

July 9, 2010

MEMORANDUM

TO: The Medical Center Operating Board:

Vincent J. Mastracco Jr., Acting Chair
William P. Kanto Jr., M.D. The Hon. Lewis F. Payne
Constance R. Kincheloe Randl L. Shure
Randy J. Koporc
E. Darracott Vaughan Jr., M.D.
John O. Wynne, Rector

Ex Officio Advisory Members:

Steven T. DeKosky, M.D. R. Edward Howell
Robert S. Gibson, M.D. Leonard W. Sandridge

and

The Remaining Members of the Board of Visitors:

A. Macdonald Caputo Robert D. Hardie
Hunter E. Craig Sheila C. Johnson
The Honorable Alan A. Diamonstein Glynn D. Key
Susan Y. Dorsey Mark J. Kington
Helen E. Dragas Randal J. Kirk
W. Heywood Fralin Austin Ligon
Marvin W. Gilliam Stewart H. Ackerly

FROM: Susan G. Harris

RE: Minutes of the Meeting of the Medical Center Operating Board
on July 9, 2010

The Medical Center Operating Board of the Board of Visitors of the University of Virginia met, in Open Session, at 11:35 a.m., Friday, July 9, 2010, in the Spotswood Arms Room, Virginia Beach Oceanfront Hotel, Virginia Beach; Vincent J. Mastracco Jr., Acting Chair, presided.

John O. Wynne was present. Randl L. Shure and Randy J. Koporc participated by telephone.

Leonard W. Sandridge, *ex officio* Member, also was present.

Present as well were A. Macdonald Caputo, Ms. Helen E. Dragas, and Ms. Susan G. Harris,

Also in attendance was Ms. Teresa Sullivan, the President-Elect of the University.

Participating by telephone were R. Edward Howell, Larry Fitzgerald, and Ms. Michelle Hereford.

The Acting Chair welcomed the Board members to the meeting and asked the Secretary to read the roll. Following the roll call, the Acting Chair asked Mr. Howell to proceed with the agenda.

Action Item: Organizational Resolution for the University of Virginia Transitional Care Hospital, including approval of Clinical Staff Bylaws

Mr. Howell explained that because the Medical Center Operating Board is the governing body for the Transitional Care Hospital, the Board must adopt an organizational resolution and Clinical Staff Bylaws as required for accreditation and other legal purposes. Mr. Howell said Jonathan Truwit, M.D., will be the initial president of the Clinical Staff, and Sharon Esau, M.D., will be the president-elect of the Clinical Staff.

On motion, the Board approved the following resolution:

ORGANIZATIONAL RESOLUTION

WHEREAS, the Medical Center Operating Board is the governing body of the University of Virginia Transitional Care Hospital and is responsible for the oversight of its operation and management as necessary to carry out the mission of the Transitional Care Hospital, which is to provide excellence and innovation in the care of patients, the training of health professionals, and the creation and sharing of health knowledge, and the oversight of any strategic planning process for the University of Virginia Transitional Care Hospital; and

WHEREAS, in furtherance of the mission of the University of Virginia Transitional Care Hospital, the Medical Center Operating Board desires to adopt certain resolutions which acknowledge its role (i) in establishing policy for the Transitional Care Hospital, (ii) promoting performance improvement within the Transitional Care Hospital, (iii) providing for organizational management and planning for the Transitional Care Hospital, (iv) addressing its

accountabilities and responsibilities to the patient population served by the Transitional Care Hospital, and (v) as otherwise required by regulating agencies, accrediting entities or applicable laws in accordance with the delegation to it by the Board of Visitors;

RESOLVED, the University of Virginia Transitional Care Hospital shall be managed and operated in compliance with all applicable laws and regulations, requirements of the Board of Visitors and the Medical Center Operating Board, applicable University policies and procedures, and University of Virginia Transitional Care Hospital policies and procedures, including the applicable conflict of interest requirements as defined under law; and

RESOLVED FURTHER, the Medical Center Operating Board selects R. Edward Howell as the Chief Executive Officer of the University of Virginia Transitional Care Hospital, and delegates to him the authority to develop a reporting matrix that shows the lines of authority within the Transitional Care Hospital and indicates the key persons involved and to hire and appoint all necessary personnel for the management and operation of the Transitional Care Hospital; and

