

AMBULATORY SURGICAL CENTER (ASC) AT LBJ GOVERNING BODY

Thursday, May 18, 2023

9:00 A.M.

BOARD ROOM

4800 Fournace Place, Bellaire, Texas 77401

The meeting may be viewed online at: <http://harrishealthtx.swagit.com/live>

Notice: Some Board Members may participate by videoconference.

Mission

Harris Health is a community-focused academic healthcare system dedicated to improving the health of those most in need in Harris County through quality care delivery, coordination of care, and education.

AGENDA

- | | | |
|---|---------------------------------|-----------------|
| I. Call to Order and Record of Attendance | Ewan D. Johnson, MD, PhD | 2 min |
| II. Approval of the Minutes of Previous Meeting | Ewan D. Johnson, MD, PhD | 2 min |
| <ul style="list-style-type: none"> • ASC at LBJ Governing Body Meeting – February 16, 2023 | | |
| III. Executive Session | Ewan D. Johnson, MD, PhD | 30 min |
| A. Discussion Regarding Medical Staff Applicants and Privileges for the Ambulatory Surgical Center (ASC) at LBJ Governing Body, Pursuant to Tex. Health & Safety Code Ann. §161.032 and Tex. Occ. Code Ann. §160.007 to Receive Peer Review and/or Medical Committee Report in Connection with the Evaluation of the Quality of Medical and Health Care Services, Including Consideration of Approval of Medical Staff Applicants and Privileges for the ASC at LBJ Governing Body Upon Return to Open Session – <i>Dr. Scott Perry</i> | | <i>(10 min)</i> |
| B. Report by the Vice President, Compliance Officer, Regarding Compliance with Medicare, Medicaid, HIPAA and Other Federal and State Healthcare Program Requirements and a Status of Fraud and Abuse Investigations, Pursuant to Tex. Health & Safety Code Ann. §161.032, Including Possible Action Regarding this Matter Upon Return to Open Session – <i>Mr. Anthony Williams</i> | | <i>(10 min)</i> |
| C. Report Regarding Quality of Medical and Healthcare, Pursuant to Tex. Health & Safety Code Ann. §161.032 and Tex. Occ. Code Ann. §160.007 to Receive Peer Review and/or Medical Committee Report in Connection with the Evaluation of the Quality of Medical and Healthcare Services, Including ASC at LBJ Quality Scorecard Report, Quality Review Committee Report and Medical Executive Committee Report, Including Possible Action Upon Return to Open Session – <i>Dr. Matasha Russell, Dr. Scott Perry and Mr. Matthew Reeder</i> | | <i>(10 min)</i> |

IV. Reconvene	Ewan D. Johnson, MD, PhD	2 min
V. General Action Item(s)	Ewan D. Johnson, MD, PhD	13 min
<p>A. General Action Item(s) Related to Quality: Ambulatory Surgical Center at LBJ Governing Body Medical Staff</p> <p>1. Consideration of Approval of Credentialing Changes for Members of the Harris Health System Ambulatory Surgical Center at LBJ Governing Body Medical Staff – Dr. Scott Perry</p>		<i>(3 min)</i>
<p>B. Consideration of Approval of the Governing Body Bylaws of the Ambulatory Surgical Center at LBJ Governing Body</p> <p>– Dr. Scott Perry and Mr. Matthew Reeder</p>		<i>(5 min)</i>
<p>C. Consideration of Approval to Appoint or Reappoint Key Positions to the Ambulatory Surgical Center at LBJ Governing Body</p> <p>– Dr. Scott Perry and Mr. Matthew Reeder</p> <p>1. Administrator – Matthew Reeder</p> <p>2. Clinical Manager(s) – Jessica Larson and Myles Matherne</p> <p>3. Medical Director – Scott Perry, M.D.</p> <p>4. Business Office Manager – Pollie Martinez</p> <p>5. QA/PI Officer – Gina Taylor</p> <p>6. Medical Staff Privileges Officer – Eunice Ambriz</p> <p>7. Infection Control Coordinator – Maria Taylor</p> <p>8. Pharmacy Officer – Alvin Nnabuife</p> <p>9. Risk Manager – Scott Stanley</p> <p>10. Compliance Officer – Anthony Williams</p> <p>11. Safety Officer – Harold Sias</p> <p>12. Radiation Officer – Patricia Svolos</p> <p>13. Privacy Officer – Carolynn Jones</p> <p>14. Medical Records Officer – Veronica De Leon</p>		<i>(5 min)</i>
VI. ASC at LBJ Medical Director and Administrator Reports	Ewan D. Johnson, MD, PhD	10 min
<p>A. Report Regarding Medical Staff Operations, Clinical Operations, Statistical Analysis of Services Performed and Operational Opportunities at the Ambulatory Surgical Center at LBJ Governing Body, Including Questions and Answers</p> <p>– Dr. Scott Perry and Mr. Matthew Reeder</p>		
VII. Adjournment	Ewan D. Johnson, MD, PhD	1 min

