (60) days, except as the parties may otherwise agree, for good cause, as jointly determined by the Chair of the UVAHSB and the Hearing Entity or the Chair of the Clinical Staff Executive Committee.

C. The decision of the UVAHSB as reflected in paragraphs a. or b. above shall constitute final action. This decision shall be immediately effective and shall not be subject to further hearing, or appellate review.

9.4.12 Right to One Hearing and One Appeal

No Member or Non-Member shall be entitled to more than one evidentiary hearing and one appeal on any matter that shall have been the subject of Adverse Action or recommendation.
9.5 HEARING AND APPEAL PLAN FOR NON-MEMBERS

9.5.1 Hearing Procedure

Allied Health Professionals and other Non-Members who are not Physicians, Clinical Psychologists or Dentists (hereinafter “Practitioners”) are not entitled to the hearing and appeals procedures set forth in the Clinical Staff Bylaws. In the event one of these Practitioners receives notice of a recommendation by the Clinical Staff Executive Committee that will adversely affect his/her exercise of Clinical Privileges, the Practitioner and his/her supervising physician, as applicable, shall have the right to meet personally with two Physicians and a Peer assigned by the President of the Clinical Staff to discuss the recommendation. The Practitioner and the supervising physician, as applicable, must request such a meeting in writing to the Clinical Staff Office within 10 working days from the date of receipt of such notice. At the meeting, the Practitioner and the supervising physician, as applicable, must be present to discuss, explain, or refute the recommendation, but such meeting shall not constitute a hearing and none of the procedural rules set forth in the Clinical Staff Bylaws with respect to hearings shall apply. Findings from this review body will be forwarded to the affected Practitioner, Clinical Staff Executive Committee, and the UVAHSB.

9.5.2 Appeal

The Practitioner and the supervising physician, as applicable, may request an appeal in writing to the CEO within 10 days of receipt of the findings of the review body. Two members of the Clinical Staff assigned by the chair of the Clinical Staff Executive Committee shall hear the appeal from the Practitioner and the supervising physician as applicable. A representative from the Clinical Staff leadership and from Transitional Care Hospital leadership may be present. The decision of the appeal body will be forwarded to the UVAHSB for final decision. The Practitioner and the supervising physician will be notified within 10 days of the final decision of the UVAHSB.

ARTICLE X
OFFICERS OF THE CLINICAL STAFF

10.1 IDENTIFICATION OF OFFICERS

The Officers of the Clinical staff shall be:

A. President
B. Vice President

10.2 QUALIFICATIONS OF OFFICERS

Officers must be Members of the Active Clinical Staff in good standing at the time of their election and must remain Members of the Active Clinical Staff in good standing during their term of office. Failure to maintain such status shall immediately create a vacancy in the office involved.
10.3 NOMINATIONS

All nominations for Officers shall be made by the Nominating Committee (which is described in Article XIII of these Bylaws) with the concurrence of the Chief Executive Officer and the Dean. Any Active Clinical Staff Member may submit the name or names of any Member(s) of the Active Clinical Staff to the Nominating Committee for consideration as an Officer candidate. The Nominating Committee shall nominate one or more candidates for each office at least thirty (30) days prior to the election.

The Nominating Committee shall report its nominations for Officers to the Clinical Staff Executive Committee, with the approval of the Chief Executive Officer and the Dean, prior to the election and shall mail or deliver the nominations to the Clinical Staff at least ten (10) days prior to the election. Nominations for Officers shall not be accepted from the floor at the time of the election if voting occurs at a meeting.

10.4 ELECTIONS

The Officers shall be elected by electronic ballot. Only members of the Active Clinical Staff shall be eligible to vote. The nominee receiving the most votes shall be elected. In the case of a tie, a majority vote of the Clinical Staff Executive Committee shall decide the election by secret written ballot at its next meeting or a special meeting called for that purpose.

10.5 TERMS OF OFFICE

The Officers shall take office on the first day of July following election to office. The Officers shall serve for terms of three (3) years, unless any one of them shall resign sooner or be removed from office. The Officers each shall be eligible for re-election for one additional three (3) year term.

10.6 VACANCIES IN OFFICE

If there is a vacancy in the office of the President, the Vice President shall serve during the vacancy. If there is a vacancy in the office of the Vice President, the Clinical Staff Executive Committee shall appoint an Active Member of the Clinical Staff to serve as Vice President until a special election to fill the position shall occur at a special meeting of the Clinical Staff, called for such purpose, or at a regular Clinical Staff meeting. The replacement Officer shall serve out the term of the original Officer.

10.7 REMOVING ELECTED OFFICERS

Elected Officers may be removed by a two-thirds (2/3) vote of the Members of the Active Clinical Staff, or by a majority vote of the UVAHSB.

Permissible bases for removal of an elected Officer of the Clinical Staff include, but are not limited to:
A. Failure to perform the duties of the position in a timely and appropriate manner;

B. Failure to satisfy continuously the qualifications for the position;

C. Having an automatic or summary suspension, or corrective action imposed that adversely affects the Officer's membership or privileges;

D. Failure to follow the Clinical Staff Bylaws, Credentials Manual, the Code of Conduct, the Compliance Code of Conduct, or Transitional Care Hospital policies, procedures, rules, or regulations; or

E. Conduct or statements inimical or damaging to the best interests of the Clinical Staff or the Transitional Care Hospital, including but not limited to violations of state or federal law or Transitional Care Hospital policy related to conflict of interest or relationships with vendors (see, for example, Transitional Care Hospital Policy No. 0013 “Interactions with Vendors, Sales and Service Representatives”): Health System Policy BEH-002 Conflict of Interest and Conflict of Commitment.

10.8 DUTIES OF OFFICERS

10.8.1 Duties of the President

The President shall be the spokesperson for the Clinical Staff and shall:

A. Act in coordination and cooperation with the Chief Executive Officer, the Associate Chief for Long-Term Acute Care Services, and Transitional Care Hospital Senior Leadership in all matters of mutual concern within the Transitional Care Hospital;

B. Call, preside at, and be responsible for the agenda of all general meetings of the Clinical Staff;

C. Subject to the desire by the UVAHSB, serve on the UVAHSB as a nonvoting advisory member;

D. Serve as the Chair of the Clinical Staff Executive Committee and as ex-officio member of all other Clinical Staff committees;

E. Represent the views, policies, needs and grievances of the Clinical Staff to the UVAHSB, the Clinical Staff Executive Committee, and senior administration of the Transitional Care Hospital, including the presentation to the UVAHSB of a report of the Clinical Staff at every meeting of the UVAHSB or as otherwise requested by the UVAHSB;

F. Provide oversight of Clinical Staff affairs, including the Clinical Staff application process, committee performance, compliance with The Joint Commission and licensure requirements as they pertain to clinical practice and physician and patient concerns regarding clinical services;

G. Jointly with the Associate Chief for Long-Term Acute Care Services, appoint individuals to committees of the Clinical Staff, unless otherwise provided in these Bylaws; and
H. Perform such other functions as may be assigned to him or her by these Bylaws, the Clinical Staff Executive Committee or the UVAHSB.

10.8.2 Duties of the Vice President

The Vice President shall serve as the Chair of the Credentials Committee and the Vice-Chair of the Clinical Staff Executive Committee. In the absence of the President, the Vice President shall assume all the duties and have the authority of the President. The Vice President shall perform such other duties as the President may assign or as may be delegated by these Bylaws, the Clinical Staff Executive Committee, or the UVAHSB.

ARTICLE XI
CLINICAL STAFF EXECUTIVE COMMITTEE

11.1 DUTIES OF THE CLINICAL STAFF EXECUTIVE COMMITTEE

Subject to the overall authority of the UVAHSB, the Clinical Staff Executive Committee shall be the executive committee of the Clinical Staff with the following duties to:

A. Monitor, oversee and, where appropriate, manage the quality of clinical care delivered within the Transitional Care Hospital;

B. Communicate to Members and Non-Members of the Clinical Staff regarding clinical practice issues and present the interests of the Clinical Staff to the UVAHSB;

C. Act for the Clinical Staff in the intervals between Clinical Staff meetings and independently with respect to those matters over which CSEC is given authority in these Bylaws;

D. Establish, review, and enforce the policies applicable to the Clinical Staff, including the Bylaws, the Code of Conduct, and all other Transitional Care Hospital clinical policies regarding patient care;

E. Control and monitor the membership of the Clinical Staff through oversight of the appointment, credentialing, and privileging process;

F. Coordinate the activities and general clinical policies of the Transitional Care Hospital to support an institutional approach to patient care within the Transitional Care Hospital;

G. Oversee the functions of performance improvement of professional services provided by the Clinical Staff within the Transitional Care Hospital;

H. Advise the Transitional Care Hospital management regarding the allocation and distribution of clinical resources, including assignments of beds and other elements important to efficient and effective medical care within the Transitional Care Hospital;

I. Provide Clinical Staff representation and participation in any Transitional Care Hospital deliberation affecting the discharge of Clinical Staff responsibilities;
J. Report to the UVAHSB, as required, on the activities of the Clinical Staff Executive Committee and the Clinical Staff and makes specific recommendations to the UVAHSB relating to the clinical efforts of the Transitional Care Hospital;

K. Approve the creation and oversight of committees of the Clinical Staff as necessary for compliance with accreditation standards, regulatory requirements and governance of the Clinical Staff;

L. Receive and act on reports and recommendations from the Clinical Staff committees and Departments;

M. Develop a procedure for managing such conflict as may arise between the Clinical Staff and the Clinical Staff Executive Committee on issues related to the adoption, revision or amendment to Clinical Policies of the Transitional Care Hospital;

N. Notify Members of the Clinical Staff of its adoption of or amendment to Clinical Staff policies of the Transitional Care Hospital, and

O. Perform such other duties as may be assigned to it by the UVAHSB.

11.2 MEMBERSHIP OF THE CLINICAL STAFF EXECUTIVE COMMITTEE

The membership of the Clinical Staff Executive Committee shall consist of the following individuals, all of whom shall be voting members:

- President of the Clinical Staff
- Medical Director for Transitional Care Hospital (Facility)
- Associate Chief for Long Term Acute Care Services
- Medical Directors, Transitional Care Hospital Programs
- Chair, Patient Care Committee
- Chair, Quality and Patient Safety Committee
- Chair, Credentials Committee
- Chair, Bylaws Committee
- Director of Clinical Operations at the Transitional Care Hospital

Non-voting members consist of:

- Director of Patient Safety and Quality for the Transitional Care Hospital
- Director of Finance for the Transitional Care Hospital
- Director of Care Management for the Transitional Care Hospital

The Chief Medical Officer, the Chief, and the Administrator for Quality/Risk/Compliance for the UVA Health System Post-Acute Care Division shall serve on the Clinical Staff Executive Committee as ex officio members, with voting privileges.

In addition, the Director of the Clinical Staff Office, and the Chief Medical Officer of the UVA Medical Center shall serve on the Clinical Staff Executive Committee as ex officio members, without voting privileges.
In the event that any of the positions listed above are renamed, then the newly named position shall be substituted automatically in lieu of the old position without the necessity for an amendment of these Bylaws.

11.3 MEETINGS OF THE CLINICAL STAFF EXECUTIVE COMMITTEE

The Clinical Staff Executive Committee shall meet at least (10) times per year at a time and place as designated by the Chair of the Clinical Staff Executive Committee, and the expectation is the each member of the Clinical Staff Executive Committee will attend these meetings. Fifty-one percent (51%) of the membership of the Clinical Staff Executive Committee shall constitute a quorum. Attendance at the Clinical Staff Executive Committee meetings is not assignable for voting purposes. A substitute who is not a deputy may attend a meeting for purposes of information sharing but may not vote by proxy and will not count in the quorum.

11.4 DUTIES OF THE CHAIR OF THE CLINICAL STAFF EXECUTIVE COMMITTEE

The President shall serve as the Chair of the Clinical Staff Executive Committee. The duties of the Chair are to:

A. Set the agenda for meetings of the Clinical Staff Executive Committee;

B. Preside at the meetings of the Clinical Staff Executive Committee;

C. Jointly with the Associate Chief of Long Term Acute Care Services, coordinate and appoint committee members to all standing, special and multi-disciplinary committees of the Clinical Staff Executive Committee;

D. Report as appropriate to the Clinical Staff on the activities of the Clinical Staff Executive Committee;

E. In conjunction with the Chief Executive Officer, appoint individuals to serve on the Clinical Staff Committees described in Article XIII or otherwise created by the Clinical Staff Executive Committee; and

F. Report to the UVAHSB, as required, on the activities of the Clinical Staff Executive Committee and the Clinical Staff.

11.5 DUTIES OF THE VICE CHAIR OF THE CLINICAL STAFF EXECUTIVE COMMITTEE

The Vice President shall serve as the Vice Chair of the Clinical Staff Executive Committee. The duties of the Vice Chair are to:

A. Preside at the meetings of the Clinical Staff Executive Committee in the absence of the Chair;

B. Present each Credentials Committee report to the Clinical Staff Executive Committee;
C. Assume duties and have the authority of the Chair in the event of the Chair’s temporary inability to perform his/her duties due to illness, absence from the community or unavailability for any other reason;

D. Assume duties and have the authority of the Chair in the event of his/her resignation as until such time as a successor is designated; and

E. Perform such other duties as may be assigned by the Chair.

11.6 DUTIES OF THE SECRETARY OF THE CLINICAL STAFF EXECUTIVE COMMITTEE

The Chair of the Clinical Staff Executive Committee shall appoint a Secretary of the Clinical Staff Executive Committee. The Secretary is not required to be a Member. The duties of the Secretary are to:

A. Keep accurate and complete minutes of the meetings of the Clinical Staff Executive Committee;

B. Maintain a roster of the members of the Clinical Staff Executive Committee;

C. Send notices of meetings to the members of the Clinical Staff Executive Committee;

D. Attend to all correspondence of the Clinical Staff Executive Committee; and

E. Perform such other duties as ordinarily pertain to the office of secretary.

11.7 DELEGATING AND REMOVING AUTHORITY OF THE CLINICAL STAFF EXECUTIVE COMMITTEE

The Clinical Staff may from time to time propose the delegation of additional duties to the Clinical Staff Executive Committee and/or the removal of any of the duties specified in Article XI for which the Clinical Staff Executive Committee is responsible, whenever the Active Clinical Staff votes at a special meeting of the Clinical Staff called for such purpose, to approve such proposals as provided in this Section.

A. Any Member of the Active Clinical Staff may propose the delegation of additional duties to the Clinical Staff Executive Committee and/or removal of any of the duties specified in Article XI, for which the Clinical Staff Executive Committee is responsible, by notifying the President of the Clinical Staff, in writing, of the proposal.

B. Upon receipt of the proposal, the President will seek legal review of the proposal to ensure legal sufficiency and compliance. Any changes necessitated by law or regulation shall be made to the proposal.
C. Once the legal review is complete, the Clinical Staff Office shall circulate the proposal to all members of the Active Clinical Staff for review.

D. In accordance with the provisions of Article XIV of these Bylaws, if not less than fifteen percent (15%) of the Active Clinical Staff request a special meeting to consider any proposal to delegate additional duties to the Clinical Staff Executive Committee and/or to remove any of the duties specified in Article XI for which the Clinical Staff Executive Committee is responsible, the President shall call a special meeting of the Clinical Staff. If not, any such proposal shall not proceed.

E. A quorum for any such special meeting of the Clinical Staff shall be as provided in Section 14.3 of these Bylaws. If a quorum is present at the special meeting, any decision to add or remove any duties of the Clinical Staff Executive Committee shall require a majority vote in favor of the proposal by those Active Clinical Staff present at the special meeting.

F. Any such proposal to add or remove any of the duties of the Clinical Staff Executive Committee shall also require the approval of the University of Virginia Health System Board.

ARTICLE XII
CLINICAL DEPARTMENTS

12.1. ORGANIZATION OF CLINICAL DEPARTMENT

The Members of the Clinical Staff of the Transitional Care Hospital may have faculty appointments in the School of Medicine, and all Clinical Staff are required to have faculty appointments in the School of Medicine or an employment contract with UPG as a condition of appointment to the Clinical Staff. Exceptions to this requirement will be considered only when practitioners are requesting Temporary Privileges under emergency circumstances to meet patient care needs as provided in the Bylaws, or such other exceptional circumstances as may be approved by the Chief Executive Officer, the President of the Clinical Staff or the Chair of the Credentials Committee.

12.2. Transitional Care Hospital Facility Medical Director

The Facility Medical Director coordinates, directs and evaluates all aspects of patient care rendered by all practitioners who have been granted clinical privileges in the Transitional Care Hospital. In collaboration with other clinical departments and operational manager, the Facility Medical Director oversees the care of patients being treated in assigned service area.

The Facility Medical Director partners with the Transitional Care Hospital manager(s) to serve as co-leader of the Unit Based Clinical Leadership (UBL) team for their service area.
12.3 Duties of the Transitional Care Hospital and its Program Medical Directors
(e.g. Patient Safety/Quality, Pulmonary, Nephrology, Plastics/Wound, Infectious Disease)

Program Medical director responsibilities include: regularly attending and leading UBL team and leadership meetings, participating in patient reviews to identify opportunities for improvement, and have peer to peer dialogues with colleagues as required by Transitional Care Hospital Policy No. 0262 (“Standards for Professional Behavior”), including the investigation and analysis of adverse events, clinical errors, and incidents, utilizing the institution’s Be Safe program and methods.

Departments and medical directors are expected to work together to accomplish the goals of the UVA TCH and the Health System.

ARTICLE XIII
CLINICAL STAFF STANDING COMMITTEES

13.1 STRUCTURE

The standing Committees of the Clinical Staff are as set forth in these Bylaws.

13.1.1 Reporting and Accountability to Clinical Staff Executive Committee

All Clinical Staff Committees report, and are accountable, to the Clinical Staff Executive Committee. The Chair of each Clinical Staff Committee shall maintain minutes of each meeting and shall report its activities to the Clinical Staff Executive Committee by submitting a written report on an annual basis, or as it is otherwise requested by the Chair or Vice Chair of the Clinical Staff Executive Committee, or as otherwise provided by these Bylaws.

13.1.2 Membership

The membership of the Clinical Staff Committees may consist of Members, Allied Health Professionals, Transitional Care Hospital administrative staff members, and other professional staff or employees of the Transitional Care Hospital appointed as provided in these Bylaws. The President and the Chief Executive Officer shall be ex-officio members of all Clinical Staff Committees unless otherwise provided in these Bylaws.

13.1.3 Appointments

Except as otherwise provided in these Bylaws, all chairpersons and members of the Clinical Staff Committees shall be appointed jointly by the President and the Associate Chief for Long Term Care Services. Appointments to Clinical Staff Committees shall be for a term of three (3) years, subject to the discretion of the President and the Associate Chief for Long Term Acute Care Services or the resignation of the Clinical Staff Committee member. Appointments can be renewed for another three (3) years at the end of each term subject to the discretion of the President of the Clinical Staff and the Associate Chief for Long Term Acute Care Operations. The Chief Executive Officer shall be notified of these appointments.
13.1.4 Quorum, Voting and Meetings

A quorum for each Clinical Staff Executive Committee shall be thirty percent (30%) of the members currently serving, unless the decision involves privileging and/or corrective action of an individual Practitioner or governance, in which event the quorum shall be fifty-one percent (51%). All voting and decisions ordinarily shall occur in meetings of the Clinical Staff Committees, but decisions may be made by electronic means as may be reasonably necessary from time to time.

Except as otherwise provided in these Bylaws, all Clinical Staff Committees shall meet at least four (4) times per year, or as otherwise defined in these Bylaws, and as otherwise called by the chair of the Clinical Staff Committee.

13.1.5 Subcommittees

Each Standing Committee may, with the approval of the Clinical Staff Executive Committee, form Subcommittees or Task Forces as appropriate to carry out the charge of the Standing Committee. All such groups shall be considered Committees of the Clinical Staff.

The chair of each Subcommittee shall report its activities to the appropriate Clinical Staff Committee by submitting a written report on an annual basis and maintaining minutes with attendance for each meeting. Subcommittees shall meet at least four (4) times per year and as otherwise called by the chair of the Subcommittee.

13.2 BYLAWS COMMITTEE

The Bylaws Committee shall ensure that the Bylaws of the Clinical Staff are consistent with the Transitional Care Hospital’s operational needs, current Joint Commission Standards, applicable CMS Conditions of Participation and other CMS requirements, and the policies, and procedures of the Transitional Care Hospital. In performing this function, the Bylaws Committee shall: (a) review the Bylaws on at least on a biannual basis; (b) review proposed Bylaws amendments that may be proposed by Members of the Clinical Staff; (c) develop draft revisions and recommendations regarding proposed amendments to the Bylaws; (d) present proposed revisions to the Clinical Staff Executive Committee and the UVAHSB for review and approval; and (e) provide each Member a current copy of the Bylaws.

The Bylaws Committee has the power to adopt revisions that are, in its judgment, non-substantial modifications for the purpose of clarifying, reorganizing or updating references, or to correct titles, punctuation, spelling or errors of grammar or expression.

The Bylaws Committee shall meet as necessary, but not less than biannually. The President of the Clinical Staff shall serve as Chair of the Bylaws Committee. Only Members of the Clinical Staff serving on the Bylaws Committee shall be eligible to vote on Bylaws Committee matters.
13.3 CREDENTIALS COMMITTEE

The Credentials Committee shall review and evaluate the qualifications of each Applicant for initial appointment, reappointment, or modification of appointment, to the Clinical Staff, in accordance with the procedures outlined in the Credentials Manual and these Bylaws. The Credentials Committee ensures that providers are appropriately trained and competent. This includes assuring that providers have a reasonable minimum level of ongoing involvement and experience relevant to their privileges. The Credentials Committee shall recommend to the Clinical Staff Executive Committee and the UVAHSB appointment or denial of all Applicants to the Clinical Staff and the granting of Clinical Privileges.

When appropriate, the Credentials Committee shall interview a Member or Applicant and/or the Chair of the involved Department in order to resolve questions about appointment, reappointment, or change in privileges. The Credentials Committee shall review and make recommendations for revisions to the Credentials Manual from time to time; provided however, the Chair of the Credentials Committee, in consultation with the President and the Chief Executive Officer, shall have authority to amend the Credentials Manual.

The Credentials Committee shall also serve as the investigatory body for all matters set forth in Article VIII of these Bylaws. The Credentials Committee shall also independently assess the Departmental Peer Review process for Members of the Clinical Staff and for Allied Health Professionals in order to ensure that data related to qualifications and performance of individual Practitioners is collected, regularly assessed, compared to Peers, and acted upon by the Department in a timely manner. When appropriate, the Credentials Committee shall also refer Practitioners to the Physician Wellness Program or Employee Assistance Program, and shall work with these programs to determine appropriate privileges for each Practitioner’s individual circumstances. The Vice President shall serve as chair of the Credentials Committee. Only Members of the Clinical Staff serving on the Credentials Committee shall be eligible to vote on Credentials Committee matters.

13.4 NOMINATING COMMITTEE

The Nominating Committee shall nominate Members to serve as Officers of the Clinical Staff. The Nominating Committee shall consist of (a) the immediate past president of the Clinical Staff, who shall serve as Chair of the Nominating Committee, and (b) two (2) Members of the Active Clinical Staff chosen by the President and the Associate Chief of Long Term Acute Care Services.

13.5 PATIENT CARE COMMITTEE

The Patient Care Committee is an interdisciplinary committee charged with coordination and implementation of the Plan for Provision of Care for the Transitional Care Hospital. This Committee addresses clinical practice issues that extend beyond the scope of practice for a single professional discipline (e.g., medicine, nutrition, nursing, pharmacy, therapies, social work, etc.) in all settings across the continuum of care. The Patient Care Committee also provides oversight of processes, interventions and outcomes of issues concerning ethics and moral distress at the Transitional Care Hospital.
The Patient Care Committee shall meet quarterly, and as needed as determined by the Chair. The President and Associate Chief for Long Terms Care Services shall appoint the Chair of the Patient Care Committee.

13.6 PATIENT SAFETY & QUALITY COMMITTEE

The Patient Safety & Quality Committee is responsible for evaluating whether the Transitional Care Hospital is providing safe and quality care by reviewing multiple sources, including learnings from serious and sentinel event reporting, mortality reviews, comparative outcomes data, patient safety indicators, hospital accreditation surveys, closed litigation cases, moral distress consults and culture survey data. The committee uses this information to identify priorities for Be Safe work and performance improvement activities that are needed and monitors those efforts for effectiveness. Recommendations may be made to the Patient Care Committee and Clinical Staff Executive Committee about clinical or operational changes that are needed based on learning from the aforementioned sources of information.

