1. Section 1 Introduction
Yale Medicine ("YM") is the multi-specialty group practice of full-time and part-time clinical faculty of the Yale School of Medicine ("YSM"), the business name under which the faculty conducts that practice, and the administrative unit at YSM that houses the practice. In general, clinically-active faculty physicians practice through the academic Departments in which they hold faculty appointments, under the direction of their Department Chairs (and in some cases, their Section Chiefs). The Departments are responsible to the Dean of the School of Medicine (the "Dean") for their clinical, teaching and research activities, and for their financial performance. YM is an organizational unit of, and subject to the relevant rules and policies, of Yale University and YSM.

2. Section 2 Goals and Objectives of Yale Medicine
The goal of YM is to maintain a premier academic clinical practice. In order to attain this goal, YM supports and coordinates professional practice of the group and each of its component parts, promoting the development of clinical programs in all relevant departments of the YSM.

3. Section 3 Name
YM shall be overseen by a Board (the "Board"). The Board is an operational committee within YSM with specified duties related to the clinical practice of the Yale School of
Medicine. The Board is a non-fiduciary advisory body. The powers and functions of the Board shall include the following, all of which are subject to further approval by the Dean or in the case of subsection (D), the approval of the Dean and of Yale University:

A. Oversight of YM strategic planning;
B. Establishment of operational policies and procedures, including establishment of YM practice standards, optimal service location and facility use and clinical space allocation;
C. Approval of YM annual operating budgets;
D. Approval of capital budgets and strategies for capital investments;
E. Oversight of YM financial operations;
F. Facilitation of interdepartmental cooperation and resolution of interdepartmental disputes regarding multidisciplinary clinical programs; and
G. Timely and effective communication with YM faculty.
H. Marketing, outreach and electronic/social media presence approval
I. Facilitates Diversity, equity and inclusion throughout Yale Medicine

4. Section 4 Composition of Board

The YM Board shall consist of the following members ("Board Members"):

A. The Chairs of the 19 clinical Departments in YSM: Anesthesiology; Child Study Center; Dermatology; Emergency Medicine; Laboratory Medicine; Medicine; Neurology; Neurosurgery; Obstetrics and Gynecology; Genetics; Ophthalmology and Visual Sciences; Orthopedics; Pathology; Pediatrics; Psychiatry; Radiology & Biomedical Imaging; Surgery, Therapeutic Radiology; and Urology. In the event a Department does not have a Chair, the Interim or Acting Clinical Department Chair shall serve on the Board until the Chair is appointed.

B. Director of the Yale Cancer Center

C. The Dean of the School of Medicine or their designee;

D. The YM Chief Executive Officer;

E. Four at-large faculty members who shall be selected as detailed in Section V;

F. There shall be the following non-voting Ex Officio members, each of which shall serve automatically by virtue and while holding the designated office, unless removed by the Dean:
   • YM Chief Operating Officer;
   • YM Chief Administrative Officer;
   • YM Chief Financial Officer;
   • YM Chief Clinical Transformation Officer,
• YM Chief Strategic Officer; and
• Deputy General Counsel for Health Affairs.

5. Section 5 Election of At-Large Faculty Board Members
Full-Time YSM faculty physicians who are credentialed to practice medicine within YM are eligible to serve as At-Large Faculty Board Members (“At-Large Members”).

After solicitation of nominations through YSM departments and YSM committees, eligible faculty candidates shall submit expressions of interest and a copy of their curriculum vitae (CV) to the Chair of the Board Nominating and Governance Committee.

The Board Nominating and Governance Committee, shall, after consultation with the YM Chief Executive Officer, nominate candidates to be voted on by the full Board. At-Large Members shall serve an initial two-year term. At the conclusion of the initial term, an At-Large Member may serve one additional two-year term if recommended by the Nominating and Governance committee and confirmed by majority Board vote. At-Large Members may serve no more than four consecutive years.

6. Section 6 Officers
A. Board Chair
   • The Board Chair shall be elected by a majority vote of the Board.
   • Only Chairs of YM Clinical Departments may serve as Board Chair.
   • The Board Chair shall serve an initial two-year term; at the conclusion of the initial term, the Chair may serve one additional two-year term if recommended by the Nominating and Governance committee and confirmed by majority vote.
   • The Board Chair may serve no more than four consecutive years.

B. Board Vice Chair
   • The Board Vice Chair shall be elected by a majority vote of the Board;
   • Only Chairs of YM Clinical Departments may serve as Board Vice Chair;
   • The Vice Chair shall exercise the powers and duties of the Chair during absence or disability. The Vice Chair shall perform such other duties as the Board, or the Chair may from time to time prescribe
   • The Board Vice Chair shall serve an initial two-year term; at the conclusion of the initial term, the Vice Chair may serve one additional two-year term if recommended by the Nominating and Governance committee and confirmed by majority vote.
   • The Board Vice Chair may serve no more than four consecutive years.
7. Section 7 Quorum and Voting
A majority of the number of Board Members in office at the time shall constitute a quorum for the transaction of business at all meetings of the Board. In the absence of a quorum, the Board Members present in person shall adjourn the meeting from that time until a quorum is present.

The Board Members may participate in a meeting of the Board by means of conference telephone or similar communications equipment (including, without limitation, video conferencing equipment) affording all persons participating in the meeting the ability to hear one another, and such participation in the meeting by means of such equipment shall constitute presence in person at such meeting.

All actions of the YM Board shall be taken by vote of a majority of those voting Board Members present.

