

REPORT OF COMMITTEE

Honorable President:

Your _____ Committee

to which was referred the within _____
would respectfully report that we have considered the same and respectfully recommend that

Chairman

NOTICE: IF THE DOCUMENT IN THIS FRAME IS LESS CLEAR THAN THIS NOTICE
IT IS DUE TO THE QUALITY OF THE DOCUMENT.

Controller

Deputy

PACIFIC
MEDICAL CENTER

April 30, 1991

NORWARD J. BROOKS
Seattle City Comptroller
RECEIVED
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Mr. Norward J. Brooks
City Comptroller
11th Floor Municipal Building
600 Fourth Avenue
Seattle, WA 98104

Dear Mr. Brooks:

Please find attached Resolution 15-91 of the Pacific Hospital Preservation and Development Authority (PHPDA) approving an amendment to the PHPDA Rules and Regulations. Per Seattle Municipal Code requirements, we are obligated to file this change and a revised copy of the Rules and Regulations with your office. If you have any questions about the attached, please feel free to contact me at 326-4100.

Thank you for your attention to this matter.

Sincerely,

Wendi Terlizzi Cook
Special Assistant to the
President/PHPDA Council Coordinator

WTC:pl

Attachment

cc: Joann Cowan

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03/21/91

PACIFIC HOSPITAL
PRESERVATION AND DEVELOPMENT AUTHORITY

RESOLUTION NO. 15-91

WHEREAS, to concur with the recommendations of the Joint Board Reorganization Task Force, approved by Council in Resolution 36-90, and

WHEREAS, the PDA Nominating Committee recommends adding a Section 5 to Article I of the PHPDA's Rules and Regulations, as follows:

"Section 5. Non-Voting Members. The Chief Executive Officer (CEO), Medical Director, and one PMC Healthcare Provider, selected by the PDA Council from among four nominations submitted by the Medical Director, will be added to the Council, as non-voting members. In addition, one PMC healthcare provider will be named by the Council as an Alternate to fulfill the responsibilities of the non-voting Healthcare Provider position on Council, when the incumbent is unavailable. The CEO and Medical Director positions are ex officio, and the Healthcare Provider and Alternate will be for three-year terms;" and

WHEREAS, Section 5, as above, will come into effect only upon the Closing Date of the PHASE Acquisition Agreement;

THEREFORE, BE IT RESOLVED, that the PHPDA Council approves the addition of Section 5, above, to its Rules and Regulations, effective upon Closing of the PHASE Acquisition Agreement.

Council, Pacific Hospital
Preservation & Development Authority

By Karen E. Lane
Karen E. Lane, Chair

Robert Kaplan, Secretary

Adopted by the vote of a majority of the members of the Pacific Hospital Preservation and Development Authority Council, present at a meeting of said Council on the 2nd day of April 1991, at which a quorum was present.

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RULES AND REGULATIONS
OF
PACIFIC HOSPITAL
PRESERVATION & DEVELOPMENT AUTHORITY

ARTICLE I

COUNCIL

Section 1. Term of Office.

The initial Council shall take office at such time as a majority of the members have been appointed in accordance with Article VII of the Charter. The terms of office for all initial Council members shall be determined pursuant to Article VII, Section 1, of the Charter. Succeeding Council members shall hold office as described in Article VII, Section 1, of the Charter and may serve successive terms. Council members shall accept appointment to the Council by subscribing to an oath of office which the Council shall prescribe by resolution.

Section 2. Qualifications for Council Membership

In evaluating prospective members, the Council will be cognizant of the desirability of achieving a Council whose members reflect diverse social, cultural, ethnic, racial, and economic backgrounds and perspectives.

To ensure balanced responsiveness and competence, all candidates for the Council should meet the following criteria and prerequisites:

Background:

1. Demonstrated leadership ability.
2. Knowledge and skills gained from experience or training in one or several of the following areas: Consumer Representation, Health Care, Finance, Budget, Policy Development, Strategic Planning, Management/Administration, Institutional Operations, Capital Development, Facility Planning, Marketing, Negotiations, Corporate Governance.

