

# **Bylaws of the Oregon Patient Safety Commission**

## **Article I—Name**

The name of this Commission shall be the Oregon Patient Safety Commission.

## **Article II—Objectives**

### **(1) Creation of the Oregon Patient Safety Commission**

The Oregon Patient Safety Commission is established as a semi-independent state agency subject to ORS 182.456 to 182.472. The commission shall exercise and carry out all powers, rights and privileges that are expressly conferred upon it, are implied by law or are incident to such powers.

### **(2) Mission**

The mission of the commission is to improve patient safety by reducing the risk of serious adverse events occurring in Oregon's health care system and by encouraging a culture of patient safety in Oregon. To accomplish this mission, the commission shall:

- (a) Establish a confidential, voluntary serious adverse event reporting system to identify serious adverse events;
- (b) Establish quality improvement techniques to reduce systems' errors contributing to serious adverse events; and
- (c) Disseminate evidence-based prevention practices to improve patient outcomes.

## **Article III—Members**

### **(1) Composition of the Board of Directors**

The Oregon Patient Safety Commission shall have a Board of Directors consisting of 17 members, including the Public Health Officer and 16 directors who shall be appointed by the Governor and who shall be confirmed by the Senate in the manner prescribed in ORS 171.562 and 171.565. Membership on the board shall reflect the diversity of facilities, providers, insurers, purchasers and consumers that are involved in patient safety. Directors shall demonstrate interest, knowledge or experience in the area of patient safety.

The membership of the board shall be as follows:

- (a) The Public Health Officer;
- (b) One faculty member, who is not involved in the direct delivery of health care, of the Oregon University System or a private Oregon university;
- (c) Two representatives of group purchasers of health care, one of whom shall be employed by a state or other governmental entity and neither of whom may provide direct health care services or have an immediate family member who is involved in the delivery of health care;

- (d) Two representatives of health care consumers, neither of whom may provide direct health care services or have an immediate family member who is involved in the delivery of health care;
- (e) Two representatives of health insurers, including a representative of a domestic notfor-profit health care services contractor, a representative of a domestic insurance company licensed to transact health insurance or a representative of a health maintenance organization;
- (f) One representative of a statewide or national labor organization;
- (g) Two physicians licensed under ORS chapter 677 who are in active practice;
- (h) Two hospital administrators or their designees;
- (i) One pharmacist licensed under ORS chapter 689;
- (j) One representative of an ambulatory surgical center or an outpatient renal dialysis facility;
- (k) One nurse licensed under ORS chapter 678 who is in active clinical practice; and
- (l) One nursing home administrator licensed under ORS chapter 678 or one nursing home director of nursing services.

## **(2) Terms of Office**

The term of office of each director appointed by the Governor is four years. Before the expiration of the term of a director, the Governor shall appoint a successor whose term begins on October 1 next following. A director is eligible for reappointment for an additional term. If there is a vacancy for any cause, the Governor shall make an appointment to become effective immediately for the unexpired term. The board shall nominate a slate of candidates whenever a vacancy occurs or is announced and shall forward the recommended candidates to the Governor for consideration.

Notwithstanding the term of office specified by section 7 of this 2003 Act [442.830], of the directors first appointed to the Oregon Patient Safety Commission Board of Directors under section 7 of this 2003 Act:

- (1) Four shall serve for terms ending July 1, 2004;
- (2) Four shall serve for terms ending July 1, 2005;
- (3) Four shall serve for terms ending July 1, 2006; and
- (4) Four shall serve for terms ending July 1, 2007.

## **(3) Removal of Directors**

a) The Governor may remove any member of the board at any time at the pleasure of the Governor, but not more than eight directors shall be removed within a period of four years, unless it is for corrupt conduct in office.

b) The board may remove a director only for violation of one or more of the duties or responsibilities of a director, including, but not limited to those listed in Article III (4). Removal of a director may occur only after he/she is given notice in writing and is given an opportunity to address the board in person or in writing. If a director does not request an opportunity to be heard

within 10 days after receipt of notice, the director is deemed to have waived the right to address the board prior to the vote on removal. Removal of a director shall require a two-thirds vote of the entire Board of Directors. Nothing in this subsection applies to the Public Health Officer who serves on the board as an ex officio member.

