

**GARFIELD COUNTY HOSPITAL DISTRICT
GOVERNING BOARD BYLAWS**

**Revised and Approved by
The Board of Commissioners
Garfield County Hospital District
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GARFIELD COUNTY HOSPITAL DISTRICT

GOVERNING BOARD BYLAWS

Preamble

The Garfield County Public Hospital District Number 1 (hereafter referred to as the “District”) of Garfield County, Washington, was established in 1945. It was ratified by a vote of people within the designated boundaries in accordance with Chapter 70.44 Revised Code of Washington and with all of the proper and respective laws prevalent at that time

The Board of the District hereafter referred to as the “Board”, under authority of the Section 70.44.60 Revised Code of Washington, hereby adopts the following rules for government of the District.

ARTICLE I OBJECTIVE

The objective of the District shall be to establish, maintain, and operate health facilities and provide related services within the District, and in so doing:

- A. Establish and maintain permanent facilities that include inpatient, outpatient, emergency and medical services to provide diagnosis and treatment for those in need of hospital, long term care and/or clinic;
- B. Provide the necessary personnel, equipment, and policy to maintain a high standard of service to the public;
- C. Expand and modify existing health care services and facilities from time to time as may be needed and afforded, to serve the people of the District;
- D. Promote educational activities related to rendering of care to the sick and injured and health services in general, as may be justified by the facilities, personnel, funds, and other requirements that are available;
- E. Foster and encourage participation in any activity designed and carried out to promote the general health of the community; and
- F. Comply with the regulations/standards promulgated by the various professional and government entities.

ARTICLE II BOARD MEMBERS

Section II.

1. The Board shall consist of five (5) members, who shall reside in the District and shall be elected at General Elections in accordance with the RCW 70.44.040. Hospital District Commissioners serve six-year terms of office.
2. The Board shall establish policies relating to the affairs of the District; shall be responsible for the control and operations of the District; shall make and enforce

rules and regulations necessary for the administration, protection, and maintenance of the District and its facilities; and in general, shall exercise the powers and duties set forth in the RCW 70.20.44.

3. Meeting attendance is important to the Board to adequately discharge its fiduciary duties and responsibilities. If a Board member is absent for two consecutive meetings or any two meetings in one calendar year without notice and approval of the Board, the Board may remove that member from the Board.
4. A vacancy in the office of commissioners shall occur by death, resignation, removal, conviction of a felony, non-attendance to meetings, and statutory disqualification, or by a permanent disability, preventing the discharge of duty.
5. A vacancy in the office of commissioners shall be filled at the next election for Hospital District Commissioners. A vacancy in the interim shall be by appointment by the remaining Board within ninety (90) days from the date of such vacancy. In the event the remaining Board does not fill the vacancy within said time, then the County Commissioners of the County in which the District is located shall fill the vacancy as provided in RCW 42.12.

ARTICLE III OFFICERS

Section III.

1. The officers of the Board shall be a President and Secretary and shall be elected from membership at the first Board meeting of each year.
2. The President shall preside at all meetings.
3. The Secretary shall act as President in his/her absence.
4. The Secretary shall be responsible for assuring adequate records of the Board. The Board and members present after approval of the minutes shall sign minutes of each meeting.
5. If officers are absent at a Board meeting, the President may appoint another Commissioner to serve, or in the President's absence, those present shall determine another Commissioner to reside by majority vote.
6. The District treasurer is responsible to establish, maintain, and control the Public Hospital District general funds and any special funds. All moneys are paid to the fund through the treasurer; the treasurer disperses all moneys out of the fund. The District utilizes the County treasurer as its treasurer. All District funds are deposited with the County depositories under the usual restrictions, contracts, and security as provided for the county depositories.

