

**BYLAWS**

**OF THE**

**TARRANT COUNTY HOSPITAL DISTRICT**

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# **Bylaws of the Tarrant County Hospital District**

## **I. Name and Purposes**

### **1.1. Statutory Authority**

The Tarrant County Hospital District's ("TCHD") name, purposes and powers are established and operated under the authority and in accordance with Article IX, Section 4 of the Texas Constitution and Chapter 281 of the Texas Health and Safety Code, provided that TCHD may conduct its business under the name of JPS Health Network or other assumed business names. If any conflicts arise between the Bylaws and these constitutional and statutory authorities as amended by the Texas Legislature, the aforementioned constitutional and statutory authorities will control.

### **1.2. Charitable Purposes**

TCHD was created to provide health care services to the indigent and needy residents of Tarrant County, Texas. The purpose of TCHD is to improve the health status of families and individuals in the communities that TCHD serves. No part of the net earnings of TCHD may inure to the benefit of any officer, Member, or other private individual or organization. Members, with the approval of the Chair and in consultation with the President and Chief Executive Officer (CEO), may initiate communication on behalf of the Board of Managers with the Texas Legislature or other governmental bodies. TCHD shall not participate in or otherwise intervene in any political campaign on behalf of any candidate for public office.

### **1.3. Mission**

Transforming healthcare delivery for the communities we serve.

### **1.4. Vision**

To be a regional and national leader in:

- Improving the patient and family experience
- Improving the quality and outcomes of population health
- Improving access to care

### **1.5. Values**

*Trust* – We take pride in providing services with the highest level of integrity.

*Mutual Respect* – We honor the ideas, beliefs, and diversity of others.

*Excellence* – We strive to exceed expectations by establishing high standards of performance.

***Integrity*** – We commit to demonstrating honesty and strong moral principles in all our actions both within the workplace and with the public.

***Accountability*** – We value the importance of keeping our promises and taking responsibility for our actions.

***Teamwork*** – We achieve our goals and objectives by working together.

## **II. Governance - Board of Managers**

### **2.1. Number**

The Board of Managers shall consist of at least seven (7) but no more than fifteen (15) voting Members.

### **2.2. Selection, Appointment, and Oath of Office**

The Commissioners Court of Tarrant County, Texas (the “Commissioners Court”), appoints members of the Board of Managers (“Members”). Members may periodically communicate to the Commissioners Court the desired professional backgrounds and experiences needed by candidates to be considered for appointment to the Board of Managers to represent the community and provide for the needs of TCHD. The President of the Medical Staff shall attend regular meetings of the Board of Managers and shall have voice, but shall not vote and shall not be a Member unless otherwise appointed as a Member by the Commissioners Court. After appointment, but prior to the first meeting attended by a new Member, a new Member shall file a Statement of Officer and take an oath of office as required by Texas law that is administered by a person authorized to administer the oath. All Members serve without compensation.

### **2.3. Term**

Each Member shall serve a term of two (2) years and shall continue to serve until such time as his/her successor is appointed and qualified.

### **2.4. Resignation or Removal**

Any Member may resign by delivering a letter of resignation to the Commissioners Court. Such resignation shall be effective upon receipt or at the time specified in the letter. A Member may be removed by the Commissioners Court upon expiration of his/her term or as otherwise required or permitted by law.

### **2.5. Duties and Responsibilities**

The management and control of TCHD is vested in the Board of Managers. The Board of Managers has the power to do all things necessary and expedient in the management of TCHD except those things reserved to the Commissioners Court by law, these Bylaws, or policies approved by the Commissioners Court that apply to TCHD; provided however that

these Bylaws are not intended to limit the authority of the Board of Managers to manage TCHD. The Board of Managers may pass codes of conduct, policies, and procedures to effectuate and support the performance of its responsibilities.