The Patient Safety & Quality Committee also provides oversight to the processes set forth in Transitional Care Hospital Policy No. 0070 (“Patient Concerns and Grievances”), and assures compliance with all other applicable laws and regulations. The Committee identifies trends and patterns in grievances and recommends corrective action when indicated. Patient Grievance reports and findings are matters of significance to the Clinical Staff Executive Committee and the UVA Health System Board.

The President and Associate Chief for Long Terms Care Services shall appoint the Chair of the Patient Safety and Quality Committee.

13.7 OTHER COMMITTEES

The Associate Chief for Long Term Acute Care Services and the President of the Clinical Staff may designate such other standing committees of the Clinical Staff as may be necessary from time to time for compliance with accreditation standards, regulatory requirements and governance of the Clinical Staff. In such event, each such committee shall be subject to the provisions of Section 13.1. In addition, the Transitional Care Hospital may create, from time to time, any committees deemed necessary.

ARTICLE XIV
MEETINGS OF THE CLINICAL STAFF

14.1 REGULAR MEETINGS

Regular meetings of the Clinical Staff shall be held at a time mutually determined by the President of the Transitional Care Hospital Clinical Staff and the Chief Executive Officer. One week prior to the time of the meeting a written or printed notice shall be delivered either personally, by mail or by electronic mail to each Member stating the date, time and place of the meeting. The attendance of a Member at a meeting shall constitute a waiver of notice of such meeting.
14.2 SPECIAL MEETINGS

The President or Vice President of the Clinical Staff, the Chief Executive Officer, the Clinical Staff Executive Committee, or the UVAHSB may call a special meeting of the Clinical Staff at any time. The President of the Clinical Staff shall call a special meeting within fourteen (14) days after receipt by him or her of a written request for same signed by not less than fifteen percent (15%) of the Active Clinical Staff and stating the purpose for such meeting. At least twenty-four (24) hours prior to the meeting a written or printed notice stating the date, time and place of the special meeting of the Clinical Staff shall be delivered, either personally, by mail, or by electronic mail to each Member. The attendance of a Member at a meeting shall constitute a waiver of notice of such meeting. No business shall be transacted at any special meeting except that stated in the notice calling the meeting.

14.3 QUORUM

Except as otherwise provided herein where a higher quorum is required, the presence of 25% of Members entitled to vote at any regular or special meeting shall constitute a quorum. No official business may be taken without a quorum except as otherwise provided herein.

14.4 ATTENDANCE REQUIREMENTS

Each Member of the Active Clinical Staff is encouraged to attend all regular Clinical Staff meetings in each year unless unusual circumstances prevent their attendance, as well as meetings of all committees to which they have been appointed as members. The Honorary Clinical Staff are encouraged to, but are not required to, attend.

14.5 ACTION BY ELECTRONIC MEANS

Unless otherwise required by these Bylaws, whenever these Bylaws require the vote of or action by the Clinical Staff or by the Clinical Staff Executive Committee, such vote or action may be taken by electronic means.

ARTICLE XV
CONFIDENTIALITY, IMMUNITY, AND RELEASES

15.1 AUTHORIZATION AND CONDITIONS

By applying for or exercising Clinical Privileges within this Transitional Care Hospital, an Applicant:

A. authorizes the Medical Center, the Transitional Care Hospital, the Clinical Staff, the Clinical Staff Executive Committee, the UVAHSB, the UVAHSB Quality Subcommittee, and the Board of Visitors, and their members and authorized representatives, to solicit, provide, and act upon information bearing upon, or reasonably believed to bear upon, the Applicant’s professional ability and qualifications and any other matter within the scope of this Article;
B. authorizes all persons and organizations to provide information concerning such Applicant to the Medical Center, the Transitional Care Hospital, the Clinical Staff, the Clinical Staff Executive Committee, the UVAHSB, the UVAHSB Quality Subcommittee, and the Board of Visitors, and their members and authorized representatives;

C. agrees to be bound by the provisions of this Article and to waive all legal claims against any third party, the Clinical Staff, the Medical Center, the Transitional Care Hospital, the Clinical Staff Executive Committee, the UVAHSB, the UVAHSB Quality Subcommittee, and the Board of Visitors, along with their members and authorized representatives, for any matter within the scope of this Article; and

D. acknowledges that the provisions of this Article are express conditions to an application for Clinical Staff membership, the continuation of such membership, and to the exercise of Clinical Privileges at the Transitional Care Hospital.

15.2 CONFIDENTIALITY OF INFORMATION; BREACH OF CONFIDENTIALITY

A. Clinical Staff, Department, Division, Committee, Clinical Staff Executive Committee, UVAHSB, UVAHSB Quality Subcommittee, Board of Visitors, or any other applicable minutes, files, and records within the scope of this Article shall, to the fullest extent permitted by law, be confidential. Dissemination of such information and records shall only be made where permitted by law, or pursuant to officially adopted policies of the Medical Center, the Transitional Care Hospital or Clinical Staff, or, where no officially adopted policy exists, only with the express approval of the Clinical Staff Executive Committee or its designee, or to the appropriate University personnel and officers in connection with the discharge of their official duties.

B. Because effective Peer Review and consideration of the qualifications of Members and Applicants to perform specific procedures must be based on free and candid discussions, any breach of confidentiality of the discussions or deliberations of Clinical Staff Departments, Divisions, or committees, is outside appropriate standards of conduct for this Clinical Staff and will be deemed disruptive to the operations of the Transitional Care Hospital. If it is determined that such a breach has occurred, the Clinical Staff Executive Committee may undertake such corrective action as it deems appropriate.

15.3 IMMUNITY

The Clinical Staff, the Medical Center, Transitional Care Hospital, the Clinical Staff Executive Committee, the UVAHSB, the UVAHSB Quality Subcommittee, and the Board of Visitors, along with their members and authorized representatives and all third parties, shall be immune, to the fullest extent permitted by law, from liability to an Applicant or Member for damages or other relief for any matter within the scope of this Article.

For the purpose of this Article, “third parties” means both individuals and organizations from which information has been requested by the Medical Center, the Transitional Care Hospital, the Clinical Staff, the Clinical Staff Executive Committee, the UVAHSB, the UVAHSB Quality Subcommittee, or the Board of Visitors, or any of their members or authorized representatives.
15.4 SCOPE OF ACTIVITIES AND INFORMATION COVERED

The confidentiality and immunity provided by this Article shall apply to all acts, communications, reports, recommendations, or disclosures performed or made in connection with this or any other health care facilities or organization’s activities concerning, but not limited to:

A. the application for appointment to the Clinical Staff for the granting of Clinical privileges;

B. periodic reappraisals for reappointment to the Clinical Staff or renewals of Clinical Privileges;

C. corrective action, including summary or automatic revocation or suspension;

D. hearings and appeals;

E. medical care evaluations;

F. utilization reviews;

G. other Transitional Care Hospital, Department, or Division, committee, or Clinical Staff activities related to monitoring and maintaining quality patient care and appropriate professional conduct;

H. FPPE, OPPE and other Peer Review activities and organizations Virginia Board of Medicine, the National Practitioner Data Bank pursuant to HCQIA, and similar reports; and

I. to the greatest extent permitted by law, all other actions taken in pursuit of activities provided for under these Bylaws.

The acts, communications, reports, recommendations, and disclosure referred to in this Section may relate to a Practitioner’s professional qualifications, clinical competency, character, mental and emotional stability, physical condition, ethics, malpractice claims and suits, and any other matter that might directly or indirectly have an effect on patient care.

15.5 RELEASES

Each Applicant or Member shall, upon request of the Clinical Staff, or the Medical Center, or the Transitional Care Hospital, execute general and specific releases in accordance with the express provisions and general intent of this Article. Execution of such releases shall not be deemed a prerequisite to the effectiveness of this Article.
16.1 AMENDMENT OF BYLAWS

The Allied Health Professional Credentialing Manual is part of the Clinical Staff Bylaws and shall have the same option and amendment process as these Bylaws.

16.1.1 Annual Update

The Clinical Staff Bylaws shall be reviewed at least annually by the Bylaws Committee and updated as necessary.

16.1.2 Proposals to the UVAHSB

The Clinical Staff shall have the ability to adopt Bylaws, and amendments thereto, and to propose them directly to the UVAHSB as provided in these Bylaws.

16.1.3 Process for Amendment

A. Consideration shall be given to amendment of these Bylaws upon the request of the President, the Vice President, the Chief Executive Officer, the Clinical Staff Executive Committee, the UVAHSB, upon a written petition signed by at least twenty-five percent (25%) of the Active Clinical Staff entitled to vote, or upon recommendation by the Bylaws Committee.

B. All proposed amendments to the Bylaws shall be delivered to the Clinical Staff Executive Committee, which shall review and approve, disapprove, or offer modification, as appropriate.

C. In the event the Clinical Staff Executive Committee does not approve a request for amendment of the Bylaws that is requested by at least twenty-five percent (25%) of the Active Clinical Staff members, the Active Clinical Staff members seeking the amendment may ask the President of the Clinical Staff to present the request for amendment to the UVAHSB. The President of the Clinical Staff shall present the petition seeking amendment of the Bylaws to the UVAHSB at the next scheduled meeting of the UVAHSB. The UVAHSB shall review the petition and approve, disapprove, or modify the request for amendment of the Bylaws.

D. Any amendment(s) to the Bylaws adopted by the Clinical Staff Executive Committee shall be submitted to the Active Clinical Staff and the UVAHSB for review and approval, disapproval or modification, as appropriate.

E. A minimum of 25% of the Active Clinical Staff shall vote in favor or against any proposed amendments to the Bylaws. In order to approve amendments to the Bylaws, a majority of those members of the Active Clinical Staff who vote must vote in favor. Any vote regarding amendments to the Bylaws may be by electronic means.
16.1.4 Review and Action by the UVAHSB

Proposed Bylaws or amendments shall become effective when approved by the UVAHSB or on another date as mutually agreed to by the UVAHSB and Clinical Staff Executive Committee. In the event proposed Bylaws or amendments are not approved or are substantially changed upon UVAHSB review, such Bylaws or amendments shall be referred to the Bylaws Committee, which shall attempt to resolve the differences among the Clinical Staff or the Clinical Staff Executive Committee and the UVAHSB. The Clinical Staff, Clinical Staff Executive Committee, or the UVAHSB may not unilaterally amend these Bylaws.

16.2 PROPOSING, ADOPTING AND AMENDING CLINICAL POLICIES OF THE TRANSITIONAL CARE HOSPITAL

In addition to the policy and procedures set forth in Transitional Care Hospital Policy No. 0001 (“Transitional Care Hospital Policy on Policy, Development, Review and Approval”) regarding the adoption of or amendment to Transitional Care Hospital policies, the Clinical Staff may from time to time propose the adoption of or amendment to clinical policies of the Transitional Care Hospital whenever the Active Clinical Staff votes at a special meeting of the Clinical Staff called for such purpose to approve such proposals as provided in this Section 16.2.

A. Any Member of the Clinical Staff may propose the adoption of a new Transitional Care Hospital clinical policy or the amendment of a current Transitional Care Hospital clinical policy by notifying the President of the Clinical Staff, in writing, of the proposed policy or policy amendment.

B. Upon receipt of the proposed policy or policy amendment, the President will seek legal review of the proposal to ensure legal sufficiency and compliance. Any changes necessitated by law or regulation shall be made to the proposed policy or policy amendment.

C. Once the legal review is complete, the Clinical Staff Office shall circulate the proposed policy or policy amendment to all members of the Active Clinical Staff for review.

D. In accordance with the provisions of Article XIV of these Bylaws, if not less than twenty-five percent (25%) of the Active Clinical Staff request a special meeting to consider the policy or policy amendment, the President shall call a special meeting of the Clinical Staff. If not, the policy or policy amendment shall not proceed.

E. A quorum for any such special meeting of the Clinical Staff shall be as provided in Section 14.3 of these Bylaws. If a quorum is present at the special meeting, and a majority of the Active Clinical Staff present at the special meeting approves the proposed policy or policy amendment, then the proposal shall be submitted to the Committee of the Clinical Staff (e.g., Credentials Committee, Quality Committee, Patient Care Committee, etc.) that is responsible for the clinical area to which the proposal relates in accordance
with Transitional Care Hospital Policy No. 0001.

F. If the appropriate Clinical Staff Committee approves the proposed policy or policy amendment, it shall be forwarded to the Clinical Staff Executive Committee for proposed adoption in accordance with the provisions of Transitional Care Hospital Policy No. 0001.

16.3 DISTRIBUTION OF BYLAWS

Each Member shall be provided with on-line access to these Amended and Restated Clinical Staff Bylaws. If at any time amendments are made to the Bylaws, each Member shall be notified and provided with on-line access to such amendments.
AMENDED AND RESTATED

BYLAWS

OF THE CLINICAL STAFF

OF THE

UNIVERSITY OF VIRGINIA MEDICAL CENTER

September 19, 2002
REVISED September 1, 2005
REVISED October 2, 2008
REVISED February 5, 2009
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PREAMBLE

WHEREAS, the University of Virginia Medical Center is an integral part of the University of Virginia, which is a public corporation organized under the laws of the Commonwealth of Virginia and an agency of the Commonwealth; and

WHEREAS, the Medical Center is an academic medical center comprised of an acute care teaching hospital, a Children’s Hospital within that hospital, outpatient clinics, clinical outreach programs, and related health care facilities, as designated by the Operating Board of the University of Virginia Medical Center from time to time, which provide inpatient and outpatient medical and dental services, and health sciences education and related clinical research in conjunction with the University of Virginia School of Medicine and the University of Virginia School of Nursing; and

WHEREAS, the Operating Board of the University of Virginia Health System is the governing body for the Medical Center and has delegated to the Clinical Staff the responsibility for the provision of quality clinical care it provides throughout the Medical Center; and

WHEREAS, these Bylaws set forth the requirements for membership on the Clinical Staff, including a mechanism for reviewing the qualifications of Applicants for Clinical Privileges and a process for their continuing review and evaluation, and provide for the internal governance of the Clinical Staff;

NOW, THEREFORE, these Bylaws are adopted by the Clinical Staff and approved by the Operating Board to accomplish the aims, goals, and purposes set forth in these Bylaws.

MISSION, VISION AND VALUES OF THE UNIVERSITY OF VIRGINIA HEALTH SYSTEM

Mission

To provide excellence, innovation and superlative quality in the care of patients, the training of health professionals, and the creation and sharing of health knowledge within a culture that promotes equity, diversity and inclusiveness.

Vision

In all that we do, we work to benefit human health and improve the quality of life. We will be:
• Our local community’s provider of choice for its healthcare needs
• A national leader in quality, patient safety, service and compassionate care
• The leading provider of technologically advanced, ground-breaking care throughout Virginia
• Recognized for translating research discoveries into improvements in clinical care and patient outcomes
• Fostering innovative care delivery and teaching/training models that respond to the evolving health environment
• A leader in training students and faculty in providing healthcare free of disparity

Values

ASPIRE

At UVA Health System, we put the patient at the center of everything we do. We ASPIRE to create a culture of trust, respect and engagement through our values:

Accountability: Acknowledging and assuming responsibility for where we have succeeded and failed in terms of our actions, decisions, policies and results

Stewardship: Responsibility and carefully managing our resources and commitment to continual improvement and learning while acknowledging shortcomings or problems in our quest

Professionalism: Approaching all that we do in a collaborative way, delivering excellent care through the lens of helpfulness, positivity, kindness and competency

Integrity: Being honest, open and fair through our behaviors, attitude and treatment of others

Respect: Being mindful of building a diverse and inclusive environment while showing compassion for everyone through our caring and intentional ways

Excellence: Conducting ourselves in a manner that surpasses ordinary standards through preparation, collaboration and proactivity in all that we do

UVA Health System Goals

• Become the safest place to receive care.
• Be the healthiest work environment.
• Provide exceptional clinical care.
• Generate biomedical discovery that betters the human condition.
• Train healthcare providers of the future to work in multi-disciplinary teams.
• Ensure value-driven and efficient stewardship of resources.
ARTICLE I
DEFINITIONS

“Active Clinical Staff” mean those Members of the Clinical Staff who meet the criteria set forth in Section 4.4.1 of these Bylaws.

“Active Clinical Staff – Provisional” means those Members of the Clinical Staff who are in their first year of appointment as an Active Member of the Clinical Staff as described in Section 4.4.1 of the Bylaws.

“Administrative Clinical Staff” mean those Members of the Clinical Staff who meet the criteria set forth in Section 4.4.3 of these Bylaws.

“Adverse Action” means the reduction, restriction (including the requirement of prospective or concurrent consultation), suspension, revocation, or denial of Clinical Privileges of a Member that constitute grounds for a hearing as provided in Section 9.2 of these Bylaws. Adverse Action shall not include warnings, letters of admonition, letters of reprimand or recommendations or actions taken as a result of an individual’s failure to satisfy specified objective credentialing criteria that are applicable to all similarly situated individuals.

“Allied Health Professionals” means but are not limited to, Optometrists, Audiologists, Certified Substance Abuse Counselors, Licensed Professional Counselors, Licensed Clinical Social Workers, Nurse Practitioners, Physician Assistants, and Certified Registered Nurse Anesthetists.

“Allied Health Professionals Manual” means the Medical Center Allied Health Professionals Staff Credentialing Manual, as such may be in effect from time to time. The Allied Health Professionals Manual is incorporated by reference into these Bylaws.

“Applicant” means a person who is applying for appointment or reappointment of Clinical Staff membership and may also mean a person who is applying for Clinical Privileges to practice within the University of Virginia Medical Center, as the context requires.

“Associate Chief Medical Officers (ACMO)” means Active Members in good standing who are appointed by the CMO, in consultation with the Chief Executive Officer and who are responsible for assisting the Clinical Staff in performing their assigned functions, in coordinating such functions with the responsibilities and programs of the Medical Center including compliance with all relevant policies concerning the operations of the Medical Center, and the performance of other duties as outlined in these Bylaws may be necessary from time to time. Each ACMO is accountable to the CMO.

“Be Safe” means to advance the University of Virginia Medical Center’s status as the safest place to work and to receive care. The core belief is that patient and team member safety are preconditions to excellence in health care, and that collective system-wide focus on these areas will jointly improve outcomes and develop broad capacity to engage in organizational problem solving and continuous improvement. Based in Lean management principles, the Be Safe program emphasizes real-time root cause problem solving, the use of standard work as a basis for
improvement, and rapid escalation of safety issues within a tiered chain of leadership support.

“Board Certified” means that a Practitioner, if a Physician, is certified as a specialist by a specialty board organization, recognized as such by the American Board of Medical Specialties, or the American Osteopathic Association’s Council for Graduate Medical Education; if an Oral Surgeon, is specialty certified as such by the Virginia Board of Dentistry and the American Board of Maxillo-Facial Surgery; if a Podiatrist, is certified by the American Board of Podiatric Surgery; and if a Dentist, is certified by the American Board of Dentistry; and if a clinical pathologist, is certified by a CLIA-approved certifying agency such as the American Board of Clinical Chemistry.

“Board Qualified” means a Practitioner has met the educational, post-graduate training and skill qualifications, and is currently eligible to sit, within a specified amount of time for a board certification examination of a specialty board recognized by the American Board of Medical Specialties, the American Osteopathic Association, American Dental Association or the American Podiatric Medical Association or a CLIA-approved certifying agency such as the American Board of Clinical Chemistry.

“Board of Visitors” means the governing body of the University of Virginia as appointed by the Governor of Virginia.

“Bylaws” means these Amended and Restated Bylaws of the Clinical Staff of the University of Virginia Medical Center, as amended from time to time.

“Case Review” means a full review and analysis of an event related to a single patient’s experience in the Medical Center and may also mean a review of multiple patient cases involving a single procedure, as the context requires.

“Chief Executive Officer” or “CEO” means the individual appointed by the Board of Visitors or the UVA Health System Board, as applicable, to serve as its representative in the overall administration of the Medical Center.

“Chief Medical Officer” means an Active Member in good standing, appointed by the CEO who is responsible for assisting the Clinical Staff in performing its assigned functions, in coordinating such functions with the responsibilities and programs of the Medical Center including compliance with all relevant policies concerning the operations of the Medical Center, and the performance of other duties as may be necessary from time to time.

“Children’s Hospital” means a hospital within the Medical Center that is comprised of all inpatient and outpatient services, diagnostic services, clinical outreach programs and related healthcare services and staff that are specifically dedicated to providing healthcare to children in a patient and family centered care environment.

“Clinical Privileges” means the permission granted to a Member or Non-member to render specific diagnostic, therapeutic, medical, dental, or surgical services for patients of the Medical Center.

“Clinical Staff” or “Staff” means the formal organizations of all licensed Physicians, Dentists,
PhD Clinical Psychologists, PhD Clinical Pathologists and Podiatrists who may practice independently and who are granted recognition as Members under the terms of these Bylaws.

“Clinical Staff Executive Committee” or “Executive Committee” or “CSEC” means the executive committee of the Clinical Staff as more particularly described in Article XI of these Bylaws.

“Clinical Staff Office” means the administrative office of the Medical Center responsible for the administration of the Clinical Staff, including the process for membership and the granting of Clinical Privileges.

“Clinical Staff Representatives” mean those representatives selected by the Clinical Staff to serve on the Clinical Staff Executive Committee as provided in Article XI.

“Clinical Staff Year” means the fiscal year of the Medical Center; currently July 1 to June 30, as such fiscal year may be changed from time to time.

“CMS” means the Center for Medicare and Medicaid Services.

“Code of Conduct” means the Code of Conduct for the Clinical Staff that is described in Medical Center Policy No. 0291 (“Clinical Staff Code of Conduct”).

“Committees” means those Standing Committees of the Clinical Staff as described in Article XIII of these Bylaws.

“Community Medicine” means Community Medicine University of Virginia, LLC, a Virginia limited liability company.

“Complete Application” means an application for either initial appointment or reappointment to the Clinical Staff, or an application for clinical privileges that has been determined by the applicable Chair (or the Chair’s Deputy), the Credentials Committee, the Clinical Staff Executive Committee (CSEC), and the UVA HSB to meet the requirements of these Bylaws and related policies and procedures. Specifically, to be complete, the application must be submitted on a form approved by CSEC, UVA HSB and include all required supporting documentation and verifications of information, and any additional information needed to perform the required review of qualifications and competence of the applicant.

“Compliance Code of Conduct” means the Medical Center Compliance Code of Conduct that is described in Medical Center Policy No. 0235 (“Compliance Code of Conduct”).

“Credentialing” means the process of verifying the authenticity and adequacy of a Practitioner’s educational, training, and work history in order to determine whether the individual meets predefined criteria for membership and/or privileges.

“Credentials Manual” means the Clinical Staff and Resource Manual as such may be in effect from time to time. The Credentials Manual is an associate manual to these Bylaws.
“DEA” means the Federal Drug Enforcement Agency, or any successor agency.

“Dean” means the Dean of the School of Medicine of the University of Virginia.

“Dentist” means any individual who has received a degree in and is currently licensed to practice dentistry in the Commonwealth of Virginia.

“Department” means a clinical department within the Medical Center.

“Department Chair” or “Chair” means the Active Member appointed by the Dean of the School of Medicine who has the responsibility for overseeing his or her Department and who is the liaison between the Members in his or her Department and the Clinical Staff Executive Committee. “Department Chair” also shall mean the Medical Director of Regional Primary Care with respect to Regional Primary Care, the Chief Medical Officer with respect to Community Medicine, and the UPG Medical Director of Outreach programs for Outreach Physicians.

“Deputy” means the one active member of the Clinical Staff appointed by the Department Chair for one year for the sole purpose of attending meetings of CSEC when the Department Chair is unable to attend those meetings. Only one Deputy shall be appointed each year. The Deputy may attend CSEC meetings and vote in place of the Chair and will count in establishing the quorum.

“Disaster Privileges” means those Clinical Privileges granted during a declared disaster as more specifically provided in Section 6.10 of these Bylaws.

“Division” means a subdivision of a Department.

“Emergency Privileges” means those Clinical Privileges granted already existing Practitioners to provide emergency treatment outside the scope of their existing privileges in order to save the life, limb, or organ of a patient as provided in Section 6.9 of these Bylaws.

“Executive Vice President for Health Affairs (“EVPHA”) means an individual appointed by the Board of Visitors with operational, financial and strategic oversight of the Medical Center, School of Medicine, and Health Sciences Library.

“Fellow” means a Physician, Dentist or Ph.D. Clinical Psychologist in a program of graduate medical education that is beyond the requirements for eligibility for first board certification in the discipline.

