

**ELLSWORTH MUNICIPAL HOSPITAL
d/b/a HANSEN FAMILY HOSPITAL**

Iowa Falls, Iowa

BOARD OF TRUSTEES BYLAWS

Reviewed and Revised:	12/18/91
Revised:	04/21/93
Revised:	12/15/93
Revised:	12/20/95
Revised:	02/19/97
Revised:	05/21/97
Revised:	12/17/97
Revised:	03/31/00
Revised:	09/24/03
Reviewed:	01/23/02
Revised:	09/24/03
Reviewed:	01/28/04
Reviewed and Revised:	01/25/06
Reviewed and Revised:	02/27/08
Reviewed and Revised:	01/26/10
Reviewed and Revised:	09/22/10
Reviewed:	10/24/12
Reviewed and Revised:	02/25/15
Reviewed and Revised:	04/19/17
Reviewed	04/24/19
Next Regular Review:	04/21

BYLAWS OF THE ELLSWORTH MUNICIPAL HOSPITAL d/b/a HANSEN FAMILY
HOSPITAL BOARD OF TRUSTEES

ARTICLE I
Community Served

Ellsworth Municipal Hospital d/b/a Hansen Family Hospital (hereinafter referred to as "Hospital") is a subdivision of the City of Iowa Falls primarily serving Iowa Falls and the surrounding communities.

ARTICLE II
Purpose

Section 1. Hospital

Hospital operates as a critical access hospital. The purpose of the Hospital is to provide health care services on an emergency and non-emergency basis to all who desire its service regardless of race, color, creed, national origin, source of payment or of any other criteria not related to medical indications for admission.

The Hospital promotes high quality, accessible, and affordable health care to Hardin County and surrounding communities.

Section 2. Board of Trustees

The purpose of the Board of Trustees (Governing Body) is to establish policy, maintain quality patient care, provide for institutional management and planning, and to carry out the duties and powers enumerated in Article VII of these Bylaws. The Board of Trustees exercises the authority conferred upon municipal hospital trustees pursuant to section 392.6 and other provisions of the Iowa Code.

ARTICLE III
Membership

The Governing Body shall consist of five (5) members and shall be elected as the terms of the present members expire, as provided by law. Their term of office shall be for a period of four (4) years. Any vacancy occurring on such board shall be filled as provided by law.

Section 1. New Members

All newly-elected members to the Governing Body shall receive the following orientation:

- a. a tour of the hospital;
- b. the most recent yearly audited financial report;
- c. written documentation regarding the roles and responsibilities of the Governing Body;
- and
- d. a copy of the Governing Body and Medical Staff Bylaws.

Section 2. Continuing Education

In addition, all members of the Governing Body shall receive continuing education in at least one of the following forums:

- a. state hospital association Board of Trustees seminars;
- b. presentation by regional management network; or
- c. Board agenda presentations.

ARTICLE IV

Officers of the Governing Body

Section 1. Officers

Officers of the Governing Body shall consist of a Chairperson, Secretary, and such other officials as may be determined by the Governing Body, all of whom shall be elected by the Governing Body annually at their first meeting in the month of January.

Section 2. Chairperson

Shall be a member of the Governing Body and shall call and preside at all meetings of the Governing Body, and shall interest oneself in all affairs of the hospital. The Chairperson's duties shall include:

1. To provide leadership in the governance of the hospital.
2. To ensure that the Board of Trustees establishes its objective and develops plans to achieve them.
3. To ensure the development of an ongoing education program for Trustees.
4. To provide for a review of the effectiveness of the Board.
5. To ensure that consideration is given to ethical and conflict-of-interest aspects of all issues coming before the Board of Trustees for action.

Section 3. Duties of Secretary:

1. To keep or cause there to be kept the minutes of the meetings of the Board of Trustees. Minutes must contain the date, time, place, list of Trustees present and the vote of each Trustee. All minutes are open to public inspection. Minutes must be retained permanently by the Administrator or designee.
2. To see that all notices are duly given as required by law.
3. Preside at meetings in the Chairperson's absence.

ARTICLE V

Committees of the Governing Body

Section 1.

The Governing Body may establish such special and standing committees as it deems necessary. Any such committee established shall maintain a written record of its proceedings, recommendations, and actions, and forward same to the full Governing Body. The duration of the committee shall be at the Boards discretion.

