



## **El Paso County Commissioners Court**

Dear Applicant,

Thank you for your interest in applying to serve as a member of the El Paso County Hospital District Board. This packet provides the necessary information for you to familiarize yourself with the responsibilities of this board and the necessary documents to begin the application process.

We appreciate your willingness to be involved in guiding the future of this board and its function of ensuring the health and vitality of our community.

As a member of this board, you will be expected to participate in the meetings and other tasks as deemed necessary to fulfill your post. You should participate actively in meetings and seeking as much information needed to help the board come to its decisions. Please be aware of the various duties, responsibilities and the time commitment that will be required of you.

After submitting this application, it will be reviewed and if it meets the qualifications needed to fill the vacancy, your information will be submitted for approval by the El Paso Commissioners Court.

If you have any further questions, please feel free contact the County Administration office at (915) 546-2215. Again, thank you for your leadership and commitment.



# El Paso County

## Hospital District Board of Managers

### Board Overview

The Board of Managers of the El Paso County Hospital District serves without compensation as policy setter for University Medical Center of El Paso and its outpatient facilities. They appoint the District's Chief Executive Officer and also have oversight responsibility for El Paso First Health Plans, Inc. the District's HMO.

### Mission

Enhance the health and wellness of the El Paso community by making high quality, affordable healthcare services accessible to all. Our tradition of respectful service is enriched by our participation in healthcare-related education, research, and innovation.

### Vision

To be the recognized leader in health promotion, provision of care and professionalism as judged by our commitment to quality, customer satisfaction, value, and community involvement.

### Term and Seats

The seven-members of the board are appointed by members of the El Paso County Commissioners Court. Each member of the board is appointed for a 3-year term.

### Meeting Time

Regular meetings are held every 2<sup>nd</sup> Tuesday of every month at 3:00PM at, UMC, 4815 Alameda, 8<sup>th</sup> floor Boardroom.

Submit Application & Background Investigation Form to the  
El Paso County Administrative Department at:

500 E. San Antonio, Suite 302A  
El Paso, TX 79901  
Phone: (915) 546-2215  
Fax: (915) 546-2217 or via email  
Email: [countychiefadmin@epcounty.com](mailto:countychiefadmin@epcounty.com)



# El Paso County

## Hospital District Board

Name: \_\_\_\_\_ Voting Precinct: \_\_\_\_\_

Home Address:

\_\_\_\_\_

STREET CITY STATE ZIP

Phone number: \_\_\_\_\_ Cell Phone number: \_\_\_\_\_

E-mail address: \_\_\_\_\_

***PURSUANT TO TEXAS GOVERNMENT CODE, SEC. 522.021. I ELECT THAT MY HOME ADDRESS & TELEPHONE NUMBER (CHECK ONE):  MAY BE RELEASED /  SHALL NOT BE RELEASED TO THE PUBLIC UPON REQUEST UNDER THE TEXAS OPEN RECORDS ACT. FAILURE TO MAKE A DESIGNATION RESULTS IN INFORMATION BEING AVAILABLE FOR PUBLIC ACCESS.***

Place of Employment: \_\_\_\_\_

Business Address: \_\_\_\_\_

STREET CITY STATE ZIP

Telephone: ( ) \_\_\_\_\_ Fax Number: ( ) \_\_\_\_\_

Professional Background:

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Educational Background:

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Three (3) personal or professional references not related to you:

NAME \_\_\_\_\_ PHONE # \_\_\_\_\_ YEARS KNOWN \_\_\_\_\_

NAME \_\_\_\_\_ PHONE # \_\_\_\_\_ YEARS KNOWN \_\_\_\_\_

NAME \_\_\_\_\_ PHONE # \_\_\_\_\_ YEARS KNOWN \_\_\_\_\_

Previous volunteer organizations and/or community service:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Length of Residency in El Paso County: \_\_\_\_\_ (Years/Months)

Do you have property in El Paso County under your name? \_\_\_\_\_ (Yes) \_\_\_\_\_ (No)

Are your property taxes currently paid? \_\_\_\_\_ (Yes) \_\_\_\_\_ (No) If not, please give a brief explanation:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Are you an elected officer, county employee, county affiliate, or employed as a lobbyist? \_\_\_\_\_ (Yes) \_\_\_\_\_ (No)  
If so, please specify. \_\_\_\_\_

*In accordance with the El Paso County Uniform Rules and Procedures, I \_\_\_\_\_ agree to complete 3 mandatory trainings: the County's Code of Ethics, Open Meetings Act, and Public Information Act upon accepting a board appointment. Additionally, if after the expiration of my term served and if being considered for reappointment, I also agree to retake the same trainings and any other training(s) identified by El Paso County if necessary.*

Signature: \_\_\_\_\_ Date: \_\_\_\_\_

Application should be submitted to:

500 E. San Antonio, Suite 302A  
El Paso, TX 79901  
Phone: (915) 546-2215  
Fax: (915) 546-2217 or via email  
Email: [countychiefadmin@epcounty.com](mailto:countychiefadmin@epcounty.com)



**BACKGROUND INVESTIGATION AUTHORIZATION FORM**  
**RELEASE OF CONFIDENTIAL INFORMATION**

*Dear Applicant:*

*The County of El Paso conducts background investigations on applicants in various departments. This effort is part of the selection process and requires your authorization. By signing this document you acknowledge that you are voluntarily granting permission to the County of El Paso to conduct a background check and you authorize relevant parties to release confidential information. The information will remain confidential and will not be disclosed except \_\_\_\_\_.*

*I, \_\_\_\_\_, further hereby authorize the County of El Paso Human Resources Department to obtain all confidential records and information pertaining to a complete background investigation. This may include items such as (but not limited to): personal references, work references, Police Records, Sheriff Records, Driving Record, and any open record request.*

_____	_____
Full Legal Name	Maiden Name (If Applicable)
_____	_____
Street Address	City/State/Zip Code
_____	_____
Social Security Number	Driver's License Number/State
_____	_____
Date of Birth	Email

*List the cities and states in which you have lived in the past 10 years.*

1. \_\_\_\_\_

4. \_\_\_\_\_

2. \_\_\_\_\_

5. \_\_\_\_\_

3. \_\_\_\_\_

6. \_\_\_\_\_

\_\_\_\_\_  
*Signature of Applicant*

**BYLAWS OF THE BOARD OF MANAGERS  
OF THE  
EL PASO COUNTY HOSPITAL DISTRICT**

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# **BYLAWS OF THE BOARD OF MANAGERS OF THE EL PASO COUNTY HOSPITAL DISTRICT**

## **PREAMBLE**

These Bylaws set forth the rules, policies and procedures applicable to the Board of Managers of the El Paso County Hospital District in its dual roles as governing body of the El Paso County Hospital District and as governing body of the University Medical Center of El Paso (Medical Center) all in accordance with Chapter 281 of the Texas Health and Safety Code, and other applicable laws and regulations of the State of Texas and the United States

## **DEFINITIONS**

“Affiliate” means a separate corporate entity which is either wholly owned by the District or which has a Board of Managers whose members are all appointed by the Board of Managers of the District.

