

BYLAWS OF THE GOVERNING BODY

FOR LAGUNA HONDA HOSPITAL AND REHABILITATION CENTER

PREAMBLE

WHEREAS, Laguna Honda Hospital and Rehabilitation Center is a public hospital owned and a division of the Department of Public Health of operated by the City and County of San Francisco acting by and through the San Francisco Department of Public Health; and

WHEREAS, the Charter of the City and County of San Francisco provides for a charges the Health Commission-charged, together with the Department of Public Health, with the management and control of the Department of Public Health and hospitals of the City and County of San Francisco; and

WHEREAS, the Health Commission has adopted a Resolution accepting responsibility as the Governing Body of Laguna Honda Hospital and Rehabilitation Center; and

WHEREAS, State law requires the governing body of a general acute care hospital to establish bylaws governing the hospital.

NOW, THEREFORE, these Bylaws are hereby established.

DEFINITIONS

A. ~~The term~~ “Charter” means the Charter of the City and County of San Francisco.

B. ~~The term~~ “City” means the City and County of San Francisco.

C. “Department of Public Health” or “DPH” mean the San Francisco Department of Public Health.

~~B.A. “Governing Body” means the San Francisco Health Commission.~~

~~C.D.~~ ~~The term~~ “Director of Health” means the Director of the San Francisco Department of Public Health ~~and the Chief Executive Officer of or~~ the Governing Body Director’s designee.

D. ~~The term~~ “LHH Executive Administrator” means ~~the Executive Administrator of the Laguna Honda Hospital and Rehabilitation Center.~~

E. ~~The term~~ “Governing Body” means the San Francisco Health Commission.

~~E.F.~~ “Hospital” means the Laguna Honda Hospital and Rehabilitation Center.

G. ~~The term~~ “Joint Conference Committee” or “JCC” means the Hospital Joint Conference Committee for Quality Assurance.

H. “LHH Chief Executive Officer” means the Chief Executive Officer of the Laguna Honda Hospital and Rehabilitation Center. For purposes of any Hospital policies

dated prior to December 2024, “Executive Administrator” means the LHH Chief Executive Officer.

F.I. “Medical Staff” means all doctors of medicine, and osteopathic medicine, dentists, clinical psychologists, and podiatrists, and other practitioners licensed to practice in the State of California who are privileged to attend patients/residents at Laguna Honda Hospital and Rehabilitation Center, the Hospital. The term also includes those affiliated professionals who provide care at the Hospital under the oversight of the Medical Staff and as outlined by the Hospital Medical Staff bylaws to the extent consistent with those Medical Staff bylaws.

J. “San Francisco Health Network” or “SFHN” mean DPH’s integrated health care delivery system.

ARTICLE I: NAME

The name of the Hospital shall be Laguna Honda Hospital and Rehabilitation Center, and its Governing Body shall be the San Francisco Health Commission.

ARTICLE II: AUTHORITY

Laguna Honda The Hospital and Rehabilitation Center is a tax-sponsored public institution owned and operated by the City and County of San Francisco, a municipal corporation. The Hospital is subject to the Charter, the and other applicable Federal, State of, and local laws, including but not limited to, the California Welfare and Institutions Code, and the Administrative and Health and Safety Codes, portions of title 22 of the California Code of Regulations, portions of title 42 of the U.S. Code and title 42 of the Code of Federal Regulations, and the Municipal Code of the City and County of San Francisco.

A. The Governing Body operates pursuant to the provisions of the City and County of San Francisco.

ARTICLE III: MISSION, PURPOSE, VISION, AND VALUES OF THE HOSPITAL

Section 1. Mission and Purpose

The Mission mission of the Hospital is to provide high quality, culturally competent long term care a welcoming, therapeutic, and rehabilitation services to healing environment that promotes the diverse population individual’s health and well-being. The purpose of San Franeiseo the Hospital is to serve as a safety net for patients with complex medical needs who are low or very low income and often have no other options for care.

Section 2. Vision

The vision of the Hospital is to become a world class center of excellence build healthier lives as the leader in long term post-acute care and rehabilitation.

Section 3. Key Value

The key value of the Hospital is: Residents come first resident centered care.

