

AMENDED AND RESTATED BYLAWS OF UNIVERSITY OF MICHIGAN MEDICAL SCHOOL

ARTICLE 1 BACKGROUND

1.1 Background. The Executive Faculty of the University of Michigan Medical School (“Medical School”), as described below in Section 4.1(b) (“Executive Faculty”), is designated in Section 5.02 of The Bylaws of the University of Michigan Board of Regents (“Regents’ Bylaws”) as the governing body of the Medical School, and, as such, has the authority to determine its organization and major operating procedures, consistent with the Regents’ Bylaws and subject to the ultimate authority of the University of Michigan Board of Regents (“Board of Regents”). The responsibility and authority for some aspects of governance are delegated to several committees of the Executive Faculty, while other functions remain the province of the Executive Faculty at large. The appropriate organizational plans, rules, and regulations are provided in this document, the Amended and Restated Bylaws of University of Michigan Medical School, (“these Bylaws”), which, in turn, are based on provisions of the Regents’ Bylaws, and in the event of any conflict between these Bylaws and the Regents’ Bylaws, the Regents’ Bylaws shall supersede these Bylaws.

ARTICLE 2 PURPOSE, MISSION AND LEARNER PROGRAMS

2.1. Purpose. The Medical School educates students, physicians, and biomedical scholars to provide a spectrum of comprehensive knowledge, research, patient care and service of the highest quality to the local community, the people of the state of Michigan, and beyond. The Medical School, as an integral part of the University of Michigan (“University”), collaborates with other schools and colleges in educational, scientific, and service functions.

2.2 Mission. The mission of the Medical School is to transform health through bold and innovative education, discovery, and service.

2.3 Learner Programs.

(a) **Medical Degree.** The Medical School offers a curriculum leading to the Doctor of Medicine degree.

(b) Graduate Degrees. The Medical School participates in the education of graduate students in the biomedical sciences, a subset of which receive their degrees from the Rackham Graduate School. Graduate programs that provide master's and doctoral degrees shall be administered in accordance with the rules and coordinating powers of the Rackham Graduate School, except master's degree programs that are housed within the Medical School. The Departments, as hereinafter defined, and Interdisciplinary Programs of the Medical School will cooperate with the Office of Graduate and Postdoctoral Studies and the Rackham Graduate School to provide opportunities for graduate study.

(c) Postdoctoral Training. The Medical School oversees the training of postdoctoral research fellows. The Medical School will cooperate with the Office of Graduate and Postdoctoral Studies in overseeing activities regarding postdoctoral affairs and postdoctoral career development.

(d) Graduate Medical Education. The Medical School, in collaboration with the University of Michigan Health System, provides graduate medical education for house officers (residents and fellows) leading to specialty certification.

ARTICLE 3 **STRUCTURE**

3.1 Departments.

(a) General. The primary organizational unit of the Medical School is the Department ("Department") which consists of faculty with a unifying interest in a distinct epistemologic field that encompasses the educational, discovery, and clinical needs of that field. Departmental status is defined by a recognized academic discipline and includes an educational component such as a terminal degree program or a graduate medical education residency training program; and offers a specific set of clinical activities in the case of clinical departments. Each Department shall have a sustainable financial structure with a separate budget and shall be responsible to the executive vice president for medical affairs and dean of the Medical School ("EVPMA/Dean") or designee and Executive Committee, as defined and described in Section 6.2 of these Bylaws.

(b) Leadership. Each Department shall function under the leadership of a Department Chair ("Department Chair") and shall be organized in such a manner as to assure meaningful participation of the faculty in departmental governance. Each Department shall have an advisory committee to assist the Department Chair and to facilitate faculty input into departmental affairs. The composition and structure of the advisory committee shall be at the discretion of the Department Chair. Each Department shall have an advisory committee on appointments and promotions, charged with the duty of reviewing the career development and progress toward promotion of individual faculty and advising the Department Chair with respect to proposed promotions. The composition and structure of the advisory committee shall be at the discretion of the Department Chair. This committee shall also review, on a regular basis, adjunct and joint appointments. Scheduled meetings shall be held regularly in each Department with a

format that fosters meaningful participation of the faculty. Departments of the Medical School are listed in <https://medicine.umich.edu/medschool/about/departments-centers>.