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Abilities and Characteristics:

1. Credibility with consumers or health care professionals, the business and financial community, and government.
2. Reliability, sound judgment, flexibility, and creativity.
3. Ability to work effectively and cooperatively with other Council members, Administration, medical staff, community individuals and groups with diverse backgrounds or philosophies.
4. Recognition of the special needs and requirements of a teaching hospital.
5. Ability to make difficult decisions on behalf of the institution.

Commitment:

1. Willingness to commit six or more hours monthly.
2. Willingness to serve on Council subcommittees.
3. Willingness to represent and serve as advocate for the Authority at community functions.
4. Commitment to serving the hospital's traditional user groups, providing service to new patients not well served by the health delivery system, and to the development of new service approaches to both traditional and new patient groups.

Conflict of Interest Statement

All candidates will be required to disclose any information concerning actions or activities of the candidate or his/her immediate family which present a potential Conflict of Interest as a Council member. Candidates whose employment, financial interests, and/or other transactions are determined by the Council to be in conflict with the interests of the Authority will be ineligible for Council membership.

Section 3. Vacancies.

The Council shall by resolution determine the manner of filling vacancies other than those caused by the normal expiration of a regular term or removal from office under Article VII, Section 1, of the Charter. A vacancy or vacancies on the Council shall be deemed to exist in the case of the death, disability, resignation, or removal from office of any Council member as provided herein. Upon such an occurrence, the Council shall select another person as Council member to fill the vacant term, and the name of the person shall be submitted to the City Council for confirmation.

Section 4. Removal from Office.

Any Council member who is absent for three (3) consecutive regular meetings may, by resolution duly adopted by a two-thirds vote of the whole Council, be deemed to have forfeited his or her position as Council member.

Section 5. Non-Voting Members

The Chief Executive Officer (CEO), Medical Director, and one PMC Healthcare Provider, selected by the PDA Council from among four nominations submitted by the Medical Director, will be added to the Council, as non-voting members. In addition, one PMC healthcare provider will be named by the Council as an Alternate to fulfill the responsibilities of the non-voting Healthcare Provider position on Council, when the incumbent is unavailable. The CEO and Medical Director positions are ex officio, and the Healthcare Provider and Alternate will be for three-year terms.

ARTICLE II

MEETINGS OF COUNCIL

Section 1. Regular Meetings.

Regular meetings of the Council shall be held once a month on the 1st Tuesday at 4:30 p.m. at Seattle Public Health Hospital, Seattle, Washington; provided, however, that the Council may alter such regular meeting time and place by resolution.

Section 2. Special Meetings.

Special meetings of the Council may be held at any place at any time whenever called by the Chairperson or by a majority of Council members.

Section 3. Notice of Meetings.

No notice of regular meetings shall be required, except for the first regular meeting after any change in the time or place of such meeting adopted by resolution of the Council as provided above. Notice of such changed regular meeting, and notice of all special meetings, shall be given by the Secretary or by the person or persons calling the meeting by personally delivering or by mailing written notice of the meeting at least three (3) days prior to such meeting. If mailed, notice shall be mailed by United States mail, postage prepaid, to the last known address of each Council member.

The call and notice of all special meetings shall specify the time and place of all special meetings and the business to be transacted. Final disposition shall not be taken by the Council on any other matters at such special meetings. At any regular meeting of the Council, any business may be transacted and the Council may exercise all of its powers.

Section 4. Quorum.

At least eight (8) members of the Council must be present at any regular or special meeting to constitute a quorum. No business may be transacted without a quorum; provided, however, that a lesser number in attendance at such a meeting may adjourn any meeting. Whenever any meeting is adjourned, a copy of the order of adjournment shall be posted conspicuously immediately after the time of adjournment on or near the door of the place where the adjourned meeting was held. When an order of adjournment fails to specify the time and place at which the adjourned meeting is to be held, it shall be held at the time and place specified for regular meetings herein.

Subject to the provisions of Article VII of the Charter that relate to actions requiring Council concurrence, the act of a majority of the members present at any meeting of the Council at which a quorum is present shall be the act of the Council. Council members present at a duly convened meeting may continue to transact business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum.

Section 5. Open Meetings.

All meetings of the Council shall be held and conducted in accordance with the Open Public Meetings Act, RCW 42.30.010-42.30.920, and special meetings must be called as provided therein. The Council may hold executive sessions to consider matters enumerated in RCW 42.30.110 or other sensitive or privileged matters recognized by law, and shall enter the cause therefor in its minutes.