ARTICLE IV: GOVERNANCE

Section 1. Membership of the Governing Body

~~The Members of the~~ Governing Body shall be a ~~Health Commission~~ appointed, and may be removed, pursuant to the Charter. ~~The requirements of the provisions governing the appointment of members of the Health Commission. As set forth in the Charter include the following:~~

- A. The Governing Body shall ~~be composed~~ consist of seven members ~~who shall be,~~ appointed by the Mayor.
- B. The membership of the Governing Body shall have less than a majority of direct providers of health care. ~~Direct providers of health care include all health professionals and others whose primary current activity is the provision of patient/resident care or the administration of facilities or institutions that provide patient/resident care. This does not preclude a member of the Medical Staff from being a member of the Governing Body.~~
- C. Any member of the Governing Body may be suspended by the Mayor and removed by the Board of Supervisors for official misconduct.
- D. Any vacancies occurring on the Governing Body, either during or at the expiration of ~~thea member's term of each member,~~ shall be filled by the Mayor.

Section 2. Officers and Meetings of the Governing Body

The selection of the ~~Officers~~ officers of the Governing Body, as well as their responsibilities, and the procedures for the meetings of the Governing Body ~~shall be those,~~ are set forth in the Rules ~~of Order and Regulations~~ of the San Francisco Health Commission.

Section 3. Duties and Responsibilities of the Governing Body

The ~~general~~ duties and responsibilities of the Governing Body ~~shall be~~ related to the Hospital are:

Hospital Operations

- A. To establish policy, promote performance improvement, and provide for organizational management and planning. ~~Specific powers and duties of the Governing Body, which may be delegated to others but shall remain the ultimate responsibility of the Governing Body, shall be as follows:~~
- B. To ensure that the Hospital is operated in accordance with the applicable provisions of ~~the Charter, the Federal, State of California Welfare, and Institutions Code, the Administrativelocal laws and Health Codes of the City and County of San Franciseoregulations, including those related to licensure, fire inspection, and other applicable laws~~ safety measures.

C. To review and approve recommendations from the LHH Chief Executive Officer regarding the Hospital's strategic, capital, and facilities plans.

D. To annually evaluate the Hospital's performance in relation to its mission and purpose, vision, and values.

E. To ensure that the Hospital demonstrates a commitment to its community by providing essential services in a timely manner.

~~E.F.~~ To appoint Governing Body committees, advisory or otherwise, as ~~becomes~~ necessary for the proper oversight of the Hospital's operations and business. Representatives The Governing Body may appoint representatives from the Medical Staff shall be appointed as members to to serve on appropriate committees that may deliberateconsider issues affectingthat would impact the discharge of Medical Staff responsibilities.

~~D.G.~~ To make recommendations to the Mayor, the Board of Supervisors, and other appropriate City officials ~~of the City and County of San Francisco~~ regarding matters that affect the operations of the Hospital.

~~E. To appoint and monitor the performance of a Director of Health who, as Chief Executive Officer of the Governing Body, shall appoint and monitor the performance of the LHH Executive Administrator.~~

~~F.H.~~ To receive recommendations from the LHH Chief Executive AdministratorOfficer, through the Director of Health, ~~and, when appropriate, and the SFHN Chief Executive Officer, and~~ to approve such recommendations ~~that pertain to the following~~regarding:

- i. The ~~hospital~~Hospital annual budget and financial management;
- ii. The ~~hospital~~Hospital administrative organization and committee structure;
- iii. The delivery of quality patient/resident care;
- iv. Performance improvement;
- v. Risk management;
- vi. Hospital operational policies and procedures ~~(See Article IX, Section 2.D.);~~ and
- vii. Hospital strategic program and capital plans;.

Medical Staff

I. To establish the organization of the Medical Staff with appropriate officers and bylaws that are consistent with Hospital policy and with any applicable legal or other requirements, and approve the Medical Staff's recommended bylaws and rules and regulations, approval of which shall not be unreasonably withheld.

J. To restrict membership on the Medical Staff to physicians, dentists, podiatrists, and clinical psychologists competent in their respective fields, worthy in character and in professional ethics, and ensure the Hospital does not discriminate with respect to

employment, staff privileges or the provision of professional services against a licensed clinical psychologist within the scope of the clinical psychologist's licensure, or against a licensed physician and surgeon or podiatrist on the basis of whether the physician and surgeon or podiatrist holds an M.D., D.O. or D.P.M. degree.