**MINUTES OF THE HARRIS HEALTH SYSTEM
 AMBULATORY SURGICAL CENTER AT LBJ GOVERNING BODY MEETING
 February 16, 2023
 9:00 AM**

AGENDA ITEM	DISCUSSION	ACTION/RECOMMENDATIONS
I. Call to Order & Record of Attendance	The meeting was called to order at 9:00 a.m. by Ewan D. Johnson, MD, PhD, Chair. It was noted that a quorum present and the attendance was recorded. Dr. Johnson stated while some of Board members are in the room with us today, others will participate by videoconference as permissible by state law and the Harris Health Videoconferencing Policy. The meeting may be viewed online: http://harrishealthtx.swagit.com/live .	A copy of the attendance is appended to the archived minutes.
II. Approval Of The Minutes Of The Previous Meeting	Approval of the Minutes of Previous Meeting: <ul style="list-style-type: none"> • ASC at LBJ Governing Body Meeting – November 17, 2022 	<u>Motion No. 23.02-01</u> Moved by Ms. Alicia Reyes, seconded by Dr. Arthur Bracey, and unanimously passed that the Governing Body approve the minutes of the previous meeting. Motion carried.
III. Executive Session	At 9:02 a.m., Dr. Johnson stated that the ASC Governing Body would enter into Executive Session for Items “A through C” as permitted by law under Texas Health & Safety Code Ann. §161.032 and Texas Occupations Code Ann. §160.007.	
	A. Discussion Regarding Medical Staff Applicants and Privileges for the Ambulatory Surgical Center (ASC) at LBJ Hospital, Pursuant to Tex. Health & Safety Code Ann. §161.032 and Tex. Occ. Code Ann. §160.007 to Receive Peer Review and/or Medical Committee Report in Connection with the Evaluation of the Quality of Medical and Health Care Services, Including Consideration of Approval of Medical Staff Applicants and Privileges for the ASC at LBJ Hospital Upon Return to Open Session.	No Action Taken.
	B. Report by the Vice President, Compliance Officer, Regarding Compliance with Medicare, Medicaid, HIPAA and Other Federal and State Healthcare Program Requirements and a Status of Fraud and Abuse Investigations, Pursuant to Tex. Health & Safety Code Ann. §161.032, Including Possible Action Regarding this Matter Upon Return to Open Session	No Action Taken.

	<p>C. Report Regarding Quality of Medical and Healthcare, Pursuant to Tex. Health & Safety Code Ann. §161.032 and Tex. Occ. Code Ann. §160.007 to Receive Peer Review and/or Medical Committee Report in Connection with the Evaluation of the Quality of Medical and Healthcare Services, Including ASC at LBJ Quality Scorecard Report, Quality Review Committee Report and Medical Executive Committee Report, Including Possible Action Upon Return to Open Session</p>	<p>No Action Taken.</p>
<p>IV. Reconvene</p>	<p>At 9:20 a.m., Dr. Johnson reconvened the meeting and stated that no action was taken in Executive Session.</p>	
<p>V. General Action Item(s)</p>	<p>A. General Action Item(s) Related to Quality: Ambulatory Surgical Center at LBJ Hospital Medical Staff</p> <p>1. Consideration of Approval of Credentialing Changes for Members of the Harris Health System Ambulatory Surgical Center at LBJ Hospital Medical Staff</p> <p>Dr. Scott Perry, Medical Director, ASC, presented the credentialing changes for members of the Harris Health System Ambulatory Surgical Center at LBJ Hospital Medical Staff. For February 2023, there were six (6) initial appointments and one (1) reappointment. A copy of the credentialing report is available in the permanent record.</p>	<p><u>Motion No. 23.02-02</u></p> <p>Moved by Ms. Alicia Reyes, seconded by Dr. Arthur Bracey, and unanimously passed that the Governing Body approve V.A. Motion carried.</p>
	<p>B. General Action Item(s) Related to Policy and Procedures</p> <p>1. Consideration of Approval of Reviewed Policy and Procedures with No Recommended Changes for the ASC at LBJ Hospital</p> <p>Mr. Matthew Reeder, R.N., Administrator, ASC at LBJ, presented the reviewed policies and procedures with no recommended changes and noted that the governing body is required to review and approve ASC policies annually, as a part of the regulatory requirements of the ASC. Copies of the policies and procedures are available in the permanent record.</p>	<p><u>Motion No. 23.02-03</u></p> <p>Moved by Dr. Arthur Bracey, seconded by Ms. Alicia Reyes, and unanimously passed that the Governing Body approve III.B.1 through III.B.3. Motion carried.</p>
	<p>2. Consideration of Approval of Amended Policy and Procedures for the ASC at LBJ Hospital</p> <p>Mr. Reeder presented the amended policies and procedures for the ASC at LBJ Hospital. He stated that there were no significant changes, however the ASC revised its policies to mirror the System’s policies. Copies of the policies and procedures are available in the permanent record.</p>	<p><u>Motion No. 23.02-04</u></p> <p>Moved by Dr. Arthur Bracey, seconded by Ms. Alicia Reyes, and unanimously passed that the Governing Body approve III.B.1 through III.B.3. Motion carried.</p>

