

WASHINGTON UNIVERSITY SCHOOL OF MEDICINE
Bylaws

Article I:
Authority and Construction

Section 1. Authority.

These bylaws address the internal administration of the faculty of the School of Medicine and are adopted by authority of Article V of the Ordinance for the Organization of the Medical School of Washington University. These bylaws are administrative in nature and are adopted under authority granted through the Chancellor and Board of Trustees of Washington University. These bylaws are supplemental and are subordinate to the Charter and Bylaws of Washington University, St. Louis, Missouri, the Constitution of the Faculty Senate, the Washington University Policy on Academic Freedom, Responsibility and Tenure, the Medical School Guidelines for Full-time Faculty Appointments and Promotions, and other governance documents. These bylaws address the unique administrative characteristics of the School of Medicine and take into account the delegation of administrative and academic authorities of the office of the Executive Vice Chancellor for Medical Affairs for the University and Dean of the School of Medicine. Any conflicts between these bylaws and the governance documents or procedures applicable to the University at large shall be resolved in favor of such governance documents.

Section 2. Construction.

Words of masculine gender shall be deemed and construed to include correlative words of the feminine gender. Unless the context shall otherwise indicate, words of singular number shall be deemed and construed to include both the singular and the plural number.

Article II:
Description

Section 1. Name.

The name of the internal governing body of the School of Medicine shall be The School of Medicine Executive Faculty (hereinafter referred to as "Executive Faculty").

Section 2. Place of Operation.

The Executive Faculty shall have as its principal place of meeting the School of Medicine, or another suitable location selected by the Dean.

Section 3. Purposes.

The Executive Faculty is organized exclusively for the purposes described in Article VI, as part of Washington University. The Executive Faculty is responsible for the administration, regulation and management of the affairs of the School of Medicine and may be assigned such responsibilities as are necessary in the judgment of the Dean of the School of Medicine in order to carry out the Executive Faculty's responsibilities as more particularly described in Article VI.

Article III: Meetings and Procedures

Section 1. Meetings.

There shall be ten (10) regular meetings of the Executive Faculty each year, which shall be held on a schedule published annually in advance by the Dean/Executive Vice Chancellor for Medical Affairs for the School of Medicine. In addition to regular meetings, an annual meeting of the Executive Faculty shall be held each year.

Section 2. Special Meetings.

Special meetings of the Executive Faculty may be called by or at the request of the Dean/Executive Vice Chancellor for Medical Affairs for the School of Medicine, or a majority of the voting members of the Executive Faculty.

Section 3. Notice.

Written or electronic notice of all meetings shall be sent at least seven (7) days before the date of the meeting. In the case of special meetings, the notice shall state the purpose of the meeting and no business shall be transacted at such meeting that does not relate to the stated purpose(s).

Section 4. Quorum.

A majority of the voting members of the Executive Faculty shall be necessary and sufficient to constitute a quorum. However, if an action is being considered that requires approval by three-quarters of the Executive Faculty members who are eligible to vote, three-quarters of the members of the Executive Faculty, rounded to the nearest whole number in accordance with scientific methods, if necessary, must be present to constitute a quorum. For purposes of satisfying the quorum requirement, attendance may be in person or by written proxy.

Section 5. Action.

The action of three-quarters of the Executive Faculty members present and voting at a duly called meeting of the Executive Faculty, rounded to the nearest whole number in accordance with scientific methods, if necessary, shall be the act of the Executive Faculty, unless otherwise provided in these Bylaws. Proxy voting is permitted for issues that require an affirmative vote of three-quarters of the Executive Faculty members who are eligible to vote. Only a voting member of the Executive Faculty may cast a proxy vote, and each member may cast only one proxy vote.

Article IV: Dean/Executive Vice Chancellor

Section 1. Responsibilities of the Dean.

The Dean of the School of Medicine shall have the following responsibilities:

- a. Serve as chairperson of the Executive Faculty;
- b. Prepare the annual budget for the School of Medicine and along with the Executive Vice Chancellor for Medical Affairs present the budget to the University;
- c. Assess department head performance;
- d. Assess departmental academic and fiscal performance;
- e. Allocate resources within the School of Medicine;
- f. Direct long-range financial and program planning;
- g. Direct student affairs including admissions, tuition, and curriculum;
- h. Supervise the property, physical plant, personnel, and parking of the School of Medicine;
- i. Serve as chairperson on all search committees for department heads;
- j. Appoint all standing committees and ad hoc committees as described in Article VII of these Bylaws;
- k. Serve as an ex officio member of every medical school committee;
- l. Serve as the Chief Academic Officer of the School of Medicine; and
- m. Assess the performance of the Faculty Practice Plan CEO.