K. To appoint, reappoint, and, where appropriate, remove members of the Medical Staff consistent with the Medical Staff bylaws, including appointment and reappointment one or more dentists, podiatrists, and/or clinical psychologists to the Medical Staff respectively, when dental, podiatric, and/or clinical psychological services are provided.

L. To ensure that the Medical Staff is self-governed with respect to the professional work performed in the Hospital and holds periodic meetings to review and analyze the clinical experience of Hospital patients and residents, in relation to which the medical records of the patient or resident will be one basis for such review and analysis.

G.M. To receive and act to approve or reject recommendations from the Medical Staff's Medical Executive Committee and, when appropriate, to approve such recommendations that pertain to the following relating to:

- i. The structure of the ~~medical staff~~ Medical Staff;
- ii. The process used to review credentials ~~and to~~ delineate individual clinical privileges, appoint and reappoint members, and terminate appointments;
- iii. ~~Recommendations~~The appointment of individuals for ~~medical staff~~ Medical Staff membership;
- iv. ~~Recommendations for delineated~~The granting of clinical privileges for each eligible individual;
- v. Nominations for individuals to serve as chiefs of the clinical services;

~~v-vi.~~ The organization of the ~~medical staff's~~ Medical Staff's performance improvement activities as well as the process designed for conducting, evaluating, and revising such activities; and

~~1. The process by which membership on the medical staff may be terminated; and~~

~~vi-vii.~~ The process for fair hearing procedures.

H.N. To provide an accessible forum in which the Medical Staff and the staffs of the Hospital's various departments and services ~~can~~ may report on the activities and mechanisms for monitoring and evaluating the quality of patient/resident care, for identifying opportunities to improve patient/resident care, and for identifying and resolving problems.

O. To provide an accessible forum in which the Medical Staff and the staffs of the Hospital's various departments and services may participate in the development of all Hospital policies.

Budget, Resources, and Personnel

~~I.P.~~ To allocate adequate resources for measuring, assessing, and improving the Hospital's performance and improving patient/resident safety.

~~J.Q.~~ To take all appropriate steps to provide for space, equipment and other resources needed to fulfill the Hospital's mission and to maintain safe and quality treatment, ~~and services~~ and services, including preparation and maintenance of complete and accurate medical records for each patient/resident.

~~K.~~ To hold the Medical Staff responsible for the development, adoption, and periodic review of Medical Staff Bylaws and Rules and Regulations that are consistent with Hospital policy and with any applicable legal or other requirements and to review and to act on the Medical Staff's recommended Bylaws and Rules and Regulations and subsequent amendments thereto.

~~R.~~ To submit to the Mayor at least three qualified applicants for, and monitor the performance of, a Director of Health who, pursuant to the Charter and the Municipal Code, may appoint or delegate appointment of the LHH Chief Executive Officer, and to ensure the Hospital notifies the California Department of Public Health whenever a change of the LHH Chief Executive Officer occurs.

~~L.S.~~ To approve and recommend to the Mayor and the Board of Supervisors an annual operating budget and a long-term capital expenditure plan and to monitor their implementation.

~~M.~~ To ensure that the Hospital maintains a program for achieving compliance with applicable law and regulations.

~~N.~~ To review and approve recommendations from the LHH Executive Administrator regarding the Hospital's strategic and facilities plan.

~~O.~~ To annually evaluate the Hospital's performance in relation to its vision, mission and values.

~~P.A.~~ To ensure that the Hospital demonstrates a commitment to its community by providing essential services in a timely manner.

~~T.~~ To provide appropriate physical resources and personnel, in coordination with the Director of Health, required to meet the needs of the Hospital's residents/patients, and to participate in planning to meet the health needs of the community.

ARTICLE V: RELATIONSHIP OF THE GOVERNING BODY TO OTHER AGENCIES CITY OFFICERS AND POLICY BODIES

Section 1. Officials and Departments of the City and County of San Francisco

The operation of the Hospital by the Governing Body is subject to the authority granted in the Charter to other ~~Officials~~officials, departments, and ~~Departments~~commissions of the City and County of San Francisco ~~that includes~~including, but not limited to, the following:

- A. Approval and adoption of a City budget by the Mayor and Board of Supervisors;
- ~~B. Personnel matters placed under the jurisdiction of the Civil Service Commission; and~~
- B. Appointment of qualified individuals by the Director of Health to fill positions within the Department, in accordance with the civil service provisions of the Charter; and
- C. The authority of the Board of Supervisors to adopt legislation establishing procedures and requirements applicable to the Hospital.