	<p>3. Consideration of Approval of New Policy and Procedures for the ASC at LBJ Hospital</p> <ul style="list-style-type: none"> • ASC-P-1010 – Surgical Counts and Prevention of Unintentionally Retained Items <p>Mr. Reeder presented a new policy and procedure for the ASC at LBJ Hospital. The policy provides guidance on the protection of the patient from injury related to a foreign body inadvertently remaining in the operative site after closure. A copy of the policy is available in the permanent record.</p>	<p><u>Motion No. 23.02-05</u></p> <p>Moved by Dr. Arthur Bracey, seconded by Ms. Alicia Reyes, and unanimously passed that the Governing Body approve III.B.1 through III.B.3. Motion carried.</p>
<p>VI. ASC at LBJ Medical Director and Administrator Reports</p>	<p>A. Report Regarding Medical Staff Operations, Clinical Operations, Statistical Analysis of Services Performed and Operational Opportunities at the ASC at LBJ Including Questions and Answers</p> <ul style="list-style-type: none"> • People – Operating Room Staffing • 2023 ASC at LBJ Governing Body Meeting Calendar <p>Mr. Reeder shared that the ASC is operating at capacity with five (5) fully integrated operating rooms (OR). He stated that the ASC has been able to retain and train staff and that there is one (1) Nurse Clinician vacancy. Discussions ensued regarding capacity and turnaround times in the OR. Dr. Johnson expressed his thanks to the ASC staff as well as the medical schools for their commitment to caring for the patients of Harris County. There were discussions regarding a capacity needs assessment for the ASC, however, Dr. Esmail Porsa, President and Chief Executive Officer (CEO), shared that a capacity report is forthcoming. Copies of the MEC report are available in the permanent record.</p>	<p>As reported.</p>
<p>VII. Adjournment</p>	<p>Moved by Dr. Arthur Bracey, seconded by Ms. Alicia Reyes, and unanimously approved to adjourn the meeting. There being no further business to come before the Governing Body, the meeting adjourned at 9:31 a.m.</p>	

I certify that the foregoing are the Minutes of the Harris Health System ASC at LBJ Governing Body Meeting held on February 16, 2023.

Respectfully Submitted,

Ewan D. Johnson, M.D., Ph.D., Chair

Minutes transcribed by Cherry Pierson

Thursday, February 16, 2023
ASC at LBJ Governing Body Attendance

Note: For Zoom meeting attendance, if you joined as a group and would like to be counted as present, please submit an email to: BoardofTrustees@harrishealth.org before close of business the day of the meeting.

ASC at LBJ GB BOARD MEMBERS PRESENT	ASC at LBJ GB BOARD MEMBERS ABSENT	OTHER BOARD MEMBERS PRESENT
Dr. Ewan D. Johnson (<i>Chair</i>)		
Dr. Arthur W. Bracey (<i>Ex-Officio</i>)		
Ms. Alicia Reyes		
Ms. Jennifer Tijerina		
Dr. Glorimar Medina-Rivera		
Dr. Scott Perry, Medical Director, ASC		
Mr. Matthew Reeder, Administrator, ASC		
EXECUTIVE LEADERSHIP		
Dr. Esmail Porsa, President & Chief Executive Officer		
Mr. Anthony Williams, Vice President, Compliance Officer		
Dr. Jackie Brock, Executive Vice President & Chief Nursing Executive		
Dr. Jennifer Small, Executive Vice President, Ambulatory Care Services		
Mr. Louis Smith, Senior Executive Vice President & Chief Operating Officer		
Ms. Maria Cowles, Senior Vice President, Chief of Staff		
Dr. Matasha Russell, Chief Medical Officer, Ambulatory Care Services		
Mr. Michael Hill, Executive Vice President, Chief Strategy & Integration Officer		
Ms. Olga Llamas Rodriguez, Vice President, Community Engagement & Corporate Communications		
Ms. Patricia Darnauer, Executive Vice President, Lyndon B. Johnson Hospital		
Mr. Ron Fuschillo, Senior Vice President and Chief Information Officer		
Dr. Sandeep Markan, Chief of Staff, Ben Taub Hospital		
Ms. Sara Thomas, Vice President Legal Affairs/Managing Attorney, Harris County Attorney's Office		
Dr. Steven Brass, Executive Vice President & Chief Medical Executive		
Dr. Tien Ko, Chief of Staff, Lyndon B. Johnson Hospital		