"Board" means the board of managers of the District. The term "Board" shall have the same meaning as the term, and constitutes the, "board" pursuant to Section 281.001 et. seq. of the Texas Health & Safety Code.

“Board Pledge” means

"Chief Executive Officer" means the individual appointed by the Board to act on its behalf in the management of the Medical Center. The term "Chief Executive Officer" shall have the same meaning as the term, and constitutes the, "administrator" pursuant to Section 281.001 et. seq. of the Texas Health & Safety Code.

"Chief of Staff" means the chief officer of the Medical Staff elected by the Medical Staff of the Medical Center.

"Clinical Privileges" mean those diagnostic or therapeutic procedures granted to a practitioner by the Board.

“Code of Conduct” means the document adopted by the Board of Managers which underscores the District’s commitment to and enforcement of ethical and legal business



standards and sets forth the responsibility of Associates to report perceived violations and provides protections from retaliation for Associates who make such reports in good faith.

“Code of Ethics” means the Code adopted by the El Paso County Ethics Commission June 16, 2011 and effective September 1, 2011.

"Commissioners' Court" means the members of the Commissioner's Court of El Paso County, Texas, being the elected officials of El Paso County who are responsible for appointing the Board.

"Dependent Practitioner" means a practitioner who has been granted clinical privileges by the Board, however limited within the scope of his/her license, and who functions under the supervision of a duly licensed physician with relevant clinical privileges.

"District" means the El Paso County Hospital District.

"Medical Center" means University Medical Center of El Paso.

"Housestaff Physician" means a resident or fellow in an approved training program conducted by the Paul L. Foster School of Medicine.

"Independent Practitioner" means a physician, dentist, or podiatrist who has been granted clinical privileges by the Board, however limited, to act independently within the scope of his/her license.

"Medical Staff" means all allopathic and osteopathic physicians holding unlimited licenses and all duly licensed dentists and podiatrists who are privileged to attend patients in the Medical Center.

"Medical Staff Handbook" means the Medical Staff-approved document that defines medical staff governance [i.e., bylaws, rules, regulations and credentialing protocol].

"Physician" means an individual with an M.D. or D.O. degree who is currently licensed to practice medicine in the State of Texas.

“Allied Health Professional” means a dependent practitioner other than a licensed physician, dentist, or podiatrist who exercises judgment within the area of his or her Professional competence and the clinical privileges granted by the Board of Managers under the supervision or direction of a Medical Staff Member possessing privileges to provide such care in the Medical Center; who may be eligible to exercise privileges and prerogatives in conformity with the rules adopted by the Board of Managers, these Bylaws, Rules, Regulations and Medical Staff policies and procedures. Allied Health Professionals are not eligible for Medical Staff membership.

## **ARTICLE I        PURPOSE**

- 1.1     The purposes of the District are, to the extent not prohibited or limited by law, to:
  - 1.1.1   provide medical care for the residents of El Paso County regardless of the individual's financial capabilities;
  - 1.1.2   provide high quality, low cost medical, hospital and other health related services to all in a culturally competent manner;
  - 1.1.3   conduct education activities to improve the quality of care rendered and to promote good health habits in the community;
  - 1.1.4   maintain standards necessary for accreditation by The Joint Commission and as a teaching facility;
  - 1.1.5   support clinical research; and
  - 1.1.6   fulfill any other lawful purpose.

## **ARTICLE II        RESPONSIBILITIES AND POWERS OF THE DISTRICT**

- 2.1     It is the responsibility of the District to seek to meet the requirements imposed upon it by Texas and federal law.
- 2.2     Notwithstanding anything herein to the contrary, the District shall have all powers and rights granted or permitted under Section 281.001 et. seq. of the Texas Health & Safety Code, or other applicable law.
- 2.3     The District shall in all respects be conducted without unlawful discrimination on the basis of race, color, creed, sex, age, physical or mental handicap and economic status or otherwise:
  - 2.3.1   in the acceptance and care of patients;
  - 2.3.2   in the appointment and employment of qualified personnel; and
  - 2.3.3   in the selection of practitioners or officers in the assignment of their duties and responsibilities.

## **ARTICLE III DUTIES AND AUTHORITIES OF THE BOARD**

- 3.1 The Board shall, to the extent not prohibited or limited by law, seek to do the following:
  - 3.1.1 Be the governing body of the District.
  - 3.1.2 Be the governing body of the Medical Center.
  - 3.1.3 Approve the annual budget and any amendments thereto, for the District, and submit the budget and any amendments to the Commissioners' Court for approval.
  - 3.1.4 Establish a Compliance Program to ensure the highest ethical standards and all applicable laws and regulations are observed by the District, its affiliates, and their respective officers, employees and associates.
  - 3.1.5 Employ independent auditors to conduct an annual audit of the fiscal records of the District.
  - 3.1.6 Select the depository for the funds of the District.
  - 3.1.7 Employ the Chief Executive Officer of the District.
  - 3.1.8 Approve and enforce the policies, procedures, rules and regulations for the operation of the District.
  - 3.1.9 Consult with the Commissioners' Court regarding the operation of the District.
  - 3.1.10. Establish a medical staff organization at the Medical Center to:
    - 3.1.10.1. Credential the independent and dependent practitioners and grant Clinical Privileges, and
    - 3.1.10.2 Continuously monitor the quality of care rendered through clinical practice.
  - 3.1.11 Approve, modify, or deny applications for Medical Staff and Allied Health Professionals membership and/or requests for Clinical Privileges. The Board specifically reserves the authority to take and direct action that is appropriate with respect to any individual's appointment to the Medical Staff, any individual's right to practice in the Medical Center, or changes in the Medical Staff Handbook

