

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 operated by the City and County of San Francisco acting by and through the San Francisco Department of Public Health; and

WHEREAS, Laguna Honda Hospital and Rehabilitation Center is a general acute care hospital and distinct part skilled nursing facility that provides acute care, skilled nursing and rehabilitation services, and long-term care; and

WHEREAS, the Charter of the City and County of San Francisco charges the Health Commission, together with the Department of Public Health, with the management and control of the 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; and

WHEREAS, these Governing Body Bylaws apply to the entire facility, including its acute and skilled nursing beds as well as other services provided at the facility.

NOW, THEREFORE, these Bylaws are hereby established.

DEFINITIONS

- A. "Charter" means the Charter of the City and County of San Francisco.
- B. "City" means the City and County of San Francisco.
- C. "Department of Public Health" or "DPH" mean the San Francisco Department of Public Health.
- D. "Director of Health" means the Director of the San Francisco Department of Public Health or the Director's designee.
- E. "Governing Body" means the San Francisco Health Commission.
- F. "Hospital" means the Laguna Honda Hospital and Rehabilitation Center.
- G. "Joint Conference Committee" or "JCC" means the Hospital Joint Conference Committee for Quality Assurance.
- H. "LHH Chief Executive Officer" means the Chief Executive Officer and Licensed Nursing Home Administrator 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.

- I. “Medical Staff” means all doctors of medicine and osteopathic medicine, dentists, clinical psychologists, and podiatrists licensed to practice in the State of California who are privileged to attend patients/residents at 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. “Post-acute care” means skilled nursing services, long-term care, and inpatient rehabilitation services.

J-K. “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

The Hospital is a public institution owned and operated by the City and County of San Francisco, a municipal corporation. The Hospital is subject to the Charter and other applicable Federal, State, and local laws, including but not limited to, the California Welfare and Institutions 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.

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

Section 1. Mission and Purpose

The mission of the Hospital is to provide a welcoming, therapeutic, and healing environment that promotes the individual’s health and well-being. The purpose of 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 build healthier lives as the leader in post-acute care.

Section 3. Key Value Values

The ~~key value~~values of the Hospital ~~is~~are: resident centered care, compassion, professionalism, competency, teamwork, collaboration, integrity, and communication.

ARTICLE IV: GOVERNANCE

Section 1. Membership of the Governing Body

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

- A. The Governing Body shall consist of seven members, appointed by the Mayor, **unless rejected by a two-thirds vote of the Board of Supervisors.**
- B. The membership of the Governing Body shall have less than a majority of direct providers of health care.
- 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 a member's term, shall be filled by the Mayor.

Section 2. Officers and Meetings of the Governing Body

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

Section 3. Duties and Responsibilities of the Governing Body

The duties and responsibilities of the Governing Body related to the Hospital are:

Hospital Operations

- A. To establish policy, promote performance improvement, and provide for organizational management and planning.
- B. To ensure that the Hospital is operated in accordance with the applicable provisions of Federal, State, and local laws and regulations, including those related to licensure, fire inspection, and other 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.
- F. To appoint Governing Body committees, advisory or otherwise, as necessary for the proper oversight of the Hospital's operations and business. The Governing Body may appoint representatives from the Medical Staff to serve on appropriate committees that consider issues that would impact the discharge of Medical Staff responsibilities.

- G. To make recommendations to the Mayor, the Board of Supervisors, and other appropriate City officials regarding matters that affect the operations of the Hospital.
- H. To receive recommendations from the LHH Chief Executive Officer, through the Director of Health and the SFHN Chief Executive Officer, and to approve such recommendations regarding:
 - i. The Hospital annual budget and financial management;
 - ii. The 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; 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.
- M. To receive and act to approve or reject recommendations from the Medical Staff's Medical Executive Committee relating to:
 - i. The structure of the Medical Staff;