#### **2.5.1. Medical Staff and Quality Improvement**

The Board of Managers shall be ultimately responsible for the credentialing of medical staff at TCHD Medical facilities (“Medical Staff”), interacting with the Medical Staff on matters relating to activities of TCHD, and evaluating and actively monitoring TCHD’s continuous quality improvement process and patient safety. The appointment and privileging of the Medical Staff will be based upon the Medical Staff’s Bylaws, Rules, and Regulations, as approved by the Board of Managers, which assess the licensure, background, training, experiences, outcomes and physical and mental health of all practitioners at TCHD medical facilities. The Board of Managers shall provide adequate resources for the development of programs to support these functions. The Board of Managers shall have ultimate power and authority to create and prescribe the Medical Staff’s Bylaws, Rules, and Regulations regarding the practice of medicine in TCHD facilities and a fair hearing plan for the Medical Staff (“Fair Hearing Plan”). The Board of Managers has the power to appoint, suspend, or remove any practitioner from the Medical Staff in accordance with the Medical Staff’s Bylaws, Rules, Regulations, and Fair Hearing Plan.

#### **2.5.2. Chief Executive Officer Performance Evaluation**

The Board of Managers has the power to hire and to terminate the employment of TCHD’s President and CEO. The Board of Managers shall review the performance of the President and CEO annually. The Human Resources Committee will develop the President and CEO evaluation tools, the evaluation process, and comparative data to be used by the Board of Managers in its evaluation of the annual performance of the President and CEO, and recommend such performance evaluation tools and information to the Board of Managers.

#### **2.5.3. Fiscal Responsibility**

The Board of Managers is ultimately responsible for the fiscal activities of TCHD.

##### **2.5.3.1. Budget**

TCHD’s annual capital and operating budgets will be approved by the Board of Managers and forwarded to the Commissioners Court of Tarrant County, Texas.

##### **2.5.3.2. Gifts and Donations**

All gifts and donations possessed or received by TCHD shall be the property of TCHD to be utilized consistent with donor directives, capital fundraising goals, or to benefit TCHD or the community for lawful purposes at the discretion of the Board of Managers.

### **2.5.3.3. External Auditors and Depository**

The Board of Managers shall obtain an annual audit of TCHD from external auditors chosen through a process delineated by TCHD policy. The Board of Managers shall select the banking depository of TCHD funds through a competitive bidding process in accordance with applicable law.

### **2.5.3.4. Senior Vice President and Chief Compliance Officer**

The Board of Managers and the President and CEO shall appoint the Senior Vice President, Chief Compliance Officer. The Chief Compliance Officer shall report to the Board of Managers and the President and CEO functionally and administratively, including for evaluation. The Chief Compliance Officer shall be the executive responsible for oversight of the internal audit function.

The Human Resources Committee will develop performance evaluation tools, the evaluation process, and the comparative data for such position and recommend such performance evaluation tools and information to the Board of Managers and the President and CEO.

### **2.5.4. Compliance with Applicable Laws and Regulations**

The Board of Managers shall govern TCHD in compliance with all state and federal laws and regulations, including, but not limited to, the Medicare Conditions of Participation and regulatory guidelines regarding the care and safety of patients receiving care at TCHD. The Board of Managers shall support and maintain an active Corporate Compliance Program and TCHD's Code of Conduct and Business Ethics.

### **2.5.5. Organizational Chart**

The Board of Managers and the President and CEO shall ensure that one or more organizational chart(s) reflecting all operations and functions of TCHD is current and complete.

### **2.5.6. Board of Managers' Self-Evaluation and Education**

The Board of Managers shall conduct a self-evaluation based on the performance of the Board of Managers each fiscal year. The evaluation will review, but not be limited to, the Board of Managers' effectiveness in the planning, operations, quality improvement, and financial management of TCHD. The Board of Managers has a responsibility to continually educate itself on matters related to hospital operations and policy. Each Member shall participate in an orientation program that shall include, but not be limited to, TCHD operations, Board of Managers operations, public records, ethics, Corporate Compliance and the responsibility of the Board of Managers for quality care. All Members shall participate in annual compliance training as well as the Board of Managers' continuing education program.