(c) Organization. Details of intra-departmental organization shall be within the purview of the Department Chair. The Executive Committee shall be informed of material changes, such as the creation or dissolution of sections or divisions, but approval at the Medical School or University level is not required.

(d) New Departments or Department Dissolution. A request to create or establish a new Department may be brought to the EVPMA/Dean by a Department Chair; division or section chief; or center, institute, or program director, with the support of the faculty members intended to be included in the proposed Department and support of the faculty of the existing Department(s) to be affected by the creation of a new Department. Such requests shall be reviewed by an ad hoc review committee appointed by the EVPMA/Dean, in consultation with the three (3) executive vice deans of the Medical School (“Executive Vice Deans”), to ensure that the proposed Department fulfills all of the criteria required. The recommendation of the ad hoc review committee will be forwarded to the Executive Committee. If a recommendation to form a new Department is made by the Executive Committee, the recommendation shall be submitted to a formal vote of the Executive Faculty. If approved by a majority vote of the Executive Faculty voting on the recommendation, it will be forwarded to the Provost and the Board of Regents. The final authority to approve such requests rests with the Board of Regents. Procedures for the dissolution of an existing Department shall parallel those outlined above, in keeping with the procedures prescribed under University of Michigan Standard Practice Guide 601.2.

3.2 Special Units. Various administrative groupings of faculty, other than into traditional departmental organizations, may be created from time to time, in order to facilitate the conduct of teaching, research, or service activities (“Special Units”). These Special Units include the following:

(a) Interdepartmental Programs. An interdepartmental program may be established at the discretion of a faculty member or faculty members.

(b) Centers and Institutes Approved by the Executive Committee. If a center or institute meets the applicable criteria, it will be governed by Section 3.4(c) below and not by this Section 3.4(b). Proposals to create a Medical School center or institute (“Medical School Center or Institute”) shall first be reviewed by the EVPMA/Dean and then approved by the Executive Committee. Proposals for a Medical School Center or Institute shall identify the purpose of the center or institute, the Departments involved, the proposed organizational structure and the anticipated sources of funding. An affirmative vote by the Executive Committee shall be the final action for Medical School Centers and Institutes. The directors of Medical School Centers and Institutes shall be appointed by the EVPMA/Dean and Executive Committee, in consultation with the Executive Vice Deans, and appropriate Chairs; and the directors shall be responsible to the EVPMA/Dean or his/her designee. Medical School Centers or Institutes may be disbanded if the purpose for which they were created is no longer appropriate, or if funding is no longer available. Any proposal to disband a Medical School Center or Institute shall be acted upon by the Executive Committee.

(c) Centers and Institutes Reviewed by the Executive Committee and Approved by the Regents. Proposals to create a center or institute as described in Section 6.03 of the Regents' Bylaws of the Board of Regents shall be reviewed by the Executive Committee and approved by the Board of Regents ("University Centers and Institutes").

(i) University Institutes. Generally, University Institutes are inter-school organizations of faculty, established by the Board of Regents on the recommendation of the President of the University ("President"), for the conduct of teaching, research, or service activities. The executive functions of a University Institute shall be performed by a director and executive committee appointed by the President and responsible to the appropriate University officer.

(ii) University Centers. Generally, these are organizations of the faculty, established by the Board of Regents on the recommendation of the President, for the support of interdisciplinary research, publication, and training within several departments within the Medical School ("University Centers"). Generally, University Center faculty are from within the Medical School, although there may be faculty from other schools of the University. The executive functions of a University Center shall be performed by a director and executive committee appointed by the President, and responsible to the EVPMA/Dean and Executive Committee of the Medical School.