Upon the recommendation of a search committee appointed by the Chancellor, the Dean is selected by the Executive Faculty and appointed by the Chancellor. The Dean shall be a tenured member of the faculty, and shall be reappointed every five (5) years after successfully completing an initial three (3) year appointment. Preceding the annual meeting of the Executive Faculty, the Dean shall present a State of the Medical School report reviewing the status of the responsibilities listed above and suggesting recommendations for the future. By the end of the third year after initial appointment and at five year intervals thereafter, the Dean's appointment shall be reviewed by a committee comprised of the three members of the Executive Faculty who have the longest standing tenure as medical school department heads at Washington University. However, if the committee does not include at least one member representing the clinical departments and the pre-clinical departments, the longest tenured member of the class of departments not represented shall also serve as a member of the committee. The Committee will present an oral report to the Executive Faculty with regard to the continuance of the Dean in the

position. The Executive Faculty will meet, discuss and make a recommendation advising the Chancellor on the continuance of the Dean. Upon receiving this advisory recommendation, the Chancellor will determine whether the Dean shall be reappointed. If warranted in the opinion of the Executive Faculty, an alternative schedule for the review and evaluation of the dean may be created, with the affirmative vote of three-quarters of the members of the Executive Faculty who are eligible to vote, rounded to the nearest whole number in accordance with scientific methods, if necessary.

Section 2. Executive Vice Chancellor for Medical Affairs.

The Executive Vice Chancellor for Medical Affairs shall have the following responsibilities:

- a. Represent the School of Medicine in interactions with Barnes-Jewish Hospital, The St. Louis Children's Hospital, BJC Healthcare and any other affiliated hospitals and health providers;
- b. Represent the School of Medicine in interactions with representatives of local, state and federal governments;
- c. Represent the School of Medicine in interactions with other institutions, universities and industry;
- d. Review the Dean's budget and with the Dean present it to the University;
- e. Oversee fund-raising, public relations and development efforts of the School of Medicine;
- f. Represent the School of Medicine on the Washington University Medical Center board;
- g. Review, develop and present proposals for the involvement of the School of Medicine in medical practice organizations (health maintenance organizations, preferred provider organizations and other managed care entities); and
- h. Represent the School of Medicine to the University.

The Chancellor of the University shall appoint the Executive Vice Chancellor for Medical Affairs after the name is presented to the Executive Faculty for its review and vote. It is traditional for a search committee first to recommend a candidate or candidates to the Chancellor. Preceding the annual meeting of the Executive Faculty, the Executive Vice Chancellor shall present a report reviewing the status of the responsibilities listed above and suggesting recommendations for the future. By the end of the third year after initial appointment and at five year intervals thereafter, the Executive Vice Chancellor's performance shall be reviewed by a committee composed of the three members of the Executive Faculty who have the longest standing tenure as medical school department heads at Washington University. However, if the committee does not include at least one member representing the clinical departments and the pre-clinical departments, the longest tenured member of the class of departments not represented shall also serve as a member of the committee. A report will be communicated to the Chancellor. With the approval of the Executive Faculty and the Chancellor, the Executive Vice Chancellor's performance may be reviewed on an alternative schedule. Any alternative schedule should be reduced to writing and kept in the official files of the University.

Section 3. Administrative Structure.

The positions of the Dean of the School of Medicine and the Executive Vice Chancellor for Medical Affairs may be occupied by one individual or two individuals. Procedurally, the Executive Faculty selects the Dean, and the Chancellor appoints the Executive Vice Chancellor for Medical Affairs. The Chancellor may appoint the Dean as Executive Vice Chancellor, thereby melding the positions. This arrangement would continue to allow for future division of the positions (as separate Dean for the School of Medicine and Executive Vice Chancellor for Medical Affairs) if the Executive Faculty or the Chancellor deems appropriate.

Article V:

Administration and Faculty

Section 1. Administration.