Section 2.

The Chairperson of the Governing Body shall appoint membership, shall select officers and committee chairpersons, and assign functions of all committees.

Section 3.

Any committee shall limit its activities to the accomplishment of the task for which it is appointed and shall have no power to act except as specifically conferred by action of the Governing body. Upon completion of the task for which appointed, such special committee shall stand discharged. The Governing Body shall include Medical Staff members on Governing Body committees that deliberate issues affecting the discharge of Medical Staff responsibilities.

Section 4.

The full Governing Body will normally act as a committee of the whole in dealing with matters pertaining to finance, planning, medical staff relations, quality improvement, sponsorship, legislative affairs, community relations, and Executive Committee functions.

Section 5.

Any three members of the Governing body can act as an Executive Committee.

Section 6.

Non-Governing Body members may be appointed to serve on standing or special committees of the Governing Body.

Section 7.

A quorum at committee meetings shall consist of a majority of the members of a given committee.

Section 8.

The Governing Body is empowered to fill any vacancy in the membership of any committee.

Section 9.

Unless otherwise prescribed, committees may hold meetings at such times and places as the members thereof may determine, or when called by the Chairperson. Minutes of all meetings shall be kept and action taken shall be reported to the Governing Body at a subsequent regular meeting of the Governing Body.

Section 10.

Communication between the Medical Staff and Governing Body shall be assured by monthly reports to the Governing Body by the President of the Medical Staff or his/her designee. These reports will occur during the regularly-scheduled Governing Body meetings. In addition, a designated Board of Trustees member will attend the monthly Medical Staff meetings for purposes of communication. The full Medical Staff and Governing Body will meet jointly whenever the Governing Body or Medical Staff deem it necessary.

Section 11.

The Medical Staff Report shall:

- a. provide recommendations from the Medical Staff and make final recommendation to the Governing Body on all appointments to the Medical Staff of the hospital and on assignments of responsibilities within the Medical Staff, including definition of the scope of privileges, reappointments, reductions, extensions, suspensions, and termination of privileges.
- b. provide to the Governing Body the Medical Staff's recommendation on the specific clinical privileges to be granted to each member of the Medical Staff consistent with the scope of clinical privileges allowed in the institution.
- c. provide recommendations to the Governing Body for the adoption of amendments to, or repeal of, bylaws and rules and regulations governing the Medical Staff.
- d. provide recommendations to the Governing Body regarding any communications, requests, or recommendations including annual budgetary requirements presented by the Medical Staff through its duly authorized representatives.
- e. provide liaison communication to discuss medical/administrative matters between the Governing Body, the Chief Executive Officer and the Medical Staff.
- f. provide recommendations regarding quality improvement activities of the Medical Staff as well as the mechanisms used to conduct, evaluate and revise such activities.
- g. provide all reports on the work of the Medical Staff and make such recommendations to the Governing Body in respect thereto as the committee considers to be in the best interest of the hospital and its patients.

Section 12.

A Joint Conference Committee consisting of the Chairman of the Board, president of the Medical Staff and Chief Executive Officer will meet on an as needed basis to discuss program development, community relations, areas of disagreement, community need and other topics of interest. Areas of concern between the Board, Medical Staff and Administration will be brought to this standing committee.

ARTICLE VI

Regular and Special Meetings of the Governing Body

Section 1.

The Governing body shall meet on a monthly basis. Any gathering in person or by electronic means, whether formal or informal, of a majority of the Trustees where there are deliberations or action upon any matter within the scope of the Trustees duties shall be considered a meeting of the Board. A gathering of members for purely social purposes when there is no discussion of policy shall not be considered a meeting of the Board.

All meetings of the Board of Trustees shall be reasonably convenient to the public, at reasonable times and accessible to persons with disabilities.

Section 2.

Special meetings may be called by the Chairperson and also shall be called within seven (7) days of receipt of a written request of one-third of the members of the Governing Body. Written or telephone notice of special meetings shall be received by each member of the Board at least one (1) day before the date of such special meeting.

Section 3.

For regular or special meetings of the Governing Body, a quorum shall be three members.

Section 4.

Sufficient notice of any regular meeting shall be the written or verbal notice of any member at least two (2) days before the time set for the meeting. The notice shall specify the time, place, date, and tentative agenda of all regular and special meetings. The notice shall be posted in a prominent place easily accessible to the public at the hospital. News media who have filed a request for notice shall also be notified. All notices will be posted at least 24 hours prior to the commencement of any regular meeting.