8. Section 8 Meetings
The Board normally will meet monthly, unless the Chair deems otherwise. Special meetings may be called with at least twenty-four (24) hours’ notice by the Chair. At the Chair’s invitation, non-members of the Board may attend a meeting of the Board. An agenda for each meeting along with relevant information shall be distributed prior to the meeting.

9. Section 9 Committees
A. The Board shall have the following standing committees (“Committees”):
   - Finance: The Finance Committee shall formulate YM’s financial policies. It shall review YM’s financial planning, review and recommend to the Board and the Dean, YM’s annual operating budget, and review and recommend to the Board, the Dean, and Yale University leadership, the annual capital budget. The Finance Committee also shall monitor current revenues and expenditures for consistency with the budgets. It shall review and approve expenditures not provided for in the approved operating or capital budgets; however, the YM Chief Executive Officer in consultation with the Board Chair and Finance Committee Chair may disburse or commit funds outside of the operating budget process. Following disbursement, the Board shall be notified at the next Board meeting.

   - Operations: The Operations Committee ensures optimal clinical delivery. The scope of the Operations Committee includes defining, communicating, monitoring and enforcing practice standards, providing oversight related to quality delivery with a goal of reducing variation in care delivery, defining and implementing a unified patient access strategy, optimizing asset utilization (space, technology), defining clear IT priorities including EPIC optimization, ensuring a robust common physician on-boarding process, overseeing project management functions/operations within YM, and clinic optimization.
• Nominating and Governance: The Nominating and Governance Committee shall nominate candidates for officer, At-Large Board Member, and At-Large Committee Member positions, to be voted on by the full YM Board. The Nominating and Governance Committee also shall regularly review the operations and procedures of the YM Board and make suggestions for their improvement.

• Compliance: The Compliance Committee will review the YM Compliance Office’s recommended annual work plan and compliance training initiatives in advance of presentation to the full YM Board for approval. The Compliance Committee will receive quarterly status reports on the YM Compliance Office’s work plan and reports related to any for compliance reviews or trends requiring remediation. The Compliance Committee will recommend issues should be escalated for discussion by the full YM Board. To ensure consultation with subject matter experts and consistency across the institution, the Compliance Committee will include subject matter experts from the Office of General Counsel, the University’s Institutional Compliance Program, Enterprise Risk Management, and the Office of Internal Audit and Quality Assurance.

B. The Board may constitute additional committees, as it may deem desirable or necessary to conduct the affairs of YM.

C. The Chair shall assign Board Members to one or more Committees.

D. Each Committee shall have a chair. Only Departmental Chairs are eligible to serve as Committee Chairs, unless otherwise approved by the Board Chair. The term of appointment is 2 years, with one 2-year term renewal by Nominating and Governance committee.

E. Each Committee shall meet monthly, except the Nominating and Governance Committee, that will meet as needed.

F. The YM Chief Financial Officer shall staff the Finance Committee, the YM Chief Operation Officer shall staff the Operations committee, the YM Chief Strategy Officer shall staff the Network Strategy Committee, the YM Chief Administrative Officer shall staff the Nominating and Governance Committee, and the YM Chief Compliance Officer shall staff the Compliance Committee.

G. In addition to Board Members, each Committee shall have an additional 3 at-large faculty members (“At-Large Committee Members”). After solicitation of nominations through YSM departments and YSM committees, eligible faculty candidates shall submit expressions of interest and a copy of their curriculum vitae (CV) to the Chair of the Board Nominating and Governance Committee. The Board Nominating and Governance Committee, shall, after consultation with the YM Chief Executive Officer,
nominate candidates to be voted on by the full Board. At-Large Committee Members shall serve one two-year term. They may not be reappointed.

H. Unless the Board otherwise designates, such Committees shall conduct their affairs as nearly as possible in accordance with the rules prescribed by these Bylaws, and the provisions of these Bylaws pertaining to meetings, quorum and voting requirements shall apply to Committees and their members as well.

10. Section 10 Resignation and Removal
A Board Member may resign at any time by giving written notice of such resignation to the Board Chair. Such resignation is effective upon receipt of said notice or at such later time as may be specified in such notice. Chair Members who step down from their Chair positions will be deemed to have resigned from the Board at the time they step down. At-Large Board Members who resign from the Yale faculty or cease to be credentialed to practice within YM will be deemed to have resigned from the Board at the time they resign from the faculty or cease to be credentialed, whichever occurs first. It is the expectation of the board that all members attend a minimum of two thirds of the meetings (not counting excused absences). At-large members who do not achieve this threshold will be given a warning by either the Board Chair and/or YM CEO. Continued failure to attend greater than two thirds of the meetings in a given year will result in removal from the Board. Any Departmental chair attendance issues will be adjudicated by the Dean.

11. Section 11 Vacancies
In the event of a vacancy of an At-Large Board Member seat, due to resignation, removal, death or disability, the Nominating and Governance Committee will identify two (2) eligible candidates and the full Board will elect one (1) of them to serve for the duration of the term of the departing At-Large Board Member.

12. Section 12 Amendment of the Bylaws
These Bylaws may be amended, altered, or repealed at any meeting of the Board by a majority vote of the Board Members present and voting, a quorum being present. The general nature and purpose of such proposed amendment(s) shall be set forth in the notice of the meeting, and the actual language of the proposed amendments need not be included in the notice. No amendment, alteration or repeal shall take effect until it shall have been approved by the Dean.

Contact Information
• Contact Office: Yale Medicine CEO

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