The administration of the School of Medicine shall be seated with the Dean/Executive Vice Chancellor for Medical Affairs who shall serve as the Chief Academic Officer of the School of Medicine and shall have the power to administer the School of Medicine in accordance with the policies developed by the Executive Faculty and the University.

The Dean/Executive Vice Chancellor of Medical Affairs shall be the official advisor to and executive agent of the Executive Faculty. The Dean/Executive Vice Chancellor for Medical Affairs shall, as administrative head of the School of Medicine, exercise general superintendence over all of the affairs of the School of Medicine, and bring such matters to the attention of the Executive Faculty as are appropriate to keep the Executive Faculty fully informed in meeting its policy-making responsibilities. Furthermore, the Dean/Executive Vice Chancellor for Medical Affairs shall have authority, on behalf of the Executive Faculty, to perform all acts and execute all documents to make effective the actions of the Executive Faculty. If the Dean/Executive Vice Chancellor positions are separated, then each shall assume the responsibilities set forth in Article IV, Sections 1 and 2.

The Dean/Executive Vice Chancellor shall have the authority to appoint Associate and Assistant Deans and/or Vice Chancellors to help administer the School of Medicine.

Appointments as department head and similar administrative positions do not carry tenure. Each administrator below the rank of Chancellor serves at the pleasure of his/her administrative superior, who is in principle free to terminate the administrative appointment at any time and to initiate a new appointment.

Section 2. Faculty.

The Faculty of the School of Medicine shall be governed by the Washington University Policy on Academic Freedom, Responsibility and Tenure, and the Medical School Guidelines for Full-time Faculty Appointment and Promotion.

Section 3. Faculty Composition.

- a. The Faculty of the School of Medicine shall be composed of all of its professors, associate professors, assistant professors, instructors and lecturers, and other academic titles as approved by the Board of Trustees of the University and designated in the University Policy on Academic Freedom, Responsibility and Tenure.
- b. Each member of the Faculty of the School of Medicine shall have either a primary appointment in one of its departments, programs or non-departmental divisions or a dual appointment between two departments, programs, or non-departmental divisions, as recommended by the Executive Faculty and approved by the Board of Trustees. Faculty having a primary or dual appointment in a program or non-departmental division must have a secondary or dual appointment in a School of Medicine department. The department(s), program(s), and/or non-departmental division(s) in which the faculty member holds an appointment shall be responsible for the provision of salary support, space and the recommendation of continuation of appointment and promotion for each faculty member. Dual appointments must be on the same faculty track.
- c. Each faculty member is responsible to the head(s) of the department(s) of primary or dual appointment in discharging the obligation of the faculty member within the School of Medicine. In addition to the primary or dual appointment, faculty members may hold secondary appointments in another department of the School of Medicine and/or in the Cancer Center (or in other centers as may be established in the future). However, secondary appointments are limited to faculty members who accept academic responsibilities in the secondary department.
- d. Faculty members with primary or dual appointments in the School of Medicine may have additional appointments in other schools of the University with the approval of the School of Medicine department head(s) in which the faculty member holds the primary or dual appointment and the Dean/Executive Vice Chancellor for Medical Affairs for the School of Medicine.
- e. The Executive Vice Chancellor for Medical Affairs of the School of Medicine and any assistant or associate dean of the School of Medicine are ex officio members of the faculty and need not have a primary appointment in a department within the School of Medicine.
- f. All faculty members are entitled to periodically receive a report from the Dean summarizing administrative actions.

Section 4. Faculty Council.

The School of Medicine shall have a Faculty Council consisting of all full-time and certain part-time (employed by the School of Medicine at greater than or equal to .5 FTE) members of the faculty with the rank of professor, associate professor, assistant professor, and those instructors (full-time or part-time if employed by the School of

Medicine at greater than or equal to .5 FTE) who have been on the faculty at this institution for at least three years. The Faculty Council is governed by its own Constitution and Bylaws.

The Faculty Council is a means of expression for the faculty in issues of importance to the Medical Center and to the University. It also provides an advocate for faculty members in resolving conflicts.