“Focused Professional Practice Evaluation (“FPPE”) means a structured and time-limited evaluation of the competence of a practitioner to safely exercise a clinical privilege or set of privileges. FPPE is performed at the time of initial appointment to the clinical staff; upon the request of a new privilege, if the practitioner cannot provide prior documentation of competence to perform the requested procedure; or when a question arises regarding the ability of a currently privileged practitioner to competently and safely exercise the privileges he or she is currently granted. See Medical Center Policy No. 0279 (“Professional Practice Evaluations for Members of the Clinical Staff”), Medical Center Policy No. 0280 (“Allied Health Professionals Practice Evaluations”) and the Credentials Manual.
“GME Manual” means the University of Virginia Medical Center Graduate Medical Education Manual, as such may be in effect from time to time and that is found online at http://www.healthsystem.virginia.edu/alive/gme/doc/Manual_GradMedTrainee_Nov2007.pdf.

“Graduate Medical Trainee Staff” or “GME Trainee” means Residents and Fellows.

“HCQIA” means the Health Care Quality Improvement Act of 1986, 42 U.S.C. Sections 11101 - 11152, as such law may be amended from time to time.

“Hearing Entity” means the entity appointed by the Clinical Staff Executive Committee to conduct an evidentiary hearing upon the request of a Member who has been the subject of an Adverse Action that is grounds for a hearing in accordance with Article IX herein.

“Honorary Clinical Staff” mean those Members of the Clinical Staff who meet the criteria set forth in Section 4.4.4 of these Bylaws.

“Hospital-Based Specialty” means the clinical services of anesthesia, emergency medicine, pathology, radiology, and radiation oncology.

“In Good Standing” means a Member is currently serving without any limitation of prerogatives imposed by operation of the Bylaws or policies of the Medical Center.

“Investigation” means the process specifically authorized by these Bylaws in order to perform a final assessment of whether a recommended corrective action is warranted.

“Joint Commission” means the accrediting body whose standards are referred to in these Bylaws.

“Licensed Independent Practitioners or LIPs” means licensed independent practitioners who provide medical care to patients, in accordance with state licensing laws.

“Medical Center” or “UVAMC” means the University of Virginia academic medical center comprised of the acute care hospital, inpatient and outpatient clinics, clinical outreach programs, and related health care facilities as designated by the UVA Health System Board from time to time.

“UVA Health System Board” or “Operating Board” or “UVA HSB” means the governing body of the Medical Center as designated by the Board of Visitors.

“UVA Health System Board Quality Subcommittee” or “UVA HSB Quality Subcommittee” means a Committee of the UVA HSB with oversight of the quality and safety of care in the Medical Center and as designated by the UVA HSB from time to time.

“Medical Center Policy Manual” means the manual containing the administrative and various patient care policies of the Medical Center.

“Medical Director” means a clinical staff member in good standing who provides medical direction and leadership for a specific function at UVAMC. Responsibilities include
administrative and clinical duties. Medical Directors are appointed by the CMO, and report to the CMO through the appropriate ACMO.

“Member” means any Physician, Dentist, Podiatrist, Ph.D. Clinical Psychologist or Ph.D. Clinical Pathologist who is a member of the Clinical Staff of the University of Virginia Medical Center.

“National Practitioner Data Bank” or “NPDB” means the national clearinghouse established pursuant to HCQIA, as amended from time to time, for obtaining and reporting information with respect to adverse actions or malpractice claims against physicians or other Practitioners.

“Non-member” means any Physician, Dentist, Podiatrist, Ph.D. Clinical Psychologist, Ph.D. Clinical Pathologist or AHP who does not qualify as a Member of the Clinical Staff but who is required to have Clinical Privileges in order to provide patient care in the Medical Center.

“Officer” means an elected official of the Clinical Staff as more particularly described in Article X of these Bylaws.

“Ongoing Professional Practice Evaluation (“OPPE”)” means a process that allows identification of professional practice trends of practitioners who have been granted clinical privileges that impact on quality of care and patient safety on an ongoing basis and focuses on the individual member’s performance and competence related to his or her clinical staff privileges. See Medical Center Policy No. 0279 (“Professional Practice Evaluations for Members of the Clinical Staff”), Medical Center Policy No. 0280 (“Allied Health Professionals Practice Evaluations”) and the Credentials Manual.

“Peer” means a Practitioner or clinician whose interest and expertise as documented by clinical practice is reasonably determined to be comparable in scope and emphasis to that of another Practitioner or clinician.

“Peer Review” means a systematic review of a Practitioner’s or clinician’s clinical practice or professionalism, or a review of a portion of the clinical practice or professionalism, by a Peer or Peers of the individual Practitioner or clinician.

“Ph.D. Clinical Pathologist” means an individual who has been awarded a doctoral degree (e.g., Ph.D., or D.Sc.) in a scientific discipline and completed additional clinical training in an area of clinical pathology.

“Ph.D. Clinical Psychologist” means an individual who has been awarded a Ph.D. degree or equivalent terminal degree in Clinical Psychology and who holds a current license to practice clinical psychology issued by the Virginia Board of Psychology.

“Physician” means any individual who has received a Doctor of Medicine or Doctor of Osteopathy degree and holds a current license to practice medicine in the Commonwealth of Virginia.

“Podiatrist” means an individual who has received a Doctor of Podiatric Medicine degree and who holds a current license to practice podiatry issued by the Virginia Board of Medicine.
“Practitioner” means a care provider privileged through the processes in these Bylaws.

“Prerogative” means the participatory rights granted, by virtue of staff category or otherwise, to a Clinical Staff Member, which is exercisable subject to, in accordance with, the conditions imposed by these Bylaws.

“President” means the most senior elected Officer of the Clinical Staff as described in Article X of these Bylaws.

“Privileging” means the process of granting the right to examine and treat patients after verification of the authenticity and adequacy of a Practitioner’s educational, training, and work history.

“Proctor” means an LIP in good standing at the University of Virginia Medical Center, who holds the privilege being monitored.

“Regional Primary Care” means the primary care satellite offices as designated by the Medical Center from time to time.

“Resident” means an individual who has been awarded an M.D., a D.D.S., or a Ph.D. in clinical psychology who is participating in a program of post-doctoral education in anticipation of fulfilling the requirements for first board certification.

“School of Medicine” means the medical school at the University of Virginia.

“Standing Committee of the Clinical Staff Executive Committee” means a duly-authorized Committee of the Clinical Staff reporting to the Clinical Staff Executive Committee.

“Temporary Privileges” means those Clinical Privileges granted for a period not to exceed 120 days as more specifically described in Section 6.8 of these Bylaws.

“University” or “University of Virginia” means the corporation known as The Rector and Visitors of the University of Virginia, which is an agency of the Commonwealth of Virginia.

“University Physicians Group (UPG)” means the physician group practice of the University of Virginia, representing doctors and other allied health professionals who provide care within the Medical Center.

“Vice President” means the Vice President of the Clinical Staff as described in Article X of these Bylaws.
ARTICLE II
GOVERNANCE OF THE MEDICAL CENTER

2.1 UVA HEALTH SYSTEM BOARD

The UVA Health System Board is the governing body of the Medical Center. Each Member of the Clinical Staff assumes his or her responsibilities subject to the authority of the UVA HSB. The UVA HSB shall be constituted as directed by the Board of Visitors of the University from time to time.

2.2 CLINICAL STAFF EXECUTIVE COMMITTEE

The Clinical Staff Executive Committee serves as the executive committee of the Clinical Staff and reports to the UVA HSB. In this role, the Clinical Staff Executive Committee oversees the quality of the clinical care delivered within the Medical Center and delineates and adopts clinical policy within the Medical Center. It is responsible for communications to Members of the Clinical Staff and other Non-members regarding clinical practice issues and it represents the interests of the Clinical Staff to the UVA HSB. The Clinical Staff Executive Committee is empowered to act for the Clinical Staff in the intervals between Clinical Staff meetings and independently with respect to those matters over which it is given authority in these Bylaws. The Clinical Staff Executive Committee shall be constituted and have the other duties as described in Article XI hereof.

ARTICLE III
NAME AND PURPOSE

3.1 NAME

The name of the clinical staff organization shall be the “Clinical Staff” of the University of Virginia Medical Center (UVAMC). The organized Clinical Staff is accountable to the UVA Health System Board. For the purposes of these Bylaws, the words “Clinical Staff” shall be interpreted to include all Physicians, Dentists, Podiatrists, PhD Clinical Psychologists and PhD Clinical Pathologists who are authorized to provide care to patients of the UVAMC, including its outpatient facilities, and in any other medical care activity administered by UVAMC.

3.2 STATEMENT OF PURPOSE

The purposes of the Clinical Staff Bylaws are to:

1. Facilitate the provision of quality care to patients of the University of Virginia Medical Center and in any other medical care activity administered by the UVAMC without any form of discrimination.
2. Clarify roles and responsibilities of Clinical Staff Members and Officers of the UVAMC.
3. Promote professional standards among members of the Clinical Staff.
4. Provide a means whereby problems may be resolved by the Clinical Staff with the collaboration of the UVA HSB.
5. Create a system of self-governance, and to initiate and maintain, policies and procedures governing the conduct of Clinical Staff, subject to the ultimate authority of the UVA HSB.

3.3 THE PURPOSES OF THE ORGANIZED CLINICAL STAFF

The purposes of the organized Clinical Staff of the UVAMC are:

1. To provide quality medical care to all patients admitted or treated in any of the UVAMC facilities
2. To establish and maintain high professional and ethical standards
3. To establish and maintain collaborative, collegial relationships within the Clinical Staff and between all team members
4. To oversee the quality of professional services by all practitioners with clinical privileges
5. To provide a formalized organizational structure to facilitate the credentialing and review of the professional activities of practitioners and to make recommendations to the UVA HSB on appointment and/or clinical privileges granted to such individuals
6. To appropriately delineate, in conjunction with the UVA HSB, the clinical privileges each practitioner may exercise through the continued review and evaluation
7. To stimulate, promote and conduct research in human health, disease and delivery of medical care
8. To cooperate with the various academic units of the University, affiliated hospitals and other health facilities and maintain standards at predoctoral and postdoctoral levels
9. To initiate and maintain rules for governance of the Clinical staff and provide a means whereby issues and problems concerning the Clinical staff can be discussed and resolved
10. To initiate, develop, review, approve, implement and enforce these Bylaws and associated Clinical Staff polices
11. To provide a means for effective communication among the Clinical staff, administration and the UVA HSB on matters of mutual concern
12. To collaborate with Health System leadership to continuously enhance the quality, safety and efficiency of patient care, treatment and services as delegated to CSEC by the UVA HSB

ARTICLE IV
CLINICAL STAFF MEMBERSHIP AND CLASSIFICATION

4.1 MEMBERSHIP

Membership on the Clinical Staff shall be extended to Physicians, Dentists, Podiatrists, and PhD Clinical Psychologists and PhD Clinical Pathologists who continuously meet the requirements, qualifications, and responsibilities set forth in these Bylaws and who are appointed by the UVA HSB. Membership on the Clinical Staff or clinical privileges shall not be granted or denied on the basis of race, religion, color, age, sexual orientation, gender, or gender identity, gender expression, national origin, ancestry, economic status, marital status, veteran status, or disability, provided the individual is competent to render care of the generally-recognized professional level
of quality established by the Clinical Staff Executive Committee and the UVA HSB, and provided the UVAMC services occur in the appropriate environment of care setting.

No Physician, Dentist, Podiatrist, PhD Clinical Psychologist, or PhD Clinical Pathologist shall admit or provide services to patients in UVAMC facilities unless he/she is a Member of the Clinical Staff or has been granted Temporary, Disaster, or Emergency privileges in accordance with the procedures set forth in these Bylaws.

GME Trainees who are in a UVAMC approved residency program (GME Policy 02) shall not be eligible for membership on the Active Clinical Staff and shall be under the supervision of the GME Program Director and/or an attending Physician. A Department Chair may request privileges for GME Trainees to perform clinical work in a medical discipline for which they have had previous training. Such Applicants must meet the requirements, qualifications and responsibilities for such privileges and are subject to such policies and procedures as may be established by the Credentials Committee and the Clinical Staff Executive Committee. Graduate Medical Trainee appointments and job descriptions including job qualifications and current competencies are maintained by the Graduate Medical Education Office and by the Clinical Competency Committees of their respective academic departments.

4.2 EFFECT OF OTHER AFFILIATIONS

No Physician, Dentist, Podiatrist, PhD Clinical Psychologist or PhD Clinical Pathologist shall be automatically entitled to Clinical Staff membership, a particular Clinical Staff category or to exercise any particular clinical privilege merely because he/she hold a certain degree; is licensed to practice in Virginia or any other state; is a member of any professional organization; is certified by any clinical board; previously had membership or privileges at UVAMC; or had, or presently has, staff membership or privileges at another health care facility. Clinical Staff membership or clinical privileges shall not be conditioned or determined on the basis of an individual’s participation or non-participation in a particular medical group, IPA, PPO, PHO, or Medical Center sponsored foundation.

4.3 REQUIREMENTS FOR CLINICAL STAFF MEMBERSHIP

4.3.1 NATURE OF CLINICAL STAFF MEMBERSHIP

Membership on the Clinical Staff is a an honor that shall be limited to professionally competent Practitioners who continuously meet the qualifications, requirements and responsibilities set forth in these Bylaws, in applicable Medical Center policies, including but not limited to Medical Center Policy No. 0291 (“Clinical Staff Code of Conduct”) and Medical Center Policy No. 0305 (“General Requirements for Clinicians Holding Clinical Privileges”), and the Credentials Manual. Membership implies active participation in Clinical Staff activities to an extent commensurate with the exercise of the Clinical Staff Member’s privileges and as may be required by the Clinical Staff Member’s Department.

4.3.2 BASIC QUALIFICATIONS OF CLINICAL STAFF MEMBERSHIP

In order to obtain or maintain membership on the Clinical Staff and in order to be granted privileges as a Member of the Clinical Staff, Applicants must have and document:
1. A faculty appointment in the School of Medicine or an employment contract with UPG;
2. A current, unrestricted license, if such license is required by Virginia law, to practice medicine and surgery, dentistry, clinical psychology PhD or clinical pathology PhD in the Commonwealth of Virginia;
3. Board certification and active participation in Maintenance of Certification (MOC) or an approved alternate pathway to ensure competency as specified in Medical Center Policy 0221, or a current exemption from Board certification approved by the Credentials Committee under conditions specified in Medical Center Policy 0221 (Board Certification Requirements for Medical Center Providers with Clinical Privileges);
4. Eligibility to participate in Medicare, Medicaid and other federally sponsored health programs; and
5. Members shall have in force professional liability insurance satisfactory to the Medical Center which covers all privileges requested.

A Practitioner who does not meet these basic requirements is ineligible to apply for Clinical Staff membership, and the application shall not be accepted for review, except that Members of the Administrative and Honorary Staff do not need to comply with these basic qualifications. If it is determined during the processing that the Applicant does not meet all of the basic qualifications, the review of the application shall be discontinued. An Applicant who does not meet the basic qualifications is not entitled to the procedural rights set forth in Article IX.

4.3.3 GENERAL REQUIREMENTS OF CLINICAL STAFF MEMBERSHIP

In order to obtain or maintain membership on the Clinical Staff and in order to be granted clinical privileges as a member of the clinical staff, applicants must demonstrate:

A. Current competency. Applicants for staff privileges shall have the background, relevant training, experience and competency that are sufficient to demonstrate to the satisfaction of the Credentials Committee and the UVA HSB that he or she can capably and safely exercise clinical privileges within the Medical Center. Current competency shall be demonstrated as described in Medical Center Policy No. 0291 (“Clinical Staff Code of Conduct”) and Medical Center Policy No. 0305 (“General Requirements for Clinicians Holding Clinical Privileges”).

B. Compliance with Bylaws and Policies. Compliance with the Bylaws, Clinical Staff policies, Departmental and Service rules and regulations, as well as all enunciated policies of UVAMC.

C. Appropriate Management of Medical Records. Preparing in legible and accurate form, completing within prescribed timelines and maintaining the confidentiality of medical records for all patients to whom the Member provides care in UVAMC facilities in accordance with applicable policies of UVAMC and the University Physicians Group. This shall include, but is not limited to, performing histories and physicals and completing all necessary documentation as required by Medical Center Policy 0094 (“Documentation of Patient Care (Electronic Medical Record)”) which is incorporated herein by reference.
D. A medical history and physical examination (H&P) shall be completed no more than thirty (30) days before or twenty-four (24) hours after admission or registration, but prior to surgery or a procedure requiring anesthesia services. An updated examination of the patient, including any changes in the patient’s condition, be completed and documented within twenty-four (24) hours after admission or registration, but prior to surgery or a procedure requiring anesthesia services, when the medical history and physical examination is completed within thirty (30) days before admission or registration. The updated examination of the patient, including any changes in the patient’s condition, must be completed and documented by a physician, an oral and maxillofacial surgeon, dentist, podiatrist, or other qualified licensed individual in accordance with State law and Medical Center policy. (see Medical Center Policy No. 0094, “Documentation of Patient Care (Electronic Medical Record)”).

4.3.4 SUPERVISION OF GRADUATE MEDICAL TRAINEES

The Clinical Staff shall supervise participants in the Graduate Medical Education program in the performance of clinical activities within the Medical Center. The Clinical Staff member shall meet the requirements as contained in the GME Policy and Procedure 012, and applicable Medical Center and Departmental policies and as required by the ACGME and noted on the ACGME website.

4.3.5 OTHER MEMBER RESPONSIBILITIES

Additional responsibilities of Members may include, as appropriate:

A. Abiding by the Standards of Professional Conduct of the Virginia Boards of Medicine, Psychology and Dentistry, as appropriate, and ethical requirements of the Medical Society of Virginia, the American Board of Medical Specialties (as applicable), or the other professional associations of dentists, podiatrists, and psychologists, as appropriate;
B. Engaging in conduct that is professional, cooperative, respectful and courteous of others and is consistent with and reinforcing of the mission of the Medical Center; see Medical Center Policy 0291 (“Clinical Staff Code of Conduct”) and Medical Center Policy Medical Center Policy No. 0305 (“General Requirements for Clinicians Holding Clinical Privileges”).
C. Attending meetings of the Clinical Staff, Department, Division, as appropriate, and committees to which a Member has been appointed, as required; and
D. Participating in recognized functions of Clinical Staff appointment, including quality improvement activities, FPPE as necessary, OPPE, Case Review and Peer Review and discharging other Clinical Staff functions as may be required from time to time by the Department Chair, the Division Chief, the Clinical Staff, the Clinical Staff Executive Committee, or the UVA HSB.
4.4 CATEGORIES OF THE CLINICAL STAFF

The categories of Clinical Staff membership shall be divided into the Active Staff, Associate Staff, Administrative Staff, and Honorary Staff. Non-members include Contract Physicians, Consulting Clinical Staff, Telemedicine providers, Graduate Medical Trainees, Allied Health Professionals, and Re-Entry Physicians. Each time Clinical Staff membership is granted or renewed, or at other times deemed appropriate, the Clinical Staff Executive Committee, and subsequently the UVA HSB, will approve the member’s staff category.

Each Clinical Staff Member shall be assigned to a Clinical Staff category based upon qualifications defined in these Bylaws. For the purposes of the below qualifications, patient contact includes admissions, treatments, consults, outpatient clinic visits, and outpatient surgery and procedures.

The Members of each Clinical Staff category shall have the prerogatives and shall carry out the duties defined in these Bylaws. Action may be initiated to change the Clinical Staff category or to terminate the membership of any Member who fails to meet the qualifications or fulfill the duties described in these Bylaws. Changes in Clinical Staff category shall not be grounds for a hearing unless they adversely affect the Member’s privileges.

4.4.1 ACTIVE CLINICAL STAFF

A. Qualifications

The Active Clinical Staff are voting members and shall consist of Physicians, Dentists, Podiatrists, PhD Clinical Pathologists, and PhD Clinical Psychologists who hold a School of Medicine faculty appointment and:

1. Meet the criteria for Clinical Staff membership set forth in these Bylaws and specifically in Section 4.3; and
2. Regularly admit patients to the Medical Center or regularly practice in a hospital-based or a Medical Center recognized practice, or are regularly involved in the direct care of patients at a facility under the provider number of UVAMC and regularly participate in Clinical Staff functions as determined by Clinical Staff governance. See also Medical Center Policy 0304 (“Responsibilities of Attending Physicians on Inpatient Services”)  
3. Have satisfactorily completed their designated term in the Provisional status.

B. Prerogatives and Responsibilities

1. Exercise an option to vote on all matters presented at general and special meetings of the Clinical Staff;
2. Exercise an option to practice the clinical privileges as granted in accordance with these Bylaws and the Credentials Manual; and
3. Exercise an option to be considered for office in the Clinical Staff organization.

C. Transfer of Active Staff Members
After two (2) consecutive years in which a Member of the Active Clinical Staff does not regularly care for patients at UVAMC and/or be regularly involved in Clinical Staff functions as determined by the Clinical Staff, that Member may be transferred to an alternate category, if any, for which the member is qualified.

4.4.2 ASSOCIATE CLINICAL STAFF

A. Qualifications

The Associate Staff, a non-voting member, shall consist of Physicians, Dentists, Podiatrists, Ph.D. Clinical Psychologists, and Ph.D. Clinical Pathologists, who hold an employment contract with UPG but who do not hold a School of Medicine faculty appointment. Associate Staff Members:

1. Meet the criteria for Staff membership set forth in these Bylaws and specifically in Section 4.3
2. Are regularly involved in the care of patients at a facility that is under the provider number of UVAMC and who need to be privileged and re-privileged through UVAMC; and
3. Do not admit or treat patients at the Acute Care Hospital facilities of the Medical Center, including the outpatient surgery center, and
4. Have satisfactorily completed their designated term in the Provisional status.

B. Prerogative and Responsibilities

1. Exercise an option to practice the clinical privileges as granted in accordance with these Bylaws and the Credentials Manual pursuant to Article VI at a facility that is under the provider number of UVAMC; and
2. Actively participate in performance improvement and quality assurance activities, supervising provisional appointees, evaluating and monitoring Clinical Staff Members, and in discharging such other Staff functions as may from time to time be required.

C. Limitations

1. Shall not have the right to vote at general and special meetings of the Clinical Staff, except to the extent the right to vote is specified at the time of appointment; and
2. Cannot hold office in the Clinical Staff organization.

D. Transfer of Associate Clinical Staff Members

After two (2) consecutive years in which a Member of the Associate Clinical Staff does not regularly care for patients at UVAMC and/or be regularly involved in Clinical Staff functions as determined by the Clinical Staff, that Member may be transferred to the appropriate category, if any, for which the member is qualified.
4.4.3 ADMINISTRATIVE STAFF

A. Qualifications

The Administrative Staff category shall be held by any Physician, Dentist, Podiatrist, PhD Clinical Psychologist, and PhD Clinical Pathologist who are not otherwise eligible for another staff category and who are to perform ongoing medical administrative activities.

1. Are charged with assisting the Clinical Staff in carrying out medical-administrative functions, including but not limited to quality assessments of clinical programs and utilization reviews;
2. Are able to document their good judgment, current physical and mental health status so as to demonstrate to the satisfaction of the Clinical Staff that they are professionally and ethically competent to exercise their duties, and is able to work cooperatively with the Clinical Staff office; and
3. Are willing to participate and properly discharge those responsibilities as determined by the VP and CEO and the Dean.

B. Responsibilities

1. Defined by the VP and CEO and the Dean; and
2. Exercise an option to attend and vote at general and special meetings of the Clinical Staff.

C. Limitations

1. Cannot hold office in the Clinical Staff organization; and
2. Cannot admit patients or exercise clinical privileges.

4.4.4 HONORARY CLINICAL STAFF

A. Qualifications

The Honorary Clinical Staff shall consist of Physicians, Dentists, Podiatrists, PhD Clinical Psychologists and PhD Clinical Pathologists, each of whom is a former Member of the Clinical Staff who has retired or withdrawn from practice and who has been honored by an emeritus title in the School of Medicine, and/or have been nominated by the current Department Chair in which the person practiced or by Dean in recognition of his or her noteworthy contributions to the UVAMC.

B. Honorary Clinical Staff Member must have been a member in good standing of the Clinical Staff at the time of his or her retirement or withdrawal from clinical practice

C. Responsibilities

1. Exercise an option to attend general and special meetings of the Clinical Staff;
2. Exercise an option to vote on Clinical Staff Committees that he/she has been requested to serve on.
D. Limitations

1. Shall not be granted or exercise clinical privileges;
2. Shall not vote at general or special meetings of the Clinical staff;
3. Shall not hold office in the Clinical Staff organization.

4.5 NON-MEMBERS WITH PRIVILEGES

Some Physicians, Dentists, Podiatrists, Ph.D. Clinical Psychologists, and Ph.D. Clinical Pathologists who are not Members of Clinical Staff may be granted privileges to provide care to patients of the Medical Center from time to time as provided in these Bylaws and in the Credentials Manual. Non-members shall have Clinical Privileges as provided in Article VI and the Credentials Manual. Allied Health Professionals are also Non-members who are granted privileges. Non-members, who are not Physicians or Dentists, shall have none of the rights conferred on Members in these Bylaws, including but not limited to those provided in Articles IX hereof, but shall be required to follow policies and procedures of the Medical Center and the Clinical Departments.