OTHERS PRESENT	
Cherry Pierson	John Matcek
Daniel Smith	Matthew Schlueter
Derek Curtis	Nicholas Bell
Elizabeth Winn	Randy Manarang
Jennifer Zarate	Tai Nguyen
Jerry Summers	

Thursday, May 18, 2023

Executive Session

Discussion Regarding Medical Staff Applicants and Privileges for the Ambulatory Surgical Center (ASC) at LBJ Governing Body, Pursuant to Tex. Health & Safety Code Ann. §161.032 and Tex. Occ. Code Ann. §160.007 to Receive Peer Review and/or Medical Committee Report in Connection with the Evaluation of the Quality of Medical and Health Care Services, Including Consideration of Approval of Medical Staff Applicants and Privileges for the ASC at LBJ Governing Body Upon Return to Open Session

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Thursday, May 18, 2023

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Report Regarding Quality of Medical and Healthcare, Pursuant to Tex. Health & Safety Code Ann. §161.032 and Tex. Occ. Code Ann. §160.007 to Receive Peer Review and/or Medical Committee Report in Connection with the Evaluation of the Quality of Medical and Healthcare Services, Including ASC at LBJ Quality Scorecard Report, Quality Review Committee Report and Medical Executive Committee Report, Including Possible Action Upon Return to Open Session

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Thursday, May 18, 2023

Consideration of Approval of Credentialing Changes for Members of the Harris Health System Ambulatory Surgical Center at LBJ Governing Body Medical Staff

Ambulatory Surgical Center Governing Body

May 2023 Medical Staff Credentials Report



Medical Staff Initial Appointments: 6

Medical Staff Reappointments: 12

Medical Staff Resignations: 3

Files for Discussion: 1

Thursday, May 18, 2023

Consideration of Approval of the Governing Body Bylaws of the
Ambulatory Surgical Center at LBJ Governing Body

| Final2023

HARRISHEALTH
AMBULATORY SURGICAL CENTER AT LBJ

**GOVERNING BODY BYLAWS OF
THE AMBULATORY SURGICAL CENTER (ASC)
AT LBJ**

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PREAMBLE

WHEREAS, The Ambulatory Surgical Center at LBJ, (“ASC”) is an ambulatory surgical center, as defined in Title 25, Part 1, Chapter 135, of the Texas Administrative Code, as amended; and

WHEREAS, the ASC is wholly owned by the Harris County Hospital District d/b/a Harris Health System (“Harris Health”), which is organized under the laws of the State of Texas and pursuant to Chapter 281 of the Texas Health and Safety Code Ann. as amended; and

WHEREAS, the ASC is a distinct entity that operates exclusively for the purpose of providing surgical services to patients not requiring hospitalization and in which the expected duration of services will not exceed twenty-four (24) hours following an admission; and

WHEREAS, subject to oversight by the Harris Health Board of Trustees, the ASC Governing Body assumes full legal responsibility for determining, implementing, and monitoring policies governing the ASC’s operation, including the quality and safety of the medical care in the ASC, and holding the medical staff of the ASC accountable to fulfill the ASC’s obligations to its patients; and

THEREFORE, the practitioners and Advanced Practice Professionals practicing in the ASC shall carry out the functions delegated to the medical staff of the ASC by the Governing Body in compliance with these Bylaws and the Medical Staff Bylaws of the ASC.

DEFINITIONS

1. The term “Advanced Practice Professional” means an individual who holds a state license in his/her profession as well as other educational credentials attesting to training and qualifications to provide services in one or more of the following categories: Physician Assistant (PA), Certified Registered Nurse Anesthetist (CRNA), Nurse Practitioner (NP), Clinical Nurse Specialist (CNS), Optometrist (OD), Certified Nurse Midwife (CNM), Clinical Psychologist, Registered Dietician, Microbiologist, Pathology Assistant, and other non-physician healthcare providers/researchers who provide services to patients in categories approved by the Board of Trustees.

~~1-2.~~ 2. The term “Administrator” shall refer to the person filling that office pursuant to Article VI.

~~2-3.~~ 3. The term “Medical Staff” means all practitioners (as such term is defined below) who maintain privileges to treat patients in the ASC.

~~3-4.~~ 4. The term “Medical Director” shall refer to the person filling that office pursuant to Article VI.

5. The term “ASC Governing Body” means the body with governing authority of the ASC. The ASC Governing Body has oversight and accountability for the quality assessment and performance improvement program, and ensures that the facility policies and programs are administered to provide quality healthcare in a safe environment. “Ex-officio” means service as a member of a body by virtue of an office or position held and, unless otherwise expressly provided, means without voting rights.

ARTICLE I: NAME

The name of the organization governed by these Bylaws shall be The Ambulatory Surgical Center at LBJ (ASC).