The Executive Committee of the Faculty Council holds monthly meetings from September through May and is the actively functioning liaison between the Faculty Council and the Executive Faculty. The Executive Committee of the Faculty Council is composed of the chairperson, vice-chairperson, vice-chairperson elect, three members from the pre-clinical departments, six members from the clinical departments, two members from the research track, one member from the non-departmental programs and divisions, one faculty-at-large representative from the Washington University Practice Plan Board of Directors, a representative of the Medical School to the University Faculty Senate Council, and the Dean (*ex officio*).

Section 5. Departments.

- a.
 - (i) For purposes of representation on the Executive Faculty, the preclinical departments of the School of Medicine, are:
 - biochemistry and molecular biophysics
 - cell biology and physiology
 - genetics
 - developmental biology
 - molecular microbiology
 - neuroscience
 - pathology and immunology
 - (ii) For purposes of representation on the Executive Faculty of the School of Medicine the clinical departments are:
 - anesthesiology
 - emergency medicine
 - medicine
 - neurological surgery
 - neurology
 - obstetrics and gynecology
 - ophthalmology and visual sciences
 - orthopaedic surgery
 - otolaryngology
 - pathology and immunology
 - pediatrics
 - psychiatry
 - radiation oncology
 - radiology
 - surgery

The department of pathology and immunology has one vote at Executive Faculty meetings.

(iii) The School of Medicine has the following program represented on the Executive Faculty:

- Siteman Cancer Center

(iv) The School of Medicine also has the following programs and divisions which are not represented on the Executive Faculty:

- Occupational Therapy
- Physical Therapy
- Institute for Informatics (I²)
- McDonnell Genome Institute (MGI)
- Institute for Clinical and Translational Sciences (ICTS)

- b. Each member of the Executive Faculty shall have one vote. If a person on the Executive Faculty is serving in more than one position, the person shall have only one vote.
- c. Departments may be established or discontinued by the Executive Faculty if three-quarters of the Executive Faculty members who are eligible to vote, rounded to the nearest whole number in accordance with scientific methods, if necessary, agree to establish or discontinue a department.
- d. Each department shall have a department head who is selected after study by a search committee that shall be appointed by the Dean. Based on the recommendations of the search committee, the Dean shall nominate candidates to the Executive Faculty and three-quarters of the Executive Faculty members who are eligible to vote, rounded to the nearest whole number in accordance with scientific methods, if necessary, must approve the selection of each new department head before the appointment is effective. Department heads shall be responsible (i) for recommending appointments and promotions within the department in accordance with the rules and regulations of the University; (ii) for administering the educational programs of the department in accordance with the curriculum plan approved by the Dean and the Executive Faculty; (iii) for stimulating and supporting research activities in the department; (iv) for proper discharge of responsibilities that may be required of the department in the medical care of patients; (v) for advancing the welfare of the School and University in education, research and patient care; and (vi) for other administrative duties of a departmental chairman as assigned by the Dean.
- e. Each department and department head is subject to continuing re-evaluation and systematic appraisal by the Dean. The annual meeting between the Dean and the department head provides one important venue for this process. If warranted in the opinion of the Dean, formal review of the performance of the department head and the department may be initiated at any time. If the Dean believes that the performance of a department head or department is not adequate, the Dean should work with the department head to address the deficiencies.

- f. Formal reviews of each department and department head shall be carried out at regular intervals. The primary purpose of the review is to provide constructive suggestions and feedback that strengthen the department and its leadership. Formal Department reviews will be carried out by an ad hoc committee that includes at least two nationally recognized leaders within the discipline from outside the institution, at least one member of the Executive Faculty and at least two senior faculty members from Washington University School of Medicine who are not members of the department under review. In its review, the committee will consult with Washington University department heads, faculty and representative leaders of affiliated organizations, as appropriate. The committee will be appointed by the Dean after consultation with the Governance Committee. The initial review will occur no later than five years following the department head's appointment but may be carried out earlier if requested by the department head. Subsequent reviews will be carried out at intervals of 7 years.

The review process will follow guidelines generated by the Governance Committee and approved by the Executive Faculty. Upon completion of its deliberations, the committee will provide a written report to the Executive Faculty. In addition, the committee chair will make a presentation to the Executive Faculty in the absence of the department head under consideration. At that time, the Executive Faculty shall consider whether it is in the best interests of the department and the institution for the department head to be reappointed. A vote for continuation requires three-quarters of the Executive Faculty members who are eligible to vote, rounded to the nearest whole number in accordance with scientific methods. Feedback and recommendations resulting from the review process shall be communicated to the department head and to the department by the Dean.