4.5.1 CONSULTING STAFF AND VISITING PHYSICIANS

Consulting Staff do not hold faculty appointments, nor are contracted with UVAMC or UPG, but are granted privileges to provide services that are not otherwise available at UVAMC or to assist in difficult cases.

Visiting Physicians are not members of the Clinical Staff. They do not hold faculty appointments, are not contracted with UVAMC or UPG, and are not granted privileges as non-members. For guidance regarding Visiting Physicians, see Medical Center Policy 315 (Management of Observers).

A. Qualifications

The Consulting Staff shall consist of Physicians, Dentists, Podiatrists, and PhD Clinical Psychologists who:

1. Meet the criteria for Staff membership, excluding the faculty appointment or UPG contract, set forth in Section 4.3.2 (2-5);
2. Hold appropriate clinical privileges at another accredited health care facility; and

Consulting Staff members who regularly care for more than ten (10) patients per year at the Medical Center will be reviewed by the Credentials Committee to consider appointment to another staff category.

B. Responsibilities

1. Exercise an option to provide clinical care at UVAMC within the privileges as are granted to him/her pursuant to Article VI;
2. Provide patient activity and quality review information from primary facility as requested at time of initial appointment and reappointment; and
3. Satisfy the requirements of the Clinical Department with which he/she is associated.
4. Actively participate in performance improvement and quality assurance activities; supervising provisional appointees; evaluating and monitoring as may from time to time be required.
5. Compliance with Bylaws and Policies. Compliance with the Bylaws, Clinical Staff policies, Departmental and Service rules and regulations, as well as all enunciated policies of UVAMC.

4.5.2 CONTRACT PHYSICIAN STAFF

The Contract Physician Staff shall consist of GME Trainees at UVAMC who are engaged by the Medical Center to provide explicit medical services outside their training program at a UVAMC facility. A contract physician must obtain prior approval for the outside activities in accordance with the GME Internal and External Moonlighting Activity Policy 11 and provide a copy of the contract under which he or she will be working at the time the credentialing process begins. Members of the Contract Physician Staff must be board certified or board qualified in the specialty related to the privilege request, and has attestations of qualifications from both the Program Director and the Department Chair. Contract Physician Staff are not eligible to vote on Clinical Staff matters or to hold Clinical Staff Office.

In addition, Contract Physician Staff:

1. May not serve as the attending physician of record or admit patients to the Medical Center unless an exemption is granted. Exemptions are considered at the request of the Designated Institutional Officer with explicit conditions regarding concurrent proctoring and agreed to by the Credentials Committee;
2. Can treat patients if authorized to do so in accordance with the Practitioner’s delineated clinical privileges and Article VI of these Bylaws;
3. Appointment procedures for Contract Physician Staff will be the same as the procedures for the Clinical Staff in accordance with Article VII of these Bylaws;
4. Shall actively participate in performance improvement and quality assurance activities of the Clinical Staff;
5. Shall meet the basic responsibilities of Staff membership as set forth in section 4.3.2 of these Bylaws with the exception of a faculty appointment and/or UPG employment; and
6. The Contract Physician Staff Practitioner’s privileges will automatically terminate upon the termination or expiration of his/her contract or agreement with the UVAMC or UPG, and the Practitioner shall have none of the rights conferred on Members in these Bylaws, including but not limited to those provided in Article IX.

4.5.3 TELEMEDICINE

Telemedicine providers are privileged as set forth in Article VI. Telemedicine providers access patients remotely and do not practice within the UVAMC facilities. Telemedicine providers are not eligible to vote on Clinical Staff matters or hold Clinical Staff Office.
4.5.4 GRADUATE MEDICAL TRAINEES

Except as provided in Section 4.5.2 above, members of the Graduate Medical Trainee staff as defined in these Bylaws do not have independent privileges to admit or treat patients at the UVAMC. They are employees of the University of Virginia Medical Center and their scope of practice is defined by the Graduate Medical Education Program. They are not governed by these Bylaws. Graduate Medical Trainees shall be required to follow GME policies and procedures and will act only under the supervision of a Clinical Staff Member in accordance with all relevant Clinical Staff, UVAMC, and GME policies.

GME Trainees, who are working in an independent practice capacity as Contract physicians in the organization, must be granted privileges as set forth in Article VI of these Bylaws.

4.5.5 ALLIED HEALTH PROFESSIONALS

AHPs are individuals who hold a license, certificate, or other legal credential to practice as required by Virginia law that authorizes the provision of complex and clinical services to patients. AHPs treat and/or perform services for patients at a facility that is under the provider number of UVAMC. AHPs adhere to Clinical Staff Bylaws which are applicable to the AHP, Department policies, Medical Center policies and professional guidelines. (See, e.g., Medical Center Policy No. 280 “Allied Health Professionals Practice Evaluations”) AHPs are not Members of the Clinical Staff but are granted clinical privileges. AHPs may vote for the AHP representative to CSEC, and serve as voting members on Clinical Staff Committees. Only AHPs are eligible to serve as the AHP representative to CSEC.

4.5.6 RE-ENTRY PHYSICIAN STATUS

A Non-member of the Clinical Staff may apply for re-entry status to learn a specific defined patient care technique under the direction of one of the Departments at UVAMC. Individuals applying for visiting postgraduate trainee status shall be licensed to practice medicine, dentistry or clinical psychology in any one of the United States and shall have been accepted by the course director to participate in a specific clinical training program at UVAMC. These Bylaws and other applicable UVAMC policies and procedures shall govern the activities and conduct of Visiting Postgraduate Trainees.

A. Limitations

1. Shall not perform any independent patient care or evaluation at UVAMC facilities;
2. Shall not take call; and
3. Shall not use the UVAMC Visiting/Re-Entry Trainee status as the basis for independent practice at any other site.

4.6 MODIFICATION OF MEMBERSHIP

On its own, upon recommendation of the Credentials Committee, or pursuant to a request from a Member, the Clinical Staff Executive Committee may recommend a change in the Clinical Staff category of a Member, consistent with the requirements of these Bylaws, to the UVA HSB.
4.7 MEMBER RIGHTS

Clinical Staff Member Rights

1. Each Member in the Active category has the right to initiate a recall election of a Clinical Staff Officer by following the procedure outlined in Article X of these Bylaws, regarding removal and resignation from office.

2. Each Member in the Active category may initiate a call for a general staff meeting to discuss a matter relevant to the Clinical Staff by presenting a petition signed by ten percent (10%) of the Members of the Active category. Upon presentation of such a petition, CSEC shall schedule a general staff meeting for the specific purposes addressed by the petitioners. No business other than that detailed in the petition may be transacted.

3. Each Member in the Active category may challenge any rule, regulation or policy established by the CSEC. In the event that a rule, regulation or policy is thought to be inappropriate, any Clinical Staff Member may submit a petition signed by ten percent (10%) of the Members of the Active category. Upon presentation of such a petition, the adoption procedure noted in section Article XVI will be followed.

4. The above sections 1 to 3 do not pertain to issues involving individual peer review, formal investigations of professional performance or conduct, denial of requests for appointment or clinical privileges, or any other matter relating to individual membership or privileges. The Bylaws provide recourse in these matters.

5. Any Practitioner eligible for Clinical Staff membership has a right to a hearing/appeal pursuant to the conditions and procedures described in the Clinical Staff’s hearing and appeal plan.

6. These member rights serve as a conflict resolution mechanism between the Clinical Staff and the Clinical Staff Executive Committee.

ARTICLE V
PROCEDURES FOR MEMBERSHIP

The process for evaluation of credentials for membership and/or privileges is the same for all Members and Non-members. The Credentials Committee shall follow the credentialing procedures set forth in the Credentials Manual including the procedure related to the information required in an application for initial appointment and the processing of the application. Upon receipt and review of all necessary credentialing documentation, the Credentials Committee, upon review by the Department Chair, shall recommend to the Clinical Staff Executive Committee that such Applicant should either be granted or denied initial privileges in the Medical Center. The Clinical Staff Executive Committee shall then review the Credentials Committee’s recommendation and all applicable documentation. If the Credentials Committee and the Clinical Staff Executive Committee are both in favor of granting privileges to the Applicant, the favorable recommendation shall be forwarded to the UVA HSB for final action.

If there is a recommendation for the denial of membership and/or privileges by the CSEC or UVA HSB, the applicant is entitled to the fair hearing and appeal plan appropriate to their clinical status.
5.1 PROCEDURE FOR ACTIVE AND ASSOCIATE CLINICAL STAFF MEMBERSHIP

In order to become an Active or Associate Member of the Clinical Staff, the individual Physician, Dentist, Podiatrist, Ph.D. Clinical Psychologist or Ph.D. Clinical Pathologist shall follow the applicable procedure in effect from time to time for obtaining an appointment as a Clinical Faculty Member in the School of Medicine, an employment contract with UPG, satisfy the criteria set forth in Article IV of these Bylaws for an Active or Associate Member and if applicable, follow the procedure for obtaining Clinical Privileges as provided in these Bylaws and the Credentials Manual, all as verified by the Clinical Staff Office. The Dean and the applicable Department Chair shall jointly make the request in writing to the Clinical Staff Office for an individual to be appointed or reappointed as a Member in accordance with Article VII of these Bylaws. In the case of individuals who do not hold School of Medicine faculty appointments, the Chief Executive Officer of UPG will fill the role of the Dean for the procedures described above.

The Credentials Manual establishes requirements for application for Clinical Staff Clinical Privileges. The Credentials Manual may be amended from time to time by the Chair of the Credentials Committee in consultation with the President of the Clinical Staff and the Chief Executive Officer of the Medical Center.

5.2 PROCEDURE FOR ADMINISTRATIVE CLINICAL STAFF MEMBERSHIP

The Clinical Staff Executive Committee shall approve the appointment of any person selected by the Chief Executive Officer or the Dean to be an Administrative Member.

5.3 PROCEDURE FOR HONORARY CLINICAL STAFF MEMBERSHIP

In order to become an Honorary Member of the Clinical Staff, the individual who satisfies the criteria set forth in Article IV of these Bylaws shall be nominated by his or her former Chair or the Dean and approved by the Clinical Staff Executive Committee.

5.4 LEAVE OF ABSENCE

A Member of the Clinical Staff who has obtained a leave of absence from the School of Medicine, consistent with applicable faculty policies, may also obtain a leave of absence from clinical practice. Contemporaneously with a request for leave of absence from the School of Medicine or UPG, the Member shall provide notice to the Credentials Committee of the leave, including the reasons for the leave and the approximate period of leave desired. In addition the Chair and the Dean of the School of Medicine or Chief Executive Officer of UPG (for Associate Members) shall provide notice to the Credentials Committee of any leave of absence granted to a Member. Such leave of absence is further subject to conditions and limitations that the President of the Clinical Staff, the Chair of the Credentials Committee or the CEO of the Medical Center determines to be appropriate. During the leave of absence, the Member shall not exercise his/her her Clinical Privileges and his/her Clinical Staff responsibilities and prerogatives shall be inactive. The Department Chair of the Member on leave shall be responsible for arranging for alternative care for the Member’s patients while the Member is on
leave.

Prior to returning from a leave of absence, a Member shall notify the Credentials Committee in writing in accordance with the procedures and the timelines set forth in the Credentials Manual and shall provide all necessary information needed for the Credentials Committee to evaluate whether the Member is qualified to resume Clinical Staff membership, including the exercise of Clinical Privileges. A Member who has been on leave of absence may not have his or her Clinical Privileges reactivated until a determination is made by the Credentials Committee that the Member may return to clinical practice and the conditions of the return. If the Clinical Privileges of a Member who has been on leave are not reactivated, the Member shall have access to the procedures outlined in Article IX of these Bylaws.

Failure, without good cause, to request reinstatement prior to the end of an approved leave of absence shall be deemed a voluntary resignation from the Clinical Staff and voluntary relinquishment of Clinical Privileges. A request for Clinical Staff membership or Clinical Privileges subsequently received from an Applicant deemed to have voluntarily resigned shall be submitted and processed in the manner specified for applications for initial appointment.

If membership and/or privileges expire during the leave of absence, then the Practitioner must reapply for membership and/or privileges.

5.5 CESSATION OF MEMBERSHIP

Membership in the Clinical Staff shall cease automatically when the individual no longer meets the criteria set forth in these Bylaws, including failure to be reappointed to the faculty of the School of Medicine or resignation, retirement or termination from the School of Medicine or UPG.

ARTICLE VI
CATEGORIES OF CLINICAL PRIVILEGES

6.1 EXERCISE OF CLINICAL PRIVILEGES

Every Member, in connection with such membership, shall be entitled to exercise only those delineated Clinical Privileges specifically recommended by the Credentials Committee and the Clinical Staff Executive Committee and approved by the UVA HSB, except as provided in Sections 6.6, 6.7, and 6.8 of this Article. Every Non-member shall be entitled to exercise only those delineated Clinical Privileges specifically reviewed by the Department Chair, recommended by the Credentials Committee, recommended by the Clinical Staff Executive Committee and approved by the UVA HSB, except as provided in Sections 6.6, 6.7, and 6.8 of this Article. The Medical Center has the prerogative to audit from time to time Members’ clinical practice to verify that Members are practicing within the scope of the specific Clinical Privileges that have been granted.
6.2  DELINEATION OF PRIVILEGES

Every application for Clinical Staff appointment or reappointment (excluding Administrative and Honorary Members) and every request for Clinical Privileges must contain a request for the specific Clinical Privileges desired by the Applicant. The evaluation of such request shall be based upon the Applicant's education, training, experience, demonstrated competence as documented by evaluations from Peers, supervision or monitoring during a first or provisional year, FPPE and OPPE, references and other relevant information, including an appraisal by the Clinical Service in which such privileges are sought. For renewal of privileges, this evaluation shall include ensuring that the provider has a reasonable minimum level of ongoing involvement and experience relevant to the privileges being renewed. The specific procedures set forth in these Bylaws and the Credentials Manual shall be followed throughout the appointment and reappointment process.

6.3  PRIVILEGES FOR NON-MEMBERS (EXCEPT AHP)

Physicians, Dentists, Podiatrists, PhD Clinical Pathologists and PhD Clinical Psychologists who are Non-members who desire to practice in the Medical Center may be granted limited privileges only as specifically permitted by the Credentials Manual or required by the Credentials Committee. Non-members may be issued Clinical Privileges in one of the following categories: Consulting Privileges, Telemedicine or Contract Physicians.

6.4  PRIVILEGES FOR ALLIED HEALTH PROFESSIONALS

Allied Health Professionals, as defined in these Bylaws are privileged under a separate process that is specified in the Allied Health Professionals Manual. They are subject to the applicable sections of these Bylaws. Allied Health Professionals shall be required to follow policies and procedures as set forth in the AHP Manual and Medical Center policies and will act under the supervision of a Clinical Staff Member in accordance with all relevant Clinical Staff and UVAMC policies. An official list of current AHPs will be kept in the Clinical Staff Office.

6.5  CONSULTING PRIVILEGES

6.5.1 Description

Non-members who may be granted Consulting Privileges shall include Physicians, Dentists, Podiatrists, Ph.D. Clinical Pathologists and Ph.D. Clinical Psychologists who will participate in patient care activities for Medical Center patients at the request of a Member of the Clinical Staff, each of whom shall provide information and documentation required by the Credentials Manual and Medical Center policies.

6.5.2 Prerogatives

The prerogatives of the Non-member with Consulting Privileges shall be to consult regarding care to patients at the request of a Member and only as specifically delineated in his or her Clinical Privileges.
6.5.3 Limitations

The Non-member with Consulting Privileges shall not admit patients to an inpatient facility of the Medical Center nor serve as the primary attending of record in Medical Center facilities.

6.6 TEMPORARY PRIVILEGES

6.6.1 Circumstances Under Which Temporary Privileges May Be Granted

Temporary Privileges shall be granted in only two circumstances:

A. When an important patient care need mandates an immediate authorization to practice, an application for Temporary Privileges will be considered on a case-by-case basis; or

B. When an Applicant with a complete verified application with no indication of adverse information about state licensing actions, DEA registrations, current medical, psychiatric or substance abuse impairments that could affect practice, criminal convictions or verdicts/settlements of concern, the Credentials Committee, after review by the Department Chair, may recommend that the CEO or designee, upon recommendation of the President of the Clinical Staff or designee, grant temporary privileges pending review and approval by the Clinical Staff Executive Committee and approval of the UVA HSB.

6.6.2 Application and Review

A. Where an important patient care need mandates an immediate authorization to practice as contemplated by 6.7.1 (a), the CEO or designee, with the written concurrence of the Department Chair and the President of the Clinical Staff or designee, may grant Temporary Privileges. Such temporary grant of privileges shall not be made unless the following verifications are present:

1. Letter from the appropriate Department Chair explaining the important nature of the situation and the benefit to a patient or patients as a result of immediate authorization of the specified task(s) and their recommendation for approval;

2. Primary source verification of current license;

3. Listing of delineated privileges requested with appropriate documentation of competence to perform each of the specified tasks;

4. Proof of current liability coverage, showing coverage limits and dates of coverage; and

5. There exist no state licensing actions, DEA registrations, current medical, psychiatric or substance abuse impairments that could affect practice, criminal convictions or verdicts/settlements of concern to the Credentials Committee.
If the above requirements are not satisfied, Temporary Privileges may not be granted. In addition the Credentials Manual may specify additional verifications required before such Temporary Privileges may be granted.

B. For all situations arising under Section 6.7., the CEO or designee, upon recommendation of the President of the Clinical Staff or designee, may grant Temporary Privileges for not more than one hundred twenty (120) days or until such time as the request is officially approved, whichever time is shorter. Temporary Privileges may not be granted unless there is:

1. Complete application with all verifications completed;

2. Query to the National Practitioner Data Bank and an analysis of the results of such query; and

3. The Applicant satisfies the requirements of Section 6.7.1 b. and has not been subject to involuntary termination of Clinical Staff membership at another organization, has not been subject to involuntary limitation, reduction, denial or loss of Clinical Privileges and has not relinquished Clinical Privileges at another organization while under investigation by that organization.

The Credentials Manual may specify additional documentation required before such Temporary Privileges may be granted.
6.6.3 General Conditions

If granted Temporary Privileges, the Applicant shall act under the supervision of the Department Chair, or his or her designee, to which the Applicant has been assigned, and shall ensure that the Department Chair or the Chair’s designee is kept closely informed as to his or her activities within the Medical Center. The Credentials Manual specifies supervisory requirements for the Department Chair or the Chair’s designee when Temporary Privileges have been granted to an Applicant in the Clinical Department.

A. Temporary Privileges shall automatically terminate at the end of the designated period, unless earlier terminated by the Credentials Committee upon recommendation of the Department Chair, the President of the Clinical Staff or the CEO, or unless affirmatively renewed, up to a maximum of 120 days, following the procedure set forth in Section 6.7.2

B. Requirements for proctoring and monitoring, including FPPE, shall be imposed on such terms as may be appropriate under the circumstances upon any Applicant granted Temporary Privileges by the Chair of the Credentials Committee after consultation with the Department Chair or his or her designee.

C. At any time, Temporary Privileges may be terminated by the Clinical Staff Executive Committee. In such cases, the appropriate Department Chair shall assign a Member to assume responsibility for the care of such Practitioner’s patient(s). The preferences of the patient shall be considered in the choice of a replacement Member.

D. A person shall not be entitled to the procedural rights afforded by Article IX because a request for Temporary Privileges is refused or because all or any portion of Temporary Privileges are terminated or suspended for reasons not related to competence or conduct. Termination or suspension of Temporary Privileges which lasts longer than 14 days and for reasons or competence or conduct shall afford fair hearing and appeal rights.

E. All persons requesting or receiving Temporary Privileges shall be bound by the Bylaws, the Credentials Manual, and the policies, procedures, of the Medical Center.

6.7 EMERGENCY PRIVILEGES

In the case of a medical emergency, any currently privileged Practitioner is authorized to do everything possible to save the patient’s life or to save the patient from serious harm, to the degree permitted by the Practitioner’s license, regardless of Clinical Service affiliation, staff category, or level of privileges. A Practitioner exercising emergency privileges is obligated to summon all consultative assistance deemed necessary and to arrange appropriate follow-up.

6.8 DISASTER PRIVILEGES

In the case of unpredictable emergencies, including but not limited to those caused by natural disasters and bioterrorism, which result in the activation of the Medical Center Emergency Management Plan, any clinician, to the degree permitted by his or her license and regardless of service or staff status or the lack thereof, shall perform services to save the life of a patient, using every facility of the Medical Center necessary, including the calling of any consultation.
appropriate or desirable. The VP and CEO, the President of the Clinical Staff, or the Chair of the 
Credentials Committee may grant Emergency Privileges for the period required to supplement 
normal patient care services during the emergency as more specifically provided in the 
Credentials Manual. Before a volunteer clinician is considered eligible to function as a licensed 
independent Practitioner, the Medical Center will obtain his or her valid government issued 
photo identification (for example, a driver’s license or passport). When the emergency situation 
no longer exists, any such clinician must apply for the staff privileges necessary to continue to 
treat patients. Primary source verification of licensure occurs as soon as the disaster is under 
control or within 72 hours from the time the volunteer licensed independent Practitioner presents 
himself or herself to the Medical Center whichever comes first. In the event such privileges are 
denied or are not requested, the patients shall be assigned to another Member.

A. If the Medical Center Emergency Management Plan has been activated and the organization is 
unable to meet immediate patient needs, the CEO or other individuals as identified in the 
Medical Center Emergency Management Plan with similar authority may, on a case by case 
basis consistent with medical licensing and other relevant state statutes, grant disaster 
privileges to selected LIPs. These Practitioners must present a valid government-issued 
photo identification issued by a state or federal agency (e.g., driver’s license or passport) 
and at least one of the following:

1. A current picture Medical Center ID card that clearly identifies professional 
designation;

2. A current license to practice;

3. Primary source verification of the license;

4. Identification indicating that the individual is a member of a Disaster Medical 
Assistance Team (DMAT), or Medical Reserve Corps (MRC), Emergency System for 
Advance Registration of Volunteer Health Professionals (ESAR-VHP), or other 
recognized state or federal organizations or groups;

5. Identification indicating that the individual has been granted authority to render patient 
care, treatment, and services in disaster circumstances (such authority having been 
granted by a federal, state, or municipal entity); or

6. Identification by a current Medical Center or Clinical Staff member (s) who possesses 
personal knowledge regarding the volunteer’s ability to act as a licensed independent 
Practitioner during a disaster.

B. The Clinical Staff has a mechanism (i.e., badging) to readily identify volunteer Practitioners 
who have been granted disaster privileges.

C. The Clinical Staff oversees the professional performance of volunteer Practitioners who 
have been granted disaster privileges by direct observation, mentoring, or clinical record 
review. The organization makes a decision (based on information obtained regarding the 
professional practice of the volunteer) within 72 hours whether disaster recovery privileges 
should be continued.
D. Primary source verification of licensure begins as soon as the immediate situation is under control, and is completed within 72 hours from the time the volunteer Practitioner presents to the organization. If primary source verification cannot be completed in 72 hours, there is documentation of the following: 1) why primary source verification could not be performed in 72 hours; 2) evidence of a demonstrated ability to continue to provide adequate care, treatment, and services; and 3) an attempt to rectify the situation as soon as possible.

E. Once the immediate situation has passed and such determination has been made consistent with the Medical Center Emergency Management Plan, the Practitioner’s disaster privileges will terminate immediately.

F. Any individual identified in the Medical Center Emergency Management Plan with the authority to grant disaster privileges shall also have the authority to terminate disaster privileges. Such authority may be exercised in the sole discretion of the Medical Center and will not give rise to a right to a fair hearing or an appeal.

6.9 EXPEDITED CREDENTIALING

6.9.1 Eligibility:
An expedited review and approval process may be used for initial appointment and for reappointment. All initial applications for membership and/or privileges will be designated as eligible for expedited credentialing or not. A completed application that does not raise concerns, as identified by the lack of any of the criteria noted below, is eligible for expedited credentialing:

A. The application is deemed to be incomplete;
B. The final recommendation of the CSEC is adverse or with limitation;
C. The Applicant is found to have experienced an involuntary termination of clinical staff membership or involuntary limitation, reduction, denial, or loss of clinical privileges at another organization or has a current challenge or a previously successful challenge to licensure or registration;
D. The Applicant is, or has been, under investigation by a state medical board or has prior disciplinary actions or legal sanctions;
E. The Applicant has had two (2) or more or an unusual pattern of malpractice cases filed within the past five (5) years or one final adverse judgment in a professional liability action in excess of $250,000;
F. The Applicant has one or more reference responses that raise concerns or questions;
G. A discrepancy is found between information received from the Applicant and references or verified information;
H. The Applicant has an adverse National Practitioner Data Bank report;
I. The request for privileges is not reasonable based upon applicant’s experience, training, and demonstrated current competence, and/or is not in compliance with applicable criteria;
J. The Applicant has been removed from a managed care panel for reasons of professional conduct or quality;
K. The Applicant has potentially relevant physical, mental and/or behavioral health problems;
L. Other reasons as determined by a clinical staff leader or other representative of the Medical Center which raise questions about the qualifications, competency, professionalism or appropriateness of the Applicant for membership or privileges.