(iii) Creation and Dissolution. Proposals to create a University Center or University Institute shall be reviewed by the Executive Committee. Such proposals shall identify the purpose of the University Center or Institute, the departments involved, the proposed organizational structure and the anticipated sources of funding. If the proposed University Center or Institute is approved by the Executive Committee, the proposal must then be forwarded to the EVPMA/Dean and the President for approval and recommendation to the Board of Regents for approval. University Centers and Institutes may be disbanded if the purpose for which they were created is no longer appropriate, or if funding is no longer available. Any proposal to disband a University Center or Institute shall be acted upon by the Executive Committee and subsequently, by the EVPMA/Dean and the President, and recommended to the Board of Regents for dissolution.

ARTICLE 4

FACULTY

4.1 Categories. Faculty members are organized according to Departments and programs of instructional activities within the Medical School, and each faculty member shall ordinarily have a primary appointment in a Department.

(a) Faculty. The faculty is comprised of the members of the Executive Faculty, Emeritus Faculty, and the Supplemental Faculty of the Medical School ("Faculty").

(b) Executive Faculty. As set forth in Section 11.37 of the Regents' Bylaws, Executive Faculty are those Faculty members of the Medical School who are in a category below ("Executive Faculty"):

(i) Tenure Track. Tenure Track Faculty includes all persons holding regular appointments as professors, associate professors and assistant professors ("Tenure Track Faculty"), as set forth in Section 5.01(2) of the Regents' Bylaw. Tenure can only be sought, awarded or held in the Tenure Track. As outlined in both the Regents' Bylaws Section 5.09 and Standard Practice Guide 201.13, tenure must be achieved by Tenure Track Faculty by the end of the tenth year of the tenure probationary period. Tenure Track Faculty undergo Departmental review for promotion and tenure prior to or during the seventh year of the tenure probationary period. Following Departmental review, the faculty member may either continue for full tenure review by the Medical School and University or may be granted an extension of final tenure review up until the ninth year of the tenure probationary period in keeping with the University's policy on notice of non-reappointment, as set forth in Standard Practice Guide 201.88.

(ii) Clinical Track Faculty. Clinical Track Faculty includes all persons holding regular appointments as clinical professors, clinical associate professors, clinical assistant professors, clinical instructors, and clinical lecturers ("Clinical Track Faculty"). Clinical lecturers are comprised of persons who (1) have appointments of halftime or more and (2) who have been appointed for one year or more. Clinical Lecturers have shown competence as teachers, must hold a doctoral degree, participate in clinical or clinical-related work, and participate in teaching ("Clinical Lecturers"). The appointments are for one year and are renewable, usually for up to four years.

(iii) Research Track Faculty. Research Track Faculty includes Research Professor Track Faculty and Research Scientist Track Faculty. ("Research Track Faculty").

a. Research Professor Track Faculty. Research Professor Track Faculty includes all persons holding regular appointments as research professor, research associate professor, and research assistant professor ("Research Professor Track Faculty").

b. Research Scientist Track Faculty. Research Scientist Track Faculty includes all persons holding regular appointments as research scientist, associate research scientist, assistant research scientist, and research investigator ("Research Scientist Track Faculty").

(c) LEO Lecturers. Lecturer's Employee Organization (LEO) Lecturers are comprised of persons who have appointments of halftime or more and who have been appointed for one year or more. LEO Lecture appointments are the prerogative of the Department Chair or unit head, within constraints of University appointment procedures, and must be approved by the Office of Faculty Affairs ("LEO Lecturers"). The appointments are for one year and are renewable.

(d) Emeritus Faculty. Emeritus Faculty include all Faculty with emeritus and active emeritus appointments (“Emeritus Faculty”). Emeritus Faculty are not members of the Executive Faculty.