- ii. The process used to review credentials, delineate individual clinical privileges, appoint and reappoint members, and terminate appointments;
 - iii. The appointment of individuals for Medical Staff membership;
 - iv. The granting of clinical privileges for each eligible individual;
 - v. Nominations for individuals to serve as chiefs of the clinical services;
 - vi. The organization of the Medical Staff's performance improvement activities as well as the process designed for conducting, evaluating, and revising such activities; and
 - vii. The process for fair hearing procedures.
- N. To provide an accessible forum in which the Medical Staff and the staffs of the Hospital's various departments and services 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

- P. To allocate adequate resources for measuring, assessing, and improving the Hospital's performance and improving patient/resident safety.
- 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, including preparation and maintenance of complete and accurate medical records for each patient/resident.
- 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.
- 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.
- 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
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, departments, and commissions of the City and County of San Francisco including, but not limited to, the following:

- A. Approval and adoption of a City budget by the Mayor and Board of Supervisors;
- 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

As set forth in the Charter, the Governing Body shall submit to the Mayor at least three qualified applicants, and if rejected, 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's responsibilities relating to the Hospital include, but are not limited to:

- A. Overseeing the implementation of Hospital policies approved by the Governing Body.
- B. Ensuring the existence of systematic and effective mechanisms for communication between the Governing Body, the San Francisco Health Network, Hospital Administration (as that term is defined by these Bylaws), and Medical Staff, through meetings of the Governing Body, Joint Conference Committee, and Hospital Administration.
- C. Carrying forth and fulfilling all assignments and 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. 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 Officer for the Hospital. The Chief Executive Officer of the San Francisco Health Network shall set performance-based criteria and conduct annual performance appraisals for the LHH 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 Officer shall possess a Master's degree in 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 LHH Chief Executive Officer shall hold a Nursing Home Administrator license.** The Governing Body and the Director of Health may **modify the qualifications or** 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 Officer the authority to appoint and remove 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 departments or services of the Hospital.

Section 2. Hospital Administration

- A. The Hospital Administration shall 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(s) of Nursing, the Chief Financial Officer, the Chief Medical Officer/Medical Director, the 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 Officer.
- B. The purpose of Hospital Administration shall be to discuss, evaluate, and make recommendations to the LHH Chief Executive Officer on issues regarding budget, organizational structure, quality improvement, policy, planning, and other matters pertaining to Hospital operations.

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

The 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. Assuming responsibility for Hospital compliance with applicable Federal, State, and local laws, rules and regulations, and accreditation standards.
- 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.

- D. Serving as a member of the Medical Executive Committee.
- E. Organizing and managing the administrative structure of the Hospital and ensuring that each Hospital program, service, site, or department has effective leadership.
- F. Appointing Hospital Administration representatives to Medical Staff committees when appropriate.
- G. Supporting 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.
- H. Providing reports to the Director of Health, the SFHN CEO, and the Medical Staff on the overall activities of the Hospital as well as on Federal, State, and local developments that affect the Hospital.
- I. Providing reports to the Governing Body, through the JCC, on the credentialing, quality improvement, and patient safety activities of the Hospital.
- J. Making recommendations for the creation of and changes in Hospital positions as provided by the Charter.
- K. Implementing Hospital policies approved by the Governing Body and making recommendations regarding such policies to the Governing Body, including through the Director of Health and SFHN CEO.
- L. 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 and services as well as any other appropriate advisors.
- M. Overseeing the preparation of an annual operating budget and the development of a long-term capital expenditure plan.
- N. Ensuring that the Medical Staff, staffs of departments and services, and others as appropriate review and revise policies and procedures as warranted, that such review occurs at least annually, and that such review occurs in a collaborative and inter-disciplinary manner.
- O. Ensuring that patients/residents with comparable needs receive the same standard of care, treatment, and services throughout the Hospital.
- P. Implementing plans to identify and mitigate impediments to efficient patient/resident flow throughout the Hospital.