- 3.1.12 Approve amendments to Medical Staff bylaws, and changes in rules, regulations, and credentialing manual. Only such Medical Staff Bylaws, rules and regulations, and credentialing manual as are approved by the Board shall be effective.
- 3.1.13 Develop a Quality Improvement Plan to monitor and improve the quality of care rendered by the Medical Center.
- 3.1.14 Annually, conduct a Board self-assessment, which includes surveying, discussion, problem identification, developing and implementing solutions, and reassessment.
- 3.1.15 Approve, modify, or deny contracts in accordance with applicable laws and regulations
- 3.1.16 Develop and/or validate strategic goals for the District and/or the Medical Center at least once every three (3) years.
- 3.1.17 Serve as advocates for the District and/or the Medical Center.
- 3.1.18 Conflict resolution
  - 3.1.18.1 Conflict between Board members shall be mediated by the Chairperson of the Board to the extent permitted by law. The proposed resolution of the conflict may be referred to the Board for discussion and possible action in accordance with state open meetings laws and other laws relating to the conduct of the District's governing body.
  - 3.1.18.2 Conflict between Board members and the CEO shall be mediated by the Chairperson of the Board to the extent permitted by law. The proposed resolution of the conflict may be referred to the Board for discussion and possible action in accordance with state open meetings laws and other laws relating to the conduct of the District's governing body.
  - 3.1.18.3 Conflict between Board members and Medical Staff shall be mediated by the Chairperson of the Board to the extent permitted by law. The proposed resolution of the conflict may be referred to the Board for discussion and possible action in accordance with state open meetings laws and other laws relating to the conduct of the District's governing body.
- 3.1.19 Elect members to the Board of Directors of El Paso First Health Plans, Inc.
- 3.1.20 Appoint members to the governing board of affiliated entities as provided by law, interlocal agreement or other mechanism.

- 3.1.21 Annually develop a plan to monitor and assess the eligibility requirements for the District's indigent care programs.
- 3.1.22 Each Board member shall, on an annual basis, file a financial disclosure with the Board and with Commissioners Court that indicates what companies and business interests the member owns any part of or received income from.
- 3.1.23 Each Board member shall, on an annual basis, file a written disclosure with the Board and Commissioners court that indicates the amount and date of any political contribution/s made to any member of Commissioners Court within the preceding twelve (12) month period.
- 3.1.24 Each Board member shall, within 90 days of appointment or the next scheduled forum after appointment, complete the Public Hospital Trustee Orientation conducted by the Texas Healthcare Trustees.
- 3.1.25 Each Board member shall respect the confidentiality of executive sessions and any privileged information shared with a Board member by another Board member or any officer, employee or representative of the District.
- 3.1.26 No Board member shall, while representing the District, publicly state any negative or disparaging remarks about any Board member that may reflect a negative image of the Board or its individual members.
- 3.1.27 In addition to signing the Conflict of Interest Certification and Acknowledgement of Conflict of Interest Policy annually, each Board member shall file a signed, sworn Statement of Financial Interest with the County Ethics Commission within 30 days of appointment and by April 30<sup>th</sup> of each year in office.
- 3.1.28 El Paso County Code of Ethics
  - 3.1.28.2 Board members shall comply with the requirements of the El Paso County Code of Ethics
  - 3.1.28.3 Board members must complete training on the Code of Ethics upon implementation of the Code, biennially thereafter and after adoption of major changes to the Code.
- 3.1.29 Meet other requirements imposed by law upon the Board.

## **ARTICLE IV      APPOINTMENT OF THE BOARD**

4.1 The Commissioners' Court shall appoint seven (7) members to the Board who shall serve terms of three years, except as provided in Section 4.7, without compensation.

4.2 In selecting the members of the Board, Commissioners' Court shall consider the following criteria when evaluating the individual qualifications of potential Board members:

4.2.1 dedication

4.2.2 sufficient time and energy

4.2.3 financial and business experience

4.2.4 integrity

4.2.5 specific skills or expertise needed by the Hospital District

4.2.5.1 at least one member of the Board shall be a medical professional

4.2.5.2 at least one member of the Board shall be a financial professional

4.2.6 ability to evaluate managerial skills

4.2.7 corporate and civic leadership

4.2.8 involvement in the community

4.2.9 flexibility

4.2.10 creativity

4.2.11 involvement in the Hospital District

4.2.12 a bachelor's degree from an accredited educational institution of higher learning or the equivalent in work or business experience shall be required of all Board appointees.

4.2.13 Prior board experience

4.3 Absolute disqualifiers shall include the following:

4.3.1 unpaid and uncontested local property taxes

4.3.2 unpaid child support

- 4.3.3 any history of suing the hospital as a plaintiff or plaintiff's attorney
- 4.3.4 conviction for a crime of moral turpitude or official misconduct
- 4.3.5 any revocation of professional license held by the potential appointee
- 4.4 Statutory Disqualifiers
  - 4.4.1 current employment by El Paso County
  - 4.4.2 current employment by the El Paso County Hospital District
  - 4.4.3 relationship within the third degree of consanguinity or affinity to a member of the El Paso County Commissioners Court or to an individual employed by El Paso County or by the El Paso County Hospital District.
- 4.5 Any potential Board appointee shall be presented with an application form to be filled out by the candidate well in advance of the consideration for appointment, including:
  - 4.5.1 Board member position description;
  - 4.5.2 requirements for effective Board service; and
  - 4.5.3 the Board Pledge.
- 4.6 Any potential Board appointee, prior to consideration by Commissioners Court, shall file a financial disclosure with the Commissioners Court that indicates what companies and business interests the member owns any part of or receives income from.
- 4.7 Any potential Board appointee, prior to consideration by Commissioners Court, shall file a written disclosure with the Commissioners Court indicating the amount and date of any political contribution/s made to any member of Commissioners Court within the preceding thirty-six (36) month period.
- 4.8 Beginning with the expiration of the terms of three members at the end of March 2010, terms shall be staggered as follows:
  - 4.8.1 three (3) members shall be appointed for three (3) years terms to begin April 1, 2010,

- 4.8.2 upon the expiration of the terms of four members at the end of March 2011, four (4) members will be appointed, two of whom shall serve three (3) year terms, two of whom shall serve a one (1) year term, such terms being determined by drawing straws after the members have been appointed by the Commissioners Court.
- 4.8.3 members appointed in 2012 and thereafter shall be appointed for three (3) year terms.
- 4.8.4 appointments shall take place each March and terms begin April 1.
- 4.9 Members of the Board shall serve the length of their term and are eligible for re-appointment.
  - 4.8.1 Members may be requested to serve beyond termination until a successor is appointed.
  - 4.8.2 The Commissioners' Court shall appoint interim members to fill vacancies until the term expires.
- 4.10. No individual may serve more than two (2) consecutive three (3) year terms and is not eligible for reappointment to the Board until the second anniversary of the date the member's eligibility expires.