ARTICLE IV MEETINGS

Section IV

1. Regular meetings of the Board shall be held monthly unless otherwise posted. Board members and the public will be notified according to RCW 42.30.0375.
2. The President or a majority of the Board may call special meetings. Board members and the public shall be entitled to reasonable notice of all such meetings and except in case of emergency, the notice shall be given at least twenty four (24) hours prior to such meeting. The notice shall specify the time and place of the meeting and the business to be transacted; no business shall be transacted at a special meeting except that which is referred to in the notice of the meeting. In accordance with RCW 42.30.0380
3. For regular or special meetings of the Board, a quorum shall consist of at least three (3) Board members in attendance.
4. All proceedings of the Board shall be by motion or resolution recorded in book or books kept for such purpose, which shall be public records. The rules contained in the current edition of Robert's Rules of Order shall govern the board in all cases where they are not inconsistent with these bylaws and any special rules of order the Board may chose to adopt. No resolution or motion shall be passed without the majority vote of the Board.
5. All meetings of the Board shall be open and public and all persons shall be permitted to attend any meeting of the governing body or a public agency, except as otherwise provided in this chapter. (RCW 42.30.030)
6. Exceptions to Public Meetings

Although all meetings of the District must be open to the public, the Open Public Meetings Act does permit the District to hold executive sessions during a regular or special meeting under certain limited circumstances. (RCW 42.30.110)

Among the circumstances in which the District would be permitted to hold an executive session are the following:

- a. To consider the selection of a site or the acquisition of real estate by lease or purchase when public knowledge regarding such consideration would cause a likelihood of increased price;
- b. To consider the minimum price at which real estate will be offered for the sale or lease when public knowledge regarding such situation would case the likelihood of decreased price (however, final action selling or leasing public property is required to be taken in a meeting open to the public);

- c. To review negotiations on the performance of publicly bid contracts when public knowledge regarding such consideration would cause the likelihood of increased costs;
- d. To receive and evaluate complaints or charges brought against a public officer or employee (however, upon the request of such officer or employee, a public hearing or a meeting open to the public is required to be conducted upon such complaint or charge);
- e. To evaluate the qualifications of an applicant for public employment or to review the performance of public employees (however, discussion by a governing body of salaries, wages, and other conditions of employment to be generally applied within the agency are required to occur in a meeting open to the public
- f. To consider the granting, denial, revocation or restriction of the clinical or staff privileges of a physician or other health care provider (however, the final action of the governing body must be done in a public session);
- g. To discuss with legal counsel representing the District matter relating to enforcement actions, or to discuss with legal counsel representing the District, litigation, or potential litigation to which the District, the governing body, or a member acting in an official capacity is, or is likely become, a party, when public knowledge regarding the discussion is likely to result in an adverse legal or financial consequence to the District;
- h. To consider matters affecting national security.

ARTICLE V PROCEDURE FOR EXECUTIVE SESSION

Before convening an executive session, the presiding officer of the District is required to publicly announce the purpose for excluding the public from the meeting place, and the time when the executive session will be concluded. The executive session may be extended to a stated later time by announcement of the presiding officer.

The Board may hold Executive Sessions, but no formal action may be taken at such sessions.

ARTICLE VI AUDIENCE PARTICIPATION AND VISITORS

Section VI

1. Visitors are welcome to Board meetings. Individuals or groups wishing an audience should place their request to the administrator on the Thursday before the scheduled Board meeting. The individual or group will be given time to present its materials to the Board when the order of business comes to the item marked Public Comment on the agenda. Not more than five (5) minutes may be allotted to each speaker, and no more than twenty (20) minutes to the subject under discussion, except with unanimous consent of the Board.
2. Other than official audience, visitors may comment on items listed on the agenda. Questions and comments are to be directed to the Board of Commissioners as a

whole and may not be put to any individual member of the Board or to the Administrative staff. It is the prerogative of the Board Chairperson to recognize people requesting oral comments to the Board.

3. It shall be in order for members of the Board to interrupt a speaker at any time to ask questions or make comments in order to clarify the discussion.
4. A person appearing before the Board shall not be permitted to discuss any motion pending before the Board except when the Board shall vote unanimously to hear such discussion.
5. No person shall present orally or discuss at any meeting of the Board complaints against individual employees of the District. Such charges or complaints shall be presented to the Board in writing and shall be signed by the person or persons making the charge or complaint. Executive session may be granted for hearing of charges against individuals, residents, patients, providers or employees.
6. Boisterous conduct shall not be permitted at any meeting of the Board, nor will any defamatory, abusive, personal references or remarks be tolerated. The chairperson of the Board may terminate the rights of any speaker who violates this regulation to continue his/her address and ask them to be seated. Should the speaker not follow this request, they will be asked to leave the meeting.

