

CLINICAL AFFAIRS COMMITTEE PROPOSED CHANGES TO UCSF DIVISION BYLAW 175

STATEMENT OF PURPOSE

Faculty should have a stronger voice advising UCSF Health on its affiliations with other health care providers. Affiliations are increasingly needed and increasingly common in the interconnected world of health care. The Academic Senate and UCSF Health should have clear procedures for engaging with faculty on issues related to affiliations to advance shared governance.

The Clinical Affairs Committee is well-positioned to advise UCSF Health on its affiliations with other health care providers, and the Committee seeks to amend Division Bylaw 175 to facilitate the review of affiliations. The Committee's proposed amendment would add the UC Health Chief Strategy Officer and an attorney from the Office of the General Counsel (or their designees) as guests of the Committee for the purpose of reviewing affiliations. The Chair of the Committee on Faculty Welfare, the Chair of the Committee on Equal Opportunity, and a bioethicist would be added as *ad hoc* members with the ability to vote on issues involving affiliations. Finally, the proposed amendment adds "advising UCSF Health on affiliations" to the duties of the Clinical Affairs Committee."

In preparing this proposal, the Committee realized that the voice of its Division-appointed faculty members could be diluted by the number of *ex officio* members on the Committee. Accordingly, the Committee seeks to further amend Bylaw 175 to make its *ex officio* members guests.

PROS: The proposed amendments would position the Clinical Affairs Committee to advise UCSF Health on affiliations with other health care providers. By adding the chairs of the Committee on Faculty Welfare and the Committee on Equal Opportunity as *ad hoc* members, the Committee will better represent the voice of UCSF's faculty when providing guidance on affiliations. The Committee on Equal Opportunity and Committee on Faculty Welfare have valuable insight into faculty and patient well-being particularly when issues involve reproductive rights, gender affirming care, end-of-life treatment, and religious freedom. Including a person with bioethics expertise on Committee would enhance the Committee's ability to thoughtfully advise UCSF Health on affiliations, particularly when an affiliation raises issues about access to care and quality of care. By adding UCSF's Chief Strategy Office, the Clinical Affairs Committee will have more direct contact with the team at UCSF Health that is managing affiliations. By adding an attorney from the Office of the General Counsel, the Clinical Affairs Committee will be able to better understand and discuss potential and existing contracts that create affiliations. Adding the responsibility of advising UCSF Health on affiliations to the duties of the Clinical Affairs Committee makes it clear that the Committee is committed to this important engagement with UCSF Health. Last, by making the *ex officio* Chief Executive Officers guests instead of voting members, the Committee ensures that faculty appointed to their roles by the Division are the primary voice of the Committee.

CONS: The Clinical Affairs Committee believes its proposed amendment has limited drawbacks. Insofar as increasing the Committee's membership creates an unreasonable burden on already busy committee chairs and executives, the Committee notes that the new *ad hoc* members are not regular members and will only be called to meetings that involve affiliation reviews.

Additionally, the *ad hoc* members can send designees in their place if they are not able to attend affiliation reviews. The Committee acknowledges that reviewing affiliations will increase the workload for general Committee members. The Committee believes if the service commitment becomes too great, the Committee could use subcommittees to share the burden, or the Senate could explore ways of recognizing this increased service. Last, the Committee acknowledges that by changing the status of the *ex officio* Chief Executive Officer members to guests reduces their voice on the Committee. The CEOs or their designees would continue to be invited to all meetings and would participate in discussions, but they would not vote on matters.

PROPOSED BYLAW 175

175. Committee on Clinical Affairs

A. Regular Membership: This Committee shall consist of at least eight faculty members. The faculty members will be chosen from the following faculty series: In-Residence, Ladder-rank, Clinical X, Health Sciences Clinical, and Adjunct. Of these faculty members, there will be at least one member from each of the four Schools. These faculty members should be engaged in clinical activity, and represent the various clinical entities operated by or affiliated with UCSF.

B. *Ad Hoc* Membership: The Chair of the Committee on Faculty Welfare and the Chair of the Committee on Equal Opportunity or their designees and a person with bioethics expertise shall join the Committee as *ad hoc* members when it meets to review an affiliation of UCSF Health with another health care provider. *Ad hoc* members do not count toward the eight faculty members required to make up the regular membership of the Clinical Affairs Committee. *Ad hoc* members shall vote on matters involving affiliations but not on other matters.