## **ARTICLE V DISCLOSURE OF CONFLICT OF INTEREST**

- 5.1 For the purpose of these Bylaws, the following definitions shall apply:
  - 5.1.1 "Conflict of Interest" - All agreements, disagreements or oppositions to those matters requiring approval, decision, vote, or other action by the Board and involving a business entity or real property in which an individual Board member has a "substantial interest"
  - 5.1.2 "Substantial Interest" - A person shall have a substantial interest in a business entity or real property if.
    - 5.1.2.1 The person owns ten percent or more of the voting stock or shares of the business entity or owns either ten percent or more or \$15,000.00 or more of the fair market value of the business entity; or
    - 5.1.2.2 The person receives funds from the business entity in excess of ten percent of the person's gross income for the previous year; or



- 5.1.2.3 The person holds an equitable or legal ownership in real property with a fair market value of \$2,500.00 or more; or
  - 5.1.2.4 The person is related in the second degree by consanguinity or affinity to or is a domestic partner of someone who has a substantial interest as outlined in Sections 5.1.2.1 through 5.1.2.3 above.
  - 5.1.3 "Business entity" - A sole proprietorship, partnership, firm, corporation, holding company, joint-stock company, receivership, trust, or any other entity recognized by law.
  - 5.1.4 "Domestic partner" – a person of the same or opposite gender, who is at least 18 years of age, lives in the same household, is not married to or a domestic partner with anyone else, and shares the common resources of life in a close, personal, intimate relationship with a person who is required to file a Conflict of Interest form
- 5.2 Each Board member shall abide by the following policy:
- 5.2.1 A Board member shall abstain from any vote or decision of the Board involving a business entity or real estate in which the Board member has a substantial interest and shall file an Affidavit of Substantial Financial Interest in Procurement Matter before the vote or decision disclosing the nature and extent of the interest and shall abstain from further participation in the matter if:
    - (a) In the case of a substantial interest in a business entity the action on the matter will have a special economic effect on the business entity that is distinguishable from the effect on the public; or
    - (b) In the case of a substantial interest in real property, it is reasonably foreseeable that an action on the matter will have a special economic effect on the value of the property, distinguishable from its effect on the public.
  - 5.2.2 Should any Board member have a question in his/her mind as to whether or not he or she has a conflict of interest, that member should resolve that question in favor of a conflict of interest existing.
  - 5.2.3 Any conflict of interest on the part of any Board member shall be disclosed to the other Board members and made a matter of record when the interest becomes a matter of Board action. The following procedure should guide the actual disclosure of a conflict of interest:
    - 5.2.3.1 The Board member with the conflict of interest shall file an Affidavit of Substantial Financial Interest in Procurement Matter with the Chief Executive Officer's Office, being the official record keeper of the District, before a vote or decision on that matter is taken. The

Affidavit shall state the nature and extent of the Board member's substantial interest.

5.2.3.2 The Board member shall also make an oral disclosure of the conflict of interest at the time the matter is reached on the agenda.

5.2.3.3 If a Board member is required to file and does file an Affidavit disclosing a conflict of interest, the Board member is not required to abstain from voting from further participation in the matter requiring the Affidavit if a majority of the members of the Board is composed of persons who are likewise required to file and who do file Affidavits of similar interests on the same official action.

5.2.3.4 The Board shall take a separate vote on any budget item specifically dedicated to a contract with a business entity in which a Board member has a substantial interest. The affected Board member shall not participate in that separate vote, but may vote on a final budget if the member has complied with Section 171.001 *et seq.* of the Texas Local Government Code and the requirements of this section, and if the matter in which the member is concerned has been resolved.

5.3 A violation by a Board member of the requirements of this section or Section 171.001 *et. seq.* of the Texas Local Government Code does not render an action of the Board voidable unless the measure that was the subject of an action involving a conflict of interest would not have passed the Board without the vote of the violating Board member.

5.4 The requirements of this section shall be reviewed at the annual meeting for the information and guidance of all Board members and each new member shall be advised of these requirements.

5.5 To the extent the requirements of this section conflict with the requirements of Section 171.001 *et. seq.* of the Texas Local Government Code, the more restrictive requirements shall apply.

## **ARTICLE VI OFFICERS OF THE BOARD**

### **6.1 CHAIRPERSON OF THE BOARD**

The Chairperson of the Board serves as the chief officer of the Board and shall have the following responsibilities and authority for:

6.1.1 chairing all meetings of the Board of Managers

- 6.1.2 assuring compliance with the plan developed by District Leadership to monitor the quality of care rendered by the District and/or the Medical Center;
- 6.1.3 serving as an ex-officio member on all standing Board committees as provided in the Board Bylaws;
- 6.1.4 enforcing compliance with standards of ethical conduct and professional demeanor by the, Board, Medical Staff, and Medical Center Administration in their relations with each other, support staff, and the community the Medical Center serves;
- 6.1.5 appointing Board members and the Chief Executive Officer to chair and serve on committees formed to accomplish board performance improvement and monitoring functions.

## **6.2 VICE-CHAIRPERSON OF THE BOARD**

- 6.2.1. The Vice-Chairperson of the Board shall:
  - 6.2.1.1 chair the Finance Committee, and
  - 6.2.1.2 assume all of the responsibilities and authority of the Chairperson of the Board in his or her absence.

## **6.3 SECRETARY**

- 6.3.1 The Secretary shall:
  - 6.3.1.1 have overall responsibility for the adequacy and accuracy of minutes taken for the Board Meetings,
  - 6.3.1.2 assume all of the responsibilities and authority of the Chairperson and Vice-Chairperson, of the Board in his or her absence.

## **6.4 ELECTIONS**

Each April, following the appointment or re-appointment of Board members by Commissioners' Court the members shall elect from among themselves a Chairperson, Vice-Chairperson, and Secretary.

## **6.5 REMOVAL AND RESIGNATIONS**

- 6.5.1 A Board member may be removed from office pursuant to Chapter 87 of the Texas Local Government Code or other Texas law.
- 6.5.2 A Board member shall resign should any of the disqualifiers listed in Section 4.3 or 4.4 arise after appointment of the Member but during the Member's term or if the Member violates Section 3.1.2 3 of these Bylaws.
- 6.5.3 A Board member may resign at any time by giving written notice to the Board, Chairperson or Secretary and the El Paso County Commissioners Court. Any such resignation shall take effect as soon as a replacement is appointed and sworn in to office.
- 6.5.4 A Board member shall be considered to have resigned if the member:
  - 6.5.4.1 is absent from all of the regularly scheduled Board and Committee meetings that member is eligible to attend during a 90-day period; or
  - 6.5.4.2 is absent from more than half of the regularly schedule Board and Committee meetings that the member is eligible to attend during a 12-month period.
  - 6.5.4.3 Fails to pay a local tax, including an ad valorem tax, when due or;
  - 6.5.4.4 Would be ineligible to serve on the Board as provided in Section 4.3. or Section 4.4.
- 6.5.6 A resignation under Subsection 6.5.4.1 or 6.5.4.2 is effective immediately on the date of absence or when disqualifying conduct or ineligibility specified in Section 6.5.4.3 or 6.5.4.4 occurs or exists.