6.9.2 Approval Process:

Applicants for expedited credentialing will be granted Clinical Staff membership and/or privileges after review and action by the following: the Department Chair, the Credentials Committee, and CSEC with a quorum as defined for expedited credentialing and a committee of the UVA HSB consisting of at least two individuals.

6.10 TELEMEDICINE CREDENTIALING AND PRIVILEGING

6.10.1 Receipt of Telemedicine Services From Other Sites

All Members who diagnose or treat patients via telemedicine link are subject to the credentialing and privileging processes of the organization that receives the telemedicine service.

Telemedicine is the provision of clinical services to patients by Practitioners from a distance via electronic communications. The originating site is the site where the patient is located; the distant site is the site where the Practitioner is physically viewing the telemedicine images. Practitioners providing only telemedicine services to the Medical Center from a distant site will not be appointed to the Clinical Staff but must be granted privileges at the Medical Center. The Clinical Staff may recommend privileges to the UVA HSB through one of the following mechanisms:

A. The Medical Center uses the credentialing and privileging decision made by the distant-site to make a final privileging decision. For the Clinical Staff to rely upon the credentialing and privileging decisions made by the distant-site hospital when making recommendation on privileges for the individual distant-site physicians and Practitioners providing such services, the UVA HSB ensures, through the Medical Center’s written agreement with the distant-site hospital, that all of the following provisions are met:

1. The distant site providing the telemedicine services is a Medicare-participating and Joint Commission-accredited hospital or ambulatory care organization;
2. The individual distant-site physician or Practitioner is privileged at the distant-site providing the telemedicine services for those services to be provided at the originating site, and the distant site provides a current list of the distant site physician’s or Practitioner’s privileges at the distant-site hospital or ambulatory care organization;
3. The individual distant-site physician or Practitioner holds a license issued or recognized by the State in which the hospital whose patients are receiving the telemedicine services is located; and
4. With respect to a distant-site physician or Practitioner who holds current privileges at the Medical Center, the Medical Center has evidence of an internal review of the distant-site physician’s or Practitioner’s performance of these privileges and sends the distant-site hospital such performance information for use in the periodic appraisal of the distant-site physician or Practitioner. At a minimum, this information must include all adverse outcomes related to sentinel events considered reviewable by The Joint Commission that result from the telemedicine services provided by the distant-site physician or Practitioner to the Medical Center’s patients; and all complaints the Medical Center has received about the distant-site physician or Practitioner.

B. The Clinical Staff privileges Practitioners using credentialing information from the distant site if the distant site is a Joint Commission accredited organization. Once the Clinical Staff makes its recommendation regarding the privileging of the telemedicine provider, it then must go through the remainder of the credentialing process for a decision regarding approval by the UVA HSB as set forth in Article VII of these Bylaws.

6.10.2 Provision of Telemedicine Services to Other Sites

Practitioners providing telemedicine services to other hospitals from the Medical Center must be granted privileges at the Medical Center for any services that are rendered via telemedicine to other site(s). If this service is rendered by Residents or Fellows, then any telemedicine interpretation must be overseen by a Practitioner with appropriate clinical privileges before the reading can be furnished to the other site(s).

ARTICLE VII
APPOINTMENT AND REAPPOINTMENT

7.1 PROCEDURE FOR INITIAL APPOINTMENT

When the Dean and a Department Chair have mutually agreed upon a candidate (hereinafter referred to as “Applicant”) for his or her Department, the Dean and the Chair jointly shall forward a copy of the offer letter and a request for appointment and privileges to the Credentials Committee for an initial period not to exceed one (1) year. All required information and documentation shall be submitted in accordance with the Credentials Manual, including the deadlines set forth therein using the application form or other forms required thereby. No application shall be considered until all required information and documentation is completed within the timeframes specified in the Credentials Manual.

The Credentials Committee shall then follow the credentialing procedures set forth in the Credentials Manual including the process related to the information required in an application for initial appointment and the processing of the application. Upon receipt and review of all necessary credentialing documentation, the Credentials Committee, upon recommendation of the Department Chair, shall recommend to the Clinical Staff Executive Committee that such Applicant should either be granted or denied initial privileges in the Medical Center. The Clinical Staff Executive Committee shall then review the Credentials Committee’s
recommendation and all applicable documentation. If the Credentials Committee and the Clinical Staff Executive Committee are both in favor of granting privileges to the Applicant, the favorable recommendation shall be forwarded to the UVA HSB for final action.

In the case of an application for Associate Membership, the procedures outlined in the Credentials Manual shall be considered until all required information and documentation is completed within the timeframes specified in the Credentials Manual.

7.2 PROVISIONAL APPOINTMENT STATUS

Initial appointments and all initially granted Clinical Privileges for all Practitioners shall be provisional for a period of one year. During this provisional period, the individual’s performance and clinical competence shall be observed and evaluated through FPPE and OPPE by the Department Chair, Division Chair, or Peer designee of the applicable Clinical Department. If at the end of the year the Practitioner satisfies the requirements to become a Clinical Staff Member or have a privilleging status as provided in the Credentials Manual, the provisional status ceases. If at the end of the year the Practitioner does not satisfy the requirements as specified in the Credentials Manual, then membership in the Clinical Staff and Clinical Privileges for that individual shall cease. Failure to achieve the appropriate status from provisional status, when due to a lack of clinical volume, shall not give rise to the procedural rights, afforded by Article IX of these Bylaws. Failure to achieve the appropriate status from provisional status, due to issues of competency or conduct, shall give rise to the procedural rights afforded by Article IX of these Bylaws.

All initial Clinical Staff appointees to the Active or Associate Categories and all Non-member appointees to the Consulting/Visiting, Contract Physician, Telemedicine, Visiting/Re-entry Postgraduate Trainee, or AHP categories, and all re-appointees to these categories after termination of a prior appointment, shall serve a provisional status period of no less than one (1) year. During this time proctoring must be satisfactorily completed unless a specific exception is applied for by the Department Chair and approved by the Credentials Committee as specified in section B below. Each Member in provisional status shall be assigned to a Department in which their performance shall be evaluated through proctoring to determine their eligibility for advancement to non-provisional status in the appropriate Clinical Staff category.

A. Responsibilities

A Practitioner in provisional status shall have all of the responsibilities of the membership category.

B. Proctoring

Each provisional appointee shall complete such proctoring (Focused Professional Practice Evaluation) as required by the Clinical Service and approved by the Credentials Committee in accordance with Medical Center Policy No. 0279 (“Professional Practice Evaluations for Members of the Clinical Staff”) and Medical Center Policy No. 0280 (“Allied Health Professionals Practice Evaluations”).
7.3 PROCEDURE FOR REAPPOINTMENT

Periodic redetermination of Clinical Privileges for Active Clinical Staff Members, and the increase or curtailment of same, shall be based upon the reappointment procedures set forth in the Credentials Manual, including deadlines for submission of information and documentation and the forms required thereby. Criteria to be considered at the time of reappointment may include specific information derived from the Department’s direct observation of care provided, information gathered through FPPE and OPPE, review of records of patients treated in this or other medical centers, review of the records of the Departmental Clinical Staff as compared to the records of the particular Member and an appropriate comparison of the performance of the Member with his or her professional colleagues in the Department. If a Member chooses not to seek reappointment or renew privileges, the procedures set forth in Article IX shall not apply.

7.4 END OF PROVISIONAL STATUS

A Member in provisional status may become an Active or Associate Member upon the satisfactory conclusion of provisional status as provided in these Bylaws and the Credentials Manual, which appointment shall be for no more than two (2) years at a time and as more specifically provided in the Credentials Manual.

7.5 CHANGES IN QUALIFICATION

If during the course of any period of appointment, the qualifications of the Member change, or the Department learns of Adverse Action taken by an official licensing or certification body or Medicare or Medicaid, then those changes in qualification or Adverse Action must be reported immediately to the Member's Department Chair and the Credentials Committee who will review the information and determine whether the Member's privileges should be revoked, revised, or suspended. The provisions of Section 8.6 or Article IX will apply.

7.6 NEW OR ADDITIONAL CLINICAL PRIVILEGES

Applications for new or additional Clinical Privileges must be in writing and submitted by the Applicant as well as by the appropriate Department Chair. All applications for new or additional Clinical Privileges shall be submitted on a form prescribed by the Credentials Committee upon which the type of Clinical Privileges desired and, among other things, the Member's relevant recent training and/or experience are set out, together with any other information required by the Credentials Manual or the Credentials Committee. Such applications shall be processed as provided in the Credentials Manual, including the timeline for processing. Licensure and the National Practitioner Data Bank will be queried at any request for new privileges. The Credentials Committee shall determine the conditions and requirements upon which any new or additional Clinical Privileges shall be granted, including but not limited to, how current competence will be demonstrated and any proctoring or other monitoring requirements, and will recommend the requirements to the Clinical Staff Executive Committee for consideration. In turn CSEC shall make appropriate recommendations regarding new or additional Clinical Privileges to the UVA HSB for final determination. A decision not to approve a new or additional Clinical Privilege to be performed within the Medical Center and/or to be added to the Medical Center privilege list shall not be deemed an Adverse Action or a denial of privileges nor entitle any individual to the hearing rights set forth in Article IX of these Bylaws. The Applicant’s
performance and clinical competence shall be observed and evaluated through FPPE by the Department Chair, Division Chief, and Peer designee of the applicable Clinical Department and documentation is completed within the timeframes specified in the Credentials Manual.
7.7 BURDEN OF PRODUCING INFORMATION

In connection with all applications for appointment of membership and for Clinical Privileges, the Applicant shall have the burden of producing information for an adequate evaluation of the Applicant’s qualifications and suitability for the Clinical Privileges requested, of resolving any reasonable doubts about these matters, and of satisfying requests for information. This burden may include submission to a medical or psychological examination, at the Applicant’s expense, if deemed appropriate by the Department Chair, the President of the Clinical Staff, the Chair of the Credentials Committee, the Chief Executive Officer of the Medical Center or the Dean of the School of Medicine. The President of the Clinical Staff, the Chair of the Credentials Committee, the Chief Executive Officer of the Medical Center, or the Director of the Clinicians Wellness Program shall select the examining physician, program, and/or site of the examination.

The Applicant or Member has a duty to advise the Credentials Committee, within fifteen (15) days, of any change in information previously submitted related to his or her credentials. The Applicant’s failure to sustain these duties shall be grounds for denial of the application or termination of a Member’s Clinical Staff membership and a Member or Non-member’s Clinical Privileges.

ARTICLE VIII
CORRECTIVE ACTION FOR MEMBERS AND NON-MEMBERS WITH CLINICAL PRIVILEGES

8.1 CRITERIA FOR INITIATION

A Member’s or Non-member’s Clinical Privileges may be reduced, suspended or revoked for clinical practice or professional conduct determined to be lower than the standards of the Medical Center and the Clinical Staff, or to be disruptive to operations of the Medical Center, or for violation of these Bylaws, directives of the Clinical Staff Executive Committee or the UVA HSB, the Clinical Staff Code of Conduct, or policies, procedures, rules or regulations of the Medical Center, Health System or the applicable Clinical Service. A request for initiation of investigation or action against such Member or Non-member shall be made to the President or Vice President of the Clinical Staff by written request from any Member or from the Chief Executive Officer. Upon receipt of a written request for investigation or action, the President or Vice President shall immediately forward the matter to the Credentials Committee for review and recommendation when the information provided indicates that such Member or Non-member may have exhibited acts, demeanor, or conduct reasonably likely to be: (a) detrimental to team member safety, patient safety or to the delivery of quality patient care; (b) unethical; (c) contrary to the Medical Center and/or Health System policies and procedures, these Bylaws, or the Clinical Staff Code of Conduct; (d) disruptive to the operation of the Medical Center; (e) below applicable professional standards; or (f) the result of impairment of the Member or Non-member by reason of illness, use of drugs, narcotics, alcohol, chemicals or other substances or as a result of any physical or mental condition that impairs the Member’s or Non-member’s clinical practice. Article 8.2 addresses procedures to be followed when concerns described in (f) above are raised.
To the extent possible, the identity of the individual requesting initiation of investigation shall not be disclosed. In order to safeguard the legally privileged status of peer review, the individual requesting an investigation may not be entitled to receive information about the course or findings of the investigation. The Chair of the Credentials Committee may inform the individual requesting an investigation about the status of action on the request and, if investigation is initiated, the expected date of completion.

8.2 INITIATING EVALUATION AND/OR INVESTIGATION OF POSSIBLE IMPAIRING CONDITIONS

The UVA HSB and the Clinical Staff Executive Committee recognize the need to assist Members or Non-members who have been granted Clinical Privileges to address physical and mental health issues as well as to protect patients and staff members from harm. Based upon concerns that a Member’s or Non-member’s behavior or clinical practice may be affected by impairment by reason of illness, use of drugs, narcotics, alcohol, chemicals or other substances or any physical or mental condition, a Department Chair, the President, the Chief Executive Officer, the Dean, the Chair of the Credentials Committee, or the Director of the Clinicians’ Wellness Program may require that a Member or Non-member who has been granted Clinical Privileges undergo a physical and/or mental examination(s) by one or more qualified Practitioners or programs recommended after consultation with Faculty and Employees Assistance Program (“FEAP”) or the Clinicians Wellness Program. See also Medical Center Policy No. 0242 (“Clinicians Wellness Program”). The individual initiating the evaluation shall notify the President or Chair of the Credentials Committee of the requirement for evaluation. The purpose of the evaluation and investigation process concerning potential impairing conditions is to protect patients and others working with the affected practitioner and to aid the Member or Non-member in retaining or regaining optimal professional functioning.

On its own initiative, the Credentials Committee may require evaluation by the Clinicians’ Wellness Program or FEAP for any Member or Non-member who appears to suffer from a potentially impairing condition. The Credentials Committee may also encourage any such Member or Non-member to seek assistance from the Clinicians’ Wellness Program or FEAP.

If the Member or Non-member refuses to undergo the examination, his/her Clinical Privileges shall be automatically inactivated and there shall be no further consideration of continued privileges until the examination is performed. The Member or Non-member shall authorize the qualified Practitioner(s), to submit reports of the evaluation(s) to FEAP or to the Director of the Clinicians Wellness Program. FEAP or the Clinicians Wellness Program shall notify the President or Chair of the Credentials Committee of the recommendations made by the qualified Practitioner(s). Any time limit for action by the Credentials Committee, as specified in Section 8.4 below, shall be extended for the number of days from the request for the examination(s) to the receipt of the examination recommendations.

The Credentials Committee may also require periodic monitoring after completion of any evaluation treatment/ or rehabilitation. If the Member or Non-member does not complete the initial treatment/rehabilitation program or does not comply with the required monitoring, the provisions of Article 8.4 or 8.5 automatic relinquishment shall be applicable. In addition, the Credentials Committee shall strictly adhere to any state or federal statutes or regulations containing mandatory reporting requirements.
If at any time during the diagnosis, treatment, or rehabilitation phase of the process it is determined that a Member or Non-member is unable to safely perform the Clinical Privileges he or she has been granted, the Credentials Committee shall proceed in accordance with Sections 8.4 or 8.5, as appropriate, below. Additionally, the Credentials Committee shall adhere to any state or federal statutes or regulations containing mandatory reporting requirements.

8.3 ROUTINE ACTION

Upon approval of the Credentials Committee, initial collegial efforts may be made prior to resorting to formal corrective action. Such collegial interventions shall not constitute formal corrective action, shall not afford the individual subject to such collegial efforts to the right to a fair hearing, and shall not require reporting to the National Practitioner Data Bank, except as otherwise provided in these Bylaws or required by law. Alternatives to formal corrective action may include:

A. Informal discussions or formal meetings regarding the concerns raised about conduct or performance, including the actions outlined in these Bylaws or Medical Center or Health System policies and that may be taken to address disruptive conduct;

B. Written letters of guidance, or warning regarding the concerns about conduct or performance;

C. Notification that future conduct or performance shall be closely monitored and notification of expectations for improvement;

D. Suggestions or requirements that the individual seek continuing education, consultations, or other assistance in improving performance;

E. Warnings regarding the potential consequences of failure to improve conduct or performance; and/or

F. Requirements to seek evaluation, as provided in Article 8.2 of these Bylaws.

8.4 INITIATING EVALUATION AND RECOMMENDATION FOR FORMAL CORRECTIVE ACTION

8.4.1 Investigation

Upon receipt of the request for initiation of formal investigation and after determining that the procedures outlined in Article 8.2 and 8.3 above are not appropriate, the Member or Non-member shall be notified in writing that an investigation is being conducted. In addition the applicable Department Chair, the Dean, and the Chief Executive Officer shall be notified of the investigation. The Member or Non-member shall provide to the Credentials Committee all available information that it requests. Failure to provide such requested information will itself be considered grounds for corrective action. The Credentials Committee may, but is not obligated to, review medical files or other documents and conduct interviews with witnesses; however, such investigation shall not constitute a “hearing” as that term is used in Article IX, nor shall the procedural rules with respect to hearings or appeals apply. The Credentials Committee may, in
its sole discretion, request an interview with the Member or Non-member under investigation and, during such interview, question the Member or Non-member about matters under investigation.

A record of such interview shall be made by the Credentials Committee. Within forty (40) days of the receipt of the request for initiation of investigation, the Credentials Committee shall report to the Clinical Staff Executive Committee on the progress of the investigation and the estimated time required to complete the investigation. In most instances, the investigation shall not last longer than ninety (90) days. However, for good cause, the Chair of the Credentials Committee may ask the Clinical Staff Executive Committee to extend the time for completion of the investigation. At the completion of the investigation, the Chair of the Credentials Committee shall submit to the Clinical Staff Executive Committee the Credentials Committee’s findings and recommendations resulting from the investigation.

The Clinical Staff Executive Committee may accept, reject or modify the findings and recommendations of the Credentials Committee and recommend to the UVA HSB approval of a final action. The Member and the Department Chair to which the Member is assigned shall be notified in writing of the recommendation of the Clinical Staff Executive Committee.

**8.4.2 Recommendation**

The Credentials Committee’s written recommendation to the Clinical Staff Executive Committee of action to be taken on the matter may include, without limitation:

A. Determining that no further action is necessary on the matter;

B. Issuing a warning, a letter of admonition, or a letter of reprimand;

C. Recommending terms of probation or requirements of consultation;

D. Recommending reduction, suspension or revocation of Clinical Privileges;

E. Recommending suspension or revocation of Clinical Staff membership;

F. Recommending concurrent monitoring or retrospective auditing;

G. Requiring additional training;

H. Requiring evaluation by a clinician assessment organization or individual;

   I. Requiring a Proctor for all procedures. Or

   J. Requiring participation in designated programs addressing behavioral concerns

Any corrective action in accordance with subsections (c) through (f) of this Section shall entitle the Member to the procedural rights provided in Article IX of these Bylaws.
8.4.3 Cooperation with Investigation

All Members and Non-members shall cooperate as necessary for the conduct of any investigation.

8.5 PRECAUTIONARY SUMMARY SUSPENSION

Whenever: (a) the conduct or clinical performance of a Member or a Non-member who has been granted Clinical Privileges reasonably appears to pose a threat that requires that action be taken to protect the health, life or safety of patients or prospective patients, or any other person in or associated with the Medical Center, or (b) whenever the conduct or clinical performance of a Member or a Non-member who has been granted Clinical Privileges reasonably appears to pose a substantial harm to the life, health and safety of any patient, prospective patient, or staff member, the President, Chief Executive Officer or the Chair of the Credentials Committee may summarily restrict or suspend the Clinical Staff membership or Clinical Privileges of such Member or Non-member. Unless otherwise stated, such summary suspension shall become effective immediately upon imposition. The President or Chair of the Credentials Committee shall promptly give written notice of the suspension or restriction; to the Member or Non-member in question; the Department Chair and the Division Head, if applicable, to which the Member or Non-member is assigned; the Dean; the Chief Executive Officer as co-chair of the Clinical Staff Executive Committee.

The summary restriction or suspension may be limited in duration and shall remain in effect for the period stated or, if not so limited, shall remain in effect until resolved by the procedures specified in Article IX with respect to Members and Non-members who are Physicians and Dentists only. An alternative fair hearing and appeal plan is available for Non-members who are not Physicians or Dentists and for AHPs as noted in Section 9.5.1. Unless otherwise indicated by the terms of the summary restriction or suspension, the Clinical Department Chair or his/her designee shall assign the patients of the Member or Non-member in question to another Member. Should the Member or Non-member who is subject to a precautionary summary suspension, upon being notified of the suspension, decide to voluntarily request inactivation of his/her privileges during the duration of the investigation required by 8.4.1, the precautionary summary suspension may be voided and withdrawn at the direction of the President of the Clinical Staff. A request for voluntary inactivation of privileges must be submitted in writing to the President within three business days of notification regarding precautionary summary restriction or suspension.

8.5.1 PROCEDURE FOR MEMBERS

No later than 30 days after the date of the precautionary summary suspension and if the precautionary summary suspension still remains in effect, the Chair of the Clinical Staff Executive Committee shall designate a panel of its members to convene for review and consideration of the action; provided, however, that the Clinical Staff Executive Committee may extend the 30 day period for review for good cause if so requested by either the Member or the Chair of the Credentials Committee. Upon request and on such terms and conditions as the panel of the Clinical Staff Executive Committee may impose, the Member may attend and make a statement concerning the issues that led to the precautionary summary suspension, although in no event shall any meeting of the panel of the Clinical Staff Executive Committee, with or without
the Member, constitute a “hearing” within the meaning of Article IX, nor shall any procedural
rules apply except those adopted by the panel of the Clinical Staff Executive Committee. The
panel of the Clinical Staff Executive Committee may recommend to the Clinical Staff Executive
Committee that the summary restriction or suspension be modified, continued or terminated.
The Clinical Staff Executive Committee shall consider this recommendation at its next scheduled
meeting and shall furnish the Member with written notice of its decision.

Unless the Clinical Staff Executive Committee terminates the summary restriction or
suspension within fourteen (14) working days of such restriction or suspension, the Member
shall be entitled to the procedural rights afforded by Article IX of these Bylaws.

8.5.2 PROCEDURE FOR NON-MEMBERS

When a Non-member’s Clinical Privileges are summarily suspended pursuant to Section
8.5 the Non-member shall be notified in writing of the restriction or suspension and the grounds
for the suspension. The Chair of the Credentials Committee shall refer the matter to the
Credentials Committee at its next scheduled meeting. The Non-member, who is not a Physician
or a Dentist, shall not be entitled to the procedural rights afforded by Article IX of the Bylaws.
An alternative fair hearing and appeal plan is available for Non-members who are not
Physicians or Dentists and for AHPs, as noted in Section 9.5.1

8.6 AUTOMATIC ACTIONS

The Member’s or Non Member’s clinical privileges or Clinical Staff membership may be subject
to automatic actions as follows:

8.6.1 CHANGE IN LICENSURE

8.6.1.1 Revocation or Suspension

Whenever a Member’s or Non-member’s license authorizing practice in the Commonwealth of
Virginia is revoked or suspended by the applicable health regulatory board, Clinical Privileges
shall be automatically revoked or suspended as of the date such action becomes effective.

8.6.1.2 Probation and Other Restriction

If a Member’s or Non-member’s license authorizing practice in the Commonwealth of Virginia
is placed on probation by the applicable health regulatory board, his or her Clinical Privileges
shall automatically become subject to the same terms and conditions of the probation as of the
date such action becomes effective and throughout its duration. Whenever a Member’s or Non-
member’s license authorizing practice in the Commonwealth of Virginia is limited or restricted
by the applicable health regulatory board, any Clinical Privileges that the Member or Non-
member has been granted by the Medical Center that are within the scope of such limitation or
restriction shall be automatically limited or restricted in a similar manner, as of the date such
licensing or certifying authority’s action becomes effective and throughout its duration.

8.6.2 Change in DEA Certificate Status
8.6.2.1 Revocation or Suspension  If a Member’s or Non-member’s DEA certificate is revoked, limited, or suspended, the Member or Non-member shall automatically be divested of the right to prescribe medications covered by the certificate as of the date such action becomes effective and throughout its term.