ARTICLE II: PURPOSE

The purposes of this organization are:

1. To operate a licensed, certified, and accredited ambulatory surgery center;
2. To provide the best possible care for all patients admitted to or treated in any of the facilities, departments, or services of the ASC;
3. To provide the community with a facility in which medical and surgical procedures can be safely carried out on a short-stay basis;
4. To ensure a high level of professional performance of all Medical Staff members authorized to practice in the ASC through appropriate delineation of the clinical privileges that each Medical Staff member may exercise (see Article VI) and through an ongoing review and evaluation of each Medical Staff member's performance; and
5. To provide an appropriate educational setting for Medical Staff members that will maintain medical and scientific standards that will lead to continuous advancement in professional knowledge and skill.

ARTICLE III: ASC GOVERNING BODY

Section 1. General Responsibilities

The ASC Governing Body is responsible for determining, implementing, and monitoring policies governing the ASC's total operation. The ASC Governing Body has oversight and accountability for the quality assessment and performance improvement program, and ensures that the facility policies and programs are administered to provide quality healthcare in a safe environment. The ASC Governing Body is also responsible for developing and maintaining a disaster preparedness plan. The ASC Governing Body may delegate day-to-day operational responsibilities to administrative, medical, or other personnel, but retains the ultimate responsibility for the overall operations of the ASC and quality of its services. Any delegation of the ASC Governing Body's authority must be documented in writing. The ASC Governing Body is responsible for ensuring that the Harris Health Board of Trustees ("Board of Trustees") is provided with ASC operating and quality reports on at least a ~~quarterly~~-biannual basis. The ASC quality reports may be reported to the Harris Health Quality Governance Council, who reports to the Board of Trustees.

Commented [TLS1]: The reports are provided on a biannual basis

Section 2. Appointment, Number, Term, Membership and Qualifications

The members of the ASC Governing Body shall be appointed by the Board of Trustees.

~~The ASC Governing Body shall consist of seven~~ix~~ (7~~6~~) members including five (5) voting members and two (2) ex-officio non-voting members.~~ The ASC Governing Body will include four three (43) members of the Board of Trustees appointed to be on the ASC Governing Body who will be voting members. Each of the four three (43) members who are also members of the Board of Trustees shall hold office for two (2) years or until his/her resignation, retirement, removal, disqualification or his/her successor is appointed by the Board of Trustees. ~~The terms of three (3) members who are also members of the Board of Trustees expire on November 1st of odd years and the term of one member expires on November 1st of even years. These three (3) members will continue to serve until their successors are appointed.~~ These four three (43) members are eligible for reappointment at the discretion of the Board of Trustees. ~~A~~The Harris Health Executive Vice President and Chief Nursing Executive shall also be a voting member of the ASC Governing Body. The members of the ASC Governing Body shall also include two (2) non-voting ex-officio members: the Medical Director of the ASC and the Nursing Director/Administrator of the ASC. ~~In the event of a tie vote of the voting members of the Governing Body, the Medical Director shall cast the deciding vote. All ASC Governing Body members serve without compensation and may be removed, with or without cause, by the Board of Trustees.~~

Commented [TLS2]: Clarified membership

Section 3. Powers Reserved to Harris Health Board of Trustees

~~The ASC Governing Body has no authority to commit expenditures of Harris Health funds without prior approval by the Board of Trustees and compliance with the Harris Health Purchasing Manual.~~

The following powers are reserved to the Harris Health Board of Trustees and the ASC Governing Body is prohibited from taking any action of the following matters without the prior approval by resolution (or other appropriate written form of approval) of the Harris Health Board of Trustees acting as Harris Health's governing body under Chapter 281 of the Texas Health and Safety Code:

- a. Expenditure of Harris Health funds.
- b. Adoption, amendment, or revocation of the Bylaws of The Ambulatory Surgical Center at LBJ.
- c. Appointment and removal of the members of the ASC Governing Body.

ARTICLE IV: MEETING OF GOVERNING BODY

Section 1. Regular Meetings

The ASC Governing Body shall meet a minimum of four (4) times per year, one of these meeting shall serve as an annual meeting of the ASC Governing Body. The meeting shall be held at such place as the ASC Governing Body may designate. Additional meetings may be held at the discretion of the ASC Governing Body to conduct the business of the ASC.

Regular meetings shall include, without limitation, the following items:

- a. Disposition of minutes of previous meetings;
- b. Consent Items;

- c. Reports and recommendations from the Medical Executive Committee regarding credentialing and peer review and from the Quality Review Council regarding quality of care for the ASC Governing Body's consideration;
- d. Items relating to fiscal affairs, including statistical and financial reports, together with cumulative reports for the fiscal year-to-date;
- ~~e. Reports and items from standing committees, if any;~~
- ~~f. Reports and items from special committees, if any;~~
- ~~g-e.~~ Miscellaneous items;
- ~~h-f.~~ Administrator's Report;
- ~~i-g.~~ Medical Director's Report; and
- ~~j-h.~~ Executive session items.