ARTICLE VI: DIRECTOR OF HEALTH

Section 1. Appointment of a Director of Health

~~The~~As set forth in the Charter, the Governing Body shall submit to the Mayor at least three qualified applicants, and if rejected, ~~to~~shall make additional nominations in the same manner, for the position of the Director of Health, subject to appointment by the Mayor.

Section 2. Role and Responsibilities of the Director of Health

The Director of ~~Health shall be the Chief Executive Officer of the Governing Body and, as such, his/her~~Health's responsibilities relating to the Hospital include, but are not limited to the following:

- ~~A. To oversee~~Overseeing the implementation of Hospital policies ~~established~~approved by the Governing Body ~~and to make recommendations in regards to such policies to the Governing Body.~~
- ~~B. To receive and to forward for approval to the Governing Body recommendations from the Medical Staff Executive Committee pertaining to the structure of the Medical Staff, individual medical staff membership, and the delineation of specific clinical privileges for each eligible individual.~~
- ~~C. To act on recommendations concerning Medical Staff appointments, reappointments, termination of appointments, and the granting or revision of clinical privileges in a timely manner and to resolve any differences in regards to such recommendations within a reasonable period of time.~~
- ~~D. To support and facilitate communication between the Medical Staff and the staffs of the Hospital's departments and services in regards to activities and mechanisms for monitoring and evaluating the quality of patient/resident care, identifying and resolving problems, and identifying opportunities for improvement.~~
- E.B. To ensureEnsuring the existence of systematic and effective mechanisms for communication between the Governing Body, the San Francisco Health Network, Hospital Administration, and Medical Staff and the governing bodies and management of any health care delivery organizations ~~(as that are functionally~~

~~related to the Hospital~~ term is defined by these Bylaws), and Medical Staff, through meetings of the Governing Body, Joint Conference Committee, and ~~Executive Staff~~ Hospital Administration.

~~F. To serve as a member of the Medical Executive Committee.~~

~~G. To conduct an annual performance evaluation of the LHH Executive Administrator.~~

H.C. ~~To carry~~ Carrying forth and ~~fulfill~~ fulfilling all assignments and responsibilities ~~as delegated~~ responsibilities assigned by the Governing Body.

ARTICLE VII: HOSPITAL ADMINISTRATION

Section 1. Appointment, Qualifications, and Removal of the LHH Chief Executive Officer and Other Hospital Administrators

- A. ~~The~~ As set forth in the Charter and the Municipal Code, the Director of Health is the appointing officer for the appointment, discipline and removal of employees of the Department of Public Health, and shall have the power to appoint and remove the LHH Chief Executive Administrator~~Officer~~ for the Hospital. The Director~~Chief Executive Officer~~ of the San Francisco Health Network shall set performance-based criteria and conduct annual performance appraisals for the LHH ~~Executive Administrator~~ Chief Executive Officer. Unless otherwise directed by the Director of Health, the LHH Chief Executive Officer shall report to the Chief Executive Officer of the San Francisco Health Network.
- B. The LHH Chief Executive Administrator~~Officer~~ shall possess a ~~master's~~ Master's degree in ~~hospital~~ healthcare or business administration or a related field, at least ten years of experience in a healthcare setting with increasing amounts of responsibility, extensive knowledge of hospital operations and financing, and demonstrated skills necessary to manage the Hospital and to perform the duties required of its senior leader. The Governing Body and the Director of Health may adopt such other qualifications consistent with the Charter and the Municipal Code.
- C. The Director of Health may delegate in writing to the LHH Chief Executive Administrator ~~shall have~~ Officer the power~~authority~~ to appoint and remove ~~Senior Associate Administrators and Associate Administrators~~ Hospital administrators to the extent that such positions are created by ordinance of the Board of Supervisors. Such positions shall be exempt from the civil service provisions of the Charter and shall be held by persons who possess the educational and administrative qualifications, experience, knowledge, and skills necessary to manage ~~divisions~~ departments or services of the Hospital.