ARTICLE VII COMMITTEES

Section VII

1. Committees of the Board shall be standing or special. One standing committee shall be the Joint Conference Committee.
2. The Joint Conference Committee will be comprised of one board member, an alternate appointed by the Board, one Medical Staff Member appointed by the Medical Staff, and the District Administrator. The committee shall constitute a liaison group that shall discuss medical administrative matters between the Board, Medical Staff, and Administration.
3. The President may appoint special committees with the concurrence of the Board, for such special tasks as the circumstances warrant. Special, standing and future committees will include any group who works in the hospital's name shall have no power to act except as specifically conferred by action of the Board.

ARTICLE VIII ADMINISTRATION

Section VIII

1. The Board shall appoint by resolution at an open meeting a qualified Superintendent. The Superintendent shall receive such salary as the Board shall fix by resolution and the employment shall be subject to District personnel policies and as by law provided. The Superintendent shall attend all meetings of the Board and its committees, but shall have no vote.
2. The Superintendent shall be the chief executive officer of the District, responsible to the Board for the efficient administration thereof. The Superintendent shall be responsible for adequate and appropriate maintenance and evaluation of the District facilities, personnel, practices, and resources.

Section VIII

The Superintendent shall have the responsibility to:

- A. Carry out mandates of the Board and to ensure that all applicable laws and regulations are duly followed.
- B. Keep the Board fully advised as to the financial condition and needs of the District; to prepare an annual budget and recommend development work to the Board; and to certify to the Board all the bills, allowances, and payroll.
- C. Serve as liaison between the governing board and the medical staff, and to assist the medical staff with organizational matters and medical administrative responsibilities.

ARTICLE IX MEDICAL STAFF

Section IX

1. The Board shall organize the physicians, grant practice privileges in the District facilities, into a medical staff under the Medical Staff Bylaws approved by the Board. The Board shall consider the recommendations of the medical staff and appoint to medical staff, in numbers not exceeding the District's needs, providers who meet the qualifications for membership as set forth in the bylaws of the medical staff and whose practices conform to the rules and regulations of the medical staff.
2. All Applications for appointment to the medical staff shall be in writing and addressed to the District Superintendent. The application shall contain full information concerning the applicant's education, licenser, practice, previous experience, and any unfavorable history with regard to licensure and privileges.

- a. All appointments to the Medical Staff shall be for two (2) years, subject to provisions of the Medical Staff Bylaws, renewable by the Board, with formal reapplication. When an appointment is not to be renewed or when privileges have been or are proposed to be reduced, suspended, or terminated, the staff member shall be afforded the opportunity of a hearing before the officers of the Medical Staff and the Board prior to taking final action on the matter. Such procedures shall be conducted informally under procedures adopted by the Board so as to provide the due process and afford full opportunity for the presentation of all pertinent information
 - b. The President of the Medical Staff, Superintendent, and the Executive Committee of the Medical Staff or the Board, shall each have the authority, whenever action must be taken immediately, in the best interest of patient care, to suspend all or any portion of the clinical privileges of a practitioner, and such suspension shall become effective immediately upon imposition. Any such suspension will be reviewed at the next scheduled Board meeting and a final decision will be made at that time.
 - c. A temporary suspension in the form of withdrawal of practitioner's admitting privileges, effective until medical records are completed, shall be imposed automatically after warning of delinquency for failure to complete medical records within fourteen (14) days of patient discharge, and in accordance with the rules and regulations of the Medical Staff.
 - d. Action by the State Board of Medical Examiners revoking or suspending a practitioner's license or placement on probation, shall automatically suspend all hospital privileges.
 - e. It shall be the duty of the President of the Medical Staff to cooperate with the Superintendent in enforcing all automatic suspensions.
3. The Medical Staff shall make written recommendations to the Board concerning:
 - a. Appointments
 - b. Re-appointments
 - c. Disciplinary Actions
 - d. Professional Competency
 - e. Specific matters referred
 4. All Medical Staff applicants shall be notified in writing of Board action on their appointment or re-appointment application.
 5. All members of the active and consulting staff of Garfield County Public Hospital District Number 1 shall be required to carry medical malpractice insurance of at least two million dollars minimum per any claim or occurrence. Medical

malpractice insurance must be acceptable by the Board and must be a licensed carrier in the State of Washington.