8.6.2.2 Probation

If a Member’s or a Non-member’s DEA certificate is subject to probation, the Member’s or Non-member’s right to prescribe such medications automatically shall become subject to the same terms of the probation, as of the date such action becomes effective and throughout its term.

8.6.3 LACK OF REQUIRED PROFESSIONAL LIABILITY INSURANCE

Failure to maintain professional liability insurance in amounts and of a type required by the UVA HSB, as such amounts shall be defined from time to time, shall be a basis for automatic suspension of a Member’s or a Non-member’s Clinical Privileges. If within 30 days after written warnings of such delinquency, the Member or Non-member does not provide evidence of the required professional liability insurance, and prior acts coverage for the uninsured period, such individual’s Clinical Privileges shall be automatically terminated.

8.6.4 FEDERAL PROGRAM EXCLUSION

If a Member of a Non-member is convicted of a crime pursuant to the Medicare and Medicaid Protection Act of 1987, Pub. L. 100-93, or a crime related to the provision of health care items or services for which one may be excluded under 42 U.S.C. Section 1320a7(a), or is suspended, excluded, debarred or otherwise declared ineligible to participate in Medicare or Medicaid or other federal or state health care or other programs, such Member’s or Non-member’s Clinical Privileges shall be automatically suspended as of the date such conviction or action with respect to the Medicare or Medicaid federal program becomes effective.

8.6.5 LOSS OF FACULTY APPOINTMENT OR TERMINATION OF EMPLOYMENT

If a Member’s or Non-member’s faculty appointment in the School of Medicine or contract with UPG is terminated for any reason or for any length of time, his/her membership and Clinical Privileges shall be automatically revoked or suspended as of the date such loss of faculty appointment or termination of UPG contract becomes effective. Loss of faculty appointment or termination of UPG contract shall not give rise to a hearing under Article IX as such appointment is a prerequisite being granted clinical privileges. Due process procedures applicable to contesting the loss of a faculty appointment are set forth in the University of Virginia Provost Policy HRM-043 (Addressing Grievances for Administrative and Professional Non-Tenure Track Faculty). In the case of AHP’s, if Medical Center employment or UPG employment is terminated for any reason or any length of time, his/her Clinical Privileges within the Medical Center shall automatically be revoked or suspended as of the date of such termination. Loss of privileges due to such termination shall not give rise to a hearing appeal under Article 9.5. Due process procedures applicable under these circumstances are specified by applicable Medical Center HR Policy or UPG contract.
8.6.6 FAILURE TO UNDERGO PHYSICAL AND/OR MENTAL EXAMINATION

If a Member or Non-member fails or refuses to undergo a physical and/or mental examination or fails to complete the evaluation, treatment, rehabilitation program or does not comply with the required monitoring as required by Section 8.3 of these Bylaws, such failure or refusal shall result in automatic suspension of the Clinical Privileges of the Member or Non-member. Refusal to comply with health screening and/or infection control policies shall also result in automatic inactivation of Clinical Privileges.

8.6.7 MATERIAL MISREPRESENTATION ON APPLICATION/REAPPLICATION

Whenever a Member or Non-member has made a material misrepresentation on the application/reapplication for Clinical Privileges, the application/reapplication processing will stop (if still in progress) or membership and/or privileges will be automatically inactivated if they have already been granted prior to discovery of the material misrepresentation.

8.6.8 FAILURE TO COMPLY WITH MEDICAL RECORDS COMPLETION REQUIREMENTS

Whenever a Practitioner has failed to comply with the medical records completion requirements per Medical Center Policy No. 0094 (“Documentation of Patient Care (Electronic Medical Record)”), the Practitioner may have his/her membership and/or Clinical Privileges inactivated until he/she is compliant with those requirements.

8.6.9 FAILURE TO BECOME BOARD CERTIFIED OR FAILURE TO MAINTAIN BOARD CERTIFICATION

The Clinical Privileges of a Practitioner who fails to become board certified or to maintain board certification shall be inactivated, unless the Practitioner has been granted an exception to these requirements by the Credentials Committee under the process outlined in Medical Center Policy No. 0221 (“Board Certification Requirements for Medical Center Physicians”).

8.6.10 CONVICTION OF A FELONY OR OTHER SERIOUS CRIME

Conviction of a crime as set out in Va. Code Section 37.2-314 shall result in automatic suspension of Clinical Privileges and inactivation of Clinical Staff membership.

8.6.11 ARTICLE IX INAPPLICABLE

When a Member’s or Non-member’s privileges are restricted pursuant to any of the circumstances set out in this Section 8.6, the hearing and appeal rights of Article IX shall not apply and the action shall be effective for the time specified. If the Member believes that any such automatic restriction of privileges is the result of an error, the Member may request a meeting with the Clinical Staff Executive Committee. A Non-member shall have no right to a meeting with the Clinical Staff Executive Committee.

8.6.12 CLINICAL PRIVILEGES AND CLINICAL STAFF MEMBERSHIP LINKAGE
Except when explicitly stated otherwise in these Bylaws, the automatic inactivation of clinical privileges also results in automatic inactivation of Clinical Staff Membership.

ARTICLE IX
HEARING AND APPELLATE REVIEW FOR MEMBERS

9.1 GENERAL PROVISIONS

The provisions of Article IX do not apply to those actions specified in Section 8.6 or to the informal actions specified in Section 8.2 of Article VIII.

Non-members who are not Physicians, Clinical Psychologists or Dentists shall be governed by the procedures set out in Section 9.5 below.

9.1.1 Right to Hearing and Appellate Review

A. When any Member, or a Non-member who is a Physician Clinical Pathologist, Clinical Psychologist or Dentist receives notice of a recommendation of the Clinical Staff Executive Committee that, if approved by the UVA HSB, will adversely affect his or her appointment to or status as a Member or his or her exercise of Clinical Privileges, he or she shall be entitled to a hearing before a hearing committee appointed by the Chair or Vice Chair of the Clinical Staff Executive Committee. If the recommendation of the Clinical Staff Executive Committee following such hearing is still adverse to the affected Member or Non-member, he or she shall then be entitled to an appellate review by the UVA HSB or a committee appointed by the Chair of the UVA HSB, before the UVA HSB makes a final decision on the matter. Such review shall be made based on the evidentiary record, unless the UVA HSB or the committee appointed by the UVA HSB to hear the appeal requests additional information.

B. All hearings and appellate reviews shall be in accordance with the procedural safeguards set forth in Article IX to assure that the affected Member or Non-member is accorded all rights to which he or she is entitled.

9.1.2 Exhaustion of Remedies

If Adverse Action described in Section 9.2 is taken or recommended, the Applicant or Member must exhaust the remedies afforded by these Bylaws before resorting to legal action. For purposes of Article IX, the term “Member” may include “Applicant”, as appropriate under the circumstances.

9.2 GROUNDS FOR HEARING

Except as otherwise specified in these Bylaws, the following recommended actions or actions shall be deemed Adverse Actions and constitute grounds for a hearing, if such action is based on professional conduct, professional competence, or character:
A. Denial of Clinical Staff Membership (excluding Administrative or Honorary Membership);

B. Denial of Clinical Staff reappointment (excluding failure to obtain active status and Administrative or Honorary Membership);

C. Suspension or Revocation of Clinical Staff Membership;

D. Denial of requested Clinical Privileges (excluding Temporary Privileges) for a Member;

E. Involuntary reduction of current Clinical Privileges for a Member excluding Administrative or Honorary Membership);

F. Suspension of Clinical Staff Membership (excluding Administrative or Honorary Membership) or Clinical Privileges for a Member or Non-member if the duration of the suspension is for greater than 14 days and the reason for the suspension is one of competence or conduct; or

G. Suspension or Revocation of Clinical Privileges (excluding loss of faculty appointment) for a Member or Non-member.

Actions described above in this Section that are the result of automatic relinquishment imposed pursuant to Section 8.6 of these Bylaws, shall not be considered an Adverse Action for purposes of Article IX.

9.3 REQUESTS FOR HEARING; WAIVER

9.3.1 Notice of Proposed Action

In all cases in which a recommendation has been made as set forth in Section 9.2, the Chair or Vice Chair of the Clinical Staff Executive Committee shall send a Member or Non-member affected by an Adverse Action written notice of (a) his or her right to a hearing if requested by him or her within thirty (30) days of the Member’s or Non-member notice, (b) reasons for the Adverse Action recommended, including the acts or omissions that form the basis of recommendation and a list of the patients in question if applicable, and (c) his or her rights at such a hearing, including the hearing procedures described in Section 9.4. Such notice shall be sent by hand delivery or certified mail, return receipt requested.

9.3.2 Request for Hearing

The Member or Non-member shall have thirty (30) days following receipt of notice of such action to request a hearing. The request shall be in writing addressed to the Chair of the Clinical Staff Executive Committee. The request shall contain a statement signed by the Member or Non-member that the Member or Non-member shall maintain confidentiality of all documents provided to the Member or Non-member during the hearing process and shall not disclose or use the documents for any purpose outside the hearing process. Unless the Member or Non-member is under summary suspension, he or she shall retain existing rights and privileges until all steps provided for in Sections 9.4 through 9.4.8 of Article IX of these Bylaws below have concluded. If, however, the Member’s or Non-member reappointment term
is scheduled to expire during the hearing process, the Member’s or Non-member membership and privileges shall expire unless (i) the Clinical Staff Executive Committee reappoints the Practitioner until the hearing is concluded, or (ii) the Member is reappointed according to final action by the UVA HSB.

The Credentials Committee and the affected Practitioner shall be parties to the hearing.
9.3.3 Waiver of Hearing

In the event the Member does not request a hearing within the time and manner described, the Member shall be deemed to have waived any right to a hearing and to have accepted the recommendation involved. The recommendation of the Clinical Staff Executive Committee shall then become final and effective as to the Member when it is approved by the UVA HSB.

9.3.4 Notice of Time, Place and Procedures for Hearing

Upon receipt of a request for hearing, the Chair or Vice Chair of the Clinical Staff Executive Committee shall schedule a hearing and give notice to the Member of the time, place and date of the hearing, which shall not be less than thirty (30) days after the date of the notice. Each party shall provide the other with a list of witnesses within fifteen (15) days of the hearing date, unless both parties agree otherwise. Witness lists shall be finalized no later than five (5) working days before the hearing. Notwithstanding the foregoing, the Hearing Entity shall have the right to call such witnesses as it deems appropriate and necessary. Unless extended by the Chair of the Hearing Entity, described in Section 9.3.5 below, the date of the commencement of the hearing shall be not less than thirty (30) days, nor more than ninety (90) days from the date of receipt of the request for a hearing; provided, however, that when the request is received from a Member who is under summary suspension, the hearing shall be held as soon as the arrangements may reasonably be made and provided further that the parties may agree to a mutually convenient date beyond the ninety (90) day period.

9.3.5 Hearing Entity

The Chair of the Clinical Staff Executive Committee may, in his or her discretion and in consultation with the Chair of the Credentials Committee, the Chief Executive Officer and other members of CSEC as he or she deems appropriate, direct that the hearing be held: (1) before a panel of no fewer than three (3) Members who are appointed by the Chair of the Clinical Staff Executive Committee and the Chief Executive Officer and if possible are Peers of the Member or Non-member in clinical practice or academic rank and are not in direct economic competition with the Member or Non-member involved, nor have been involved in the request for corrective action, any subsequent investigative process, or the decision to proceed with corrective action, or (2) by an independent Peer Review panel from outside the Medical Center whose members are not in direct economic competition with the Member or Non-member involved, or (3) a panel consisting of a combination of (1) and (2). Each type of panel described in the preceding sentence shall be referred to hereinafter as the “Hearing Entity.” Knowledge of the matter involved shall not preclude a Clinical Staff Member from serving as a member of the Hearing Entity; however each member must certify at the time of appointment and also on the record at the hearing that any prior knowledge he or she may have does not preclude rendering a fair and impartial decision. The Chair of the Clinical Staff Executive Committee shall designate the chair of the Hearing Entity. At least three-quarters of the members of the Hearing Entity shall be present when the hearing takes place and no member may vote by proxy. In the event of any conflict involving the Chair of the Clinical Staff Executive Committee, the Chief Executive Officer or designee shall be responsible for performing the duties described in this paragraph.
9.3.6 Failure to Attend and Proceed

Failure without good cause of the affected Member or Non-member to personally attend and proceed at such a hearing shall be deemed to constitute voluntary acceptance of the recommendations involved and his or her request for a hearing shall be deemed to have been withdrawn.

9.3.7 Postponements and Extensions

Once a request for hearing is initiated, postponements and extensions of time beyond the times permitted in these Bylaws may be permitted by the Hearing Entity, or its chairperson, acting upon its behalf. Such decisions are solely within the discretion of the Hearing Entity or its presiding officer and may be granted only for good cause.

9.4 HEARING PROCEDURE

9.4.1 Representation

The hearings provided for in these Bylaws are for the purpose of intra-professional resolution by peers of the Member or Non-member of matters bearing on professional conduct, professional competency or character. If requested by either the affected Member or Non-member or the Credentials Committee in accordance with Section 9.4.2, however, both sides may be represented by legal counsel. In lieu of legal counsel, the Member or Non-member may be represented by another person of his or her choice.

9.4.2 The Hearing Officer

The President of the Clinical Staff may appoint a hearing officer to preside at the hearing. In the sole discretion of the President, the hearing officer may be an attorney qualified to preside over a quasi-judicial hearing. If requested by the Hearing Entity, the hearing officer may participate in the deliberations of the Hearing Entity and be an advisor to it, but the hearing officer shall not be entitled to vote.

9.4.3 The Presiding Officer

The Hearing Entity shall have a presiding officer. If the President of the Clinical Staff appoints a hearing officer pursuant to Section 9.4.2, then the hearing officer shall serve as the presiding officer. If no hearing officer is appointed, then the Chair of the Hearing Entity shall serve as the presiding officer. The presiding officer shall strive to assure that all participants in the hearing have a reasonable opportunity to be heard and to present relevant oral and documentary evidence in an efficient and expeditious manner, and that proper decorum is maintained. The presiding officer shall be entitled to determine the order of or procedure for presenting evidence and argument during the hearing and shall have the authority and discretion to make all rulings on questions that pertain to matters of law, procedure, or the admissibility of evidence. If the presiding officer determines that either side in a hearing is not proceeding in an efficient and expeditious manner, the presiding officer may take such discretionary action as seems warranted by the circumstances.
9.4.4 Record of the Hearing
An official reporter shall be present to make a record of the hearing proceedings. The cost of attendance of the reporter shall be borne by the Medical Center, the cost of the transcript, if any, shall be borne by the party requesting it.

9.4.5 Rights of the Parties

Within reasonable limitations imposed by the presiding officer, the Credentials Committee, the Hearing Entity and the affected Member or Non-member may call and examine witnesses for relevant testimony, introduce relevant exhibits or other documents, cross-examine or impeach witnesses who have testified orally on any matter relevant to the issues and otherwise rebut evidence. The Member or Non-member may be called by the Credentials Committee or the Hearing Entity, as appropriate, and be examined as if under cross-examination.

A. Burden of Proof. The Credentials Committee shall appoint one of its members to represent it at the hearing, to present facts in support of its adverse recommendation and to examine witnesses. Where the issue concerns the denial of initial Clinical Staff membership, it shall be the obligation of the affected Applicant to present appropriate evidence in support of his or her application, but the Credentials Committee representative shall then be responsible for showing that evidence exists to support the decision and that the Credentials Committee appropriately exercised its authority under these Bylaws and other applicable rules or regulations of the Medical Center. In all other situations outlined in Section 9.2 above, it shall be the obligation of the Credentials Committee representative to present appropriate evidence in support of the adverse recommendation, but the affected Member or Non-member shall then be responsible for supporting his or her challenge to the adverse recommendation by providing appropriate evidence showing that the grounds for the decision lacked support in fact or that such grounds or action based upon such grounds is either arbitrary or capricious.

B. Written Statement. Each party shall have the right to submit a written statement at the close of the hearing.

C. Written Decision. The affected Member or Non-member shall be informed in writing by the Clinical Staff Executive Committee of the recommendation of the Hearing Entity, including a statement of the basis for the recommendation, and shall be informed in writing of the decisions of the Clinical Staff Executive Committee and the UVA HSB, including a statement of the basis for the decision.

9.4.6 Evidence

Judicial rules of evidence and procedure relating to the conduct of the hearing, examination of witnesses, and presentation of evidence shall not apply to a hearing conducted under Article IX of these Bylaws. Any relevant evidence, including hearsay, shall be admitted if it is the sort of evidence on which responsible persons are accustomed to rely in the conduct of serious affairs, regardless of the admissibility of such evidence in a court of law. The Hearing Entity may question the witnesses or call additional witnesses if it deems such action appropriate. At its discretion, the Hearing Entity may request both parties to file written arguments.
9.4.7 Recess and Conclusion

After consultation with the Hearing Entity, the presiding officer may recess the hearing and reconvene the same at such times and intervals as may be reasonable, with due consideration for reaching an expeditious conclusion to the hearing. Upon conclusion of the presentation of oral and documentary evidence and the receipt of any closing written arguments, the hearing shall be closed. The Hearing Entity shall, at a time convenient to itself, conduct its deliberations outside the presence of the parties. The Hearing Entity may seek legal counsel during its deliberations and the preparation of its report. Upon conclusion of its deliberations, the hearing shall be declared finally adjourned.

9.4.8 Decision of the Hearing Entity

Within fifteen (15) days after final adjournment of the hearing, the Hearing Entity shall render a decision, which shall be accompanied by a report in writing and shall be delivered to the Clinical Staff Executive Committee. If the affected Member or Non-member is currently under summary suspension, the Hearing Entity shall render a decision and report to the Clinical Staff Executive Committee within five (5) working days after final adjournment. A copy of the decision shall also be forwarded to the UVA HSB and the affected Member or Non-member. The report shall contain a concise statement of the reasons supporting the decision.

9.4.9 Decision of Clinical Staff Executive Committee and UVA HSB

At its next scheduled meeting, the Clinical Staff Executive Committee shall review the report and decision of the Hearing Entity and shall, within thirty (30) days of such meeting, give written notice of its recommendation to the UVA HSB and the Member or Non-member. The Clinical Staff Executive Committee may affirm, modify or reverse the decision of the Hearing Entity.

9.4.10 Appeal

The Member or Non-member may submit to the Chief Executive Officer a written appeal statement detailing the findings of fact, conclusions, and procedural matters with which he or she disagrees, and his or her reasons for such disagreement. This written appeal statement may cover any matters raised at any step in the hearing process, and legal counsel may assist in its preparation. The statement shall be delivered by hand or by certified or registered mail to the Chief Executive Officer and received no later than fourteen (14) days after the Member’s or Non-member’s receipt of the recommendation of the Clinical Staff Executive Committee. The Chief Executive Officer shall provide a copy of the Member’s or Non-member’s statement to the UVA HSB and the Chair of the Clinical Staff Executive Committee. In response to the statement submitted by the affected Member or Non-member, the Clinical Staff Executive Committee may also submit a written statement to the UVA HSB and shall provide a copy of any such written statement to the Member or Non-member.

9.4.11 Decision by the Operating Board

A. At a meeting following receipt of the Member’s or Non-member’s written appeal statement (or after the expiration of the time in which the Member or Non-member had the
opportunity to submit a written statement) and the Clinical Staff Executive Committee’s written statement, the UVA HSB shall reach a final decision, shall render a decision in writing, and shall forward copies thereof to each party involved in the hearing. The decision of the UVA HSB shall include a statement of the basis for its decision.

B. The UVA HSB may affirm, modify, or reverse the decision of the Clinical Staff Executive Committee. The UVA HSB may also refer the decision back to the Clinical Staff Executive Committee for reconsideration, or remand the matter to the hearing entity for further review. If the matter is remanded to the Hearing Entity for further review and recommendation, such Hearing Entity shall conduct its review within sixty days and make its recommendations to the UVA HSB. This further review and the time required to report back shall not exceed sixty (60) days except as the parties may otherwise agree, for good cause, as jointly determined by the Chair of the UVA HSB and the Hearing Entity or Clinical Staff Executive Committee. UVA HSB shall thereafter make its final decision.

C. The decision of the UVA HSB as reflected in paragraphs (a) or (b) above shall constitute final action. This decision shall be immediately effective and shall not be subject to further hearing, or appellate review.

9.4.12 Right to One Hearing and One Appeal

No Member or Non-member shall be entitled to more than one evidentiary hearing and one appeal on any matter that shall have been the subject of Adverse Action or recommendation.

9.5 HEARING AND APPEAL PLAN FOR NON-MEMBERS

9.5.1 Hearing Procedure

Allied Health Professionals and other Non-members who are not Physicians, Clinical Psychologists or Dentists (hereinafter “Practitioners”) are not entitled to the hearing and appeals procedures set forth in the Clinical Staff Bylaws. In the event one of these Practitioners receives notice of a recommendation by the Clinical Staff Executive Committee that will adversely affect his/her exercise of Clinical Privileges, the Practitioner and his/her supervising physician, as applicable, shall have the right to meet personally with two Physicians and a Peer assigned by the President of the Clinical Staff to discuss the recommendation. The Practitioner and the supervising physician, as applicable, must request such a meeting in writing to the Clinical Staff Office within 10 working days from the date of receipt of such notice. At the meeting, the Practitioner and the supervising physician, as applicable, must be present to discuss, explain, or refute the recommendation, but such meeting shall not constitute a hearing and none of the procedural rules set forth in the Clinical Staff Bylaws with respect to hearings shall apply. Findings from this review body will be forwarded to the affected Practitioner, CSEC, and the UVA HSB.

9.5.2 Appeal

The Practitioner and the supervising physician, as applicable, may request an appeal in writing to the CEO within 10 days of receipt of the findings of the review body. Two members of the Clinical Staff assigned by the chair of the Clinical Staff Executive Committee shall hear the appeal from the Practitioner and the supervising physician as applicable. A representative from
the Clinical Staff leadership and from Medical Center leadership may be present. The decision of the appeal body will be forwarded to the UVA HSB for final decision. The Practitioner and the supervising physician will be notified within 10 days of the final decision of the UVA HSB.

**ARTICLE X**

**OFFICERS OF THE CLINICAL STAFF**

**10.1 IDENTIFICATION OF OFFICERS**

The Officers of the Clinical staff shall be:

A. President

B. Vice President

**10.2 QUALIFICATIONS OF OFFICERS**

Officers must be Physician or Dentist Members of the Active Clinical Staff in good standing at the time of their election and must remain Members of the Active Clinical Staff in good standing during their term of office. Failure to maintain such status shall immediately create a vacancy in the office involved.

**10.3 NOMINATIONS**

All nominations for Officers shall be made by the Nominating Committee (which is described in Article XIII of these Bylaws) with the concurrence of the Chief Executive Officer and the Dean. Any Active Clinical Staff or Ph.D. Clinical Pathologist Staff may submit the name or names of any Member(s) of the Active Clinical Staff to the Nominating Committee for consideration as an Officer candidate. The Nominating Committee shall nominate one or more candidates for each office at least thirty (30) days prior to the election.

The Nominating Committee shall report its nominations for Officers to the Clinical Staff Executive Committee, with the approval of the Chief Executive Officer and the Dean, prior to the election and shall mail or deliver the nominations to the Clinical Staff at least ten (10) days prior to the election. Nominations for Officers shall not be accepted from the floor at the time of the election if voting occurs at a meeting.

**10.4 ELECTIONS**

The Officers shall be elected by electronic ballot. Only members of the Active Clinical Staff shall be eligible to vote. The nominee receiving the most votes shall be elected. In the case of a tie, a majority vote of the Clinical Staff Executive Committee shall decide the election by secret written ballot at its next meeting or a special meeting called for that purpose.

**10.5 TERMS OF OFFICE**

The Officers shall take office on the first day of July following election to office. The Officers shall serve for terms of three (3) years, unless any one of them shall resign sooner or be removed
from office. The Officers each shall be eligible for re-election for one additional three (3) year term.

10.6 VACANCIES IN OFFICE

If there is a vacancy in the office of the President, the Vice President shall serve during the vacancy. If there is a vacancy in the office of the Vice President, the Clinical Staff Executive Committee shall appoint an Active Member of the Clinical Staff to serve as Vice President until a special election to fill the position shall occur at a special meeting of the Clinical Staff, called for such purpose, or at a regular Clinical Staff meeting. The replacement Officer shall serve out the term of the original Officer.

10.7 REMOVING ELECTED OFFICERS

Elected Officers may be removed by a two-thirds (2/3) vote of the Members of the Active Clinical Staff, or by a majority vote of the UVA HSB.