Section 2. Hospital Executive Staff Committee Administration

- A. ~~A~~ The Hospital Executive Staff Committee~~Administration~~ shall ~~be established~~ which includes ~~consist of~~ the LHH Chief Executive Officer, the Assistant Nursing Home Administrators, the Administrator for Facilities and Capital Planning, the

Chief Nursing Officer, the Director of Finance, the Chief(s) of the Nursing, the Chief Financial Officer, the Chief Medical Staff, the Officer/Medical Director, the Director of Chief of the Medical Staff, the Chief Quality Officer, the Chief Documentation Integrity Officer, the Director, Emergency Management and Disaster Preparedness/EVS, and others as appointed by the LHH Chief Executive Administrator/Officer.

- B. The purpose of the Hospital Executive Committee Administration shall be to discuss, evaluate, and make recommendations to the LHH Administrator/Chief Executive Officer on issues regarding budget, organizational structure, quality improvement, policy, planning, and other matters pertaining to Hospital operations.

Section 3. Responsibilities Authority and Duties of the LHH Chief Executive Administrator/Officer

To assumeThe LHH Chief Executive Officer's responsibilities relating to the Hospital include, but are not limited to:

- A. Assuming overall management responsibility of the Hospital and quality assessment and improvement mechanisms under the direction of the Director of Health and the Chief Executive Officer of the San Francisco Health Network.
- B. To actAssuming responsibility for Hospital compliance with applicable Federal, State, and local laws, rules and regulations, and accreditation standards.
- ~~B-C.~~ Acting as the appointing officer for the appointment, discipline, and removal of Hospital employees in accordance with the civil service provisions of the Charter and consistent with the delegation of such authority to the LHH Chief Executive Officer by the Director of Health.
- ~~C-D.~~ To serveServing as a member of the Medical Executive Committee.
- ~~D.~~ To chair the Hospital Executive Committee.
- E. To organizeOrganizing and managemanaging the administrative structure of the Hospital and to ensureensuring that each Hospital program, service, site, or department has effective leadership.
- F. To appointAppointing Hospital Administration representatives to Medical Staff committees when appropriate.
- G. To provideSupporting and facilitating communication between the Medical Staff and the staffs of the Hospital's departments and services in regards to activities and mechanisms for monitoring and evaluating the quality of patient/resident care, identifying and resolving problems, and identifying opportunities for improvement.

- ~~G.H.~~ Providing reports to the Director of Health, the SFHN CEO, and ~~to~~ the Medical Staff on the overall activities of the Hospital as well as on ~~federal, state~~ Federal, State, and local developments ~~which~~ that affect the Hospital.
- ~~I.~~ To make Providing reports to the Governing Body, through the JCC, on the credentialing, quality improvement, and patient safety activities of the Hospital.
- ~~H.J.~~ Making recommendations for the creation of and changes in Hospital positions as provided by the Charter.
- ~~I.~~ To assume responsibility for Hospital compliance with applicable governmental laws, other rules and regulations, and accreditation standards.
- ~~J.K.~~ To implement Implementing Hospital policies ~~established~~ approved by the Governing Body and ~~to make~~ making recommendations ~~in regards to~~ regarding such policies to the Governing Body, including through the Director of Health and SFHN CEO.
- ~~K.L.~~ To engage Engaging in both a short-term and long-term planning process that involves the participation of the Hospital Administration, Medical Staff, Nursing Department, and other Hospital ~~Departments~~ departments and services as well as any other appropriate advisors;.
- ~~L.M.~~ To oversee Overseeing the preparation of an annual operating budget and the development of a long-term capital expenditure plan.
- ~~M.N.~~ To ensure Ensuring that the Medical Staff, ~~staff~~ staffs of departments and services, and others as appropriate review and revise policies and procedures as warranted, that such review occurs at least ~~every three years~~ annually, and that such review occurs in a collaborative and inter-disciplinary manner.
- ~~N.O.~~ To ensure Ensuring that patients/residents with comparable needs receive the same standard of care, treatment, and services throughout the Hospital.
- ~~O.P.~~ To implement Implementing plans to identify and mitigate impediments to efficient patient/resident flow throughout the Hospital.
- ~~P.Q.~~ To ensure Ensuring that care, treatment, and services provided through ~~contracted agreement~~ agreements are provided safely and effectively.
- ~~Q.R.~~ To ensure Ensuring that communication is effective throughout the Hospital.
- ~~R.S.~~ To define Defining the required qualifications and competence of those staff who provide care, treatment, and services and ~~recommend~~ recommending a sufficient number of qualified and competent staff to provide care, treatment, and services.

