

BY-LAWS
OF
PATIENT SAFETY AUTHORITY
(as amended on June 1, 2010)

ARTICLE I - ESTABLISHMENT

The Patient Safety Authority (“Authority”) is established pursuant to the Medical Care Availability and Reduction of Error Act, Act No. 13 of 2002 (including subsequent amendments, hereinafter referred to as the “MCARE Act”), enacted by the General Assembly of the Commonwealth of Pennsylvania and signed into law by the Governor. The statute establishes the Authority as a body corporate and politic and an independent agency.

ARTICLE II - PURPOSE

The purpose of the Authority is to carry out the duties imposed upon it under Chapters 3 and 4 of the MCARE Act and any other duties or responsibilities imposed on the Authority by law.

ARTICLE III – BOARD OF DIRECTORS

1. DIRECTORS. – Pursuant to Section 303 of the MCARE Act, all powers and duties of the Authority are vested in and exercised by a Board of Directors, consisting of Directors designated in accordance with the MCARE Act. The Board is responsible for carrying out the purposes of the Authority.
2. TERMS. – With the exception of the Authority Chair and those appointed by members of the General Assembly, Directors shall serve for terms of four years after completion of the initial

terms) and shall not be eligible to serve more than two full consecutive terms as provided by the MCARE Act.

3. QUORUM. – A majority of Directors shall constitute a quorum. Notwithstanding any other provision of law, action may be taken by the Board at any meeting upon a vote of the majority of its Directors present in person or through the use of amplified telephonic equipment.

4. MEETINGS. – The Board shall meet at the call of the Chair or as may be provided in these bylaws. The Board shall hold meetings at least quarterly, which meetings shall be subject to the requirements the Sunshine Act. Meetings of the Board may be held anywhere within this Commonwealth.

5. REMOVAL. The Board may recommend the removal of a board member upon the vote of two-thirds of the Board to appointing authority who shall have final authority to appoint and remove members as set forth in the MCare Act.

6. RESIGNATION. – Any member desiring to resign from the Board shall submit his/her resignation in writing to the Board Chair and notify the appropriate appointing authority.

ARTICLE IV - OFFICERS

1. REQUIRED OFFICERS. – The Officers of the Board shall consist of the Chair, a Vice-Chair and a Secretary-Treasurer. The Chair shall be the Physician General or a physician appointed by the Governor if there is no appointed Physician General.

2. OPTIONAL OFFICERS. – The Chair may appoint from the Board's Directors one or more Assistant Secretaries, one or more Assistant Treasurers, and such other Officers as the Directors may specify at any meeting of the Board.

3. TERM. – All Officers of the Board other than the Chair shall be elected by the Directors and shall hold their offices for a term of two (2) years (and until any successor is duly elected)

and may be re-elected for an unlimited number of additional two (2) year terms. Vacancies in any Required Office shall be filled temporarily by appointment of the Chair and thereafter for a complete term by vote at the next regularly scheduled Board meeting. Vacancies in Optional Offices may be filled as the Chair deems necessary.

4. CHAIR. – The Chair shall preside at all meetings of the Authority, call any special meetings of the Board, make determinations as to when the Board shall go into Executive Session, appoint Optional Officers, and exercise all other authority generally exercised by a Board Chair. In the event the Chair is absent or temporarily incapacitated, the Vice-Chair shall exercise all powers of the Chair.

5. SECRETARY–TREASURER. – The Secretary-Treasurer shall ensure that the Executive Director provides for publication of all notices in the Pennsylvania Bulletin, the prompt and accurate recording of Board minutes including the use of court reporting services if appropriate, and review all financial statements with respect to the deposit, expenditure, income, and maintenance of the Authority Trust Fund. The Secretary-Treasurer may assist the Executive Director in the preparation of the Authority Budget and exercise all other authority generally exercised by a Secretary–Treasurer.

ARTICLE V - COMMITTEES

1. EXECUTIVE COMMITTEE. – The Executive Committee shall consist of the Chair who shall chair the Executive Committee, the Vice-Chair, and the Secretary-Treasurer. The Executive Director shall be a non-voting member. The Executive Committee shall act on behalf of the Authority between Board Meetings, except that it shall not have authority to act on any matter requiring a Board vote, and shall exercise such functions specified in these Bylaws and any others assigned by the Chair or delegated to it by the Board.