(e) Supplemental Faculty. Supplemental Faculty includes Adjunct Faculty and Visiting Faculty, each as defined below.

(i) Adjunct Faculty. Adjunct faculty contribute to research and teaching missions of the Medical School while maintaining primary employment outside the Medical School (“Adjunct Faculty”)

(ii) Visiting Faculty. Visiting faculty spend specified lengths of time at the University, usually before returning to their home institution (“Visiting Faculty”).

4.2 Responsibilities of Individual Members of the Faculty.

(a) General. The Faculty of the Medical School consists of a diverse organization of health care professionals and scientists who perform the teaching, research, health care and service missions of the Medical School. The University is a public university and the Faculty serves in the public interest. Faculty members are responsible for providing instruction to a large learning community that includes undergraduates, medical students, allied health workers, graduate students, residents, postdoctoral fellows, physicians, professional colleagues through continuing medical education, and the public.

(b) Standards. Members of the Faculty must maintain and demonstrate competence in their disciplines, as well as professional and personal integrity. Faculty members are expected to offer mentorship within the entire learning community, including mentorship to Faculty colleagues. Faculty members are expected to set a high example of collegiality in the workplace with respect for personal boundaries and diversity and inclusion. Faculty members must avoid behaviors that interfere with or adversely affect a community member’s ability to learn or fulfill the individual’s professional responsibilities. Confidentiality in clinical, research, administrative and other professional roles must be assured.

(c) Rules and Guidelines. In addition to the Regents’ Bylaws and these Bylaws each of which apply to all Faculty members, special rules such as the Medical Staff Bylaws (“Medical Staff Bylaws”), the University of Michigan Medical Group Bylaws (“UMMG Bylaws”) and research guidelines and principles pertain where applicable. Faculty who provide clinical patient care must have and maintain the appropriate clinical credentials and privileges approved by the applicable governing body.

(d) Conflicts of Interest. Faculty members must avoid conflicts of interest and conflicts of commitment to the University. Academic freedom does not abrogate the requirement for integrity in scholarship, professional confidentiality, collegial behavior, or civility in the workplace. The Medical School’s Conflict of Interest and Outside Interest policies and disclosure forms are available online at: <https://msa.med.umich.edu/regulatory-affairs/conflict-interest>.

Faculty are required to disclose their Outside Interests annually and as needed to update disclosures in M-Inform available online at: <http://www.umms.med.umich.edu/minform/>. Faculty must disclose the Outside Interests of both themselves and their immediate family members. Once submitted, such disclosure will be routed to the appropriate Department Chair or dean for review. When reviewing disclosures, Faculty outside interests must enhance the Faculty's usefulness as a teacher and scholar (see Regents' Bylaws Section 5.12). Eligible outside interests may not include the performance of functions that otherwise are more appropriately performed within the UMHS, including education, research, establishment of non-profit entities, patient chart reviews and clinical activity.

(e) Corrective Action. Failure to meet these responsibilities may result in corrective action up to and including suspension or termination of Faculty appointment and/or termination of employment. Corrective action is further described in Section 4.6 of these Bylaws.

4.3 Executive Faculty Meetings.

(a) Regular Meetings. The Executive Faculty shall meet at least three (3) times during each academic year in the fall, winter and spring. Notice of scheduled Executive Faculty meetings shall be sent to the Executive Faculty at least thirty (30) days prior to the meetings, either electronically or by mail. Such notification shall include an agenda and any motions or resolutions to be considered.

(b) Agendas. The EVPMA/Dean, his/her designee, and/or the Executive Committee will set agendas for regular meetings of the Executive Faculty. The EVPMA/Dean shall designate a designee to serve as the official intake point for agenda items proffered by the Executive Faculty. Other items may be placed on the agenda by any member of the Executive Faculty when presented in writing and supported by the signatures of two (2) other Executive Faculty members. Such agenda items shall be submitted no less than fourteen (14) days prior to the meeting.