### **2.5.7. Conflict Resolution**

The Board of Managers is responsible for establishing mechanisms for resolving conflicts among TCHD leaders, staff, Medical Staff, patients, vendors and residents of the community when such conflict arises as a result of TCHD's services or operations.

### **2.5.8. Privacy; Confidentiality**

The Members shall respect the privacy of information by not requesting or seeking to obtain information that is not authorized or necessary for conducting the business of the Board of Managers. Members shall respect confidentiality by not revealing information to others who are not legally authorized to obtain it or if doing so might be prejudicial to the good of TCHD.

### **2.5.9. Strategic Planning**

Annually, the Chair shall facilitate the Board of Managers' participation and approval of TCHD's rolling Three-Year Strategic Plan. In addition to Members, this strategic planning process may include members of the Medical Staff, the Senior Executive Leadership, and any community members and other stakeholders called upon by the Board of Managers. The President and CEO is empowered with the authority of the Board of Managers to implement the strategic plans of TCHD.

## **2.6. Meetings**

All Board of Managers meetings and agendas must be posted and conducted in compliance with the Texas Open Meetings Act (Chapter 551, Texas Government Code).

### **2.6.1. Annual Meeting**

The Annual Meeting of the Board of Managers shall be the regularly scheduled January meeting of the Board of Managers. The agenda shall include the swearing in of new officers elected in the fourth quarter of the prior calendar year as applicable, a report on the status of TCHD's interaction with the community it serves for the prior year, and such other matters as set forth on the agenda.

### **2.6.2. Quorum and Vote**

A majority of duly appointed, qualified and sworn Members shall constitute a quorum for the transaction of business at all meetings of the Board of Managers, but a lesser number may recess a meeting of the Board of Managers until a later specified date when a quorum shall be present. Approval of matters coming before the Board of Managers shall require a majority vote of those Members present unless the Board by resolution or policy requires a vote greater than a majority vote of the Members present and voting at any meeting. Such resolution or policy may only be passed by the same number of Members that are proposed as being required for approval of matters under such resolution or policy. If the Board of Managers imposes a resolution or policy requiring a vote of greater than a majority vote of the Members present and voting at any meeting for approval of any matter,

such resolution or policy can be rescinded only by the greatest voting requirement imposed in the subject resolution or policy.

**2.6.3. Attendance**

If any Member shall fail to attend three (3) consecutive Board of Managers or committee meetings without being properly excused by the Board of Managers, the matter shall be resolved in accordance with the Board of Managers' Code of Conduct.

**2.6.4. Meeting Proceedings**

The Chair, or if absent the Vice-Chair, shall preside at all meetings of the Board of Managers.

**2.6.5. Emergency Notifications**

In the event of an emergency requiring immediate response or action, the President and CEO may satisfy his/her duty to the Board of Managers to provide notice of such emergency, and any response or action thereto, by providing notice thereof to the Chair, Vice-Chair, and Secretary, for further dissemination to the other Members.

**III. Officers**

**3.1. Term of Limitations**

All Board of Managers Officers shall hold a term of no greater than four (4) years in the same Officer Position. Each term of office shall begin in January unless such earlier appointment is necessary to replace a vacating Officer.

**3.2. Chair**

The chairperson of the Board of Managers ("Chair") shall appoint the chairpersons and members of all standing and special committees, and shall oversee all committee performance, ensure periodic assessment of governing body performance, ensure the orientation and development of all Members, provide advice and support to the President and CEO and manage the affairs of the Board of Managers. The term of office for the Chair shall be for two (2) years and may be extended for successive one (1) year terms. When necessary for purposes of a quorum, Chair, Vice-Chair, Secretary or Immediate Past Chair may serve as an ex-officio member with vote at any standing committee.

**3.3. Vice-Chair**

The vice-chairperson of the Board of Managers ("Vice-Chair") shall act as Chair in the Chair's absence, incapacity, or resignation from the Board of Managers, with all necessary powers and authority in such intervals. In the event the Chair's seat is vacated, either by its term or otherwise, the Vice-Chair shall immediately become the Chair and will serve a

term of office consistent with Section 3.2. However, if a Member objects in writing to the Vice-Chair's automatic appointment to the Chair, then the Board of Managers shall take a vote to determine whether to refer the selection of a new Chair to the Nominating Committee. A majority vote of the full Board of Managers would be required to refer this matter to the Nominating Committee. The term of office for the Vice-Chair shall be for two (2) years and may be extended for successive one (1) year terms.