## **ARTICLE VII COMMITTEES**

### **7.1 FINANCE COMMITTEE**

#### **7.1.1. PURPOSE AND MEETINGS**

The Finance Committee shall meet at least monthly to analyze revenue, expenditures, and compensation scales of the District and/or the Medical Center and affiliates. The meetings of the Finance Committee are open to the public and shall be conducted in accordance with the Texas Open Meetings Act. The Finance Committee may meet in closed executive session as allowed by the Texas Open Meetings Act and other applicable law. The agendas, minutes and materials submitted to the Finance

Committee are public information in accordance with the Texas Public Information Act

## **7.1.2 ACTIVITIES**

- 7.1.2.1 Develop and implement performance-based incentives in relation to individual performance and contributions to the Medical Center.
- 7.1.2.2 Review and recommend, on an annual basis, an employee benefits package that is comparable with other hospitals, regionally and nationally, and adjusted for local market considerations through an Ad Hoc Human Resources Committee, appointed by the Chairperson of the Board, that convenes annually to review the current system and report to the Board.
- 7.1.2.3 Review, and recommend for adoption, the annual operating budget and all amendments to the operating budget.
- 7.1.2.4 Review, and recommend for adoption, a three-year capital budget and recommend amendments to the budget on an annual basis.
- 7.1.2.5 Review all financial and statistical data to be presented to the Board.
- 7.1.2.6 Recommend the appointment of depositories and independent auditing firms to conduct an annual audit.
- 7.1.2.7 Review the financial reports of independent auditors to be considered by the Board.
- 7.1.2.8 Review and recommend policies and procedures for purchase of supplies, equipment, property acquisition and other financial requirements.
- 7.1.2.9 Review continuing contracts for appropriateness and cost-effectiveness, and make appropriate recommendations to the Board.
- 7.1.2.10 Annually review liability/risk management program and recommend renewal and/or purchase of such insurance coverage as necessary to protect the assets and liabilities of the District and/or the Medical Center.
- 7.1.2.11 Evaluate bids on new construction or major alterations of facilities and recommend the award of contracts.

7.1.2.12 Advise on all financial policies of the District and/or Medical Center and affiliates

### **7.1.3 COMPOSITION**

The Finance Committee shall consist of nine (9) members and shall be composed of three (3) members of the Board, the Chief Executive Officer, the Vice President for Ancillary and Support Services, the Chief Financial Officer, the Chief Nursing Officer, the Director of Fiscal Services and a representative to be designated by the Chief of Staff.

## **7.2 COMPLIANCE COMMITTEE**

### **7.2.1 PURPOSE AND MEETINGS**

The Compliance Committee shall have the responsibility to ensure the District and its various affiliated entities have adopted and implemented policies and procedures which will require the District and its affiliated entities and their respective employees and associates to act in full compliance with all applicable laws, regulations, applicable medical/health standards and various policies and procedures promulgated by the District and other regulatory agencies and lawful authorities. The committee shall meet at least quarterly. The records and proceedings of the Compliance Committee are confidential and not subject to public disclosure except as required by law.

### **7.2.2. ACTIVITIES**

- 7.2.2.1 Shall prepare an annual report to the Board of Managers on the status of the District Compliance Program and shall make recommendations to the Board of Managers with respect to the adequacy of the Compliance Program.
- 7.2.2.2 Shall maintain minutes of all of its meetings to document activities and recommendations.
- 7.2.2.3 Shall provide sufficient opportunity for the Compliance Officer to brief the Committee on the status of the District's compliance program and activities.
- 7.2.2.4 Shall provide oversight to the Compliance Program relating to the conduct of business that will ensure that high ethical and conduct standards are met.

- 7.2.2.5 Shall ensure that the District's mission, values, and Code of Conduct are properly communicated to all employees on an annual basis.
- 7.2.2.6 Shall provide oversight to the implementation of the Compliance Program, and ensure adherence to the District's Code of Conduct as well as governmental rules and regulations and recommend any revisions thereto, as appropriate.
- 7.2.2.7 Shall review the activities of the District and its affiliated entities and their respective employees in light of the Code of Conduct and the Compliance Program to ensure that the policies and procedures of the District and its affiliated entities are properly understood and followed.
- 7.2.2.8 Shall review matters relating to education, training, and communication in connection with the District's Code of Conduct to ensure that the District's policies and procedures are properly disseminated, understood, and followed.
- 7.2.2.9 Shall present to the Board, as appropriate, such measures and recommend such actions as may be necessary or desirable to assist the District in conducting its activities in full compliance with all applicable laws, regulations, policies, and the Code of Conduct.
- 7.2.2.10 Shall provide sufficient opportunity for the Compliance Officer, Internal Auditor, and independent auditors to meet with the members of the Committee to be briefed on their independent evaluation of the District's and affiliated entities' compliance with legal and regulatory requirements.

### **7.2.3. COMPOSITION**

The Compliance Committee shall consist of ten (10) members and shall be composed of two (2) Board members and the President and Chief Executive Officer, all three of whom shall be the voting members, and the following non-voting/ex-officio members: the Chief Financial Officer, the Chief Operating Officer, the Chief Nursing Officer, the Chief Administrative Officer, the Chief Medical Officer, the Chief Compliance Officer and the Internal Auditor. For the purpose of establishing a quorum, the presence of two voting members of the committee is required.

## **7.3 PLANNING AND DEVELOPMENT COMMITTEE**

### **7.3.1 PURPOSE AND MEETINGS**

The Planning and Development Committee shall have responsibility for development of strategic, long-range planning and development of the District and/or the Medical Center and affiliates. The committee shall meet at least quarterly. The meetings of the Planning and Development Committee are open to the public and shall be conducted in accordance with the Texas Open Meetings Act. The Planning and Development Committee may meet in closed executive session as allowed by the Texas Open Meetings Act and other applicable law. The agendas, minutes and materials presented to the Planning and Development Committee are public records and subject to public disclosure in accordance with the Texas Public Information Act.

### **7.3.2 ACTIVITIES**

7.3.2.1 Review and maintain a strategic business plan for the District and/or the Medical Center and affiliates

7.3.2.2 Review, and recommend for adoption, new or expanded services or construction projects in accordance with the strategic plan of the District and within the objectives set forth by the Board.