Permissible bases for removal of an elected Officer of the Clinical Staff include, but are not limited to:

A. Failure to perform the duties of the position in a timely and appropriate manner;
B. Failure to satisfy continuously the qualifications for the position;
C. Having an automatic or summary suspension, or corrective action imposed that adversely affects the Officer's membership or privileges;
D. Failure to follow the Clinical Staff Bylaws, Credentials Manual, the Code of Conduct, the Compliance Code of Conduct, or Medical Center policies, procedures, rules, or regulations;
or
E. Conduct or statements inimical or damaging to the best interests of the Clinical Staff or the Medical Center, including but not limited to violations of state or federal law or Medical Center policy related to conflict of interest or relationships with vendors (see, for example, Medical Center Policy No. 0013 “Interactions with Vendors, Sales and Service Representatives”): Health System Policy BEH-002 Conflict of Interest and Conflict of Commitment).

10.8 DUTIES OF OFFICERS

10.8.1 Duties of the President

The President shall be the spokesperson for the Clinical Staff and shall:

A. Act in coordination and cooperation with the Chief Executive Officer and Medical Center senior leadership in all matters of mutual concern within the Medical Center;
B. Call, preside at, and be responsible for the agenda of all general meetings of the Clinical Staff;
C. Subject to the desire by the UVA HSB, serve on the UVA HSB as a nonvoting advisory member;

D. Serve as the Chair of the Clinical Staff Executive Committee and as ex-officio member of all other Clinical Staff committees;

E. Represent the views, policies, needs and grievances of the Clinical Staff to the UVA HSB, the Clinical Staff Executive Committee, and senior administration of the Medical Center, including the presentation to the UVA HSB of a report of the Clinical Staff at every meeting of the UVA HSB or as otherwise requested by the UVA HSB;

F. Provide oversight of Clinical Staff affairs, including the Clinical Staff application process, committee performance, compliance with The Joint Commission and licensure requirements as they pertain to clinical practice and physician and patient concerns regarding clinical services;

G. Jointly with the Chief Executive Officer, appoint individuals to committees of the Clinical Staff, unless otherwise provided in these Bylaws; and

H. Perform such other functions as may be assigned to him or her by these Bylaws, the Clinical Staff Executive Committee or the UVA HSB.

10.8.2 Duties of the Vice President

The Vice President shall serve as the Chair of the Credentials Committee and the Vice-Chair of the Clinical Staff Executive Committee. In the absence of the President, the Vice President shall assume all the duties and have the authority of the President. The Vice President shall perform such other duties as the President may assign or as may be delegated by these Bylaws, the Clinical Staff Executive Committee or the UVA HSB.

ARTICLE XI
CLINICAL STAFF EXECUTIVE COMMITTEE

11.1 DUTIES OF THE CLINICAL STAFF EXECUTIVE COMMITTEE

Subject to the overall authority of the UVA HSB, the Clinical Staff Executive Committee shall be the executive committee of the Clinical Staff with the following duties to:

A. Monitor, oversee and, where appropriate, manage the quality of clinical care delivered within the Medical Center;

B. Communicate to Members and Non-members of the Clinical Staff regarding clinical practice issues and present the interests of the Clinical Staff to the UVA HSB;

C. Act for the Clinical Staff in the intervals between Clinical Staff meetings and independently with respect to those matters over which CSEC is given authority in these Bylaws;

D. Establish, review, and enforce the policies applicable to the Clinical Staff, including the
Bylaws, the Code of Conduct, and all other Medical Center clinical policies regarding patient care;

E. Control and monitor the membership of the Clinical Staff through oversight of the appointment, credentialing, and privileging process;

F. Coordinate the activities and general clinical policies of the Medical Center to support institutional approach to patient care within the Medical Center;

G. Oversee the functions of performance improvement of professional services provided by the Clinical Staff within the Medical Center;

H. Advise the Medical Center management regarding the allocation and distribution of clinical resources, including assignments of beds, clinics, operating rooms, and other elements that are important to efficient and effective medical care within the Medical Center;

I. Provide Clinical Staff representation and participation in any Medical Center deliberation affecting the discharge of Clinical Staff responsibilities;

J. Report to the UVA HSB, as required, on the activities of the Clinical Staff Executive Committee and the Clinical Staff and makes specific recommendations to the UVA HSB relating to the clinical efforts of the Medical Center;

K. Approve the creation and provide oversight of committees of the Clinical Staff as necessary for compliance with accreditation standards, regulatory requirements and governance of the Clinical Staff;

L. Receive and act on reports and recommendations from the Clinical Staff committees and Departments;

M. Develop a procedure for managing such conflict as may arise between the Clinical Staff and the Clinical Staff Executive Committee on issues related to the adoption, revision or amendment to Clinical Policies of the Medical Center;

N. Notify Members of the Clinical Staff of its adoption of or amendment to Clinical Staff Policies of the Medical Center, and

O. Perform such other duties as may be assigned to it by the UVA HSB.

11.2 MEMBERSHIP OF THE CLINICAL STAFF EXECUTIVE COMMITTEE

The membership of the Clinical Staff Executive Committee shall consist of the following individuals, all of whom shall be voting members:

- President of the Clinical Staff
- Vice President of the Clinical Staff
- Chief Executive Officer of the Medical Center
- Chief Medical Officer of the Medical Center
- Chief Nursing Officer of the Medical Center
- Chief of Quality and Performance Improvement
- Dean of the School of Medicine
- Designated Institutional Officer for Graduate Medical Education
- Clinical Chairs of the School of Medicine Departments of the University
- Chair, Children’s Hospital Clinical Practice Committee
- Regional Primary Care Medical Director
- Five (5) Clinical Staff Representatives selected by the Clinical Staff and AHPs as provided in Section 11.3
- President of the Nursing Staff

In addition, the President(s) of the GME Executive Council, the Medical Center Chief Operations Officer, and the Chief Medical Officer of University of Virginia Transitional Care Hospital Post-Acute Division shall serve on the Clinical Staff Executive Committee as a non-voting, ex-officio member(s). When the Department Chair is unable to attend a CSEC meeting, the Deputy may attend and vote in place of the Department Chair. The Deputy will count in establishing a quorum.

In the event that any of the positions listed above are renamed, then the newly named position shall be substituted automatically in lieu of the old position without the necessity for an amendment of these Bylaws.

11.3 SELECTION OF THE CLINICAL STAFF REPRESENTATIVES

There shall be one Member representative on the Clinical Staff Executive Committee from each of the five following areas (the “Clinical Staff Representatives”):

- Primary Care (drawn from General Internal Medicine, General Pediatrics, Family Medicine, Regional Primary Care, and Community Medicine)
- Medical Specialties (drawn from Internal Medicine, Pediatrics, Neurology, Psychiatry, and PM&R)
- Surgical Specialties (drawn from Surgery, Orthopedic Surgery, Neurological Surgery, Urology, Ophthalmology, Otolaryngology, Plastic Surgery, Dentistry, Dermatology, and Obstetrics and Gynecology)
- Hospital-Based Specialties (drawn from Anesthesiology, Pathology, Radiology, Radiation Oncology, and Emergency Medicine)
- AHP Representative (drawn from Audiologists, Optometrists, Licensed or Certified Substance Abuse Counselors, Licensed Professional Counselors, Licensed Clinical Social Workers, Nurse Practitioners, Physician Assistants, and Certified Registered Nurse Anesthetists with UVAMC privileges)

All Clinical Staff Representatives, excluding the AHP representative, shall be Active Members of the Clinical Staff in Good Standing, but may not be Clinical Department Chairs of the School of Medicine of the University. The Nominating Committee may specify requirements necessary to complete nominations for Clinical Staff Representatives. The Nominating Committee shall solicit nominations for the Clinical Staff Representatives from the Clinical Staff as necessary from time to time. The Nominating Committee shall nominate one or more candidates for each Clinical Staff Representatives whose term is ending, and the Clinical Staff
Office shall mail or electronically deliver the nominations to the Clinical Staff at least ten (10) days prior to the election. At a meeting called for such purpose or by electronic means, each Member or AHP shall vote for one nominee from the area applicable to their specialty. The nominees receiving the most votes in each of the five (5) enumerated areas shall become the Clinical Staff Representatives of the Clinical Staff Executive Committee.

Each Clinical Staff Representative shall serve for a term of three (3) years and shall serve until the earlier to occur of (a) the end of such period and until his or her successor is appointed, or (b) the resignation or removal of such Clinical Staff Representative. A Clinical Staff Representative may be removed upon a two-third (2/3) vote of the Clinical Staff or upon a majority vote of the UVA HSB. No Clinical Staff Representative shall serve on the Clinical Staff Executive Committee in the capacity of Clinical Staff Representative for more than two (2) consecutive terms.

11.4 MEETINGS OF THE CLINICAL STAFF EXECUTIVE COMMITTEE

The Clinical Staff Executive Committee shall meet at least (10) times per year at a time and place as designated by the Chair of the Clinical Staff Executive Committee, and the expectation is the each member of the Clinical Staff Executive Committee will attend these meetings. Fifty-one percent (51%) of the membership of the Clinical Staff Executive Committee shall constitute a quorum. Attendance at the Clinical Staff Executive Committee meetings is not assignable for voting purposes. A substitute who is not a deputy may attend a meeting for purposes of information sharing but may not vote by proxy and will not count in the quorum.

11.5 DUTIES OF THE CHAIR OF THE CLINICAL STAFF EXECUTIVE COMMITTEE

The President shall serve as the Chair of the Clinical Staff Executive Committee. The duties of the Chair are to:

A. Set the agenda for meetings of the Clinical Staff Executive Committee;

B. Preside at the meetings of the Clinical Staff Executive Committee;

C. Jointly with the Chief Executive Officer, coordinate and appoint committee members to all standing, special and multi-disciplinary committees of the Clinical Staff Executive Committee;

D. Report as appropriate to the Clinical Staff on the activities of the Clinical Staff Executive Committee;

E. In conjunction with the Chief Executive Officer, appoint individuals to serve on the Clinical Staff Committees described in Article XIII or otherwise created by the Clinical Staff Executive Committee; and

F. Report to the UVA HSB, as required, on the activities of the Clinical Staff Executive Committee and the Clinical Staff.
11.6 DUTIES OF THE VICE CHAIR OF THE CLINICAL STAFF EXECUTIVE COMMITTEE

The Vice President shall serve as the Vice Chair of the Clinical Staff Executive Committee. The duties of the Vice Chair are to:

A. Preside at the meetings of the Clinical Staff Executive Committee in the absence of the Chair;

B. Present each Credentials Committee report to the Clinical Staff Executive Committee;

C. Assume duties and have the authority of the Chair in the event of the Chair’s temporary inability to perform his/her duties due to illness, absence from the community or unavailability for any other reason;

D. Assume duties and have the authority of the Chair in the event of his/her resignation as until such time as a successor is designated; and

E. Perform such other duties as may be assigned by the Chair.

11.7 DUTIES OF THE SECRETARY OF THE CLINICAL STAFF EXECUTIVE COMMITTEE

The Chair of the Clinical Staff Executive Committee shall appoint a Secretary of the Clinical Staff Executive Committee. The Secretary is not required to be a Member. The duties of the Secretary are to:

A. Keep accurate and complete minutes of the meetings of the Clinical Staff Executive Committee;

B. Maintain a roster of the members of the Clinical Staff Executive Committee;

C. Send notices of meetings to the members of the Clinical Staff Executive Committee;

D. Attend to all correspondence of the Clinical Staff Executive Committee; and

E. Perform such other duties as ordinarily pertain to the office of secretary.

11.8 DELEGATING AND REMOVING AUTHORITY OF THE CLINICAL STAFF EXECUTIVE COMMITTEE

The Clinical Staff may from time to time propose the delegation of additional duties to the Clinical Staff Executive Committee and/or the removal of any of the duties specified in Article XI for which the Clinical Staff Executive Committee is responsible whenever the Active Clinical Staff votes at a special meeting of the Clinical Staff called for such purpose to approve such proposals as provided in this Section.

A. Any Member of the Active Clinical Staff may propose the delegation of additional
duties to the Clinical Staff Executive Committee and/or removal of any of the duties specified in Article XI for which the Clinical Staff Executive Committee is responsible by notifying the President of the Clinical Staff, in writing, of the proposal.

B. Upon receipt of the proposal the President will seek legal review of the proposal to ensure legal sufficiency and compliance. Any changes necessitated by law or regulation shall be made to the proposal.

C. Once the legal review is complete, the Clinical Staff Office shall circulate the proposal to all members of the Active Clinical Staff for review.

D. In accordance with the provisions of Article XIV of these Bylaws, if not less than fifteen percent (15%) of the Active Clinical Staff request a special meeting to consider any proposal to delegate additional duties to the Clinical Staff Executive Committee and/or to remove any of the duties specified in Article XI for which the Clinical Staff Executive Committee is responsible, the President shall call a special meeting of the Clinical Staff. If not, any such proposal shall not proceed.

E. A quorum for any such special meeting of the Clinical Staff shall be as provided in Section 14.3 of these Bylaws. If a quorum is present at the special meeting, any decision to add or remove any duties of the Clinical Staff Executive Committee shall require a majority vote in favor of the proposal by those Active Clinical Staff present at the special meeting.

F. Any such proposal to add or remove any of the duties of the Clinical Staff Executive Committee shall also require the approval of the UVA Health System Board.

ARTICLE XII
CLINICAL DEPARTMENTS

12.1. Organization of Clinical Departments

A. The Medical Center and the School of Medicine are components of an academic Health System at the University of Virginia. The Members of the Clinical Staff of the Medical Center have faculty appointments in the School of Medicine, and all Clinical Staff are required to have faculty appointments in the School of Medicine or an employment contract with UPG as a condition of appointment to the Clinical Staff. Exceptions to this requirement will be considered only when practitioners are requesting Temporary Privileges under emergency circumstances to meet patient care needs as provided in the Bylaws, for Honorary Members, or such other exceptional circumstances as may be approved by the Chief Executive Officer, the President or the Chair of the Credentials Committee.

B. The Clinical Staff is divided into clinical Departments, and some Departments are further subdivided into clinical Divisions. Each Department is organized as a separate component of the Clinical Staff and shall have a Chair selected and entrusted by the Dean, with the
authority, duties and responsibilities specified in Section 12.6. A Division of a Department is directly responsible to the Department within which it functions, and each Division has a Division Chief selected and entrusted with the authority, duties and responsibilities specified in Section 12.9.

C. Departmental status, including the creation, elimination, modification or combination thereof, shall be designated by the Dean. Division status shall be designated upon recommendation of the Chair or Chairs of the applicable Department(s) and approved by the Dean.

D. The clinical enterprise is organized into functional units called Service Lines, and some Service Lines are further organized into Unit Based Teams or functional units. Each Service Line is organized as a separate component of the Clinical Staff and shall have a Service Line physician co-lead and an administrator co-lead. The physician co-leads are selected by the Chief Executive Officer and Chief Medical Officer. The authority, duties and responsibilities are specified in Section 12.12. A Service Line unit Based Team or functional unit is directly responsible to the Service Line leaders and each functional unit or area has a Medical Director selected by the Service Line leaders and entrusted with the authority, duties, and responsibilities specified in Section 12.13.

12.2 Current Departments

12.2.1 Departments

The current clinical Departments are:

(a) Anesthesiology
(b) Dentistry
(c) Dermatology
(d) Emergency Medicine
(e) Family Medicine
(f) Medicine
(g) Neurological Surgery
(h) Neurology
(i) Obstetrics and Gynecology
(j) Ophthalmology
(k) Orthopedic Surgery
(l) Otolaryngology – Head and Neck Surgery
(m) Pathology
(n) Pediatrics
(o) Physical Medicine and Rehabilitation
(p) Plastic and Maxillofacial Surgery
(q) Psychiatric Medicine
(r) Radiation Oncology
(s) Radiology
(t) Surgery
(u) Urology
12.2.2 Other Clinical Enterprises

For purposes of these Bylaws, Community Medicine and Regional Primary Care shall be treated as “Departments.” The Chief Medical Officer shall be considered the “Chair” of Community Medicine, and the Medical Director of Regional Primary Care shall be considered the “Chair” of Regional Primary Care. The EVPHA on behalf of the UVA HSB may designate other clinical enterprises within the Medical Center from time to time that shall be considered Departments for purposes of these Bylaws. In such event, the EVPHA on behalf of the UVA HSB shall designate the person to serve as “Chair.”

12.3 Assignments

Each Member shall be assigned to at least one Department, and if applicable, to a Division within such Department. Members may be granted membership and/or Clinical Privileges in more than one Department or Division consistent with practice privileges granted. For Members with joint appointments in two Departments, the Chairs from each Department shall sign off on the faculty appointment and recommendation of Clinical Privileges.

12.4 Functions of Departments and Divisions

The general functions of each Department and Division, as applicable, include:

A. Conducting patient care reviews for the purpose of analyzing and evaluating the quality and appropriateness of care and treatment provided to patients within the Department and Division. The number of such reviews to be conducted during the year shall be as determined by the Clinical Staff Executive Committee in consultation with other appropriate committees. The Department, and as applicable, the Division, shall routinely collect information about important aspects of patient care provided in the Department or Division, periodically assess this information, and develop objective criteria for use in evaluating patient care. Patient care reviews shall include all clinical work performed under the jurisdiction of the Department or Division, regardless of whether the Member whose work is subject to such review is a member of that Department or Division;

B. Recommending to the Credentials Committee criteria for the granting of Clinical Privileges (both core privileges and privileges outside the core as well as new or additional Clinical Privileges) and the performance of specified services within the Department or Division;

C. Evaluating and making appropriate recommendations regarding the qualifications of Applicants seeking appointment or reappointment to the Clinical Staff and Clinical Privileges within that Department or Division;

D. Reviewing and evaluating departmental adherence to Clinical Staff and Medical Center policies and procedures and sound principles of clinical practice;

E. Coordinating and integrating patient care provided by the Department’s or Division’s members with patient care provided in other Departments or Divisions and with nursing
and ancillary patient care services;

F. Submitting written reports to the Clinical Staff Executive Committee concerning: (i) the Department’s and/or Division’s review and evaluation of activities, actions taken thereon, and the results of such actions; and (ii) recommendations for maintaining and improving the quality of care provided in the Department and/or Division and the Medical Center;

G. Having at least quarterly meetings for the purpose of considering patient care review findings and the results of the Department’s other review and evaluation activities, as well as reports on other Department and Clinical Staff functions;

H. Taking appropriate action when important problems in patient care and clinical performance or opportunities to improve care are identified;

I. Accounting to the Clinical Staff Executive Committee for all professional activities within the Department;

J. Appointing such committees or other mechanisms as may be necessary or appropriate to conduct the clinical functions of the Department;

K. Formulating recommendations for Departmental or Division rules and regulations reasonably necessary for the proper discharge of its clinical responsibilities, subject to compliance with Medical Center policies; and

L. Encouraging the continuing education of Members of the Clinical Staff in the Department.

12.5 Clinical Department Chairs

A. Each Department other than Community Medicine and Regional Primary Care shall have a Chair who is a Member of the Active Clinical Staff and is appointed by the Dean of the School of Medicine. Department Chairs shall be certified as diplomats of their specialty board or be equivalently qualified. Each Chair shall report and be accountable to the Dean and shall also be accountable to the Clinical Staff Executive Committee and the UVA HSB for all clinical matters in his or her Department.

B. For purposes of these Bylaws, the Chair for Community Medicine shall be the Chief Medical Officer, and the Chair for Regional Primary Care shall be its Medical Director. The Chief Medical Officer and the Regional Primary Care Medical Director shall have the same responsibilities as to Department Chairs set forth in these Bylaws or the Credentials Manual with respect to Community Medicine and Regional Primary Care.

12.6 Duties of Clinical Department Chairs

Each Chair has the following authority, duties, and responsibilities and shall otherwise perform such duties as may be assigned to him or her:

A. Act as presiding officer at Departmental meetings, which shall be held at least quarterly for the purpose of quality monitoring and reporting and such other purposes as may be required
by the Department;

B. Attend monthly meetings of the Clinical Staff Executive Committee and other special meetings of the Clinical Staff Executive Committee as may be called from time to time;

C. Report to the Dean and be accountable to the Clinical Staff Executive Committee and the UVA HSB regarding all professional, clinical and appropriate administrative activities within the Department;

D. Make recommendations regarding the overall clinical policies of the Clinical Staff and the Medical Center;

E. Make specific recommendations regarding criteria-based privileges and suggestions regarding physician faculty within his or her Department and Divisions therein;

F. Assure compliance within his or her Department and any Divisions therein with these Bylaws, the Credentials Manual, and Medical Center policies, and procedures, including but not limited to, implementing a process for effectively communicating to Members of his or her Department and Divisions therein any amendment or revision of these Bylaws, the Credentials Manual, the Code of Conduct, the Compliance Code of Conduct, and any new or revised Medical Center policy, procedure, rule or regulation;

G. Sign off and transmit to the Credentials Committee the Department’s recommendations concerning and required documentation in support of Member appointment and classification, reappointment, criteria for Clinical Privileges, results of any investigation or corrective action with respect to Members with Clinical Privileges in his or her Department. Chairs may delegate this responsibility to a senior level designee within the Department subject to prior written notification to and approval by the Chair of the Credentials Committee. Chairs shall ensure that files on each of their faculty with Clinical Privileges that include documentation of FPPE and OPPE data and other activities are securely maintained and support the specifically delineated Clinical Privileges requested;

H. Implement within his or her Department appropriate actions taken by the Clinical Staff Executive Committee, the UVA HSB, or the UVA HSB Quality Subcommittee;

I. Monitor the quality of patient care and outcomes of care and professional performance rendered by Members with Clinical Privileges in the Department through a planned and systematic process, including but not limited to, FPPE and OPPE, and oversee the effective conduct of the patient care, evaluation, and monitoring functions delegated to the Department by the Clinical Staff Executive Committee, the Dean or the President, including evaluating the quality of clinical work performed by each practitioner in the Department at least annually;

J. Develop, support and implement Departmental programs for retrospective patient care review, ongoing monitoring of clinical and ethical practice, credentials review and privileges delineation, medical education, utilization review, and quality assurance and performance improvement, all as part of the Peer Review process;
K. Abide by the supervisory requirements when temporary privileges have been granted to a Member in his or her Department or Division;

L. Participate in every phase of administration of his or her Department, including cooperation with the nursing service and the Medical Center administration in matters such as personnel, supplies, and special regulations, standing orders, and techniques;

M. Prepare and submit reports pertaining to his or her Department as may be required by the Credentials Committee, the Clinical Staff Executive Committee, the UVA HSB, or the UVA HSB Quality Subcommittee;

N. Responsible for the teaching, education, and research programs in his or her Department;

O. Ensure that Members and Graduate Medical Trainees within his or her Department and the Divisions therein practice within the scope of their Clinical Privileges, are educated to deliver patient-centered and family-centered care as members of interdisciplinary teams, emphasizing professional and ethical conduct, evidence-based practice, quality improvement approaches and use of informatics to support practice;

P. Facilitate Graduate Medical Trainees’ education and training to achieve those competencies identified as necessary by the ACGME or other applicable entity;

Q. Keep appropriate records of all Physicians, Dentists, Podiatrists, Ph.D. Clinical Psychologists and Ph.D. Clinical Pathologist practicing within his or her Department;

R. Assess and recommend to the Medical Center resources such as space, number of clinical staff Members, and contract services needed to provide for patient care or treatment;

S. Integrate the Department into the primary functions of the Medical Center to include coordination and integration of interdepartmental and intradepartmental services; and

T. Perform such other duties commensurate with the office as may from time to time be reasonably requested by the Dean, the President, the Clinical Staff Executive Committee, the UVA HSB, or the UVA HSB Quality Subcommittee.

12.7 Committees of the Departments

The affairs of each Department may be delegated to a designee or to a committee of Department members appointed by the Chair of the Department.

12.8 Division Chiefs

Each Division shall have a Chief who shall be a Member of the Active Clinical Staff in good standing and a member of the Division which he or she is to head, and shall be qualified by training, experience and demonstrated current ability in the clinical area covered by the Division. The Chair of the Department in which the Division functions shall select and remove the Division Chief, and the Division Chief either reports to the Chair of the Department or directly to
the Dean in some cases. Division Chiefs shall be certified as diplomats of their specialty Board or be equivalently qualified.