6. A member of the medical staff and/or a qualified RN will provide a Medical Screening Exam to any person who presents to the Emergency Room for treatment. The purpose of the exam will be to determine if the patient has an emergent medical condition or is in active labor. Treatment will be provided according to the patient's condition. The Medical Screening Exam will be provided regardless of an individual's ability to pay.
7. Whenever a patient is admitted to the CAH (Critical Access Hospital) by a nurse practitioner, Physician Assistant or clinical nurse specialist; a doctor of medicine or osteopathy on the staff of the CAH is notified of the admission.

CAH regulations permit licensed mid-level practitioners, as allowed by the State, to admit patients to a CAH. CMS (Center for Medicare and Medicaid Service) regulations do require that Medicare and Medicaid patients be under the care of an MD/DO if admitted by a mid-level practitioner and the patient has any medical or psychiatric problem that is present on admission or develops during hospitalization that is outside the scope of practice of the admitting practitioner. Evidence of being under the care of an MD/DO must be documented in the patient's medical record. Mid-level practitioners may admit and care for patients as long as this is well documented.

Procedure would be:

1. Verify that admitting privileges are limited to those categories of practitioners as allowed by State law. This is done through the credentialing process and oversight of the Medical Director.
2. Verify that patients are admitted only by those practitioners who are currently licensed and have been granted admitting privileges by the Medical Staff in accordance with State laws and medical staff by-laws.
3. Verify that an MD/DO (doctor of medicine/doctor of osteopathy) is responsible for and is monitoring the care of each Medicare or Medicaid patient for ALL medical problems during the hospitalization.
 - a. Medical Director provides oversight and review of all Advanced Registered Nurse Practitioners and other midlevel practitioners..
 - b. Upon assessment, prior to admission ARNP/mid level practitioners determines if patient's condition and needs are within the scope of their knowledge, experience and specialty scope of practice.
 - c. If ARNP/ mid level practitioner determines the needs of the patient are beyond their scope of practice the ARNP/mid level practitioner requests assistance of the Medical Director.
 - d. Medical Director collaborates with ARNP/mid level practitioner in rendering care either directly or on a consultative basis.

- e. In the absence of the Medical Director, when the level of care exceeds the scope of practice for the ARNP/mid level practitioner, the patient is transferred to another facility that provides the level of oversight required.
4. If mid-level practitioners admit patients, verify that every Medicare/Medicaid patient is being monitored and documented by an MD/DO who is responsible for any problems outside the scope of practice of the admitting practitioners.

ARTICLE X INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES & OTHER AGENTS

Section X

1. The Board of Commissioners shall indemnify any person who is, or was, a Commissioner, or any person who served at the Commission's request as a member, officer or employee of the Board of Commissioners or any Medical Staff Committee or as a member of the Executive Board of the medical staff, against expenses or losses actually and necessarily incurred, including attorneys fees, by such person in connection with the defense of any action, suit, or proceeding in which such person is made a party by reason of being, or having been a Commissioner, member, officer, employee of the Board of Commissioners or member of a medical staff, except in such matters where such person shall be adjudged in such action, suit, or proceedings to be liable for willful or intentional misconduct or a knowing violation of the law.
2. No commissioner, or other person, who has served at the Commission's request as a member, officer, or employee of the Board of Commissioners shall be liable to the District for monetary damages arising as a result of their conduct as a Commissioner, member, officer, or employee of the Board of Commissioners, except in matters where the person's conduct is adjudged to be willful or intentional misconduct or a knowing violation of the law.
3. General: An individual made a party to proceeding because the individual is or was a director of the corporation may be indemnified against liability incurred in the proceeding, but only if indemnification is both: Determined permissible; and authorized.
4. Notice to Government Officials: Should any requirement of notice of activities of the corporation be required the chairman shall authorize such notice and a notice shall be sent to the proper governmental agency under the Washington RCW or WAC.

ARTICLE XI REVIEW REVISION AMENDMENTS

Section XI

1. The District Bylaws shall periodically be reviewed, at least every two (2) years, by the Board to make recommendations for amendments to comply with current practice or regulations.
2. The Bylaws may be amended by the affirmative vote of a majority of the members of the Board at any regular meeting or a special meeting of the Board called for that purpose.

Ratified and signed this 2nd Day of December, 2009.

President and Commissioner

Secretary and Commissioner

Commissioner

Commissioner

Commissioner