Section 2. Special or Emergency Meetings

Special meetings of the ASC Governing Body may be called by the Chair or another Member of the ASC Governing Body. A special meeting shall be for the purpose of considering the item or items on the agenda for such a meeting.

Section 3. Notice of Meetings

For all regular meetings, the members shall be notified in writing not less than seventy-two (72) hours in advance of the scheduled meeting.

A schedule of regular meetings of the ASC Governing Body shall be published as part of the yearly Harris Health System Board calendar.

For special or emergency meetings, dependent upon the time available and the urgency of the occasion, members may be notified by mail, telephone, e-mail, or facsimile transmittal, setting out the date, time, and specific purpose of the special or emergency meeting.

Notice of each meeting shall be posted as required by the Texas Open Meetings Act.

Section 4. Quorum

The presence of at least three (3) ASC Governing Body voting members, two (2) of whom are also members of the Board of Trustees, shall constitute a quorum for the transaction of business.

Section 5. Attendance

Each member of the ASC Governing Body is expected to attend at least 70% (seventy percent) of the regularly scheduled meetings, including appropriate committee meetings during any 12-month period.

Section 6. Manner of Acting

Except as otherwise provided in these bylaws, the act of the majority of the members present at a meeting at which a quorum is present shall be the act of the ASC Governing Body.

Section 7. Public Meetings

All meetings of the ASC Governing Body shall be open to the public, except that the ASC Governing Body may hold Executive Sessions in accordance with the Texas Open Meetings Act.

Section 8. Committees of the ASC Governing Body

The ASC Governing Body, by resolution adopted by a majority of the members of the ASC Governing Body present at a meeting at which a quorum is present, may designate members to constitute committees, standing or special. The committees shall make recommendations to the ASC Governing Body.

Section 9. Rules of Order

- a. Robert's Rules of Order Newly Revised (~~the most recent version~~^{12th edition, or such later edition, as may be appropriate}) shall govern the proceedings of the meetings of the ASC Governing Body in all matters not inconsistent with these Bylaws or the Constitution and laws of the State of Texas. Notwithstanding anything contained in such Rules to the contrary, the Chair of the ASC Governing Body may vote on any matter before the ASC Governing Body.
- b. If any member or members in the minority on any question wishes to present a written minority opinion to the ASC Governing Body Secretary, such opinion shall be filed with the permanent records of ASC.
- ~~e. The ASC Governing Body shall not entertain any motions or resolutions involving the expenditure of Harris Health funds of the ASC until the availability of such funds is certified to the ASC Governing Body by the Chief Financial Officer of Harris Health or his/her designee.~~

ARTICLE V: OFFICERS

Section 1. Officers of the ASC Governing Body

The ASC Governing Body at its annual meeting ~~to be held in March of each year~~ ^{biennially} shall elect a Chair, and may elect such other officers, which may include a Vice Chair, a Secretary, and other officers and assistant officers, as the ASC Governing Body deems necessary or advisable for the efficient operation of the ASC's affairs. Any two or more offices may be held by the same person.

Section 2. Election and Term

Officers of the ASC, if any, shall be elected ~~bi-annually~~^{biennially} by the ASC Governing Body at the March Annual Meeting of the ASC Governing Body. Each officer shall hold office until his successor shall have been duly elected or until his or her prior death, resignation, or removal.

Section 3. Duties of the Officers

- a. Duties of the Chair

The Chair shall preside at all meetings of the Governing Body. With the approval of the Governing Body, the Chair may appoint various committees as necessary to accomplish the goals of the Governing Body.

b. Duties of the Vice Chair

The Vice Chair shall perform the duties of the Chair in his/her absence or in the event of his/her resignation, death, disability, or removal pending election of a successor Chair.

c. Duties of the Secretary

The Secretary shall see that suitable records are maintained of each meeting of the Governing Body and committees of the Governing Body, and shall submit the minutes at the next meeting of the Governing Body or committee, as applicable. After approval, such records shall be read and signed by the Chair or the member presiding, and attested by the Secretary of the meeting, if applicable.

The Secretary shall cause all members of the Governing Body to be notified of all Governing Body -meetings in the following fashion:

- a. For all regular meetings, the members shall be notified in writing not less than seventy-two (72) hours in advance of the scheduled meeting.
- b. For special or emergency meetings, dependent upon the time available and the urgency of the occasion, members may be notified by mail, telephone, e-mail, or facsimile transmittal, setting out the date, time, and specific purpose of the special or emergency meeting.

Notice of each meeting shall be posted as required by the Texas Open Meetings Act.