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Section 6. Waiver of Notice.

Notice as provided in Section 3 hereof may be dispensed with (i) as to any member of the Council who at or prior to the time the meeting convenes files with the Council a written waiver of notice or who is actually present at the meeting at the time it convenes and (ii) as to meetings called to deal with an emergency involving injury or damage to persons or property or the likelihood of such injury or damage, where time requirements of such notice would make notice impractical and increase the likelihood of such injury or damage.

Section 7. Proxies Prohibited.

No Council member may vote on any Council business by proxy or by mail.

ARTICLE III

OFFICERS AND COMMITTEES

Section 1. Officers Designated.

The officers of the Authority shall be a Chairperson, Vice Chairperson, Treasurer, and Secretary, each of whom shall be elected by the Council. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Council. No person may simultaneously hold more than one office. In addition to the powers and duties specified below, the officers shall have such powers and perform such duties as the Council may prescribe.

Section 2. Election, Qualifications, and Terms of Office.

Each of the officers shall be elected by the Council from among its members. The officers shall be elected by the Council at the first regular meeting after the term of new or reappointed Council members commences each year, for a two-year term, and each officer shall hold office during said two-year term and until his or her successor is elected. The first officers of the Council shall be elected by the Council at its organizational meeting.

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Section 3. Powers and Duties.

a. Chairperson. The Chairperson shall exercise the usual executive powers pertaining to the office of Chairperson. He or she shall preside at all meetings of the Council. He or she shall be the designated agent of the Authority to receive service of process. When authorized by the Council, he or she shall have the power to sign and execute all deeds, bonds, contracts, and other obligations or instruments in the name of the Authority. All such instruments shall be effective, valid, and binding upon his or her signature alone without the necessity of adding thereto the signature of any other officer or officers of the Authority unless Seattle Municipal Code 3.110.101 requires otherwise or unless otherwise required by the Charter. Such authority shall include the right to endorse for transfer in blank, or otherwise, any stocks, bonds, securities, or evidences of indebtedness owned or standing in the name of the Authority. He or she shall appoint the members of all Council committees. He or she shall cause a review at least annually of the performance of the Executive Director and report on this review to the Council in executive session.

b. Vice-Chairperson. The Vice-Chairperson shall act in the place of the Chairperson in the absence of the Chairperson or upon the disability or refusal of the Chairperson to act. The Vice-Chairperson shall have such other duties as the Chairperson and Council shall designate.

c. Secretary. The Secretary shall be responsible for notices of all meetings of the Council, for keeping its minutes, for custody of the Authority's seal and records, for affixing the corporate seal and signing with the Chairperson of the Council such instruments as require the seal or the Secretary's signature, and for such reports and such other duties as are incident to his or her office or are properly required of him or her by the Council.

d. Treasurer. The Treasurer shall have the care and custody of and be responsible for all funds and investments of the Authority, and shall cause regular books of account to be kept. He or she shall cause all funds and other valuable effects to be deposited in the name of the Authority in such depositories as may be required by law, or, if not required, as designated by the Council. In general, he or she shall perform all of the duties incident to the office of Treasurer. The Treasurer, together with any other officer of the Authority responsible for accounts and finances, shall file a fidelity bond in an amount determined by the Council before taking office, and may hold office only so long as such bond continues in effect.

Section 4. Removal.

Provided that reasonable prior notice of the alleged reasons for dismissal is given to all Council members, a majority of the whole Council shall have the right to remove any officer from his or her office, but not, under this Section, from his or her position on the Council, whenever in its judgment the best interests of the Authority will be served thereby.

Section 5. Vacancies.

The Council shall fill any office that becomes vacant with a successor who shall hold office for the unexpired term and until his or her successor shall have been duly elected and qualified.

Section 6. Establishment of Committees.

The Council may, by resolution, designate one or more committees, each consisting of one or more members, to advise the Council or, on matters other than those described in Seattle Municipal Code 3.110.200 to act for and on behalf of the Council. The designation of any such committee and the delegation thereto of authority shall not operate to relieve any member of the Council of any responsibility imposed by law.

Section 7. Executive Committee.