- g. No department head may serve in this administrative role past the academic year in which he or she turns 70. Independent of the regular review process, a department head may at any time notify the Dean of the intent to step down at an earlier age. When possible, this notification should include sufficient lead time to enable a search committee established by the Dean to identify a successor.
- h. Each department head shall be responsible for holding at least one departmental meeting during each academic year for all faculty members of the department. The purpose of the meeting shall be to inform the faculty of events, policies, procedures and decisions at the level of department, School, Medical Center and University.
- i. The department head shall have authority to recommend nominees for appointment or promotion and such nominations will be reviewed and approved in accordance with the Washington University School of Medicine Appointments & Promotions Guidelines and Requirements.
- j. At the annual meeting of the Executive Faculty, the Executive Faculty will vote to determine if each department head should be renewed for an additional year.

***Article VI:
Executive Faculty***

Section 1. Membership.

The Executive Faculty shall consist of the Dean of the School of Medicine, the Executive Vice Chancellor for Medical Affairs (in the event the positions are not combined), the heads of all duly established departments within the School of Medicine, the director of the Cancer Center, the chairperson and vice-chairperson of the Executive Committee of the Faculty Council, and one elected representative of the voluntary clinical faculty. *Ex officio* members without vote shall include the Chancellor, the Executive Vice Chancellor, one or more associate deans of the School of Medicine, the presidents of Barnes-Jewish Hospital, The St. Louis Children's Hospital, BJC Health Care, and such other administrative officers as the Dean may invite. Any acting or interim department heads shall be given voting membership on the Executive Faculty during the period of such acting chairmanship.

Section 2. Election of Voluntary Clinical Representative.

A nominating committee of six people who are members of the voluntary clinical faculty shall meet in the spring of even numbered years to determine a slate of candidates for the voluntary clinical faculty representative to the Executive Faculty. The nominating committee shall take recommendations from members of the voluntary clinical faculty. Candidates should have familiarity with issues important to WUSM and its affiliated institutions. The nominating committee shall include two of the elected members of the BJH Medical Staff Association (President and Secretary/Treasurer) or their designees and two of the elected members of The St. Louis Children's Hospital Medical Staff Association (President and Secretary/Treasurer) or their designees. The nominating committee, with help from the Dean's office if necessary, will poll the slate of candidates to determine their willingness to serve. Members of the nominating committee are eligible to be on the slate. Ballots shall be sent to the voluntary clinical faculty in June with the slate of candidates. There will be a space for write-in candidates. The voluntary clinical representative will serve a two year term. A voluntary clinical representative may serve up to two consecutive terms before he/she must rotate off for at least one year.

Section 3. Voting.

By practice, which may be changed by the Executive Faculty by amending these bylaws, a motion carries when three-quarters of a voting quorum present, rounded to the nearest whole number in accordance with scientific methods, if necessary, vote in favor of the particular issue before the Executive Faculty. If the issue before the Executive Faculty involves multiple components, and fewer than three-quarters of the quorum, rounded to the nearest whole number in accordance with scientific methods, if necessary, approve, then the issue must be broken into its component parts if possible, and each part shall be voted on separately, unless the multiple component issue is presented by a single motion and cannot be broken into component parts.

Section 4. Invitees.

At the discretion of the Dean, other individuals may be invited to attend Executive Faculty meetings or portions thereof, when the agenda would make such attendance appropriate. Such invited individuals will have no voting rights.

Section 5. Support.

The Dean may designate staff to provide such secretarial and administrative services as the Executive Faculty may need from time to time.

Section 6. Policies.

The Executive Faculty shall approve the policies of the School of Medicine with respect to educational affairs and shall participate by discussion, detailed studies, advice and counsel in the formulation of other major policies of the School of Medicine.

Section 7. Faculty Appointment and Promotion.

The Executive Faculty shall approve and recommend to the Dean all faculty appointments and promotions. Voting on such appointments and promotions will be held in the meeting subsequent to circulation of the credentials of the nominee, according to procedures adopted by the Executive Faculty from time to time.

Section 8. Conference of Degrees.

The Executive Faculty shall approve the recommendation of the appropriate standing committee (Committee on Academic Evaluation of Students) of those students upon whom the degree of Doctor of Medicine and other degrees of the School of Medicine shall be conferred.