Section 5.

Agenda at any meeting shall be as follows:

- Regular meetings:
1. Call to order.
 2. Presentation and approval of the minutes of the last meeting and of any special meeting that may have been held.
 3. Presentation and approval of the financial report.
 4. Transaction of other business that may be properly brought before the meeting.
 5. Adjournment.
- Special meetings:
1. Call to order.
 2. Transaction of the business stated in the notice.
 3. Adjournment.

Section 6.

The board proceedings will be conducted, at all times, in compliance with the Open Meetings Law, Chapter 21, Code of Iowa as the same may exist and change from time to time.

ARTICLE VII
Duties and Powers

The Governing Body shall have the following duties and powers:

1. Authority.
The Board of Trustees is responsible for the management, control and governing of the Hospital and reserves to itself all authority necessary to discharge such responsibility. Subject to such reservation of authority, the Board delegates certain responsibilities to the Medical Staff, committees of the Board, and Administration pursuant to these Bylaws and policies duly adopted by the Board. All delegated responsibility shall be exercised in the best interest of the Hospital.

The Board reserves the right to rescind or limit any delegations when, in the Board's judgment, such action is necessary for the management, control and governance of the Hospital.
2. Philosophy and Mission.
Develop the philosophy, mission and goals of the Board.
3. Quality of Health Care. Be responsible for the quality of health care within the hospital by:
 - a. giving authority to the Medical Staff and the staffs of the departments to develop and implement a continuous quality improvement program for monitoring the quality of patient care, for identifying and resolving patient care problems, and for identifying opportunities to improve patient care; including administrative appointment of a Safety Officer.
 - b. requiring the establishment of a safety/risk management program;
 - c. charging the Chief Executive Officer with the responsibility to assure compliance with quality improvement functions;
 - d. providing resources and support systems for quality improvement and risk management functions related to patient care and safety;
 - e. requiring and approving policies and procedures to assure that all patients receive a level of care appropriate to their needs.
4. Operating, financial and property matters.
 - a. Establish and approve the policies, organization and management structure of the hospital; review and take appropriate action on reports of regulatory, accrediting and external agencies.
 - b. Review, revise, approve and recommend the operating and capital budget of the hospital on at least an annual basis.
 - c. Make, approve and enter into contracts, agreements, letters of intent and other evidences of mutual and/or joint undertakings as required by policy or law.

- d. Approve the addition and/or deletion of clinical services and programs.
 - e. Approve bylaws and functions of all volunteer organizations operating within the Hospital.
 - f. Establish and enforce policies applicable to the Board, administration and employees, the Medical Staff and others who utilize the Hospital, to maintain an efficient, professional, safe and nondiscriminatory working and care environment.
 - g. The Hospital Foundation is an important and legal part of the Hospital. The Foundation shall report, on an annual basis, any changes in bylaws or board members.
5. Bylaws.
The Bylaws will be reviewed at least every two (2) years, revised if necessary, and dated to indicate time of last review. Bylaws shall be adopted at any regular or special meeting of the Governing Body and shall become effective when approved by an affirmative vote of a two-thirds majority of the members.
6. Conflict of Interest
It is the intention of the Governing body to avoid any conflict between the interests of any Governing Body members and the interests of the hospital. In the event any potential conflict of interest should arise, the Governing Body member in question shall refrain from any comments or voting privileges pertaining to the potential conflict. In the event any discrepancy exists regarding whether a conflict of the interest is present, a majority vote of the Governing Body shall ultimately determine whether a potential conflict of interest is present. At least annually, a document shall be executed by the full Board.
7. Performance Evaluation.
The Governing Body shall evaluate its own performance on at least an annual basis.

Section 1.

The Governing Body shall select and appoint a competent Chief Executive Officer who shall be its representative in the management of the hospital. Subject to the Board's reserved authority, this Chief Executive Officer shall be given the necessary authority and responsibility to operate the hospital in all its activities and departments, subject only to such policies as may be issued by the Governing Body or by any of its committees to which it has delegated power for such action. The Chief Executive Officer shall act as the duly authorized representative of the Governing body in all matters in which the Governing Body has not formally designated some other person to so act.