~~S.T.~~ Ensuring that an integrated patient/resident safety program is implemented throughout the Hospital.

~~T.U.~~ Setting performance improvement priorities and identify identifying how the Hospital adjusts priorities in response to unusual or urgent events.

~~U.V.~~ Measuring and assess assessing the effectiveness of the performance improvement and safety improvement activities and ~~to report~~ reporting on such assessments to the Governing Body.

~~V.W.~~ Considering clinical practice guidelines when designing or improving processes, as appropriate, ~~to evaluate~~ evaluating the outcomes related to the use of the clinical practice guidelines, and ~~to determine~~ determining whether to improve processes.

X. Designating a qualified individual to perform the duties of the Chief Executive Officer when the LHH Chief Executive Officer is absent from the Hospital for more than 30 consecutive days.

ARTICLE VIII: MEDICAL STAFF

Section 1. Membership of the Medical Staff

- A. All qualified physicians and practitioners may apply for clinical privileges at the Hospital, as outlined by these Bylaws and the Medical Staff bylaws.
- B. The Governing Body, ~~through its Chief Executive Officer,~~ shall consider recommendations of the Medical Staff and appoint to the Medical Staff physicians, osteopaths, dentists, podiatrists, and clinical psychologists competent in their respective fields and worthy in character and in professional ethics.
- C. Each member of the Medical Staff shall have appropriate authority and responsibility for the care of ~~his or her~~ the member's patients/residents subject to such limitations ~~and that~~ are contained in these Bylaws and in the ~~Bylaws~~ bylaws and rules and ~~Rules and Regulations~~ regulations of the Medical Staff and subject further to any limitations attached to ~~his or her~~ the member's appointment or privileges.
- D. Membership on the Medical Staff is a privilege ~~which~~ that shall be extended only to those individuals whose experience, training, character, competence, and judgment assures that any patient/resident treated by them in the Hospital will receive quality medical care.
- E. Members of the Medical Staff shall ~~(i)~~ adhere to the lawful ethics of ~~his or her~~ the member's profession; ~~(ii)~~ be able to work cooperatively with others in the Hospital setting so as not to adversely affect patient/resident care or Hospital operations; and ~~(iii)~~ be willing to participate in and properly discharge Medical Staff responsibilities.

Section 2. Responsibilities and Accountability of the Medical Staff

The Governing Body requires the establishment of a Medical Staff and holds the Medical Staff responsible and accountable to the Governing Body for the following:

- A. To establish fair and equitable procedures for Medical Staff appointments, reappointments, termination of appointments, reviewing credentials, and the granting and revision of clinical privileges, subject to approval by the ~~governing body~~Governing Body.
- B. To ensure that only a member of the Medical Staff with admitting privileges may admit a patient/resident to the Hospital, that such individuals may practice only within the scope of the privileges granted by the Governing Body, and that each patient's/resident's general medical condition is the responsibility of a qualified physician member of the Medical Staff.
- ~~C. To design a process or processes for assuring that all individuals who provide patient/resident care services and are members of the House Staff or Affiliated Professional Staff, who are not subject to the Medical Staff privileges delineation process, are competent to provide such services and that the quality of patient/resident care services provided by these individuals is reviewed as part of the hospital's program to assess and improve quality.~~
- C. To forward for approval to the Governing Body recommendations from the Medical Executive Committee pertaining to the structure of the Medical Staff, individual Medical Staff membership, and the delineation of specific clinical privileges for each eligible individual, including seeking recommendation of the Joint Conference Committee of these items.
- D. To develop, adopt, and periodically review Medical Staff ~~Bylaws~~bylaws and ~~Rules~~rules and ~~Regulations~~regulations that are consistent with Hospital policy and with any applicable legal or other requirements. Such ~~Bylaws, Rules~~bylaws, rules and ~~Regulations~~regulations, and any amendments ~~heretoto them~~, shall be effective upon approval by the Governing Body. Neither the Governing Body nor the Medical Staff may unilaterally amend the Medical Staff ~~Bylaws~~bylaws or ~~Rules~~rules and ~~Regulations~~regulations except as allowed by those bylaws.
- E. To assure appropriate professional care is rendered to Hospital patients/residents, to conduct ongoing reviews and appraisals of the quality of professional care rendered in the Hospital, and to report on such findings to the Governing Body through the Joint Conference Committee.
- F. To elect officers as set forth in the ~~Bylaws~~bylaws of the Medical Staff.
- G. To ensure that peer review processes comport with Section 809.05 of the Business and Professions Code.

