

**BY-LAWS**  
**OF**  
**PATIENT SAFETY AUTHORITY**  
**(as amended on October 11, 2005)**

**ARTICLE 1 - ESTABLISHMENT**

The Patient Safety Authority (“Authority”) is an authority established by the General Assembly of the Commonwealth of Pennsylvania pursuant to Chapter 3 of the Medical Care Availability and Reduction of Error Act, Act No. 13 of 2002 (“Mcare Act”).

**ARTICLE 2 - PURPOSE**

The purpose of the Authority is to carry out the duties imposed upon it under Chapter 3 of the Mcare Act.

**ARTICLE III - MEMBERSHIP**

1. The powers and duties of the Authority shall be vested in and exercised by a Board of Directors. The Board shall consist of eleven (11) members composed of those persons appointed as provided by Section 303 of the Mcare Act. The members are responsible for carrying out the purposes of the Authority, as specified in the Mcare Act.
2. A member may be removed from the Board for cause by the appointing authority upon the recommendation by a vote of at least 8 members of the Board. If at any time, a member has cause to believe that a member should be removed from the Authority, the member will advise the Chairperson of the reasons for this belief. Cause may include, but is not limited to multiple unexcused absences (both telephonically and in person) from Board meetings, malfeasance with respect to duties and obligations of the Authority and the unauthorized disclosure of confidential

information learned by reason of an individual's Board membership. The Chairperson may assign the matter to the Executive Committee for review. If the Executive Committee is assigned the matter for review, it will advise the member that it is considering whether to recommend the member's removal from the Authority. The Executive Committee will provide written notice to the member of the reasons it is considering making such a recommendation and the opportunity to rebut the reasons given for removal. After consideration of any rebuttal presented by the member, the Executive Committee may discontinue the inquiry or may recommend that the matter be referred to the full Board for action. The Board will provide the member with an opportunity to rebut the reasons given for removal. The Board may then discontinue any further inquiry into the matter or may send notice to the member's appointing authority of the Board's recommendation for removal and the basis for that recommendation.

3. Any member desiring to resign from the Board shall submit his/her resignation in writing to the Chairperson of the Board and to his/her appointing authority.

#### **ARTICLE IV - OFFICERS**

1. The officers of the Board shall consist of the chairperson, a vice-chairperson and a secretary - treasurer. The chairperson shall be the Physician General or a physician appointed by the Governor if there is no appointed Physician General, as provided by in Section 303 of the Mcare Act. The vice-chairperson and the secretary - treasurer shall be elected by the members and shall hold their offices for a term of one (1) year (and until a successor is duly elected and takes office). The vice-chairperson and the secretary - treasurer are eligible to retain his/her office for an unlimited number of additional one (1) year terms. The Chairperson may appoint from the Board's membership one or more assistant secretaries, one or more assistant treasurers and such other officers as the members deem advisable.

2. If a vacancy occurs in the offices of vice-chairperson or secretary - treasurer, the members shall elect a successor to fill the vacancy for the remainder of the term. The Chairperson may appoint a temporary successor to serve until such successor is chosen.
3. The chairperson shall preside at all meetings of the Authority, shall have general supervision and management over the affairs of the Authority, shall have signatory authority for the Authority, shall carry out duties conferred upon the chairperson under the Mcare Act and shall see that all orders and resolutions of the Board are put into effect, subject, however, to the right to delegate specific powers and duties.
4. The vice-chairperson shall, in the absence or incapacity of the chairperson, exercise all powers and duties of the chairperson and shall perform such other duties as may be determined by the members or as delegated by the chairperson.
5. The secretary - treasurer shall give or cause to be given, required notice to members, shall ensure that the minutes of all meetings of members are kept, shall supervise the custody of Authority funds, and shall render a statement of the Authority's financial condition when requested by members and shall perform such other duties as may be determined by the members or as delegated by the chairperson.

#### **ARTICLE V - COMMITTEES**

1. After notice to the Board, the chairperson may establish such standing, ad hoc or other committees as it may from time to time see fit to assist in carrying out the purposes of the Authority. Such committees may consist of non-members as well as members but shall not have the power or authority to take Mcare Action on behalf of the Authority. The chairperson shall appoint committee chairpersons and committee members. Chairpersons of a committee shall be Board members.

2. An Executive Committee shall be established, consisting of the officers and such other members as appointed by the chairperson. This Committee will act on behalf of the Authority between the meetings of members but shall not have authority to act on any matter which requires a vote of the Authority. The chairperson of the Authority will chair the Executive Committee and the Administrator shall be a non-voting member.

#### **ARTICLE VI - MEETINGS**

1. The Board shall meet at such frequencies as required by the Mcare Act and at such other times as determined by the chairperson. Members 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.

2. The chairperson shall determine the time and place of each meeting.

3. 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.

4. In order to conduct business of the Authority, a quorum of Board members must be present, either in person or through the use of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. All official actions of the Board shall require the vote of a majority of Board members present at the meeting, either in person or through the use of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other.

5. Procedures for the conduct of meetings of the Board will be determined by the chairperson as may be necessary for the timely, fair and reasonable conduct of the meeting's business. The Board may use the Roberts' Rules of Order, as necessary.

6. The Secretary or other person designated by the chairperson may take such recordings of the meeting, written, electronic tape or otherwise, as deemed advisable to assist in the preparation of the minutes.