The Executive Committee of the Authority shall consist of the Chairperson, Vice-Chairperson, Treasurer, Secretary of the Council, one member-at-large elected by the Council, and such other members of the Council as the chair may select. The election, qualifications, and term of office of the member-at-large of the Executive Committee shall be identical to those of officers of the Council as provided herein in Sections 2, 4, and 5 of this Article.

Except as provided in those provisions of Article VII of the Charter that relate to "Council concurrence," the Executive Committee shall have and exercise such powers of the Council as the Council shall from time to time provide by resolution.

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Section 8. Patients' Advisory Committee.

There shall exist a Patients' Advisory Committee which shall:

- Advise the Governing Council about the needs and concerns of the patients served by the hospital.
- Advise the Governing Council about issues affecting the quality, convenience, acceptability, and accessibility of health care services.
- Assist the Governing Council in communicating with the constituency and in educating and informing them about the health care services provided by the Hospital.
- Assist the Governing Council in maintaining an effective patient advocacy program.
- Carry out any other responsibilities assigned to it by the Governing Council.

To the extent practicable, any proposal considered by the Authority that substantially affects the Authority's patients shall be submitted to the Patients' Advisory Committee in a time and manner that affords the Committee a reasonable opportunity to review and comment on the proposal. Any recommendation of the Patients' Advisory Committee to any such proposal shall not be binding upon the Authority but shall be responsibly considered by the Council in its own deliberations on the proposal.

ARTICLE IV

CONSTITUENCY

In accordance with Article VIII, Section 1 of the Charter, the constituency of the Authority shall be open to all persons who are registered patients of an Authority facility, and who qualify by age. Membership shall commence when the Authority receives a properly completed application form signed by the prospective constituent.

Constituency meetings shall be held during the first month of each quarter (January, April, July, and October). Notice of the place and time of meeting shall be mailed to the constituency at least two weeks prior.

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The constituency shall consist of Active and Inactive members:

1. Active members shall have been patients at an Authority facility at least once during the two years immediately preceding each constituency year.

a. The eligibility time period for initial constituency members shall be from November 26, 1981 to June 30, 1983.

b. Beginning July 1, 1983, the Constituency year shall begin on July 1 and end on June 30.

2. All others shall be Inactive members.

Only the Active members shall have the right to vote on matters presented to the constituency for action and concurrence. All actions of the constituency shall be conducted by mail ballot of the Active members and shall be determined by a simple plurality of those voting, except as specified otherwise in the Charter.

Elections of the constituent members of the Council shall occur annually following the October constituency meeting, but no later than November 30th, in accordance with the provisions of the Charter. In the event that there should be a tie between the top candidates, a special election shall be held to determine the winner.

ARTICLE V

ADMINISTRATIVE PROVISIONS

Section 1. Books and Records.

The Authority shall keep current and complete books and records of account and shall keep minutes of the proceedings of its Council and of any committees exercising the Council's authority. The minutes of all regular and special meetings, except executive sessions, shall be promptly recorded, and such records shall be open to public inspection pursuant to RCW 42.32.030.

Section 2. Corporate Seal.

The following is an impression of the Authority's corporate seal. Impression of Seal on original.

Section 3. Fiscal Year.

The Authority's fiscal year shall begin on January 1 and end on December 31.

Section 4. Rules of Procedure.

The rules of procedure at meetings of the Council shall be the rules contained in Robert's Rules of Order on Parliamentary Procedure, as amended, so far as is applicable, and when they are not inconsistent with these Rules and Regulations, the Charter, or with any resolution of the Council.

Section 5. Amendment of Rules and Regulations.

Subject to the provisions of Article XI, Sections 1, 3, 4, and 5 of the Charter, these Rules and Regulations may be amended, altered, or repealed by the affirmative vote of a majority of the whole Council at any regular or special meeting of the Council.

Section 6. Indemnification.

The Authority elects to defend and indemnify its present and former officials (including Council members and employees) and their successors, spouses, and marital communities to the full extent authorized by law and the Charter. This right of indemnification shall inure in perpetuity to each Authority official, and his or her spouse and marital community, commencing as soon as he or she has the full powers and responsibilities of his or her office, and in the event of his or her death shall extend to his or her heirs, legal representatives, and estate. Each person who shall act as an official of the Authority shall be deemed to do so in reliance upon such indemnification, and such rights shall not be exclusive of any other right which he or she may have.