**(4) Duties and responsibilities of a director:**

a) A director is expected to attend all regularly scheduled, special and emergency Commission meetings from beginning to end unless excused by the chair. An excused absence includes but is not limited to emergencies or pre-planned vacations. More than two consecutive absences in one calendar year may cause the Commission to consider a member incapable of performing the duties as a Commission member and may result in removal from the Commission.

b) In the course of conducting Commission business, a director is expected to work in furtherance of the public health and safety rather than the interest of any profession, institution, or individual.

c) A director must notify other board members (or the administrator) if contacted by a member of the media. A director is expected to defer to the Chair as the official spokesperson of the Board of Directors for media contacts.

d) A director is expected to prepare in advance for all scheduled meetings, including reading all agenda packet materials.

e) A director is expected to participate fully in all meetings and in the completion of committee assignments.

f) A director is expected to respond in a timely manner to board officers and/or the administrator on issues that arise between meetings.

g) If a director agrees to act as board liaison, he/she is expected to attend and participate in all related meetings and to report any pertinent issues to the board at their next meeting.

h) A director is expected to be prepared to assist with recruitment, selection, and interview of the Administrator position, when applicable.

No voting member of the board may be an employee of the commission.

**(5) Budgetary duties of the Board**

The Board of Directors shall be responsible for setting the overall budget of the Patient Safety Commission and for determining staffing levels. The board shall also be responsible for overseeing the preparation of biennial financial revenue/expense statements. All such activity will be consistent with ORS 182.462.

## **(6) Confidentiality Provisions**

Directors will abide by all confidentially provisions that apply to the Oregon Patient Safety Commission.

## **Article IV—Officers and their duties**

The officers of the Commission shall be a chairperson, a vice chairperson, and a treasurer.

### **(1) Selection of Officers**

Each officer shall be elected by a majority vote of the Commission for a one year term or until a successor is elected. A term of office begins at the close of the meeting at which he/she is elected. Officers shall be eligible for no more than two terms in the same office. A vacancy which occurs before the expiration of a term of office can be filled by a majority vote at any regular meeting of the commission.

### **(2) Duties and responsibilities of the chairperson:**

- a) The Chair has all rights, duties, and responsibilities of a regular Commission member, including the right to introduce motions and proposals, as well as to speak and vote on issues before the Commission while presiding.
- b) The Chair shall act as official spokesperson for the Board of Directors. The Chair shall inform all directors (or the Administrator) of contact with the media.
- c) The Chair will work closely with the Commission Administrator. The Chair will give advice to the Administrator and assist with problems and functions of the Commission.
- d) The Chair will review the Commission meeting agenda prepared by the Administrator and redraft as he/she feels necessary.
- e) The Chair will preside over Commission meetings, with the assistance of the Administrator and other staff. In case of a scheduled absence of both the Chair and Vicechair, the Chair will select another commissioner to preside over that upcoming meeting.
- f) The Chair will delegate tasks to staff or other Commission members as necessary.
- g) The Chair will oversee that work of the Administrator and assume responsibility for administrative tasks relating to the Administrator's employment. The Chair will hold secondary signing authority for the Commission.

**(3) Duties and responsibilities of the vice chairperson:**

- a) The Vice-Chair has all the rights, duties and responsibilities of a regular Commission member, including the right to introduce motions and proposals, as well as to speak and vote on issues before the board.
- b) The Vice-Chair shall act for the Chair in the Chair's absence.
- c) The Vice-Chair shall assist the Chair in performing Commission duties as delegated by the Chair.

**(4) Duties and responsibilities of the Treasurer:**

- a) The Treasurer has all the rights, duties and responsibilities of a regular Commission member, including the right to introduce motions and proposals, as well as to speak and vote on issues before the board.
- b) The Treasurer shall provide additional financial stewardship for the Board of Directors by reviewing the Commission's books, monitoring audit activities, and by other activities as deemed appropriate by the Board.
- c) The Treasurer shall be a member of the finance committee.
- d) The Treasurer shall be familiar with the Commission's approved accounting manual and ensure that the Administrator implements its policies and guidelines.
- e) The Treasurer shall meet at least quarterly with the Administrator to review the financial status of the Commission"

**Article V—Administrator**

The Oregon Patient Safety Commission Board of Directors shall appoint an administrator of the Oregon Patient Safety Commission. Subject to the supervision of the board, the administrator has authority to direct the affairs of the Commission and act as spokesperson for the Commission. The administrator may not be a voting member of the board.