C. Guests: The Chief Executive Officers or their designees from UCSF Health, the San Francisco VA Health Care System, Zuckerberg San Francisco General Hospital, and the Canopy Health network and the President or a designee of UCSF Benioff Children's Hospital Oakland will be permanent guests of the Committee. The UCSF Health Chief Strategy Officer and an attorney from the Office of General Counsel shall be guests for purposes of reviewing affiliations of UCSF Health with other health care providers.

D. Quorum: A quorum shall be established by five members, at least three of whom must be regular members.

E. Duties:

1. To confer with and advise the Chancellor and Administrative Officers on policy and matters regarding clinical activities affecting the academic mission of the University.
2. To report to the Academic Senate on clinical activities at UCSF affecting the mission of the University.
3. To conduct regularly scheduled reviews and report on the conditions of the various clinical entities operated by or affiliated with UCSF.
4. To maintain liaison with other Committees of the Division and other agencies of the Campus and University on matters relating to clinical activities.
5. To advise UCSF Health on affiliations with other health care providers.

ANNOTATED PROPOSED CHANGES TO BYLAW 175

175. Committee on Clinical Affairs

A. ~~Regular~~ Membership:

~~General:~~ This Committee shall consist of at least eight faculty members ~~and five ex officio members~~. The faculty members will be chosen from the following faculty series: In-Residence, Ladder-rank, Clinical X, Health Sciences Clinical, and Adjunct. Of these faculty members, there will be at least one member from each of the four Schools. These faculty members should be engaged in clinical activity, and represent the various clinical entities operated by or affiliated with UCSF.

~~Ex Officio~~

B. Ad Hoc Membership: The Chair of the Committee on Faculty Welfare and the Chair of the Committee on Equal Opportunity or their designees and a person with bioethics expertise shall join the Committee as ad hoc members when it meets to review an affiliation of UCSF Health with another health care provider. Ad hoc members do not count toward the eight faculty members required to make up the regular membership of the Clinical Affairs Committee. Ad hoc members shall vote on matters involving affiliations but not on other matters.

C. Guests: The Chief Executive Officers or their designees from UCSF Health, the ~~Veterans' Affairs Medical Center San Francisco VA Health Care System, Zuckerberg~~ San Francisco General Hospital, ~~and the Canopy Health network and the President or a designee of UCSF Benioff Children's Hospital Oakland and Canopy Health~~ will be ~~ex officio members. The systemwide Academic Senate representative to the UC Regents Committee on Health Services will be a permanent, non-voting guest.~~ **guests of the Committee. The UCSF Health Chief Strategy Officer and an attorney from the Office of General Counsel shall be guests for purposes of reviewing affiliations of UCSF Health with other health care providers.**

D. Quorum: A quorum shall ~~consist of~~ **be established by** five members, **at least three of whom must be regular members.**

~~B.~~

E. Duties:

- 1.** To confer with and advise the Chancellor and Administrative Officers on policy and matters regarding clinical activities affecting the academic mission of the University.
- 2.** To report to the Academic Senate on clinical activities at UCSF affecting the mission of the University.
- 3.** To conduct regularly scheduled reviews and report on the conditions of the various clinical entities operated by or affiliated with UCSF.
- 4.** To maintain liaison with other Committees of the Division and other agencies of the Campus and University on matters relating to clinical activities.
- 5. To advise UCSF Health on affiliations with other health care providers.**

CURRENT BYLAW 175

175. Committee on Clinical Affairs

A. Membership:

1. General: This Committee shall consist of at least eight faculty members and five ex officio members. The faculty members will be chosen from the following faculty series: In-Residence, Ladder-rank, Clinical X, Health Sciences Clinical, and Adjunct. Of these faculty members, there will be at least one member from each of the four Schools. These faculty members should be engaged in clinical activity, and represent the various clinical entities operated by or affiliated with UCSF. [Am 1 Sep 03, Am 29 Jul 16]
2. Ex Officio: The Chief Executive Officers or their designees from UCSF Health, the Veterans' Affairs Medical Center, San Francisco General Hospital, UCSF Benioff Children's Hospital Oakland and Canopy Health will be ex officio members. The systemwide Academic Senate representative to the UC Regents Committee on Health Services will be a permanent, non-voting guest. A quorum shall consist of five members. [Am 1 Sep 03, Am 29 Jul 16]

B. Duties:

1. To confer with and advise the Chancellor and Administrative Officers on policy and matters regarding clinical activities affecting the academic mission of the University.
2. To report to the Academic Senate on clinical activities at UCSF affecting the mission of the University.
3. To conduct regularly scheduled reviews and report on the conditions of the various clinical entities operated by or affiliated with UCSF.
4. To maintain liaison with other Committees of the Division and other agencies of the Campus and University on matters relating to clinical activities. [En 17 June 99]