#### **ARTICLE VII - FISCAL YEAR**

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

#### **ARTICLE VIII – ADOPTION AND AMENDMENTS**

1. In order to adopt by-laws for the Authority, a quorum of Board members must be present, either in person or through the use of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. These by-laws shall become effective upon majority vote of members who are present (either in person or through amplified telephonic equipment) at a meeting duly convened after notice to members of that purpose.

2. In order to amend or alter the Authority's by-laws, a quorum of Board members must be present, either in person or through the use of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. These by-laws may be altered or amended by a two thirds vote of members who are present (either in person or through amplified telephonic equipment) at any regular or special meeting duly convened after notice to members of that purpose and after the proposed amendment has been introduced and read to members 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. Except as provided by section 311(f) of the Mcare Act, the Authority and Board members may not 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.
2. Board members may not knowingly have access to any identifying information in documents, materials, or information received by the Authority from any medical facility, health care worker, patient safety committee, governing board of a medical facility or any other entity receiving information required under the Act.
3. When issuing statewide recommendations as permitted by section 304(a)(7) of the Mcare Act or in making its annual report to the General Assembly, the Authority will not specifically identify any medical facility, health care worker, patient safety committee or governing body of a medical facility.

## **ARTICLE X - LIABILITY AND INDEMNIFICATION**

1. Any Board member who is made a party or is threatened to be made a party in any action by reason of the fact that he or she is or was a Board member or that he or she is or was acting within the scope of his or her duties as a Board member 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. Indemnification under 1 above will be made by the Authority unless a determination is reasonably and promptly made that indemnification of a Board member is not proper in the circumstances because of ground for denying indemnification under this Article or under applicable law.

3. To the extent that a Board member has been successful on the merits or otherwise in the defense of any suite referred to in 2 above, he or she shall be indemnified against expenses (including attorney fees) actually and reasonably incurred by him or her in connection therewith.

4. The rights 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 person may have or hereafter acquire under any statute, By-laws, agreement, vote of disinterested Board members or otherwise.

#### **ARTICLE XI- STAFF**

1. The chairperson shall be responsible for the selection of an Administrator who shall be employed by the Authority and who under the authority of the Board, shall be responsible for the general operations of the Authority in accordance with the policies of the Board. He/she shall be an ex-officio member of the Board and of all committees established by the Board

2. The chairperson shall be responsible for determining all other staff positions necessary to implement Chapter 3 of the Mcare Act. The Administrator shall be responsible for selecting personnel to fill such positions. In performance of duties, the staff is accountable to the Administrator, who is accountable to the Board.

3. The chairperson shall approve personnel policies as proposed by the Administrator.

4. Except as provided by these by-laws, no paid staff of the Authority shall accept appointment or act in any capacity as a Board member.

## **ARTICLE XII – TRAVEL AND SUBSISTENCE**

1. Members of the Board and employees of the Authority are entitled to receive reimbursement of out of pocket expenses incurred in the performance of their official duties, including the attendance at Board and other meetings, subject to policies and guidelines for reimbursement adopted by the Board. Payments made for travel and subsistence are subject to audit by the Commonwealth.
2. The Authority's reimbursement of out of pocket expenses for Board members and its employees shall be consistent with 4 Pa. Code Chapter 40 relating to Travel and Subsistence.
3. In its reimbursement of travel expenses, the Authority will use the policies and guidelines on travel and subsistence contained in Management Directive 230.10, as may be amended from time to time.

## **ARTICLE XIII – COMMUNICATIONS**

1. Communications among board members or between members and staff shall be considered "internal" and shall not be copied to or shared with people external to the Authority, unless it is first acceptable to all persons included in the distribution list.
2. These communications include, but are not limited to, e-mails, phone calls, faxes, and letters.
3. 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.

- a. When a Board member is invited to speak or comment on activities of the Patient Safety Authority, he/she should determine if the request is made to that Board member in his/her capacity as a member of the Board and a representative of the Authority or in his/her capacity as an individual citizen or a member/representative of a particular profession. If the request to speak is as an official designee or representative of the Authority, the Board member shall refer the person or organization making the request to the Patient Safety Authority's Communications Office, which will determine the most appropriate person, if anyone, to represent the Board at that particular event. Also, PSA staff may choose to participate in or observe those interviews or speaking engagements. Staff will also be available to assist a Board member in preparing remarks and presentation materials if the member is representing the Authority.
- b. A request by a Board member for data or other information related to or contained in PA-PSRS, made in his/her capacity as a Board member, shall be made during a public Board meeting where it can be publicly discussed. However, a Board member may make such a request at other times by sending an email or hardcopy request to the Authority administrator. If that information is not easily or readily available or if that information would not generally be made publicly available, the administrator will place the request on the agenda for discussion at the next public Board meeting. On the other hand, if the request is made by a Board member in his/her capacity as an individual citizen or as a member/representative of a particular profession, then the request shall be made in a format identified by

the Authority for all requests for data by any outside researcher, organization or other individual.

4. When speaking to individuals or groups about the PSA in any setting (e.g., in an interview, during testimony or in other public presentations or comments) other than at a public or official PSA meeting or as an official designee of the Authority at a specific event, a Board member shall state at the outset that his/her comments are his/her own and not necessarily reflective of the Patient Safety Authority.