The Administrator shall have day-to-day responsibility for the Commission, including carrying out the Commission's goals and objectives. The Administrator will attend all Commission meetings, report on progress, answer questions, and carry out other duties as described in the job description.

The administrator shall prepare an annual budget for review by the Board of Directors. The administrator shall be responsible for selecting personnel to fill budgeted positions. In performance of duties, the staff is accountable to the Administrator, who is accountable to the Board.

## **Article VI—Meetings and Public Records**

### **(1) Frequency of meetings**

The Oregon Patient Safety Commission will hold at least four regular public meetings per year. At least one meeting per year will be held outside of the Portland-Salem metropolitan area.

### **(2) Public meeting law**

The Oregon Public Meetings Law ORS 192.610-192.690 does not apply to those portions of any meeting of the Board, its sub-committees or advisory committees established by the board that consider information identifying any patient or participant. This restriction also applies to the written minutes of those portions of any such meetings or committees.

### **(3) Public records law**

The Oregon Public Records Law ORS 192.410 to 192.505 does not apply to public records created or maintained by the commission that contain patient safety data or to reports obtained by the program.

### **(4) Quorum**

A majority of board members shall constitute a quorum.

### **(5) Special meetings**

Special meetings may be called by the Chair or at the written request of any five board members. All board members shall be notified in writing not less than forty eight hours in advance of the special meeting. Such notification shall include time, place and purpose of the special meeting. If the special meeting is a public meeting, all public meeting laws will apply.

## **Article VII—Committees**

### **(1) Types of Committees**

The board may appoint subcommittees and advisory groups as needed to assist the board, including but not limited to one or more consumer advisory groups and technical advisory groups. The technical advisory groups shall include physicians, nurses and other licensed or certified professional with specialty knowledge and experience as necessary to assist the board.

### **(2) Selection of Committees**

a) The creation of subcommittees and advisory groups shall require a majority vote of the board members present.

- b) Appointments to subcommittees and advisory groups may be nominated by any board member and shall require a majority vote of the board members present.
- c) Unless otherwise specified appointments to subcommittees and advisory shall be for one year.
- d) Vacancies on subcommittees and advisory shall be filled by the Chair.

### **Article VIII—Parliamentary Authority**

The current edition of the Standard Code of Parliamentary Procedure will govern the meetings of Board of Directors unless inconsistent with these bylaws or Oregon law.

### **Article IX —Adoption and Amendment of Bylaws**

These bylaws shall become effective upon a majority vote of directors at a duly convened meeting. Directors must be given notice of such a vote prior to the meeting. These bylaws may be amended by a two-thirds vote of the entire Board of Directors of the Oregon Patient Safety Commission. An amendment is in order only if it has been included in the written agenda provided to Commissioners prior to the meeting.

### **Article X—Travel and Subsistence**

Directors and employees of the Oregon Patient Safety Commission may claim reimbursement for actual and necessary travel expenses incurred in the performance of their official duties, including the attendance at Board and other meetings. Such reimbursement will be subject to policies and guidelines adopted by the Board of Directors. Reimbursement amounts shall use state of Oregon per diem meal and lodging allowances and follow state travel expense rules. Expense claims will be paid, subject to availability, from Oregon Patient Safety Commission funds.

### **Article XI – Ethical Conduct, Conflict of Interest**

While acting as directors of the Oregon Patient Safety Commission members understand that they are public officials. Directors also acknowledge that a founding principle of the Commission is to maximize transparency and trust. Directors will adhere to the highest standards of ethical conduct and shall be responsible for understanding and acting in accord with the provisions of ORS chapter 244, including the code of ethics.

*Revised: July 18, 2006*