ARTICLE VI: ADMINISTRATION

Section 1. ASC Governing Body Responsibilities

1. *Medical Staff.* The ASC Governing Body is responsible for the conduct of the members of the ASC Medical Staff. In fulfillment of this responsibility, the ASC Governing Body shall provide for the establishment of a Medical Staff and shall act as the final authority with regard to all appointments, the granting, restricting or revocation of clinical privileges; all corrective action and the involuntary termination of staff membership. The ASC Governing Body shall approve the Medical Staff Bylaws, its organizational structure and rules and regulations. The ASC Governing Body reserves the right to change the Bylaws of the Medical Staff when, after due course, the Medical Staff has failed to do so when necessary in order to comply with the passage of law, change in accreditation standards or other changes in federal or state laws or statutes.
2. *Administration.* The ASC Governing Body is responsible for the appropriate management and administration of the ASC. In fulfillment of this responsibility, the ASC Governing Body shall employ an appropriate qualified, competent Administrator; establish an annual operating budget;

and establish such policies as are necessary to properly guide the ASC's operations.

3. *Quality Improvement.* The ASC Governing Body is responsible for utilization, quality, appropriateness of procedures, and the appropriateness of medical care rendered by and at the ASC. In fulfillment of this responsibility, the ASC Governing Body shall cause to be established a Quality Improvement program, which will effectively monitor the quality of care and utilization of facilities with the reports of such activities, made to the ASC Governing Body at least annually.
4. *Standards.* The ASC Governing Body is responsible for maintaining the ASC programs and services in line with the community and other appropriate standards. In fulfillment of this responsibility, the ASC Governing Body directs that the ASC meet and maintain standards for licensure as an ambulatory surgery center in the state of Texas, for participation in the Medicare program, and accreditation by an organization of the ASC Governing Body's choice.

Section 2. Administrator

1. *Appointment.* The Administrator shall be approved by the ASC Governing Body and must be a Registered Nurse.
2. *Responsibilities.* The duties of the Administrator include:
 - A. Execute the mission and goals of the facility.
 - B. Provide for careful maintenance of patient rights.
 - C. Call upon and coordinate use of corporate personnel and system resources. This includes but is not limited to, corporate legal and financial data processing, staffing, credentialing, marketing, human resources, and development expertise.
 - D. Build the ASC's reputation with the community in general.
 - E. Provide responsibility for business development of the center in conjunction with Harris Health System Business Development/Marketing Department.
 - F. Participate in professional and community organizations to promote public relations in areas relating to healthcare.
 - G. Understand, implement, and maintain personnel policies, employee benefits, a wage and salary program, and appropriate job descriptions that have approval by the ASC Governing Body
 - H. Establish and maintain appropriate internal organizational lines of communication, authority, and accountability. Develops improved management techniques and practices.
 - I. Assist in negotiation and execution of ASC contracts.
 - J. Participates and coordinates selection and training of new management team members.
 - K. Coordinates, with members of the management team, the center's philosophy and objectives related to staff performance standards, policies and procedures, job classifications, and compliance with government regulations.
 - L. Assist the Medical Staff in arranging for an appropriately trained, professional staff capable of providing safe, efficient, quality patient care.
 - M. Provide a structure that clearly delineates the authority and responsibility of the Medical Staff within the organization.
 - N. Ensure that appropriate policies and procedures are developed by the Medical Staff for the safe, effective conduct of business and provision of patient care.
 - O. Assist the Medical Staff in developing Quality Improvement, Risk Management and Peer Review programs in accordance with applicable standards.
 - P. Ensure that all provisions are made for ancillary services including laboratory, radiology, and

pathology services; and assure that appropriate transfer agreements have been entered into with a local hospital.

- Q. Ensure that the organization does not discriminate on the basis of race, creed, sex, national origin or religion.
- R. Formulate short and long range plans in accordance with the missions and goals of the facility.

Section 3. Medical Director

1. *Appointment.* The Medical Director shall be appointed and approved by the ASC Governing Body and shall serve for a period of two (2) years. The Governing Body may reappoint the Medical Director for additional two-year terms unless the appointment is otherwise cancelled by the Governing Body or the Medical Director. The Medical Director appointment may be cancelled by either the Governing Body or the Medical Director by providing thirty (30) days written notice to either party. The Medical Director shall perform the duties assigned by the ASC's Governing Body and by the Governing Body Bylaws and Medical Staff Bylaws of the ASC.
2. *Responsibilities.* The Medical Director is invested with the following duties and prerogatives:
 - A. Call and preside over Quality Improvement (QI) meetings.
 - B. Facilitate adherence of the Medical Staff of the ASC to the ASC Bylaws.
 - C. Be chief spokesperson and enunciator of policy for the Medical Staff.
 - D. Monitor adherence to policies with respect to patient rights.
 - E. Assist the Administrator in arranging for an appropriately trained, professional staff capable of providing safe, efficient, quality patient care.
 - F. Assist the Administrator in developing a structure that clearly delineates the authority and responsibility of the Medical Staff within the organization.
 - G. Take the initiative in developing, on behalf of the Medical Staff, appropriate policies and procedures for the safe, effective conduct of business and provision of patient care; and review all clinical policies and procedures of the ASC. The Medical Director shall be specifically authorized to approve (after consultation with the appropriate QI specialty representatives) and implement policies and procedures (subject to such subsequent QI review and ASC Governing Body ratification).
 - H. Take the initiative in developing, on behalf of the Medical Staff, Quality Improvement, Risk Management, and Peer Review programs in accordance with applicable standards.
 - I. Advise the Administrator in arranging for ancillary services including laboratory, radiology, and pathology services.
 - J. Carry out all other duties specifically entrusted to him/her by the QI, ASC Governing Body or any other provision of these Bylaws.