7.3.2.3 Provide recommendations on the District's overall institutional direction including review of the mission, goals, policies and the Master Plan.

7.3.2.4 Provide Board direction for public relations and community- related activities, including the relationship between government at all levels and the District.

### **7.3.3 COMPOSITION**

The Planning and Development Committee shall consist of ten (10) members and shall be composed of three (3) members of the Board, the President and Chief Executive Officer, the Chief Operating Officer, the Chief Financial Officer, the Chief Nursing Officer, the Chief Strategic Officer, the Chief Medical Officer, and a representative to be designated by the Chief of Staff.

## **7.4 PROFESSIONAL AFFAIRS COMMITTEE**

### **7.4.1 PURPOSE AND MEETINGS**



The Professional Affairs Committee shall meet at least quarterly and act on recommendations from the Medical Executive Committee, the Board, Medical Center Committees, quality improvement teams, and other sources as appropriate with respect to the provision of medical and hospital services at the Medical Center. The committee shall meet at the call of the Chair and report to the Medical Executive Committee and the Board. The records and proceedings of the Professional Affairs Committee are confidential and not subject to public disclosure except as required by law.

## **7.4.2 ACTIVITIES**

- 7.4.2.1 Review of procedures and criteria for initial medical staff appointments, re-appointments, re-credentialing and requests for Clinical Privileges; credentialing procedures, and revisions to the Medical Staff Handbook.
- 7.4.2.1 Adopting, modifying, and supervising specific programs and procedures for assessing and improving the effectiveness and efficiency of professional care provided in the Medical Center.
- 7.4.2.2 Implementing the programs and procedures adopted, formulating recommendations for action to correct identified problems, acting on recommendations to correct problems, and following up on actions taken.
- 7.4.2.3 Coordinating quality improvement activities with medical staff and Medical Center disciplines.
- 7.4.2.4 Participating in an annual evaluation of the quality improvement program, considering its comprehensiveness, integration, effectiveness, and cost efficiency.
- 7.4.2.5 Providing a forum for discussion of medico-administrative matters pertaining to the effective and efficient operation of the Medical Center.
- 7.4.2.6 Discussion problems that arise in the operation of the Medical Center that are of mutual interest to the Medical Center and the Medical Staff.
- 7.4.2.7 Considering such other matters as may be referred to the committee by the Board or Medical Staff at large, or the Medical Executive Committee.

## **7.4.3 COMPOSITION**

The Professional Affairs Committee shall consist of ten (10) members and shall be composed of two (2) members of the Board, the Chief Executive Officer, Chief of Staff, the Chief of Staff-Elect, the Immediate Past Chief of Staff, a representative of House Staff to be designated by the Chief of Staff, and three individuals selected by the Chief Executive Officer. The chairperson of the committee shall be the Chief Executive Officer.

## **7.5 SPECIAL COMMITTEES**

Any standing committee may elect to perform any of its designated functions by constituting any of its members as a subcommittee for that purpose, reporting such action to the Board in writing. Any such subcommittee may include individuals in addition to members of the standing committee. Special ad hoc committees may be appointed by the Chairperson of the Board to perform specific tasks.

## **7.6 APPOINTMENT AND TERM**

Unless otherwise provided, the chair, co-chair, and members of all committees described in the Bylaws shall be appointed by, and may be removed by, the Chairperson of the Board, subject to approval by the Board. Unless otherwise specified, committee members shall be appointed for a term of one (1) year and shall serve until the end of this period or until the member's successor is appointed, unless the member shall resign or be removed from the committee.

## **7.7 REPRESENTATION ON MEDICAL CENTER COMMITTEES**

Functions and responsibilities, which require participation of the Board, may be discharged by various officers of the Board as, described in these Bylaws and related manuals on Medical Staff or Medical Center committees established to perform such functions.

## **7.8 VOTING**

Committees are solely advisory in nature and do not take action on their own other than to make recommendations to the Board. Unless otherwise provided in these bylaws, all Committee members have voting privileges. Meetings of the Committees shall be noticed, and open to the public, to the extent required by, and then in accordance with, the Texas Open Meetings Act, 551.001 et. seq. of the Texas Government Code.

## **ARTICLE VIII MEETINGS OF THE BOARD**

8.1 All regular, annual, special and emergency meetings of the Board of Managers, the Finance Committee, and the Planning and Development Committee shall be held in accordance with the Texas Open Meetings Act, Section 551.001 et. seq. of the Texas Government Code. Meetings of the Compliance Committee and the Professional Affairs Committee are not open to the public and are confidential in accordance with Chapter 161 of the Health & Safety Code and Chapter 160 of the Occupations Code.

### **8.1.1 REGULAR MEETINGS**

8.1.1 Regular meetings of the Board shall be held once a month at the Medical Center.

8.1.2 At the first regular meeting following the first day of April each year the following shall be completed.

8.1.2.1 Swearing-in of newly appointed members of the Board;

8.1.2.2 Selection of regular, monthly meeting time;

8.1.2.3 Disclosure of conflict of interest and financial statements by Board members;

8.1.2.4 Signing of the Board Member Pledge; and

8.1.2.5 Such other matters as may come to the attention of the Board.

### **8.1.2 SPECIAL MEETINGS**

Special meetings of the Board may be called at any time by the Chairperson or by the Secretary at the request of at least three (3) members of the Board in writing. The activities shall be confined to the purpose or purposes for which the meeting was called, and the Agenda shall identify the Board members who called the meeting.

### **8.1.3 EMERGENCY MEETINGS**

Emergency meetings of the Board may be called by the Chairperson or the Secretary after determining that an emergency or urgent public necessity warrants the meeting and the issue(s) cannot be postponed until a special or regular meeting. Posting of notice for emergency meetings shall be done in

accordance with the requirements set forth in the Open Meetings Act, Section 551.001 et. seq. of the Texas Government Code.

#### **8.1.4 EXECUTIVE SESSION**

The Board may enter executive, or closed, session after establishing a quorum and announcing that an executive, or closed, session will be held in accordance with the policies and procedures of the Board and compliance with the requirements set forth in the Open Meetings Act, Section 551.001 et. seq. of the Texas Government Code.

#### **8.1.5 QUORUM & VOTING**

The presence of the majority of the Board shall constitute a quorum for the transaction of business, but a lesser number may adjourn a meeting until a later specified date when a quorum shall be present.

##### **8.1.5.1 Manner of Action**

Except as otherwise specified, the action of a majority of the Members present and voting at a meeting at which a quorum is present shall be the action of the group.

No final action, decision or vote shall be taken while the Board is in executive or closed session. The Board shall reconvene the open meeting after an executive or closed session prior to adjourning the meeting.