ARTICLE IX: JOINT CONFERENCE COMMITTEE FOR QUALITY ASSURANCE

Section 1. Purpose, Composition, and Structure of the Joint Conference Committee

- A. The purpose of the Joint Conference Committee (~~JCC~~)for Quality Assurance is to provide a systematic and effective mechanism for communication between ~~member~~members of the Governing Body, Director of Health, SFHN CEO, Hospital Administration, and the Medical Staff; guide and review the Hospital's quality assurance and process improvement processes; review and make recommendations to the Governing Body concerning Medical Staff appointments and credentials; review and make recommendations to the Governing Body concerning Hospital policies; and receive reports regarding the Hospital's compliance with Hospital policies and applicable laws and regulations.
- B. The JCC shall be composed of 17 members~~of the JCC~~ are as follows:
- i. Three members of the Governing Body who are appointed by the President of the Governing Body; (the "Governing Body JCC Members");
 - ii. The Director of Health;
 - iii. The SFHN CEO;
 - iv. 10 members of Hospital Administration (the "Hospital Administration JCC Members") consisting of:
 - i. The LHH Chief Executive Officer,
 - ii. the Chief Medical Officer/Medical Director,
 - iii. the Chief Nursing Officer,
 - iv. the Chief Operating Officer, two Directors of Nursing,
 - v. the two Assistant Nursing Home Administrators,
 - vi. the Chief Financial Officer, and
 - vii. the Chief Quality Officer; and
 - v. The Two officers of the medical staff (the Medical Staff (the "Medical Staff JCC Members")) consisting of:
 - i. the Chief of Staff, and
 - ii. the Vice Chief of Staff, and the Chief Medical Officer.
- C. ~~All members of the JCC have the right to vote on matters considered by the Committee with the exception that only the Governing Body members shall vote on the matters set forth in Section 2.D. below.~~
- D. ~~The President of the Governing Body is an "ex officio" member of the JCC and has the right to vote on matters before the committee. Other Governing Body members may also attend and vote on matters before the committee; however, if four or more Governing Body members are in attendance, then the meeting must be noticed as a meeting of the full Health Commission (Governing Body).~~
- E.C. The President of the Governing Body shall appoint one of the Governing Body representativesJCC Members to serve as Chair of the JCC.

~~F.D.~~ The JCC shall endeavor to meet at least ~~eight~~ten times a year and the agenda for each meeting shall be set by the Chair in consultation with the LHH Chief Executive Officer and ~~Chief of Staff~~Hospital Chief of Staff. If the JCC is unable or not scheduled to meet in a particular month, the LHH Chief Executive Officer or designee may request that the full Governing Body approve any urgent items.

~~G.E.~~ A quorum ~~shall be of the JCC is defined as~~ the presence of at least two ~~members of the Governing Body JCC Members, two members from Hospital Administration JCC Members, and one physician member.~~Medical Staff JCC Member, and four additional members of any category.

~~F.~~ In the event that a Governing Body JCC Member is unable to attend a JCC meeting, the President may appoint another member of the Governing Body to serve as a JCC member for purposes of that meeting.

~~H.G.~~ In the event that a non-Governing Body member of the JCC is unable to attend a JCC meeting, the member may ~~substitute a designee~~ send a designee, provided that, a Medical Staff JCC Member may only send an active member of the Medical Staff as ~~stated below and the substitute shall be the designee. Such designees are~~ authorized to vote at the meeting and their presence ~~shall count~~counts towards the quorum requirement.

- ~~1. A Governing Body member may send another member of the Governing Body as a substitute.~~
- ~~2. The Chief Executive Officer, Chief Nursing Officer, Chief Operating Officer, Chief Financial Officer, and Chief Quality Officer may send a staff person from their respective division as a substitute.~~
- ~~3. A physician member may send a member of the active medical staff as a substitute.~~

~~I.H.~~ Minutes of the ~~Committee's~~JCC's activities shall be transmitted to the Governing Body ~~throughby~~ the ~~Director~~Executive Secretary of the Health Commission.

~~J.I.~~ Meetings of the JCC shall be held in a public forum and additional members from Hospital ~~administration~~Administration, the ~~medical staff~~Medical Staff, and the public may attend.