Article VII: Committees

Section 1. Creation of Committees.

There may be such special or *ad hoc* committees as the Dean/Executive Vice Chancellor may from time to time establish for discharge of particular duties.

Section 2. Executive Committee of the Executive Faculty.

The Executive Committee will be chaired by the Dean and will meet with the Dean on a frequent basis to explore issues in-depth and to recommend solutions to the Executive Faculty.

The membership of the Executive Committee will include the chairpersons of the five standing advisory committees as described in Article VII Section 3. Since the chairperson of the Administration and Finance Committee is the Dean, the vice-chairperson of that committee will serve on the Executive Committee.

Section 3. Committees of the Executive Faculty.

The committees of the Executive Faculty shall be:

- a. Academic Affairs
- b. Administration and Finance
- c. Faculty Practice Plan
- d. Governance
- e. Research Affairs

Governance of the Academic Affairs, Administration and Finance, and Governance Committees will be as described below. Governance of the Faculty Practice Plan will be as described below and in subparagraph (c) below, and governance of the Research Affairs Committee will be as described below and in subparagraph (e) below.

The chairpersons and vice-chairpersons of Executive Faculty committees will be elected by the Executive Faculty from a slate proposed by the Governance Committee. Each committee vice-chairperson will be a department head and will serve for two years as vice-chairperson and then for two years as chairperson, with the exception of the Administration and Finance Committee. The vice-chairperson of the Administration and Finance Committee, which is chaired by the Dean, will rotate off the committee (for at least one year) after serving for two years as vice-chairperson. The chairpersons of the Governance and Academic Affairs Committees will serve one additional year as immediate past chairpersons and will then rotate off the committee (for at least one year).

The Governance Committee shall be responsible for nominating the chairperson and vice-chairperson for each committee. These nominations will be subject to ratification by the Executive Faculty. The Governance Committee may choose to nominate more than one candidate for each position, in which case the full voting Executive Faculty will be charged with election from the slate.

The members of the Academic Affairs, Administration and Finance, and Governance Committees will be elected by the Executive Faculty from a slate proposed by the Governance Committee. Each member should serve for two years. A committee member may serve up to two consecutive terms (four years) before he/she must rotate off for at least one year (or else become the vice-chairperson). Thus, in a single circumstance, one could serve on a committee continuously for up to nine years (two regular two-year terms, followed by vice-chairperson, chairperson and immediate past chairperson positions (in the case of the Academic Affairs and Governance Committees).

Replacement committee members for the Academic Affairs, Administration and Finance, and Governance Committees and replacement vice-chairpersons for all Executive Faculty Committees will be nominated by the Governance Committee and subsequently either ratified or elected (in the case of nominations exceeding places) by the full voting Executive Faculty. While the Governance Committee will have latitude in its nominations for membership, vice-chairperson and chairperson, the following are principles that will guide these selections:

- a. The privilege and burden of serving on Executive Faculty committees should be distributed broadly among voting members of the Executive Faculty.
- b. Representation should be achieved from both small and large departments, as well as from preclinical, clinical-procedural and clinical-nonprocedural departments.
- c. The Academic Affairs Committee should include at least two (2) and the Research Affairs Committee should include at least one (1) representative from among the Occupational Therapy, Physical Therapy, I², MGI, and ICTS programs (unless the representative is a head of a department). Representation of the programs on such committees should rotate among the programs with each representative serving for a two-year term.

Committees will be staffed by administration and may include members of the senior faculty at large.

The committees shall be charged with the development of recommendations concerning matters which include the following:

- a. Academic Affairs Committee

The Academic Affairs Committee (AAC) will represent and report to the Executive Faculty in all matters related to undergraduate and graduate professional medical education, medical student and M.D. graduate affairs and faculty affairs.

- (i) Undergraduate and graduate medical professional education. The AAC will work with the Dean and the Dean's staff in planning, review and oversight of curriculum design and content, teaching and learning methods. The Dean's office will be the operational agency for review and oversight, will initiate and manage the planning process and will transmit recommendations for discussion, review and ratification by the AAC.
- (ii) Medical student/M.D. graduate affairs. The AAC will work with the office of the Dean in planning, review and oversight, in order to ensure optimal quality of medical student and M.D. graduate life at Washington University. As in the case of medical education, the Dean's office will be the operational agency, bringing plans and recommendations to the AAC for its review.