#### **3.4. Secretary**

At a meeting held in the fourth quarter of the calendar year the Members shall elect a secretary of the Board of Managers ("Secretary") from among their number. The Secretary shall keep a complete and accurate record of the meetings of the Board of Managers and, under the direction of the Members, shall act as custodian of all valuable papers, records, and reports of TCHD. In the event the Vice-Chair's seat is vacated, either by its term or otherwise, the Secretary shall immediately become the Vice-Chair and will serve a term of office consistent with Section 3.3. However, if a Member objects in writing to the Secretary's automatic appointment to the Vice-Chair, then the Board of Managers shall take a vote to determine whether to refer the selection of a new Vice-Chair to the Nominating Committee. A majority vote of the full Board of Managers would be required to refer this matter to the Nominating Committee. In the event the Secretary's seat is vacated, either by its term or otherwise, the Board of Managers shall refer the selection of a new Secretary to the Nominating Committee. The term of office for the Secretary shall be for two (2) years and may be extended for successive one (1) year terms.

#### **3.5. Immediate Past Chair**

The Immediate Past Chair shall serve as an ex-officio officer and will offer advice and counsel to the Board of Managers or its Officers as requested.

#### **3.6. Chair Pro-Tem**

A Chair Pro-Tem may be approved and called upon at any time to act as Chair Pro-Tem by the Chair of the Board of Managers for the sole purpose of serving as Chair during the election of officers.

#### **3.7. TCHD Officers**

The Board of Managers shall provide resources for at least the following TCHD positions to lead, plan, integrate, control, and continuously improve TCHD's services and operations: President and CEO, Chief Operating Officer, Chief Financial Officer, Chief Nursing Officer, Chief Quality Officer, Chief Information Officer, Chief Technology Officer, Chief Legal Officer, Chief Compliance Officer, and Senior Vice President of Quality.

The President and CEO is responsible for the oversight and employment of all TCHD officers listed in this section and other officers as may be required to manage the business of TCHD. In addition, The President and CEO shall be the Assistant Secretary of the Board of Managers, and shall (i) cause all Members to be notified of all regular, special, and emergency meetings of the Board of Managers by written, electronic, or telephonic

communication as required by law, and (ii) set out the date, time, place and specific purpose for all meetings.

The Chief Legal Officer shall report functionally and administratively, including for evaluation, to the Board of Managers and the President and CEO.

The Chief Compliance Officer shall report functionally and administratively, including for evaluation, to the Board of Managers and the President and CEO.

The duties, responsibilities, and qualifications for TCHD's chief executive and other senior executive staff members and vice presidents ("Senior Executive Leadership") shall be described in written job descriptions.

## **IV. Board of Managers Committees**

### **4.1. Standing Committees**

The voting members of each standing committee shall consist of Members who are appointed by the Chair and other individuals as more particularly indicated for each of the committees.

The non-voting members of each standing committee shall include appropriate members of the Senior Executive Leadership, as determined by the President and CEO. Such non-voting members shall attend all standing committee meetings as determined by the President and CEO.

Standing committee meetings shall be conducted in accordance with the requirements of the Open Meetings Act, to the extent applicable. A quorum will exist when a majority of all voting members are present at a standing committee, unless otherwise noted in a committee's specific charter.

Standing committee meetings may, from time to time, be combined into one or more joint committee meetings to increase operational efficiency. Notwithstanding anything to the contrary in these Bylaws, for purposes of a joint committee meeting, a quorum will exist when a majority of the total number of voting members of the joint committee's combined subsidiary committees are present at the joint committee meeting.