RESOLVED FURTHER, the Chief Executive Officer of the University of Virginia Transitional Care Hospital shall establish and ensure the necessary resources within and for the University of Virginia Transitional Care Hospital, including the creation of an organizational structure for the delivery of care and for quality and performance improvement, organizational management and planning, financial management, risk management, the use of the Transitional Care Hospital for graduate medical education, and for all other areas needed or required to operate and manage the Transitional Care Hospital and for the provision of patient care; and

RESOLVED FURTHER, the Medical Center Operating Board approves the Clinical Staff Bylaws for the University of Virginia Transitional Care Hospital, attached hereto as Exhibit A, including the delegation of responsibility to the Clinical Staff for the provision of quality care in the Transitional Care Hospital and the creation of the Clinical Staff Executive Committee to serve as the executive committee of the Transitional Care Hospital, all as set forth in the Bylaws; and

RESOLVED FURTHER, the Medical Center Operating Board acknowledges the right of the clinical staff to attendance and voice through a representative at Medical Center Operating Board meetings, and that the President of the Transitional Care Hospital Clinical Staff shall

serve as this representative, or in his absence the President-elect of the Clinical Staff shall serve as the representative, and that the initial President of the Clinical Staff for the Transitional Care Hospital shall be Jonathon D. Truwit, M.D., and the initial President-elect of the Clinical Staff for the Transitional Care Hospital shall be Sharon Essau, M.D.; and

RESOLVED FURTHER, the Medical Center Operating Board delegates to and authorizes the Chief Executive Officer of the University of Virginia Transitional Care Hospital to adopt appropriate policies and procedures over administrative matters within the University of Virginia Transitional Care Hospital, and delegates to and authorizes the Clinical Staff Executive Committee of the University of Virginia Transitional Care Hospital to adopt appropriate policies and procedures over clinical matters within the Transitional Care Hospital, with the policies and procedures to include, but not be limited to, insuring a doctor of medicine or osteopathy is on duty or on call at all times, the establishment of a patient grievance process, and the scope and complexity of radiological services offered by the University of Virginia Transitional Care Hospital; and

RESOLVED FURTHER, the Medical Center Operating Board hereby ratifies and approves any and all policies for the Transitional Care Hospital as may have been approved and adopted prior to the date hereof; and

RESOLVED FURTHER, subject to the continuing authority and policies of the Medical Center Operating Board, the Clinical Staff Executive Committee of the University of Virginia Transitional Care Hospital is hereby delegated the authority for (i) determining the appropriate criteria for appointment and reappointment of clinicians to the clinical staff of the Transitional Care Hospital and the appropriate criteria for appointment and reappointment of healthcare professionals practicing within the Transitional Care Hospital, (ii) recommending the appointment and reappointment, in accordance with the established criteria, of qualified clinicians to the clinical staff of the Transitional Care Hospital and qualified healthcare professionals to practice within the Transitional Care Hospital, and (iii) recommending the grant of clinical privileges to the clinical staff of the Transitional Care Hospital and healthcare professionals practicing within the Transitional Care Hospital as determined by the Clinical Staff Executive Committee to be appropriate for each individual; and

RESOLVED FURTHER, the Medical Center Operating Board approves the Fiscal Year 2011 operating and capital budgets for the University of Virginia Transitional Care Hospital as prepared under the direction and involvement of the Medical Center Operating Board, administrative staff, and the Clinical Staff; and

RESOLVED FURTHER, the Medical Center Operating Board hereby delegates to the University of Virginia Transitional Care Hospital Utilization Review Committee all authority and responsibility to carry out the functions of said committee; and

RESOLVED FURTHER, all affiliated organizations providing clinical services or graduate medical education using University of Virginia or University of Virginia Transitional Care Hospital facilities or resources shall, as a condition of their use of such facilities or resources, be subject to the authority of and the policies, including the Clinical Staff Bylaws, adopted by the Medical Center Operating Board with respect to the provision of clinical services and graduate medical education at or in University of Virginia facilities, including the University of Virginia Transitional Care Hospital; and

RESOLVED FURTHER, appropriate officials or employees of the University of Virginia, the University of Virginia Medical Center, and the University of Virginia Transitional Care Hospital are authorized to take all actions necessary to carry out this resolution; and

RESOLVED FURTHER, this resolution shall continue in effect until further repealed or otherwise modified by the Medical Center Operating Board or the Board of Visitors.

- - - - -

On motion, the meeting was adjourned at 11:48 a.m.