- (iii) Faculty Affairs. The AAC will work with the Dean and the Dean's staff in ensuring that the School of Medicine provides an excellent quality of professional life for all faculty members. The AAC will provide advice and counsel to the Dean and Dean's staff regarding issues such as faculty development, recruitment, retention and mentoring.

The Barnes Jewish Hospital and The St. Louis Children's Hospital senior executives shall be *ex officio* members of the AAC.

b. Administration and Finance Committee

The Administration and Finance Committee shall address and oversee financial and administrative policy matters for the School of Medicine. The Administration and Finance Committee reviews and makes recommendations to the Executive Faculty concerning the distribution of the General Fund Allocation to departments, and the tuition for the School of Medicine. In addition, allocation of medical school resources and personnel policies relating to academic and non-academic personnel that would have a material effect upon business operations of the School are reviewed by the Committee.

The Administration and Finance Committee meets quarterly each fiscal year. It is chaired by the Dean. The Associate Dean for Administration and Finance is an *ex officio* member of the Administration and Finance Committee.

c. Faculty Practice Plan

- (i) The Faculty Practice Plan is governed by its own Bylaws and Operating Principles in accordance with a delegation of duties from the Executive Faculty.
- (ii) The Faculty Practice Plan will address and oversee the School of Medicine's overall clinical mission, including program development and implementation, financing, and relationships with affiliated hospital, community and government agencies, and managed care systems. The Faculty Practice Plan will be responsible for (a) developing an effective coordinated mechanism to negotiate with payors on behalf of the School of Medicine, and (b) exploring the formation of a clinical services organization, including a primary care network, to secure the clinical future of the School of Medicine.
- (iii) The Faculty Practice Plan will be governed by the Faculty Practice Plan Executive Committee. The Faculty Practice Plan Executive Committee will serve as the most important advisory body on matters related to Faculty Practice Plan operations and WUSM's clinical mission and will constitute the key working relationship for the Faculty Practice Plan CEO. The Faculty Practice Plan Executive Committee will also provide input to the Dean/Executive Vice Chancellor for Medical Affairs for annual evaluation

of the Faculty Practice Plan CEO. The Faculty Practice Plan Executive Committee will consist of the clinical department heads, and one preclinical department chair, and include the Dean/Executive Vice Chancellor for Medical Affairs and Faculty Practice Plan CEO *ex officio*. The Faculty Practice Plan CEO shall be a non-voting member of the Faculty Practice Plan Executive Committee.

d. Governance Committee

The Governance Committee will address and oversee:

- (i) The structure and functioning of the Executive Faculty and its standing committees (including nominating the chairperson, vice chairperson, and membership for each committee);
- (ii) Replacement of committee members for the Academic Affairs, Administration and Finance, Governance and Research Affairs Committees (when a replacement is needed for an exiting member of the Executive Faculty) and replacement chair and vice-chairpersons for all Executive Faculty Committees will be nominated by the Governance Committee and subsequently either ratified or elected (in the case of nominations exceeding places) by the full voting Executive Faculty;
- (iii) The organization and composition of the School of Medicine: its departments and multi-departmental divisions, centers, and institutes;
- (iv) The initiation of the process for periodic review of the performance of the Dean and Executive Vice Chancellor for Medical Affairs;
- (v) Strategic planning in conjunction with the Executive Faculty and the Dean/Executive Vice Chancellor for Medical Affairs.

e. Research Affairs Committee

This Research Affairs Committee (RAC) will oversee all activities related to:

- (i) Research Facilities
- (ii) Grants Management
- (iii) Technology Transfer
- (iv) Research Opportunities
- (v) Laboratory Animal Management

The RAC will be responsible for reviewing all major issues in the areas of its purview, and to make recommendations for action to the Executive Faculty as needed. The RAC also will oversee the process of selection of candidates for nomination for major national awards.