Joint committee meetings may be noticed as a meeting of the Board of Managers pursuant to the Open Meetings Act. Any action taken at a standing committee meeting that also qualifies as a Board of Managers meeting based on Open Meeting Act requirements and the attendance of a quorum of the Board of Managers shall be deemed action of the full Board of Managers. As set forth in §4.4.2, no committee shall otherwise be authorized to act on behalf of the entire Board of Managers.

#### **4.1.1. Quality and Patient Safety Committee**

The primary function of the Quality and Patient Safety Committee is to ensure the effectiveness of the organizational performance improvement process and to oversee the quality of medical care provided to the patients at TCHD. The

committee shall include Members who are appointed by the Chair, the Chief Medical Officer, and two (2) physician voting members appointed annually by the President of the Medical Staff, with the President of the Medical Staff appointing an alternate physician voting member on an annual basis. The committee may, on occasion, convene a subcommittee that includes additional membership consisting of: (i) three (3) individuals who are TCHD patients, former TCHD patients, or family members of TCHD patients approved by the Chair of the Board of Managers as the ex-officio non-voting patient and family advisors, and (ii) one (1) senior TCHD resident physician approved by the Chair of the Board of Managers as the ex-officio non-voting resident representative. The Quality and Patient Safety Committee shall recommend suitable candidates for any open patient and family advisor positions and resident representative positions of the subcommittee for approval by the Chair of the Board of Managers. The Quality and Patient Safety Committee will meet on at least a quarterly basis. The Quality and Patient Safety Committee will:

1. Monitor the quality of medical care provided at TCHD and patient satisfaction surveys while also ensuring the effectiveness and results of the continuous quality improvement process, utilization review program, risk management program and safety management program;
2. Review and advise the Board of Managers regarding actions on disciplinary matters as a Medical Peer Review Committee/Professional Review Body brought to the Board of Managers or the Committee for consideration in accordance with the established hearing and appeals procedures of the Medical Staff;
3. Monitor the process for ensuring that all individuals who provide patient care services are competent to provide those services and those services are reviewed as part of the quality management program;
4. Provide a forum for discussion, consideration, and resolution of medical/administrative matters of joint concern. This includes compliance with Joint Commission standards, ethical matters, and other issues of concern;
5. Review, comment, and make recommendations to the Board of Managers regarding amendments to Medical Staff bylaws, applicable rules and regulations, manuals, and Fair Hearing Plans;
6. Evaluate and, in coordination with the Senior Vice President of Academic Affairs, make recommendations to the Board of Managers related to the Graduate Medical Education program, medical research and publications, physician engagement and the continual support of Medical Staff and resident programs at JPS; and
7. Perform other duties concerning professional staff or medical/administrative matters as assigned by the Board of Managers.

The duties of the Committee may require that the Committee serve as a Medical Peer Review Committee/Professional Review Body pursuant to the Texas Medical Practice Act and Committee pursuant to the Texas Medical Practice Act and the

Health Care Quality Improvement Act, a Medical Committee pursuant to Section 161.031, et seq., Texas Health & Safety Code, a Nursing Peer Review Committee pursuant to the Texas Practice Act, or in some other peer review or committee function to which privilege may apply.

#### **4.1.2. Finance, Planning and Investment Committee**

The primary purpose of the Finance, Planning and Investment Committee shall be to ensure that appropriate policies exist and are being used to safeguard and preserve the assets of TCHD in the near and long term and to make recommendations to the Board of Managers relating to overall business policy and plans, long-range strategic plans, and urgent strategic issues. The Committee is responsible for monitoring and reviewing the financial condition and investment performance of all entities within TCHD for which the Board of Managers has fiduciary responsibility. The Committee will serve as the external audit and investment committee of the Board of Managers. The Finance, Planning and Investment Committee will meet at least ten (10) times per year and shall include Members who are appointed by the Chair and two (2) physician voting members appointed annually by the President of the Medical Staff, with the President of the Medical Staff appointing an alternate physician voting member on an annual basis. The Committee will:

1. Review and monitor the fiscal year operating and capital budgets of all affiliate programs and entities controlled by TCHD and make recommendations to the Board of Managers thereon. Such budgets shall include regular updates of capital plans and the operating budget showing expected patient volumes, revenues, income, expenses, and capital expenditures;
2. Review policies and financial outcomes for investment portfolios, trusts, debt structure, venture financing, TCHD depository and banking operations, and make recommendations to the Board of Managers thereon;
3. Review the annual audit report and advise the Board thereon;
4. Make recommendations to the Board of Managers for the engagement of the external auditor and advise the Board of Managers thereon;
5. Accept the reports of the External Auditors and Investment Advisor and make recommendations to the Board of Managers;
6. Review and recommend to the Board of Managers regarding the financial aspects of all business plans for development or expanding initiatives;
7. Develop consensus and recommend approval of the mission, vision, and general strategy for TCHD;
8. Participate in the annual re-refresh of the Three-Year Strategic Plan;
9. Monitor and report to the Board of Managers progress toward TCHD's strategic goals and objectives;

10. Develop or review and revise TCHD's Strategic Initiatives and Master Facility plans;
11. Recommend specific actions relating to business expansion, strategic partnerships, network development, information systems infrastructure plans and technology and TCHD's scope of services; and
12. Review and recommend to the Board of Managers all proposals for TCHD to incur debt.

#### **4.1.3. Nominating Committee**

The Nominating Committee shall consist of Members appointed by the Chair and shall recommend proposed officers at any Board of Managers meeting held in the fourth quarter of the calendar year. The Committee shall also be called as necessary to recommend candidates to fill vacancies in officer positions and to fulfill such other functions as may be delegated to it by the Chair. The Nominating Committee shall meet at least one (1) time annually.

#### **4.1.4. Human Resources Committee**

The Human Resources Committee shall consist of no more than five (5) Members appointed by the Chair. Its purpose shall be to assist the Board of Managers in fulfilling its oversight responsibilities through the implementation of compensation, benefits, and personnel policies to ensure competitiveness to attract, motivate and retain highly qualified employees. The committee will make recommendations to the Board of Managers relating to its responsibility to ensure there are a sufficient number of qualified employees to achieve TCHD's mission, policies, goals, and objectives. The committee will meet at least twice annually, or as otherwise necessary for issues related to Human Resources that require the Committee's deliberation. The Committee will:

1. Annually facilitate the performance evaluations of the President and CEO, the Chief Legal Officer and the Chief Compliance Officer;
2. Make recommendations to the Board of Managers on compensation, incentives, benefits philosophy, and evaluation tools, and obtain appropriate data to fulfill its responsibilities;
3. Develop and monitor succession plans for the President and CEO and Senior Executive Leadership, as the Board of Managers deems appropriate and necessary;
4. Periodically review human resources strategies, programs, and composition of the workforce in terms of diversity and equal opportunity;
5. Periodically review and develop recommendations concerning the Human Resources policies of TCHD that require the Board of Managers' approval;
6. Annually facilitate a self-evaluation of the effectiveness of the Board of Managers. The committee will report and discuss the results of the evaluation

with the full Board of Managers to identify strengths and areas for improvement to enhance the Board of Managers' effectiveness;

7. Assess the educational needs of Members to identify learning opportunities that bring value to the membership. The needs assessment will be used to design the annual continuing education program;
8. Facilitate the recruitment and selection of the President and CEO; and
9. Review and analyze surveys of satisfaction and engagement with respect to employees and physicians and develop a report with recommendations to the Board of Managers.

#### **4.1.5. Governance Committee**

The Governance Committee shall consist of no more than five (5) Members appointed by the Chair and two (2) physician voting members appointed annually by the President of the Medical Staff, and shall, on an as needed basis, proactively review governance-related policies of the Board of Managers, ensure the Board of Managers fulfills its responsibilities related to internal audit, compliance and risk assessment programs, and provide functional oversight of the Chief Compliance Officer and internal audit functions. The Governance Committee shall meet on an ad hoc basis as determined by the Chair.

#### **4.2. Special Committees**

The Chair may appoint Members to Special Committees as needed to consider specific concerns, needs, or services, and make recommendations to the Board of Managers. The Chair of a Special Committee may be appointed by the Chair or selected by the participating Special Committee members.