The Chief Executive Officer's competency and qualifications shall be determined on an individual basis. These qualifications may include the following:

- a. bachelor's degree;
- b. master's degree in health administration; and
- c. previous health care experience.

The Governing Body shall monitor and review the Chief Executive Officer's performance at least once per year.

Section 2.

The authority and responsibility of the Chief Executive Officer shall include:

- a. Carrying out all policies established by the Governing Body and advising on the formation of these policies.
- b. Developing and submitting to the Governing Body for approval a plan of organization for the conduct of hospital operation and recommend changes when necessary.
- c. Preparing an annual budget showing the expected revenue and expenditures as required by the Governing Body.
- d. Selecting, employing, controlling, and discharging employees and developing and maintaining personnel policies and practices for the hospital.
- e. Maintaining physical properties in a good and safe state of repair and operating condition.
- f. Supervising business affairs to ensure that funds are collected and expended to the best possible advantage.
- g. Working continually with other health care professionals to the end that high-quality care may be rendered to the patients at all times.
- h. Presenting to the Governing Body, or its authorized committee, periodic reports reflecting the professional services and financial activities of the hospital and such special reports as may be required by the Governing Body.
- i. Attending all meetings of the Governing Body and service on committees thereof.
- j. Serving as the liaison and channel of communications between the Governing Body and any of its committees and the Medical Staff with its organization and medico-administrative problems and responsibilities.
- k. Preparing a plan for the achievement of the hospital's specific objectives and periodically reviewing and evaluating that plan.
- l. Representing the hospital in its relationships with other health agencies.
- m. Provide oversight over Quality Improvement activities and processes.
- n. Performing other duties that may be necessary or in the best interest of the hospital.

ARTICLE IX
Medical Staff

Section 1. Organization, appointments and hearings.

- a. The Governing Body shall organize the physicians and appropriate other persons granted practice privileges in the hospital into a Medical Staff under Medical Staff Bylaws approved by the Governing Body. The Governing Body shall consider recommendations of the Medical Staff and appoint to the Medical Staff, in numbers not exceeding the hospital's needs, physicians and others who meet the qualifications for membership as set forth in the Bylaws of the Medical Staff.

Each member of the Medical Staff shall have appropriate authority and responsibility for the care of his/her patients, subject to such limitations as are contained in these Bylaws and in the Bylaws, Rules and Regulations for the Medical Staff and subject, further, to any limitations attached to his/her appointment.

- b. All applications for appointment to the Medical Staff shall be in writing and addressed to the Chief Executive Officer of the hospital. The application shall contain full information concerning the applicant's education, health status, licensure, practice, previous hospital experience and any unfavorable history with regard to licensure and hospital privileges. This information shall be verified by the Credentials Committee of the Medical Staff. All applicants shall sign an agreement to abide by the Rules, Regulations and Bylaws of the Medical Staff.
- c. Only physicians and other qualified practitioners that are licensed to practice medicine in the state of Iowa, are members of the Medical Staff at Hospital and have privileges at Hospital shall admit patients to Hospital. Only appropriately licensed physicians and other qualified practitioners with clinical privileges at Hospital shall be directly responsible for a patient's diagnosis and treatment within the area of his/her privileges. Nursing assessment may be utilized by a physician, physician assistant, or certified nurse practitioner as part of a medical database to perform a medical screening evaluation. In such circumstances, the physician, physician assistant or certified nurse practitioner is accountable to determine if the nursing assessment is complete and comprehensive, and to determine if a medical emergency exists. The direct medical care of patients provided by specified professional personnel shall be under appropriate supervision by a licensed practitioner with clinical privileges. A nursing assessment cannot substitute for a medical assessment. In some circumstances a physician, physician assistant, or certified nurse practitioner may collaborate and consult with an RN via telecommunications to make a determination regarding medical diagnosis and treatment.
- d. All patients admitted to Hospital shall receive a baseline history and physical examination by a licensed practitioner who is a member of or approved by the Hospital Medical Staff.