~~K.J.~~ Quality improvement and peer review matters ~~protected~~may be heard in closed session, where authorized by California Evidence Code section 1157~~shall be discussed in closed session.~~

Section 2. Objectives Authority and Duties of the Joint Conference Committee

~~The Governing Body delegates to the Joint Conference, broad authority to oversee the operation of the Hospital, particularly in regard to the Performance Improvement and Patient Safety Program and the appointment and reappointment of members to the medical staff. Without limiting this broad delegation of authority, the Joint Conference Committee shall perform in good faith, the duties listed below.~~

~~To evaluate, monitor, approve and maintain~~The authority and duties of the JCC include:

- A. ~~Evaluating, monitoring, approving and maintaining~~ the quality of patient/resident care and patient/resident safety.
- B. ~~To evaluate, monitor, approve~~Reviewing and ~~maintain the proper operation of the Hospital.~~
- C. ~~To annually review and approve~~approving, on an annual basis, the Hospital's Performance Improvement and Patient Safety Program.
- B. ~~To review, and reviewing the Hospital's policies and approve~~procedures, subject to final approval by the Governing Body.
- D.C. Reviewing and making recommendations to the Governing Body regarding the following recommendations from the ~~medical staff~~Medical Staff:
 - i. The appointment and reappointment of members, assignments to ~~Clinical Services~~clinical services, assignments to serve as a clinical service chief, and the delineation of ~~Clinical Privileges~~clinical privileges as described in the Medical Staff bylaws;
 - ii. The regular reports from ~~Clinical Services;~~clinical services, including amendments to the rules and regulations of the clinical services; and
 - iii. Reports and minutes from the ~~Quality~~Performance Improvement and Patient Safety Committee.
- E.D. ~~To review~~Reviewing Hospital revenues and expenditures on a quarterly basis.
- F.E. ~~To be knowledgeable about~~Understanding the content and operation of the compliance program and ~~to exercise~~exercising reasonable oversight with respect to the implementation and effectiveness of the compliance program.

~~The authority delegated by the Governing Body to the JCC pursuant to this section may be removed by amendment to these Bylaws.~~

Section 3. Subcommittee Subcommittees of the Joint Conference Committee

The JCC may establish subcommittees for the purpose of focused review of various aspects of hospital operation such as ~~Quality Assurance~~quality assurance and ~~Improvement, Risk Management~~performance improvement, risk management, and Planningplanning.

Section 4. Proceedings of the JCC Joint Conference Committee

~~A. The records and proceedings of the JCC shall be~~ subject to the San Francisco Sunshine Ordinance.

~~B.A. State law permits (S.F. Administrative Code Chapter 67) and the JCC to meet in closed session to discuss peer review matters, medical staff reappointments, reappointments and corrective actions, quality improvement, risk management, sentinel events, and pending litigation. Ralph M. Brown Act (Cal. Gov. Code § 54950 et seq.).~~

~~C. The Compliance Officer may make reports regarding compliance risks directly to the Chair of the JCC.~~

B. The JCC may convene in closed session as authorized by State and local law.

ARTICLE X: CONFLICT OF INTEREST

A. Members of the Governing Body shall abstain from voting on any ~~contracts~~ matter in which they have a ~~financial interest~~ legal conflict of interest, as defined by applicable State and local law. In addition, where a member has a personal, professional, or an employment ~~business~~ relationship ~~with the proposed contractor.~~ member shall disclose that relationship publicly prior to acting on the matter.

B. Members of the Governing Body shall be ~~subject~~ subject to any applicable conflict of interest restrictions as set forth in the ~~City and County of San Francisco~~ Charter, ~~Sections 15.103 and C8.105 and the California Government~~ Municipal Code, ~~Sections 1090, 1126, and 87100.~~ State law.

ARTICLE XI: ADOPTION AND AMENDMENTS

These Bylaws may be adopted or amended at any regular or special meeting of the Governing Body provided that notice of intent to adopt or amend has been given at least ~~seventy two hours~~ ten calendar days in advance to each member of the Governing Body. For these Bylaws to be adopted or amended, there must be an approval by a majority vote of the Governing Body upon which such adoption or amendment shall become effective immediately.

These Bylaws have been adopted by the Governing Body of Laguna Honda Hospital and Rehabilitation Center.

Signed: _____

Date: _____

Mark Morewitz
Secretary of the Health Commission