#### **4.3. Committee Meetings**

##### **4.3.1. Duties and Responsibilities**

The Board of Managers shall approve committee responsibilities and duties annually.

##### **4.3.2. Purposes**

Notwithstanding anything to the contrary in the Bylaws, committee meetings are held for the sole purpose of merely evaluating information and making recommendations to the Board of Managers. The Board of Managers retains all authority related to supervising and controlling public business related to TCHD. No committee is authorized to act on behalf of the entire Board of Managers.

#### **4.3.3. Open Meetings Act**

To the extent applicable, Board of Managers Committee meetings shall be conducted in compliance with the Texas Open Meetings Act (Chapter 551, Texas Government Code).

## **V. Medical Staff**

### **5.1. Composition**

The Board of Managers shall appoint a Medical Staff composed of physicians, dentists, podiatrists and all other licensed, independent practitioners requiring privileging through the Medical Staff who 1) are currently licensed by the State of Texas; 2) have graduated from an accredited medical or podiatric resident training program, if a physician or podiatrist; and 3) have been certified in writing by the Medical Executive Committee as to their appropriate qualifications and delineated privileges. The Board of Managers shall require that these physicians, dentists, podiatrists and allied health personnel be organized into responsible administrative unit(s) and shall approve such Medical Staff Bylaws, Rules and Regulations, and Policies for governance of their practice at TCHD as the Board of Managers deems to be of the greatest benefit to the care of patients within TCHD facilities. Such Medical Staff Bylaws, Rules and Regulations, and Policies shall include due process protection of the rights of members of the Medical Staff and shall comply with all laws and regulations governing the practice of medicine and the business of medicine, including but not limited to all regulatory standards, including all regulations pertaining to accurate billing for services to government payers. Such Medical Staff Bylaws shall also adopt ethical standards of conduct in the care of patients and ethical business practices that, at a minimum, include the standards of TCHD's Code of Conduct and Ethics. The President of the Medical Staff or his/her delegate shall present all recommendations from the Medical Staff through the Medical Staff Executive Committee to the Board of Managers or appropriate Board of Managers Committee. Every person provided care at TCHD shall be the responsibility of a member of the Active, Consulting, Courtesy or Associate Categories of the Medical Staff, excluding residents. In the care of each patient, the Medical Staff member responsible for that patient shall have full authority and responsibility for the patient's medical care within the scope of privileges granted to the Medical Staff member, subject to such limitations as the Board of Managers may impose and in accordance with the Medical Staff Bylaws, Rules, and Regulations. In the event of conflict between TCHD's Bylaws and the Medical Staff Bylaws, TCHD's Bylaws shall prevail.

### **5.2. Appointment**

All applications for appointment to the Medical Staff shall be in writing and addressed to the chairperson of the Medical Staff credentialing committee. Members of the Medical Staff shall normally be reappointed for two (2) years. Except for the elected officers of the Medical Staff, the Board of Managers may appoint and/or remove Medical Staff members from purely administrative roles as the Board of Managers deems necessary or advisable to fulfill the administrative duties of the Medical Staff. Such administrative appointments and/or removals shall not affect the clinical privileges of providers.

### **5.3. Medical Staff President**

The duly elected President of the Medical Staff shall be accountable to the Board of Managers for the general conduct of the Staff and shall serve as a channel of communication for Members, administration, and the Medical Staff. The President of the Medical Staff or his/her delegate shall be present at all regular meetings of the Board of Managers and the Quality and Patient Safety Committee to report on staff activities and patient care issues.

### **5.4. Graduate Medical Education**

Education of clinical professionals is an integral part of the mission of TCHD. The Board of Managers is responsible for providing adequate mechanisms and resources to support graduate medical education at TCHD and is ultimately responsible for institutional Accreditation Council for Graduate Medical Education (ACGME), American Osteopathic Association (AOA), and Council on Podiatric Medical Education (CPME) requirements for the maintenance of intern, resident, fellow and medical student education at TCHD. The Medical Staff shall supervise all interns, residents, fellows, and medical students in accordance with appropriate standards of supervision as delineated by the ACGME, AOA and CMPE boards, and other governmental supervision standards, including but not limited to the Medicare Conditions of Participation, as appropriate to the skill and experience of interns, residents, and fellows practicing at TCHD in order to provide the highest quality of care to TCHD patients.