(c) Chair. The EVPMA/Dean or his/her designee shall preside at all Executive Faculty meetings.

(d) Special Meetings. Special meetings of the Executive Faculty may be called by the EVPMA/Dean, his/her designee, the Executive Committee, and/or upon written request of ten percent (10%) of the Executive Faculty. The purpose of the meeting shall be stated in the call, and no other business shall be transacted. Except in cases of emergency, at least seven (7) days' notice shall be given.

(e) Minutes. The presentation content and/or minutes of all Executive Faculty meetings shall be kept for review in the EVPMA/Dean's office and published in a manner to which all Executive Faculty members have access.

(f) Voting. Any matter, other than an election, coming to the Executive Faculty for a vote shall first be presented and discussed at a meeting of the Executive Faculty. A summary of the presentations and discussion shall then be published to the entire Executive Faculty by

electronic means or by mail; and following a period of no less than one (1) week, the matter shall be subjected to a vote by electronic or mail ballot. All issues will be decided by a majority of those voting.

4.4 Executive Faculty Authority. Consistent with Section 5.02 of the Regents' Bylaws and subject to the ultimate authority of the Board of Regents, the Executive Faculty shall be in charge of the affairs of the Medical School except as delegated to the Executive Committee in Section 6.2(a) of these Bylaws. The Executive Faculty is also vested with the plenary powers to make rules and regulations concerning other matters such as grading regulations, class attendance, committee organization and related internal matters. Consistent with the Regents' Bylaws and subject to the ultimate authority of the Board of Regents, the Executive Faculty shall retain the responsibility for final action in the following matters, following review by the Executive Committee:

- (a) Major changes in the admission policies of the Medical School;
- (b) Major changes to the structure of the curriculum;
- (c) Major changes in grading policies;
- (d) Major changes in the requirements for graduation; and
- (e) other decisions which are considered by the EVPMA/Dean or the Executive Committee to warrant a vote of the Executive Faculty.

4.5 Executive Faculty Recommendations to the Board of Regents. The Executive Faculty of the Medical School shall, as necessary, recommend to the Board of Regents for approval such regulations as are not included in the Regents' Bylaws but which are pertinent to the structure and major operating procedures of the Medical School, such as:

- (a) departmental organization;
- (b) requirements for admission and graduation; and
- (c) other educational matters, such as curricula and program development, the determination of which is in the particular competence of the Executive Faculty (Regents' Bylaws 5.03).

4.6 Corrective Action.

(a) General. Failure to meet the responsibilities of the Faculty, including those outlined in Section 4.2 of these Bylaws, may result in corrective action up to and including suspension or termination of Faculty appointment and/or employment. Corrective actions by the Medical School, which may be informed by reviews or investigations conducted by other University oversight bodies, will be conducted in conformity with the requirements and procedures of Regents' Bylaws Section 5.09 and applicable portions of the Standard Practice Guide and other applicable University policies and procedures.

(b) Reporting and Review Procedures. Concerns or deficiencies regarding a Faculty member's performance are ordinarily reported to a service chief, a division chief, a Department Chair, the Senior Associate Dean for Faculty and Faculty Development, the Office of Clinical Affairs, or the Executive Vice Dean for Academic Affairs ("EVDAA"). Whatever the source of the report, the Department Chair, the Office of Clinical Affairs, or other University

oversight body will promptly notify the EVPMA/Dean and, when appropriate, will notify the Faculty member of the specific concern and allow the Faculty member an opportunity to respond.

(i) Concerns related to a Faculty member's provision of clinical care will be addressed by the applicable medical staff procedures.

(ii) Concerns related to research may be addressed by the applicable procedures of research oversight bodies. (See by way of example, the authority and policies of the University's Institutional Review Board, the University's Institutional Animal Care and Use Committee or the University's Responsible Institutional Official as described in the Standard Practice Guide (303.03).