- Q. Ensuring that care, treatment, and services provided through agreements are provided safely and effectively.
- R. Ensuring that communication is effective throughout the Hospital.
- S. Defining the required qualifications and competence of those staff who provide care, treatment, and services and recommending a sufficient number of qualified and competent staff to provide care, treatment, and services.
- T. Ensuring that an integrated patient/resident safety program is implemented throughout the Hospital.
- U. Setting performance improvement priorities and identifying how the Hospital adjusts priorities in response to unusual or urgent events.
- V. Measuring and assessing the effectiveness of the performance improvement and safety improvement activities and reporting on such assessments to the Governing Body.
- W. Considering clinical practice guidelines when designing or improving processes, as appropriate, evaluating the outcomes related to the use of the clinical practice guidelines, and 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 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 the member's patients/residents subject to such limitations that are contained in these Bylaws and in the bylaws and rules and regulations of the Medical Staff and subject further to any limitations attached to the member's appointment or privileges.
- D. Membership on the Medical Staff is a privilege 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 adhere to the lawful ethics of the member's profession; be able to work cooperatively with others in the Hospital setting so as not to adversely affect patient/resident care or Hospital operations; and 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.
- 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 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 and rules and regulations that are consistent with Hospital policy and with any applicable legal or other requirements. Such bylaws, rules and regulations, and any amendments to 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 or rules and 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 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 for Quality Assurance is to provide a systematic and effective mechanism for communication between 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:
- 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 two Directors of Nursing,
 - v. the two Assistant Nursing Home Administrators,
 - vi. the Chief Financial Officer, and
 - vii. the Chief Quality Officer; and
 - v. Two officers of the Medical Staff (the "Medical Staff JCC Members") consisting of:
 - i. the Chief of Staff, and
 - ii. the Vice Chief of Staff.
- C. The President of the Governing Body shall appoint one of the Governing Body JCC Members to serve as Chair of the JCC.
- D. The JCC shall endeavor to meet at least 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 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.
- E. A quorum of the JCC is defined as the presence of at least two Governing Body JCC Members, two Hospital Administration JCC Members, and one 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.
- G. In the event that a non-Governing Body member of the JCC is unable to attend a JCC meeting, the member may send a designee, provided that, a Medical Staff JCC Member may only send an active member of the Medical Staff as the designee. Such designees are authorized to vote at the meeting and their presence counts towards the quorum requirement.
- H. Minutes of the JCC's activities shall be transmitted to the Governing Body by the Executive Secretary of the Health Commission.
- I. Meetings of the JCC shall be held in a public forum and additional members from Hospital Administration, the Medical Staff, and the public may attend.
- J. Quality improvement and peer review matters may be heard in closed session, where authorized by California Evidence Code section 1157.

Section 2. Authority and Duties of the Joint Conference Committee

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. Reviewing and approving, on an annual basis, the Hospital's Performance Improvement and Patient Safety Program, and reviewing the Hospital's policies and procedures, subject to final approval by the Governing Body.
- C. Reviewing and making recommendations to the Governing Body regarding the following recommendations from the Medical Staff:
 - i. The appointment and reappointment of members, assignments to clinical services, assignments to serve as a clinical service chief, and the delineation of clinical privileges as described in the Medical Staff bylaws;
 - ii. The regular reports from clinical services, including amendments to the rules and regulations of the clinical services; and
 - iii. Reports and minutes from the Performance Improvement and Patient Safety Committee.
- D. Reviewing Hospital revenues and expenditures on a quarterly basis.
- E. Understanding the content and operation of the compliance program and exercising reasonable oversight with respect to the implementation and effectiveness of the compliance program.

Section 3. 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 and performance improvement, risk management, and planning.

Section 4. Proceedings of the Joint Conference Committee

- A. The records and proceedings of the JCC are subject to the San Francisco Sunshine Ordinance (S.F. Administrative Code Chapter 67) and the Ralph M. Brown Act (Cal. Gov. Code § 54950 *et seq.*).
- 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 matter in which they have a legal conflict of interest, as defined by applicable State and local law. In addition, where a member has a personal, professional, or business relationship, the member shall disclose that relationship publicly prior to acting on the matter.
- B. Members of the Governing Body are subject to any applicable conflict of interest restrictions as set forth in the Charter, Municipal Code, and 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 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: _____

Mark Morewitz
Secretary of the Health Commission

Date: _____