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Title: A Resolution Approving The Amended & Restated Bylaws of the Memorial Health System Enterprise

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Date	Ver.	Action By	Action	Result
11/24/2015	1	City Council	adopted	Pass
10/26/2015	1	Council Work Session	referred	

A Resolution Approving The Amended & Restated Bylaws of the Memorial Health System Enterprise
From:
 Wynetta Massey, City Attorney

Summary:

The Memorial Health System Enterprise Board of Trustees, having been appointed by the City Council, needs to review and approve Amended & Restated Bylaws.

Previous Council Action:

Since 1949, the City has owned Memorial Health System (then known as Memorial Hospital) and was the licensed operator of Memorial Health System facilities from 1949 to 2012. Memorial Health System was established as an enterprise of the City (the "MHS Enterprise") governed through a Board of Trustees.

In order to ensure the continued provision of the highest quality of care to the greater Colorado Springs community, careful consideration was given by the Board of Trustees, the City Council, and the citizens of the City to various options for the ownership, governance, and control of Memorial Health System, including the option of leasing the assets of Memorial Health System to an outside independent operator.

After determining it to be in the best interest of the public health, safety, and general welfare of the City and its residents, the City Council approved the City's entry into (i) the Health System Operating Lease Agreement dated July 2, 2012 (which contemplated transfer of Memorial Health System assets and the long-term lease of Memorial Health System facilities to a lessee (first Poudre Valley Health Care, Inc., then UCH-MHS)), and (ii) the Integration and Affiliation Agreement, dated July 2, 2012, by and among the City, University of Colorado Health, Poudre Valley Health Care, Inc., and UCH-MHS (such agreements, collectively, the "Memorial Health System Affiliation").

On September 8, 2015, City Council approved on second reading comprehensive amendments to the City Code to define and explain the MHS affiliation, standardize terminology throughout the City Code, and clarify that certain provisions of the City Code are subject to the terms of the Memorial Health System Affiliation. In addition, the ordinances amended Chapter 13 to authorize the appointment of City Councilmembers to serve as the Memorial Health System Board of Trustees. At its October 13, 2015, regular meeting, Council approved the appointment of all nine Councilmembers to serve as the Memorial Health System Enterprise Board of Trustees.

Background:

Since 1949, the City has owned Memorial Health System (then known as Memorial Hospital) and was the licensed operator of Memorial Health System facilities from 1949 to 2012. Memorial Health System was established as an enterprise of the City (the “MHS Enterprise”) governed through a Board of Trustees.

In order to ensure the continued provision of the highest quality of care to the greater Colorado Springs community, careful consideration was given by the Board of Trustees, the City Council, and the citizens of the City to various options for the ownership, governance, and control of Memorial Health System, including the option of leasing the assets of Memorial Health System to an outside independent operator.

After determining it to be in the best interest of the public health, safety, and general welfare of the City and its residents, the City Council approved the City’s entry into (i) the Health System Operating Lease Agreement dated July 2, 2012 (which contemplated transfer of Memorial Health System assets and the long-term lease of Memorial Health System facilities to a lessee (first Poudre Valley Health Care, Inc., then UCH-MHS)), and (ii) the Integration and Affiliation Agreement, dated July 2, 2012, by and among the City, University of Colorado Health, Poudre Valley Health Care, Inc., and UCH-MHS (such agreements, collectively, the “Memorial Health System Affiliation”).

The voters of the City, upon referral by the City Council and through the special election held August 28, 2012, approved the terms of the Memorial Health System Affiliation, and the transactions and actions contemplated thereby, and the Memorial Health System Affiliation became effective on October 1, 2012.

The MHS Enterprise remains an enterprise of the City, with responsibilities relating to, among other matters, administering and monitoring the Memorial Health System Affiliation, preparing to address and resolve any issues or concerns arising under the Memorial Health System Affiliation or related agreements, evaluating potential future health care services and affiliations or ventures, and managing residual liabilities from the MHS Enterprise’s direct operation of health care facilities prior to the Memorial Health System Affiliation.

In accord with the recently passed ordinances amending the City Code, the Memorial Health System Enterprise Board of Trustees needs to adopt Amended & Restated Bylaws. Should the Board approve the Amended & Restated Bylaws, City Code § 1.2.903 also requires the City Council to approve the Amended & Restated Bylaws at a regular meeting.

Financial Implications:

N/A

Board/Commission Recommendation:

N/A

Stakeholder Process:

N/A

Alternatives:

Modify the proposed Amended & Restated Bylaws

Proposed Motion:

Proposed Motion for City Council:

Move to approve the Resolution Approving the Amended & Restated Bylaws of the Memorial Health System Enterprise Board of Trustees.

N/A