#### **8.1.6 RECORD OF MEETINGS**

8.1.6.1 Minutes of meetings of the Board of Managers and its committees shall document conclusions, recommendations, action, and follow-up evaluation. Minutes shall be signed by the presiding officer and approved by the Board of Managers or Committee as applicable and shall be maintained with the permanent records of the District. Minutes of the Compliance and Professional Affairs Committees, and minutes of the meetings of the Board of Managers or Finance Committee containing reference to peer review action regarding medical staff performance will be stamped as confidential pursuant to Chapter 160 of the Occupations Code and maintained in a confidential file

8.1.6.2 Minutes of the meetings of the Finance Committee and Planning and Development Committee shall document conclusions, recommendations, action and follow-up evaluation. Minutes shall be

signed by the Chair of the Committee and approved by the Committee. Minutes of this Committee shall be maintained with the permanent records of the District.

8.1.6.3 Minutes of the meetings of the Compliance Committee and the Professional Affairs Committee shall document conclusions, recommendations, action and follow-up evaluation. Minutes shall be signed by the Chair of the Committee and approved by the Committee. Minutes of these Committees are confidential and shall be maintained with the permanent records of the District.

8.1.6.4 If any member or members in the minority on any question wish/es to present a written minority opinion to the Secretary of the Board of Managers, such opinion shall be filed with the permanent records of the District.

### **8.1.7 RULES OF ORDER**

Robert's Rules of Order, Newly Revised, 10<sup>th</sup> Edition, or then current version, shall govern the proceedings of the meetings of the Board and its Committees in all cases to which same are applicable and which are not inconsistent with these Bylaws and the laws of the State of Texas. Notwithstanding anything contained in such Rules to the contrary, the Chairperson of the Board of Managers may vote on any matter before the Board.

## **ARTICLE IX MEDICAL STAFF**

9.1 The Board shall appoint a Medical Staff for the Medical Center composed of allopathic and osteopathic physicians, dentists, and podiatrists holding unlimited licenses in the State of Texas.

9.2 The Medical Staff shall be organized into clinical departments and adopt such bylaws, rules and regulations for governance of their practice at the Medical Center.

9.2.1 The Medical Staff shall be responsible for determining:

9.2.1.1 categories and minimum qualifications for membership,

9.2.1.2 criteria for Clinical Privileges,

9.2.1.3 processes for credentials review and privilege delineation,

9.2.1.4 criteria for the selection of department chairpersons, and

9.2.1.5 a program to assure the quality of clinical practice and competence of each member granted Clinical Privileges.

9.3 Consistent with the Medical Staff Bylaws, Rules, Regulations, and/or Credentialing Manual shall include a mechanism for:

9.3.1 processing requests for membership and/or Clinical Privileges within the time frames set forth by Texas law,

9.3.2 recommending to the Board individuals for appointment, re-appointment, and/or the granting, curtailment, suspension, or revocation of Clinical Privileges.

9.3.3 corrective action,

9.3.3.1 If the Medical Executive Committee fails to investigate or take disciplinary action, contrary to the weight of the evidence, the Board may direct the Medical Executive Committee to initiate an investigation or disciplinary action, but only after consulting with the Medical Executive Committee. If the Medical Executive Committee fails to act in response to the Board direction, the Board may initiate corrective action, but must comply with Articles VI and VII of the Medical Staff Bylaws. The Board shall inform the Medical Executive Committee in writing of what it has done within seventy-two (72) hours.

9.3.4 hearing and appellate review,

9.3.5 insure that only a member of the Medical Staff shall admit patients to the Medical Center and:

9.3.5.1 that a licensed practitioner with clinical privilege shall be ultimately responsible for a patient's diagnosis and treatment within the area of his/her privileges,

9.3.5.2 that each patient's general medical condition is the responsibility of a physician member of the Medical Staff, and

9.3.5.3 that care rendered by members of the House Staff or other Allied Health Professional is under the supervision of a physician member of the medical staff with appropriate Clinical Privileges.

- 9.4 The Board shall assure the establishment of guidelines for the practice of Allied Health Professional. Allied Health Professionals are categorized as Dependent Practitioners and may be employees of the District. Allied Health Professionals are not eligible for Medical Staff membership.

## **ARTICLE X CHIEF EXECUTIVE OFFICER**

10.1 The Board shall appoint a Chief Executive Officer, qualified by training and experience, who shall be the administrator of the District. The Chief Executive Officer shall be held accountable for the management of the District, and/or the Medical Center and affiliates, in all activities within the limits prescribed by law and the policies adopted by and instructions of the Board. The duties of the Chief Executive Officer shall include at minimum the following, except as limited by law or the Board:

10.1.1 Administration of the policies, rules, and regulations necessary for the operation of the District and/or the Medical Center, and affiliates.

10.1.2 Oversight of the employment, discharge, and work of all employees of the District and/or the Medical Center. All official communications between the Board and employees of the District shall be through the Office of the Chief Executive Officer.

10.1.3 Develop and maintain personnel policies and practices of the District and/or the Medical Center.

10.1.4 Preparation and recommendation of an annual budget reflecting expected revenues and expenditures.

10.1.5 Maintenance of the District's physical properties in a good state of repair and operating condition.

10.1.6 Supervision of the business affairs to ensure that funds are collected and expended to the best possible advantage.

10.1.7 Developing programs, through cooperation with the medical staff, to assure that:

10.1.7.1 all patients admitted to or treated by any of the facilities, at a level of quality and efficiency consistent with generally accepted standards attainable within the Medical Center's means and circumstances.

10.1.7.2 a high level of professional performance is provided by all

practitioners authorized to practice in the hospital through an ongoing review and evaluation of each practitioner's performance in the hospital, and to insure that adequate supervision and training of residents, medical students, and allied health profession trainees;

- 10.1.7.3 an appropriate educational setting will be maintained consistent with accreditation requirements of the educational programs which are offered in cooperation with affiliated institutions;
- 10.1.8 Presentation of reports to the Board, as required concerning policies and procedures for consideration by the Board.
- 10.1.9 Supervision of the purchase of supplies, services, and equipment in accordance with policies and procedures approved by the Board.
- 10.1.10 Attendance at all meetings of the Board and committees thereof.
- 10.1.11 Serve as the liaison officer and channel of communicants [except as otherwise provided in these Bylaws] for all official communications between the Board or any of its committees and the Medical Staff.
- 10.1.12 Performing such other duties as may be delegated by the Board to serve the best interests of the District and/or the Medical Center.
- 10.1.13 Grant temporary Clinical Privileges to physicians, dentists, podiatrists, and Allied Health Professional upon recommendation of the Chief of the applicable department/service, or the Chief of the Medical Staff.
- 10.1.14 Prepare an annual budget for the District under the Board's direction.
- 10.1.15 Make an annual report to the Board and others as required by Section 281.092 of the Texas Health & Safety Code.
- 10.1.16 Meet such other requirements imposed by law upon the Chief Executive Officer as administrator of the District.
- 10.1.17 Neither the CEO nor any other member of senior management may, while representing EPCHD, publicly state any negative or disparaging remarks about any Board member that may reflect a negative image of the Board or its individual members.
- 10.2 The Chief Executive Officer serves at the will of the Board and for terms of not more than four years. Before assuming duties the Chief Executive Officer shall execute a bond payable to the District in the amount of not less than \$10,000, conditioned on the faithful performance of the Chief Executive Officer's duties and



any other requirements determined by the Board. The Chief Executive Officer shall be entitled to compensation as determined by the Board.