Section 4. Appointment /Reappointment of Members of the Medical Staff

The ASC Governing Body shall approve the mechanism for initial appointment and biennial reappointment to the Medical Staff. This process shall be identified in the ASC Medical Staff Bylaws. The ASC Governing Body shall approve the delineation of clinical privileges and shall act to approve/disapprove changes to the delineation of clinical privileges recommended by the ASC's Medical Executive Committee. The ASC's Medical Executive Committee shall review the applications and qualifications of all applicants to the Medical Staff and recommend to the ASC Governing Body professionals for appointment to the Medical Staff. The authority to approve

members of the ASC Medical Staff resides solely with the ASC Governing Body.

ARTICLE VII: GENERAL PROVISIONS

Section 1. Indemnification

Subject to consultation with the Harris County Attorney's Office and prior approval by the Board of Trustees, the ASC Governing Body may engage private legal counsel to represent a member of the ASC Governing Body in any legal matter arising out of the good faith performance of his/her public duties. To the extent permitted by law, each member of the ASC Governing Body may be indemnified by Harris Health against any other costs, expenses, and liabilities which are imposed upon or reasonably incurred by him/her by reason of his/her being or having been such member subject to approval by the Harris Health Board of Trustees except if the member has been guilty of fraud, acted in bad faith, or engaged in gross negligence or willful misconduct. Provision of private legal counsel and/or indemnification in any legal matter must be conditioned on a finding by the Harris Health Board of Trustees that 1) the provision of the defense and/or indemnification is in the public interest and not merely in the private interest of the member involved, and 2) the member was acting in good faith within the scope of his or her official duties. A not to exceed amount, reasonable legal fees, and customary expenses shall be advanced to the member upon his/her execution of an undertaking letter to Harris Health agreeing that upon a finding of the Harris Health Board of Trustees or a final court determination that the indemnified member was not acting in good faith that he/she shall reimburse Harris Health for advanced legal fees and expenses.

Section 2. Fiscal Year

The fiscal year of the ASC begins on October-March 1 and ends on the last day of September-February.

Commented [TLS3]: Lined up with HH fiscal year

Section 3. Amendments

Except as otherwise provided herein, these bylaws may be amended upon:

A majority vote of the ASC Governing Body and approval by a majority of the Board of Trustees.

Section 4. Minutes, Books, and Records

The ASC shall keep correct and complete books and records and shall also keep minutes of the proceedings of the ASC Governing Body and committees. The books, records and papers of the ASC shall be at all times, during reasonable business hours, subject to inspection as provided by the Texas Public Information Act. The ASC Medical Staff Bylaws shall also be available for inspection.

Section 5. Review

These Bylaws shall be reviewed as required by law or earlier if deemed necessary by a majority of board members, annually by the ASC Governing Body.

Section 6. Conflict of Laws

~~Final~~2023

If any provision of these Bylaws conflicts with any statute or other law of the State of Texas, such statute or law, as long as it is in effect, shall take precedence over these Bylaws.

Section 7. Adoption

These Bylaws become effective immediately upon the later date of their acceptance and adoption by both the ASC Governing Body and the Board of Trustees.

~~Accepted and adopted by the Harris Health Board of Trustees of the Harris County Hospital District d/b/a Harris Health System in Harris County, Texas on Thursday, _____, 2022.~~

Accepted and adopted by the ASC Governing Body in Harris County, Texas on _____ [Insert Date].

~~Accepted and adopted by the Harris Health Board of Trustees of the Harris County Hospital District d/b/a Harris Health System in Harris County, Texas on Thursday, _____, 2023.~~

~~Ewan Johnson~~~~Arthur Bracey~~, M.D., Ph.D.
Chair, ASC Governing Body
The Ambulatory Surgical Center (ASC) at LBJ

~~Arthur Bracey~~~~Kimberly Monday~~, M.D.
Chair, Board of Trustees
Harris County Hospital District d/b/a
Harris Health System