2. BUDGET-FINANCE COMMITTEE. – There shall be a Budget-Finance Committee which shall review the budget proposed by the Executive Director and oversee budget planning and fund expenditure for the Authority. Chair of the Budget-Finance Committee shall be the Secretary/Treasurer, and up to four additional Directors shall be appointed to the Committee by the Authority Chair.

3. AD HOC COMMITTEES. – After notice to the Board, the Chair may establish such committees as the Chair deems appropriate to assist the Authority in carrying out its mission. Such committees shall be appointed by the Chair from among the Board Directors and shall be established for a specified purpose and a time-limited period specified by the Chair. A committee shall not have the power to set policies or expend funds beyond the committee's operating costs without approval of the Board, unless the Board delegates specific authorities to the committee.

ARTICLE VI - MEETINGS

1. REGULAR MEETINGS. – The Board shall meet at least quarterly and at such other times as determined by the Chair. Directors shall be given at least seven (7) days written notice stating the place, date and time of the meeting. Notice may be given by mail or electronically to such addresses as appear in the current mailing list for the Authority. The Chair shall determine the time and place of each meeting.

2. SUNSHINE ACT REQUIREMENTS. – All Board meetings shall be conducted and public notice of all such meetings shall be given in accordance with the provisions of the Sunshine Act, 65 Pa. C.S. Chapter 7. The Board may hold executive sessions in accordance with the provision of the Sunshine Act.

3. QUORUM. – In order to conduct business of the Authority, a quorum of then appointed Board Directors must be present, either in person or by means of any communications device,

including video conferencing, allowing all Directors to hear one another. Except as otherwise specified herein, all official actions of the Board shall require the vote of a majority of Board Directors present at the meeting.

4. CONDUCT OF MEETINGS. – Procedures for the conduct of meetings of the Board will be determined by the Chair as may be necessary for the timely, fair and reasonable conduct of the Board’s business. The Chair may use the Roberts’ Rules of Order, as appropriate.

ARTICLE VII - FISCAL YEAR

The fiscal year of the Authority shall be July 1 through June 30 each year.

ARTICLE VIII – AMENDMENTS TO BYLAWS

These by-laws may be altered or amended by a two thirds vote of Directors who are present (either in person or by means of any communications device allowing all Directors to hear one another) and constitute a quorum of the Board at any regular or special meeting duly convened after notice to Directors of that purpose and after the proposed amendment has been introduced and Directors have had a chance to read the amendment or waive such reading at a duly convened meeting held immediately prior to the meeting at which a vote is to be taken on the proposed amendment. No amendment shall be adopted which is inconsistent with the MCARE Act.

ARTICLE IX-CONFIDENTIALITY

1. DUTY OF CONFIDENTIALITY. – By virtue of appointment to the Board, every Director has a duty and responsibility to maintain the highest degree of confidentiality with respect to any information identified as confidential under the MCARE Act, whether such information is acquired intentionally or unintentionally. This duty does not cease, but carries forward as an obligation of any former Director of the Board.

2. DISCLOSURE OF CONFIDENTIAL INFORMATION. – Neither the Authority as a whole, nor any Board Director acting in that capacity may disclose any documents, materials or information it receives from any medical facility, health care worker, patient safety committee or governing board of a medical facility, which are solely prepared or created for the purpose of compliance with section 310(b) of the Mcare Act or of reporting under section 304(a)(5) or (b), 306(a)(2) or (3), 307(b)(3), 308(a), 309(4), 310(b)(5) or 313 of the Mcare Act, except as otherwise provided by law.

ARTICLE X - LIABILITY AND INDEMNIFICATION

1. INDEMNIFICATION. – Except as limited by this Article, any Director made a party or threatened to be made a party in any civil action by reason of the fact that he or she is or was a Director or that he or she is or was acting within the scope of Board Director duties will be indemnified to the fullest extent and manner authorized and permitted by the laws and policies of the Commonwealth of Pennsylvania, as the same exist or may hereafter be amended.

2. NON-EXCLUSIVE RIGHT. – The right to indemnification and the payment of expenses incurred in a proceeding in advance of its final disposition conferred in this Article shall not be exclusive of any right which any Director may have or hereafter acquire under any statute, By-laws, agreement, vote of disinterested Board Directors or otherwise.