### **5.5. Hospital Contract Services**

To assure medical coverage and clinical leadership of hospital services, the Board of Managers shall approve the chairmen of the departments of the Medical Staff and the residency program director, after seeking Medical Staff and management recommendations. The Board of Managers shall approve the policies governing contracts with medical directors, physicians, and medical groups. All agreements between TCHD and a physician, provider, or medical group shall be in writing. All physicians that provide services to TCHD pursuant to a contract shall, during the term of the contract, obtain and maintain Medical Staff appointment and clinical privileges in the manner set forth by the Medical Staff Bylaws, Rules, and Regulations. All matters that relate to a physician's clinical competence shall be resolved using the due process procedures of the Medical Staff Bylaws and TCHD's Bylaws. If these due process procedures result in an action that modifies the clinical privileges of a physician, then TCHD may terminate the contract with the physician. Notwithstanding the foregoing, any such contract may also be terminable for any other reasons as specified in the contract.

### **5.6. Insurance**

Each applicant for appointment or reappointment to all categories of the Medical Staff (except Honorary Staff) who is not an employee of TCHD shall be required to provide to TCHD a certificate of insurance indicating that the applicant has professional liability insurance coverage equal to or greater than the limits established by the Board of Managers, and issued by an insurer that has a rating by A.M. Best that is acceptable by the Board of Managers.

## **VI. General Provisions**

### **6.1. Insurance for District Acts**

TCHD shall purchase directors and officers insurance for Members or Officers, that will, to the extent such insurance can be purchased in the insurance market, insure against actions, claims, liabilities, damages or expenses, including reasonable attorney's fees, which may be sustained or incurred in connection with any investigation or litigation arising out of his/her performance of official TCHD business, such as service as a committee member, officer or member, on behalf of TCHD and except in relation to matters as to which he/she shall finally be adjudicated to be liable for willful misconduct amounting to bad faith.

### **6.2. Duality and Conflict of Interest**

Members of the Board of Managers shall comply with the Duality and Conflict of Interest requirements of Chapter 171 of the Texas Government Code and all IRS conflict of interest requirements. A Member shall conduct himself/herself in accordance with these legal requirements and TCHD's policies regarding conflicts of interest on any vote, discussion, or deliberation in which he/she has a defined conflict or self-interest.

### **6.3. Non-Discrimination**

TCHD shall in all respects be conducted without unlawful discrimination on the basis of race, nationality, religion, sex, age, physical or mental disability, economic status, or otherwise:

- a) in the acceptance and care of patients;
- b) in the appointment and employment of qualified personnel; and
- c) in the selection of practitioners or officers and in the assignment of their duties and responsibilities.

### **6.4. Public Statements; Requests for Information**

The Board of Managers' adopted policies shall govern the appropriate public representation of official positions of the Board of Managers. The President and CEO or his/her designee, in accordance with the provisions of Chapter 552 of the Texas Government Code, also known as the Texas Public Information Act, shall handle TCHD's responses to requests for information.

### **6.5. Review and Revision of Bylaws**

The Bylaws shall be reviewed on an as needed basis by the Board of Managers or as based upon the review and recommendation of the Governance Committee. Any and all revisions

to the Bylaws must be approved by a majority of the Board of Managers at a regular Board of Managers meeting.

**6.6. Adoption of Bylaws**

These Bylaws become effective immediately upon their acceptance and adoption and supersede all previous Bylaws adopted by the Board of Managers of TCHD.

Adopted by the Tarrant County Hospital District Board of Managers on

February 9, 2023

\_\_\_\_\_ at its regularly scheduled meeting.

  
Board of Managers Chair

  
Board of Managers Secretary