Membership of the RAC will include 6-8 clinical and preclinical department heads, the Dean/Executive Vice Chancellor for Medical Affairs, the Vice Chancellor for

Research, the Associate Dean for Research, at least one (1) representative from among the Occupational Therapy, Physical Therapy, I², MGI and ICTS programs (unless the representative is a head of a department). Representation shall rotate among the programs with each representative serving for one two-year term. Two (2) senior faculty members (from different departments) who spend a significant portion of their time in research. The senior faculty members will be nominated by the clinical and pre-clinical chairs, and from that list the Dean/Executive Vice Chancellor for Medical Affairs will appoint two (2) senior faculty members who will serve, one from a preclinical and one from a clinical department. These individuals will serve a two (2) year term. No RAC member appointed by the Dean/Executive Vice Chancellor for Medical Affairs shall serve for more than two (2) consecutive terms before rotating off the committee for a minimum of one (1) year. In the event of a vacancy in one or more of the appointed RAC seats, the Dean/Executive Vice Chancellor for Medical Affairs will solicit nominations from either the preclinical or clinical departments, depending on the vacating faculty member, and shall appoint one faculty member from the list of nominations with the intention of continuing to have one (1) senior faculty member each from a preclinical and clinical department, to fill the unexpired term of the vacancy. All members of the RAC serve with full voting powers.

The chair of the RAC will be a department head appointed by the Executive Faculty for a two (2) year term. The Governance Committee of the Executive Faculty will make a recommendation to the Executive Faculty for Chair and Vice-Chair appointments. The vice chair shall succeed the chair and shall serve a two (2) year term.

The Associate Dean for Research will serve as the chief operating officer for the RAC. The Associate Dean for Research, in consultation with the RAC chair, will set the agenda for RAC meetings. Staff will ensure the provision of all summary materials for consideration well in advance of each meeting. The RAC at its discretion will establish standing subcommittees to deal with specific tasks and will receive periodic reports on their activities.

A quorum for RAC meetings will be established, and the RAC will be authorized to conduct business, when a majority of RAC members are present. RAC members may participate and be considered present if participating in the meeting by teleconference or other means of communication whereby all parties can hear each other at all times during the meeting. Members also may vote by proxy given to the Associate Dean for Research in advance of the meeting. In the event that a quorum is not present at any meeting of the RAC, a fax or electronic vote request will be transmitted to the absent RAC members and such RAC members shall have the right to vote on the issues(s) described in said vote request by returning the completed vote request to the Associate Dean for Research within the time frame determined by the Associate Dean for Research. The RAC will take action upon the affirmative vote of a majority of the RAC members casting votes; provided that the number of RAC members casting votes constitutes a quorum.

All committees will meet at least quarterly. Committee chairpersons or their designees will report on committee activities to the Executive Faculty at regular meetings and at retreats. All proceedings of the Executive Faculty committees will be recorded as part of the permanent record of the Executive Faculty.

***Article VIII:
National Council***

Washington University School of Medicine shall have a National Council composed of at least twelve (12) members. The National Council will meet at least twice each year, once during each academic semester. Other meetings may be called by the chairperson of the National Council as needed from time to time. The National Council carries out, on an ongoing basis, external review and recommendations on the programs and potentials of the School of Medicine. The National Council advises the Executive Vice Chancellor/Dean and through that individual the Executive Faculty. The National Council also serves as important liaison function to the Board of Trustees and the School's multiple constituencies.

Members of the National Council are appointed by the Chairperson of the Board of Trustees of Washington University after consultation with the Dean of the School of Medicine and other appropriate persons.

***Article IX:
Amendments***

Amendments to these Bylaws may be proposed by the Executive Vice Chancellor for Medical Affairs, the Dean, or the Executive Faculty of the School of Medicine and must be approved by the Dean, and adopted by three-quarters of the members of the Executive Faculty who are eligible to vote, rounded to the nearest whole number in accordance with scientific methods, if necessary, prior to the time any such amendment would become effective.

Amended and Approved by Executive Faculty on September 4, 2019.
David H. Perlmutter, M.D., Executive Vice Chancellor for Medical Affairs and Dean

Amended and Approved by Executive Faculty on October 2, 2019.
David H. Perlmutter, M.D., Executive Vice Chancellor for Medical Affairs and Dean

Amended and Approved by Executive Faculty on March 2, 2022.
David H. Perlmutter, M.D., Executive Vice Chancellor for Medical Affairs and Dean

Amended and Approved by Executive Faculty on June 1, 2022.
David H. Perlmutter, M.D., Executive Vice Chancellor for Medical Affairs and Dean