ARTICLE XI- STAFF

1. EXECUTIVE DIRECTOR. – The Authority shall select an Executive Director who shall be employed by the Authority and who under the authority of the Board, shall be responsible for the operation and management of the Authority in accordance with the policies and directives of the Board. The Executive Director shall be an ex-officio member of the Board, the Executive Committee, and any Committees except with respect to any matter dealing with the Executive

Director's duties or compensation. The Executive Director serves at the pleasure of the Board which may require the Executive Director to enter into a contract to serve for a specified term.

2. AUTHORITY OF EXECUTIVE DIRECTOR. – The Executive Director shall have the authority to hire all Authority Staff consistent with this Article; to execute all documents on behalf of the Authority as delegated for that purpose by the Board; to enter into interagency agreements, memoranda of understanding, and other arrangements necessary to conduct the day to day business operations of the Authority; and to take any and all action as requested by the Board of Directors or the Board Chair.

2. STAFFING. – The Executive Director shall develop staffing plans, positions, position descriptions, compensation levels, and such other material as may be necessary to properly operate and manage Authority activities. The Executive Director shall ensure that all personnel positions and costs are reflected in the Annual Budget.

3. HIRING. – The Executive Director shall seek advice and counsel from the Executive Committee prior to hiring any Authority staff or establishing staff compensation. Except for the Executive Director and General Counsel, all Authority staff shall be hired by and be accountable to the Executive Director.

4. LEGAL COUNSEL. – The Authority may engage legal counsel to provide legal counsel and advice as required by the Board or Executive Director, represent the Authority in legal or administrative proceedings, and ensure the Authority's compliance with legal requirements.

5. PERSONNEL POLICIES AND PROCEDURES. – All personnel policies and procedures shall be developed and recommended by the Executive Director and approved by the Board of Directors.

6. CONFLICT OF INTEREST. – No individual shall accept or maintain a position on the Authority staff who has any position (paid or unpaid) with or relationship to an entity, its parent or subsidiary, required to report to the Authority under the MCARE Act, except upon approval by the Board of Directors.

ARTICLE XII – BUDGET

1. PREPARATION. – Each year, the Executive Director shall, in consultation with the Budget-Finance Committee, prepare an Annual Budget to reflect the projected expenditures of the Authority for the coming Fiscal Year. The Annual Budget shall be in sufficient detail for the Board to reasonably determine and vote on the appropriateness of each expenditure.

2. APPROVAL. – The Board shall vote on whether to approve and adopt the Annual Budget. Once approved and adopted, the Executive Director shall have the authority to make any and all expenditures under the Annual Budget, consistent with the Authority's policies.

3. MODIFICATION. – The Executive Director may modify the Annual Budget during the Fiscal Year upon notification to the Board if such modifications do not change the total approved Annual Budget amount or materially alter any category of expense. All other modifications to the Annual Budget during the Fiscal Year shall require Board approval and adoption.

ARTICLE XIII – TRAVEL AND SUBSISTENCE

The Executive Director shall develop and recommend, and the Board shall approve the Travel and Subsistence Policy for the Authority, which policy shall include reimbursement for Directors and Staff for out-of-pocket expenses incurred in the performance of their official

duties, including the attendance at Board and other meetings. Reimbursements shall generally conform to, but are not limited by those established under Commonwealth travel policies.

ARTICLE XIV – COMMUNICATIONS

1. INTERNAL COMMUNICATIONS. – In order to maintain protection from disclosure under the “internal pre-decisional deliberations” exemption of the Commonwealth Right to Know Law, substantive communications among Directors or between Directors and staff shall be considered “internal” and shall not be copied to or shared with people external to the Authority. These communications include, but are not limited to, e-mails, phone calls, faxes, notes, and letters. All internal communications are property of the Authority. Notwithstanding the foregoing, internal communications may be disclosed pursuant to a subpoena or other order of court.
2. EXTERNAL COMMUNICATIONS. – The Authority, either through its staff or through an individual Director, may be asked from time to time to provide testimony or a speaker for a particular event or purpose or to provide an interview or comment on a particular issue in his capacity as member of the PSA.. Any and all such requests shall be external communications and immediately referred to the Authority’s Communications Office. All responses to such requests are subject to review and approval by the Authority and the Authority’s determination of the appropriate individual or individuals to respond. A Board member should recognize the distinction between 1) his/her role as a member of the Board and 2) his/her role as an individual citizen or a member/representative of a particular profession.
3. STAFF ASSISTANCE. – Any Director may request and Staff shall provide assistance in preparing remarks and presentation materials for any occasion in which the Director speaks on behalf of the Authority.

Adopted by unanimous vote of the Board, June 1, 2010.