- 10.3 Notwithstanding the foregoing, the Board reserves its right to manage, control, and administer the District and the Medical Center.

## **ARTICLE XI      AUXILIARY ORGANIZATIONS AND VOLUNTEERS**

- 11.1 The Board shall authorize such auxiliary organizations and charitable organizations as it may deem necessary for the accomplishment of the objectives of the District. The auxiliary and advisory functions for such bodies shall be clearly defined in bylaws, rules, regulations for the same; and changes thereto, shall be subject to continuing approval of the Board. The contacts between such bodies and internal organizations of the District shall be through the Chief Executive Officer or his/her designated representative. The Board may define the terms and conditions under which individuals, who are not members of the official auxiliary organizations may serve the District.

## **ARTICLE XII      PUBLIC STATEMENTS AND PRONOUNCEMENTS**

- 12.1 Policy and statements of official positions of the Board will be made only after concurrence by a majority vote of the Board, and shall be issued through the Chairperson or his/her designee.

## **ARTICLE XIII      INDEMNITY AND INSURANCE**

- 13.1 Eligibility for Indemnification

EPCHD shall provide a legal defense and/or indemnify any member of the Board, any officer of the District, or any employee of the District who was or is a party or is threatened to be made a party to any threatened, pending or completed civil or criminal action, suit or proceeding, including administrative and investigative proceedings, by reason of the fact that he or she is or was a Board member, officer or employee of the District against expenses (including attorneys' fees) judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding upon a finding that 1) the provision of the defense and/or indemnification is in the public interest

and not merely in the private interest of the person involved, and 2) the person was acting in good faith within the scope of his or her official duties.

### 13.2 Authorization for Indemnification

Any indemnification shall be provided by EPCHD only after the Board of Managers has made a determination that indemnification is appropriate in the specific case because the person to be indemnified has met the applicable standard of conduct set forth in Section 13.1. Such determination shall be made: (a) by the Board of Managers by a majority vote of a quorum consisting of members who are not parties to such action, suit or proceeding; or (b) if such quorum is not obtainable, by the El Paso County Attorney in a written opinion. The Board of Managers may make an initial determination to pay expenses incurred in defending an action and defer a determination to indemnify for any settlement amount or liability imposed under a final judgment. The determination to initially authorize payment of expenses incurred in defending a suit does not constitute or guarantee a determination to indemnify the costs of settlement or liability imposed under a final judgment.

### 13.3 Advance Indemnification in Civil Matters

EPCHD may pay expenses incurred in defending a civil action, suit or proceeding prior to the final disposition of such action, suit or proceeding upon receipt from the person indemnified to repay such advance indemnification unless it shall ultimately be determined that he or she is entitled to be indemnified as authorized in Sections 13.1 and 13.2.

### 13.4 Indemnification in Criminal Matters

EPCHD may not pay or reimburse for expenses incurred in defending a criminal action until after the final disposition of the matter, and may only pay expenses if the final disposition is acquittal or dismissal of the charges.

### 13.5 Insurance

EPCHD shall acquire and maintain a policy of directors and officers liability insurance that, among other things, provides for the indemnity and defense of any member of the Board to the extent allowed by Texas law.

## **ARTICLE XIV CONFLICT OF BYLAWS**

14.1 If any provision of these Bylaws is now or hereinafter in conflict with any statute or any other law of the State of Texas relating to the operation of the District and/or the

Medical Center, such statute or other law, as long as it is in effect, shall take precedence over these Bylaws.

## **ARTICLE XV AMENDMENTS AND ALTERATIONS TO BYLAWS OF THE BOARD OF MANAGERS**

- 15.1 Every two (2) years the Chairperson shall appoint a committee, which shall review these Bylaws. Proposed revisions shall be submitted to the Board seven (7) working days prior to the meeting at which a vote is scheduled. The submitted revisions must be in writing and include the exact wording of the existing Bylaws language, if any, and the proposed change(s). If a quorum is present for the purpose of enacting a change in the Bylaws, the change shall require an affirmative vote of a majority of the Members of the Board.
- 15.2 These Bylaws may be revised at any time by affirmative vote of a majority of the members of the Board.

## **ARTICLE XVI MEDICAL STAFF BYLAWS MODIFICATIONS**

- 16.1. In the event that the Board believes there should be changes in the Medical Staff Bylaws, Rules and Regulations, and Credentialing Manual, it shall submit such suggested changes to the Medical Staff. The Medical Staff shall promptly consider and submit to the Board its recommendations regarding the proposed changes. If the Medical Staff fails to approve such suggestions or fails to respond to such suggestions within sixty (60) days from receipt of the suggestion and such action or failure to act is (i) unethical; (ii) creates a risk or harm to patients; or (iii) is a potential violation of state or federal law or regulations (including, but not limited to antitrust, Stark, and fraud and abuse laws and regulations), the Board may make such changes as are deemed necessary.
- 16.2. In the event of conflicts between the provision of the Medical Staff Bylaws and these bylaws, the Board and the Medical Executive Committee shall resolve such conflict in a manner consistent with Section 3.1.18.

## **ARTICLE XVII ADOPTION**

- 17.1 These Bylaws, as restated and amended, shall become effective immediately upon their acceptance and adoption, and supersede all previous Bylaws heretofore adopted by the Board of the District and/or the Medical Center.

Accepted and adopted by the Board of the El Paso County District at El Paso, El Paso County, Texas, on the 8th day of November 2011.

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JOSÉ LUNA, JR., M.D.  
Chairperson, Board of Managers  
El Paso County Hospital District  
d/b/a University Medical Center of El Paso

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PETE PARRAZ  
Secretary, Board of Managers  
El Paso County Hospital District  
d/b/a University Medical Center of El Paso