12.9 **Duties of Division Chiefs**

Each Division Chief shall:

A. Act as presiding officer at Division meetings, to be held as reasonably necessary;

B. Assist in the development and implementation, in cooperation with Department Chairs, of programs to carry out the quality review and evaluation and monitoring functions of the Division, including credentials review and criteria-based privilege delineation, medical education, utilization review, and outcomes for quality and performance improvement, all as part of the Peer Review process;

C. Evaluate the quality of clinical work performed and outcomes for each practitioner in the Division at least annually;

D. Conduct investigations and submit reports and recommendations to the Department Chair regarding complaints from other Members, Non-members, or others regarding Members of the Division as well as regarding the Clinical Privileges to be exercised within his or her Division by Members or Applicants;

E. Submit reports of the patient care and quality monitoring activities of his or her Division to the Department Chair as required by the Department Chair;

F. Perform any of the duties of the Department Chair described in Section 11.6 above if the Chair has delegated such duties to the Division Chief;

G. Perform such other duties commensurate with the office as may from time to time be reasonably requested by the Department Chair, the Dean, the Clinical Staff Executive Committee, the UVA HSB, the UVA HSB Quality Subcommittee, or as otherwise contemplated by these Bylaws or the Credentials Manual; and

H. Sign off and transmit to the Chair the Division’s recommendations concerning and required documentation in support of Member appointment and classification, reappointment, criteria for Clinical Privileges, results of any investigation or corrective action with respect to Members with Clinical Privileges in his or her Division. Division Chiefs shall ensure that files on each of their faculty with Clinical Privileges that include documentation of FPPE and OPPE data and other activities are securely maintained and support the specifically delineated Clinical Privileges requested.

12.10 **Medical Directors**

The Medical Director coordinates, directs and evaluates all aspects of patient care rendered by the Licensed Independent Providers (faculty, nurse practitioners, and physician assistants) and GME trainees in the assigned Service area. In collaboration with other clinical departments and operational manager, the Medical Director oversees the care of patients being treated in assigned service area.

The Medical Director partners with the Medical Center manager to serve as co-leader of the Unit Based Clinical Leadership (UBL) team for their service area.
12.11 Duties of the Medical Directors

Medical director responsibilities include: regularly attending and leading weekly UBL team and leadership meetings, participating in unit-based patient reviews to identify opportunities for improvement, and have peer to peer dialogues with colleagues as required by Medical Center Policy 0262, “Standards for Professional Behavior”, including the investigation and analysis of adverse events, clinical errors, and incidents, utilizing the institution’s Be Safe program and methods.

Departments and Medical Directors are expected to work together to accomplish the goals of the UVAMC and the Health System.

12.12 Service Line Leaders

Together with the Service Line Administrative Leader, the Service Line Physician Leader is responsible for the leadership and strategic oversight of the operational, financial, and clinical outcomes of his/her assigned service line. This position services as a visible champion of efficiency, quality, and patient safety, creates institutional standards of performance, and assists in the development of strategic and tactical plans to meet or exceed Service Line standards and goals.

12.13 Duties of Service Line Leaders

The Service Line Physician leader is expected to work collaboratively with the Medical Center and School of Medicine’s executive, administrative and physician leadership to support and participate in Medical Center-wide initiatives. He/she is expected to cooperate with clinicians, Departments, and the School of Medicine in providing learning opportunities for students and Graduate Medical Education Trainees. Together with the Service Line Administrator, the Service Line Physician Leader is responsible for Service Line outcomes, resolving operational issues as they arise, and supporting and participating in Health System wide initiatives including quality, safety and patient-centered care.
ARTICLE XIII
CLINICAL STAFF STANDING COMMITTEES

13.1 STRUCTURE

The standing Committees of the Clinical Staff are as set forth in these Bylaws.

13.1.1 Reporting and Accountability to Clinical Staff Executive Committee

All Clinical Staff Committees report, and are accountable, to the Clinical Staff Executive Committee. The Chair of each Clinical Staff Committee shall maintain minutes of each meeting and shall report its activities to the Clinical Staff Executive Committee by submitting a written report on an annual basis or as it is otherwise requested by the Chair or Vice Chair of the Clinical Staff Executive Committee, or as otherwise provided by these Bylaws.

13.1.2 Membership

The membership of the Clinical Staff Committees may consist of Members, Allied Health Professionals, Medical Center administrative staff members, and other professional staff or employees of the Medical Center appointed as provided in these Bylaws. The President and the Chief Executive Officer shall be ex-officio members of all Clinical Staff Committees unless otherwise provided in these Bylaws.

13.1.3 Appointments

Except as otherwise provided in these Bylaws, all chairpersons and members of Clinical Staff Committees shall be appointed jointly by the President and the Chief Executive Officer. Appointments for a term of three (3) years, subject to the discretion of the President and the Chief Executive Officer, or the resignation of the Clinical Staff Committee member. Appointments can be renewed for an additional three (3) year term subject to the discretion of the President of the Clinical Staff and the Chief Executive Officer.

13.1.4 Quorum, Voting and Meetings

A quorum for each Clinical Staff Executive Committee shall be thirty percent (30%) of the members currently serving, unless the decision involves privileging, and/or corrective action of an individual Practitioner or governance in which the quorum shall be fifty-one percent (51%). All voting and decisions ordinarily shall occur in meetings of the Clinical Staff Committees, but decisions may be made by electronic means as may be reasonably necessary from time to time.

Except as otherwise provided in these Bylaws, all Clinical Staff Committees shall meet at least four (4) times per year, or as otherwise defined in these Bylaws, and as otherwise called by the chair of the Clinical Staff Committee.
13.1.5 Subcommittees

Each Standing Committee may, with the approval of the Clinical Staff Executive Committee, form Subcommittees or Task Forces as appropriate to carry out the charge of the Standing Committee. All such groups shall be considered Committees of the Clinical Staff.

The chair of each Subcommittee shall report its activities to the appropriate Clinical Staff Committee by submitting a written report on an annual basis and maintaining minutes with attendance for each meeting. Subcommittees shall meet at least four (4) times per year and as otherwise called by the chair of the Subcommittee.

13.2 BYLAWS COMMITTEE

The Bylaws Committee shall ensure that the Bylaws of the Clinical Staff are consistent with the Medical Center’s operational needs, current Joint Commission Standards, applicable CMS Conditions of Participation and other CMS requirements and the policies, procedures, rules and regulations of the Medical Center. In performing this function, the Bylaws Committee shall: (a) review the Bylaws on at least on a biannual basis; (b) review proposed Bylaws amendments that may be proposed by Members of the Clinical Staff; (c) develop draft revisions and recommendations regarding proposed amendments to the Bylaws; (d) present proposed revisions to the Clinical Staff Executive Committee and the UVA HSB for review and approval; and (e) provide each Member a current copy of the Bylaws.

The Bylaws Committee shall meet as necessary, but not less than annually. The President of the Clinical Staff shall serve as Chair of the Bylaws Committee. Only Members of the Clinical Staff serving on the Bylaws Committee shall be eligible to vote on Bylaws Committee matters.

The Bylaws Committee has the power to adopt revisions that are, in its judgement, non-substantial modifications for the purpose of clarifying, reorganizing or updating references, or to correct titles, punctuation, spelling or errors of grammar or expression.

13.3 CREDENTIALS COMMITTEE

The Credentials Committee shall review and evaluate the qualifications of each Applicant for initial appointment, reappointment or modification of appointment to the Clinical Staff in accordance with the procedures outlined in the Credentials Manual and these Bylaws. The Credentials Committee ensures that providers are appropriately trained and competent. This includes assuring that providers have a reasonable minimum level of ongoing involvement and experience relevant to their privileges. The Credentials Committee shall recommend to the Clinical Staff Executive Committee and the UVA HSB appointment or denial of all Applicants to the Clinical Staff and the granting of Clinical Privileges. When appropriate, the Credentials Committee shall interview a Member or Applicant and/or the Chair of the involved Department in order to resolve questions about appointment, reappointment, or change in privileges. The Credentials Committee shall review and make recommendations for revisions to the Credentials Manual from time to time; provided however the Chair of the Credentials Committee, in consultation with the President and the Chief Executive Officer, shall have authority to amend the Credentials Manual. The Credentials Committee shall also serve as the investigatory body for all matters set forth in Article VIII of these Bylaws. The Credentials Committee shall also
independently assess the departmental Peer Review process for Members of the Clinical Staff and for Allied Health Professionals in order to ensure that data related to qualifications and performance of individual Practitioners is collected, regularly assessed, compared to Peers, and acted upon by the Department in a timely manner. When appropriate, the Credentials Committee shall also refer Practitioners to the Physician Wellness Program or Employee Assistance Program, and shall work with these programs to determine appropriate privileges for each Practitioner’s individual circumstances. The Vice President shall serve as chair of the Credentials Committee. Only Members of the Clinical Staff serving on the Credentials Committee shall be eligible to vote on Credentials Committee matters.

13.4 NOMINATING COMMITTEE

The Nominating Committee shall nominate Members to serve as Officers of the Clinical Staff and shall nominate Members for the Clinical Staff Representatives, as provided in these Bylaws. The Nominating Committee shall consist of (i) the immediate past president of the Clinical Staff, who shall serve as Chair of the Nominating Committee, and (ii) six (6) Members of the Active Clinical Staff chosen by the President, subject to confirmation by the Chief Executive Officer and the Dean.

13.5 CANCER COMMITTEE

The Cancer Committee oversees the cancer care delivered within the Medical Center and reports to the Clinical Staff Executive Committee. The Committee promotes a coordinated multidisciplinary approach to patient care management and ensures that an active, supportive care system is in place for patients, families and staff, and will follow the requirements outlined in the most current American College of Surgeons Commission on Cancer Program Standards.

13.6 GRADUATE MEDICAL EDUCATION COMMITTEE

The Graduate Medical Education Committee oversees all aspects of GME training and patient care practices within the Medical Center. It ensures that each GME Trainee program provides quality educational experiences and meets the requirements set forth in the ACGME Institutional, Common and individual program requirements. Further, the Committee monitors and coordinates issues applicable or common to all programs, such as those raised by external accreditation agencies (AMA, AAMC, ACGME, and NRMP).

13.7 CHILDREN’S HOSPITAL CLINICAL PRACTICE COMMITTEE

The UVA Children’s Hospital Practice Committee is an interdisciplinary committee charged with coordination and implementation of the Plan for Provision of Care for children in both the inpatient and outpatient setting. This Committee addresses clinical practice issues that extend beyond the scope of practice for a single professional discipline (e.g., pediatric medicine and surgery, nutrition, nursing, pharmacy, therapies, social work, etc.) in all settings across the continuum of care. The Committee is responsible for review, coordination, and submission of policies and practices that directly impact all aspects of the clinical and family-centered care of children. The Committee provides organizational guidance regarding faculty, staff, Graduate
Medical Trainee, nursing, and other clinician training and competency for the clinical care of children.

13.8 OPERATING ROOM COMMITTEE

The Operating Room Committee is an interdisciplinary committee charged to coordinate and standardize the care of patients undergoing surgical or other invasive procedures. This Committee oversees clinical practice related to Pre, Peri and Post procedure care. It has the authority to establish clinical procedure and policy within the Medical Center Operating Rooms and recommend policy related to those procedures outside of the Operating Room. It works collaboratively with other Committees to monitor and improve care and ensure patient safety.

13.9 CLINICAL INFORMATION TECHNOLOGY OVERSIGHT COMMITTEE

The Clinical Information Technology Oversight Committee (CITOC) is charged with providing clinical oversight for the continued development of a comprehensive, integrated clinical information system for the University of Virginia Medical Center. CITOC will make recommendations about the use and functionality of all current and future information systems that support clinical care. This will include but not be limited to Epic applications, MedHost, PACS and other clinical information systems. This oversight will assure that system change requests, enhancement requests and deployment across systems promotes integrated work and information flows throughout the clinical areas. The Committee will lead the design of processes and programs which strategically use clinical information systems to transform and continually improve the way clinical care is rendered with the primary purposes of enhancing patient safety, improving the quality of care and outcomes, facilitating clinical education and clinical research. Secondary goals are to improve efficiency and reduce the cost of care.

13.10 PATIENT CARE COMMITTEE

The Patient Care Committee is an interdisciplinary committee charged with coordination and implementation of the Plan for Provision of Care for both the inpatient and outpatient setting. This Committee addresses clinical practice issues that extend beyond the scope of practice for a single professional discipline (e.g., medicine, nutrition, nursing, pharmacy, therapies, social work, etc.) in all settings across the continuum of care.

13.11 PATIENT SAFETY & QUALITY COMMITTEE

The Patient Safety & Quality Committee is responsible for evaluating whether the Medical Center is providing safe and quality care by reviewing multiple sources, including learnings from serious and sentinel event reporting, mortality reviews, comparative outcomes data, patient safety indicators, hospital accreditation surveys, closed litigation cases, moral distress consults and culture survey data. The committee uses this information to identify priorities for Be Safe work and performance improvement activities that are needed and monitors those efforts for effectiveness. Recommendations may be made to the Patient Care Committee and Clinical Staff Executive Committee about clinical or operational changes that are needed based on learning from the aforementioned sources of information.
13.12 PATIENT GRIEVANCE COMMITTEE

The Patient Grievance Committee provides oversight to the processes set forth in Medical Center Policy No. 0070 ("Patient Concerns and Grievances"), and assures compliance with all other applicable laws and regulations. The Committee identifies trends and patterns in grievances and recommends corrective action when indicated. The Patient Grievance Committee reports matters of significance to the Quality Subcommittee of the UVA Health System Board.

13.13 PHARMACY AND THERAPEUTICS COMMITTEE

The Pharmacy and Therapeutics Subcommittee is an interdisciplinary committee charged with the institutional oversight of the use of pharmaceutical and other therapeutic products. This Committee reports to the Clinical Staff Executive Committee and is authorized to develop and maintain a Medical Center formulary that is financially responsible and clinically effective.

13.14 OTHER COMMITTEES

The Chief Executive Officer and the President of the Clinical Staff may designate such other standing committees of the Clinical Staff Executive Committee as may be necessary from time to time for compliance with accreditation standards, regulatory requirements and governance of the Clinical Staff. In such event, each such committee shall be subject to the provisions of Section 13.1. In addition, the Medical Center may create, from time to time, any committees deemed necessary.

ARTICLE XIV
MEETINGS OF THE CLINICAL STAFF

14.1 REGULAR MEETINGS

Regular meetings of the Clinical Staff shall be held at a time mutually determined by the President and the Chief Executive Officer. One week prior to the time of the meeting a written or printed notice shall be delivered either personally, by mail or by electronic mail to each Member stating the date, time and place of the meeting. The attendance of a Member at a meeting shall constitute a waiver of notice of such meeting.

14.2 SPECIAL MEETINGS

The President or Vice President of the Clinical Staff, the Chief Executive Officer, the Clinical Staff Executive Committee, or the UVA HSB may call a special meeting of the Clinical Staff at any time. The President of the Clinical Staff shall call a special meeting within fourteen (14) days after receipt by him or her of a written request for same signed by not less than fifteen percent (15%) of the Active Clinical Staff and stating the purpose for such meeting.

At least twenty-four (24) hours prior to the meeting a written or printed notice stating the date, time and place of the special meeting of the Clinical Staff shall be delivered, either personally, by mail, or by electronic mail to each Member. The attendance of a Member at a meeting shall constitute a waiver of notice of such meeting. No business shall be transacted at any special meeting except that stated in the notice calling the meeting.
14.3 QUORUM

Except as otherwise provided herein where a higher quorum is required, the presence of fifty (50) Members entitled to vote at any regular or special meeting shall constitute a quorum. No official business may be taken without a quorum except as otherwise provided herein.

14.4 ATTENDANCE REQUIREMENTS

Each Member of the Active Clinical Staff is encouraged to attend all regular Clinical Staff meetings in each year unless unusual circumstances prevent their attendance as well as meetings of all committees to which they have been appointed as members. The Honorary Clinical Staff are encouraged to but are not required to attend.

14.5 ACTION BY ELECTRONIC MEANS

Unless otherwise required by these Bylaws, whenever these Bylaws require the vote of or action by the Clinical Staff or by the Clinical Staff Executive Committee, such vote or action may be taken by electronic means.

ARTICLE XV
CONFIDENTIALITY, IMMUNITY, AND RELEASES

15.1 AUTHORIZATION AND CONDITIONS

By applying for or exercising Clinical Privileges within this Medical Center, an Applicant:

A. Authorizes the Medical Center, the Clinical Staff, the Clinical Staff Executive Committee, the UVA HSB, the UVA HSB Quality Subcommittee, and the Board of Visitors, and their members and authorized representatives, to solicit, provide, and act upon information bearing upon, or reasonably believed to bear upon, the Applicant’s professional ability and qualifications and any other matter within the scope of this Article;

B. Authorizes all persons and organizations to provide information concerning such Applicant to the Medical Center, the Clinical Staff, the Clinical Staff Executive Committee, the UVA HSB, the UVA HSB Quality Subcommittee, and the Board of Visitors, and their members and authorized representatives;

C. Agrees to be bound by the provisions of this Article and to waive all legal claims against any third party, the Clinical Staff, the Medical Center, the Clinical Staff Executive Committee, the UVA HSB, the UVA HSB Quality Subcommittee, and the Board of Visitors, along with their members and authorized representatives, for any matter within the scope of this Article; and

D. Acknowledges that the provisions of this Article are express conditions to an application for Clinical Staff membership, the continuation of such membership, and to the exercise of Clinical Privileges at the Medical Center.
15.2 Confidentiality of Information; Breach of Confidentiality

A. Clinical Staff, Department, Division, Committee, Clinical Staff Executive Committee, UVA HSB, UVA HSB Quality Subcommittee, Board of Visitors, or any other applicable minutes, files, and records within the scope of this Article shall, to the fullest extent permitted by law, be confidential. Dissemination of such information and records shall only be made where permitted by law, or pursuant to officially adopted policies of the Medical Center or Clinical Staff, or, where no officially adopted policy exists, only with the express approval of the Clinical Staff Executive Committee or its designee, or to the appropriate University personnel and officers in connection with the discharge of their official duties.

B. Because effective Peer Review and consideration of the qualifications of Members and Applicants to perform specific procedures must be based on free and candid discussions, any breach of confidentiality of the discussions or deliberations of Clinical Staff Departments, Divisions, or committees, is outside appropriate standards of conduct for this Clinical Staff and will be deemed disruptive to the operations of the Medical Center. If it is determined that such a breach has occurred, the Clinical Staff Executive Committee may undertake such corrective action as it deems appropriate.

15.3 Immunity

The Clinical Staff, the Medical Center, the Clinical Staff Executive Committee, the UVA HSB, the UVA HSB Quality Subcommittee, and the Board of Visitors, along with their members and authorized representatives and all third parties, shall be immune, to the fullest extent permitted by law, from liability to an Applicant or Member for damages or other relief for any matter within the scope of this Article.

For the purpose of this Article, “third parties” means both individuals and organizations from which information has been requested by the Medical Center, the Clinical Staff, the Clinical Staff Executive Committee, the UVA HSB, the UVA HSB Quality Subcommittee, or the Board of Visitors, or any of their members or authorized representatives.

15.4 Scope of Activities and Information Covered

The confidentiality and immunity provided by this Article shall apply to all acts, communications, reports, recommendations, or disclosures performed or made in connection with this or any other health care facilities or organization’s activities concerning, but not limited to:

A. The application for appointment to the Clinical Staff for the granting of Clinical Privileges;

B. Periodic reappraisals for reappointment to the Clinical Staff or renewals of Clinical Privileges;
C. Corrective action, including summary or automatic revocation or suspension;

D. Hearings and appeals;

E. Medical care evaluations;

F. Utilization reviews;

G. Other Medical Center, Department, or Division, committee, or Clinical Staff activities related to monitoring and maintaining quality patient care and appropriate professional conduct;

H. FPPE, OPPE and other Peer Review activities and organizations Virginia Board of Medicine, the National Practitioner Data Bank pursuant to HCQIA, and similar reports; and

I. To the greatest extent permitted by law, all other actions taken in pursuit of activities provided for under these Bylaws.

The acts, communications, reports, recommendations, and disclosure referred to in this Section may relate to a Practitioner’s professional qualifications, clinical competency, character, mental and emotional stability, physical condition, ethics, malpractice claims and suits, and any other matter that might directly or indirectly have an effect on patient care.

15.5 Releases

Each Applicant or Member shall, upon request of the Clinical Staff or Medical Center, execute general and specific releases in accordance with the express provisions and general intent of this Article. Execution of such releases shall not be deemed a prerequisite to the effectiveness of this Article.

ARTICLE XVI
AMENDMENT OF BYLAWS AND CLINICAL POLICIES

16.1 AMENDMENT OF BYLAWS

The Allied Health Professional Credentialing Manual is part of the Clinical Staff Bylaws and shall have the same option and amendment process as these Bylaws.

16.1.1 Annual Update

The Clinical Staff Bylaws shall be reviewed at least annually by the Bylaws Committee and updated as necessary.

16.1.2 Proposals to the UVA HSB

The Clinical Staff shall have the ability to adopt Bylaws, and amendments thereto, and to propose them directly to the UVA HSB as provided in these Bylaws.
16.1.3 Process for Amendment

A. Consideration shall be given to amendment of these Bylaws upon the request of the President, the Vice President, the Chief Executive Officer, the Clinical Staff Executive Committee, the UVA HSB, upon a written petition signed by at least ten percent (10%) of the Active Clinical Staff entitled to vote, or upon recommendation by the Bylaws Committee.

B. All proposed amendments to the Bylaws shall be delivered to the Clinical Staff Executive Committee, which shall review and approve, disapprove, or offer modification, as appropriate.

C. In the event the Clinical Staff Executive Committee does not approve a request for amendment of the Bylaws that is requested by at least ten percent of the Active Clinical Staff members seeking the amendment may ask the President of the Clinical Staff to present the request for amendment to the UVA HSB. The President of the Clinical Staff shall present the petition seeking amendment of the Bylaws to the UVA HSB at the next scheduled meeting of the UVA HSB. The UVA HSB shall review the petition and approve, disapprove, or modify the request for amendment of the Bylaws.

D. Any amendment(s) to the Bylaws adopted by the Clinical Staff Executive Committee shall be submitted to the Active Clinical Staff and the UVA HSB for review and approval, disapproval or modification, as appropriate.

E. A minimum of fifty (50) Members of the Active Clinical Staff shall vote in favor or against any proposed amendments to the Bylaws. In order to approve amendments to the Bylaws, a majority of those members of the Active Clinical Staff who vote must vote in favor. Any vote regarding amendments to the Bylaws may be by electronic means.

16.1.4 Review and Action by the UVA HSB

Proposed Bylaws or amendments shall become effective when approved by the UVA HSB or on another date as mutually agreed to by the UVA HSB and Clinical Staff Executive Committee. In the event proposed Bylaws or amendments are not approved or are substantially changed upon UVA HSB review, such Bylaws or amendments shall be referred to the Bylaws Committee, which shall attempt to resolve the differences among the Clinical Staff or the Clinical Staff Executive Committee and the UVA HSB. The Clinical Staff, Clinical Staff Executive Committee, or the UVA HSB may not unilaterally amend these Bylaws.

16.2 Proposing, Adopting and Amending Clinical Policies of the Medical Center

In addition to the policy and procedures set forth in Medical Center Policy No. 0001 (“Medical Center Policy on Policy Development, Review and Approval”) regarding the adoption of or amendment to Medical Center policies, the Clinical Staff may from time to time propose the adoption of or amendment to clinical policies of the Medical Center.
whenever the Active Clinical Staff votes at a special meeting of the Clinical Staff called for such purpose to approve such proposals as provided in this Section 16.2.

A. Any Member of the Clinical Staff may propose the adoption of a new Medical Center clinical policy or the amendment of a current Medical Center clinical policy by notifying the President of the Clinical Staff, in writing, of the proposed policy or policy amendment.

B. Upon receipt of the proposed policy or policy amendment, the President will seek legal review of the proposal to ensure legal sufficiency and compliance. Any changes necessitated by law or regulation shall be made to the proposed policy or policy amendment.

C. Once the legal review is complete, the Clinical Staff Office shall circulate the proposed policy or policy amendment to all members of the Active Clinical Staff for review.

D. In accordance with the provisions of Article XIV of these Bylaws, if not less than ten percent (10%) of the Active Clinical Staff request a special meeting to consider the policy or policy amendment, the President shall call a special meeting of the Clinical Staff. If not, the policy or policy amendment shall not proceed.

E. A quorum for any such special meeting of the Clinical Staff shall be as provided in Section 14.3 of these Bylaws. If a quorum is present at the special meeting, and a majority of the Active Clinical Staff present at the special meeting approves the proposed policy or policy amendment, then the proposal shall be submitted to the Committee of the Clinical Staff (e.g., Credentials Committee, Quality Committee, Patient Care Committee, etc.) that is responsible for the clinical area to which the proposal relates in accordance with Medical Center Policy No. 0001.

F. If the appropriate Clinical Staff Committee approves the proposed policy or policy amendment, it shall be forwarded to the Clinical Staff Executive Committee for proposed adoption in accordance with the provisions of Medical Center Policy No. 0001.

16.3 Distribution of Bylaws

Each Member shall be provided with on-line access to these Amended and Restated Clinical Staff Bylaws. If at any time amendments are made to the Bylaws, each Member shall be notified and provided with on-line access to such amendments.