- e. All regular appointments to the Medical Staff and all regular grants of privileges shall be for two (2) years coinciding with the established cycle for reapplication and reappointment and reviewable by the Governing Body with formal reapplication. Actions and recommendations by the Medical Staff are subject to review and final decision by the Board, and the Board shall adopt and follow guidelines for the prompt and orderly processing of appeals from decisions by the Medical Staff. The Medical Staff Bylaws shall assure that adverse actions or recommendations on membership or privileges initiated by or at the Medical Staff level are accompanied by appropriate notice and a fair opportunity for hearing.
- f. The Board shall similarly assure that adverse actions on membership or privileges initiated by or at the Board of Trustees level (including both actions not previously considered by the Medical Staff and matters on which the Medical Staff had given a favorable recommendation to the practitioner) are accompanied by appropriate notice and a fair opportunity for hearing. In such cases the Board may first request that the matter be considered at a meeting of a Joint Conference Committee consisting of two (2) officers of the board, two (2) officers of Medical Staff (not including the affected practitioner) and two (2) members from Administration and then, if such committee does not recommend an action favorable to the practitioner, establish a hearing committee and procedures for considering evidence and making a recommendation to the full Board.
- g. When the Governing Body's decision is final, it shall send notice of such decision to the Chief Executive Officer, Chief of Staff/Medical Staff president, and to the practitioner.
- h. All appointments for clinical physician advisors (medical directors) shall be made by the Governing Body upon recommendation of the Medical Staff and shall be for two (2) years. Duties and responsibilities of the clinical chiefs shall be set forth in the Medical Staff Bylaws. Clinical chiefs shall be required to maintain their qualifications for Medical Staff membership and privileges appropriate to their assignments.

Section 2. Medical Care and Its Evaluation.

- a. The Governing Body shall, subject to its reserved authority, delegate to the Medical staff reasonable authority for ensuring appropriate professional care to the Hospital's patients.
- b. The Medical Staff may conduct an ongoing review and appraisal of the quality of professional care rendered in the hospital and shall report such activities and their results to the Governing Body.
- c. The Medical Staff shall make recommendations to the Governing Body concerning:
 - 1) appointments, reappointments, and other changes in staff status;
 - 2) granting of clinical privileges;
 - 3) disciplinary actions;
 - 4) all matters relating to professional competency; and,
 - 5) such specific matters as may be referred to it by the Governing Body.

Section 3. Medical Staff Bylaws.

There shall be Bylaws, Rules and Regulations, or amendments thereto, for the Medical Staff that set forth its organization and government. Proposed Bylaws, Rules and Regulations should be recommended by the Medical Staff, subject to approval by the Governing Body. The power of the Governing Body to adopt or amend Medical Staff Bylaws, Rules and Regulations shall not be dependent upon ratification by the Medical Staff.

ARTICLE X
Amendments

These bylaws of the corporation and Governing Body may be amended by an affirmative vote of a two-thirds majority of the Governing Body present, or represented by proxy at the December monthly, or any special meeting of the corporation, provided that a full presentation of such proposed amendments shall have been published in the notice calling the meeting.

ARTICLE XI
Indemnification

The hospital shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding whether civil, criminal, administrative or investigative (other than an action by or in the right of the hospital) by reason of the fact that he/she is or was a member of the hospital Board of Trustees, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by he or she in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the hospital, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. Determination of any action, suit, or proceeding by judgment, order settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner in which he or she reasonably believed to be in, or not opposed to, the best interests of the hospital, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Any indemnification under the preceding paragraph of this Article XI (unless ordered by a court) shall be made by the hospital only as authorized in the specific case, upon a determination that indemnification of the Trustee is proper in the circumstances because he or she has met the applicable standard of conduct set forth in this Article XI. Such determination shall be either by the Board of Trustees by majority vote of a quorum consisting of Trustees who are not parties to such action, suit, or proceeding, or by independent legal counsel in a written opinion.

ARTICLE XII

Adoption

These Bylaws shall be adopted at any regular or special meeting of the Governing Body, shall replace any previous Bylaws, and shall become effective when approved by the Governing Body by an affirmative vote of a two-thirds majority of the members present, or represented by proxy, at the December monthly, or any special meeting of the corporation that a full presentation of such proposed amendments shall have been published in the notice calling the meeting.

Moved by Dr. Amanda Wood that the above and foregoing Bylaws be adopted and that they supersede all prior Bylaws.

The motion was seconded by Marianne Jones and carried unanimously, by the members present and voting.

Dated at Iowa Falls, Iowa this 24th day of April, 2019.

Steve Howard, Chairman
Board of Trustees

Dr. Amanda Wood
Secretary, Board of Trustees