(iii) Concerns related to discrimination and sexual harassment or misconduct may be addressed by the applicable procedures of the University's Office of Equity and Inclusion.

(c) Initiation. Corrective action regarding Medical School Faculty appointment or employment may be taken by the Department Chair, the Senior Associate Dean for Faculty and Faculty Development, EVDAA, and/or the EVPMA/Dean. A Faculty member who disagrees with the action may seek redress in accordance with applicable Faculty grievance procedures.

(d) Impairment or Injury. Physiological and/or psychological impairment, or injury may alter the capacity of a Faculty member to meet their responsibilities. If, in this instance, the Faculty member does not withdraw voluntarily from his or her duties, the Department Chair will consult with the EVPMA/Dean and, when applicable, the Office of Clinical Affairs, about the appropriate response, including whether it is necessary to relieve the Faculty member of some or all responsibilities while the matter is being reviewed. Prior to returning to work following apparent resolution of impairment, injury, or off-campus assignment or status, the individual's supervisors and Department Chair, shall make a fair judgment of the individual's abilities, with assistance as needed, and taking into account any results of any requested testing or other applicable data and any sustained, residual impairment and/or injury. Safety of students, colleagues, patients, and all members of the University community must remain an institutional priority.

ARTICLE 5

ADMINISTRATION

5.1 EVPMA/Dean.

(a) Appointment. Pursuant to the Regents' Bylaws, Section 2.06, the EVPMA/Dean is appointed by the Board of Regents on the recommendation of the President and the Provost to serve as the chief executive officer of the entire academic medical center and, pursuant to Regents' Bylaws Section 5.06, act as the executive officer of the Medical School faculty and Chair of the Medical School Executive Committee. In accordance with Regents' Bylaws Section 2.04, in the EVPMA/Dean's capacity as dean of the Medical School, he/ she will report to the Provost.

(b) Duties. In addition to professorial duties, the EVPMA/Dean shall perform such duties as may be prescribed by the Board of Regents, the President, and the Provost, and by the rules and regulations established by the Executive Faculty, as well as the duties inherent in the executive officer of the Medical School.

5.2 Administrative Officers.

(a) Appointment. The appointment of an appropriate number of administrative officers for the Medical School will be made by the EVPMA/Dean. A list of administrative officers can be found at: <https://medicine.umich.edu/medschool/about/school-leadership>. The EVPMA/Dean shall recommend such appointments to the President for approval by the Board of Regents, if required. If an appointment must be recommended to the President for approval by the Board of Regents, the EVPMA/Dean shall make such recommendation only after consultation with the Executive Committee of the Medical School. A list of the administrative appointments that require approval by the President and the Board of Regents can be found at: Academic Personnel Regents Communication Manual -<https://hr.umich.edu/working-u-m/my-employment/academic-human-resources/faculty-appointments/academic-personnel-regents-communication-manual>

(b) Duties and Responsibilities. The administrative officers of the Medical School shall assist the EVPMA/Dean in performing the executive functions of the Medical School and act for the EVPMA/Dean if and as designated.

(c) Secretary. In accordance with Section 5.04 of the Regents' Bylaws, the Faculty shall appoint a secretary, define the secretary's duties, and keep a record of the Faculty action.

5.3 Chairs.

(a) Appointment. A Chair for each Department within the Medical School will be appointed by the Board of Regents on the recommendation of the President, the EVPMA/Dean and the Executive Committee following a review and search process which will be conducted in a manner as to take into account the judgments of the departmental Faculty as well as those of the

Medical School and the profession at large. The search and appointment process will conform to University guidelines. A Department Chair will hold the rank of Professor or Associate Professor on the tenure or clinical track in the appropriate field. Department Chairs serve at the pleasure of the EVPMA/Dean with appointments made for periods of up to five years with reappointments determined by the EVPMA/Dean, in consultation with the Executive Vice Deans, based upon performance, a strategic plan, and periodic internal and external reviews.

(b) Duties or Responsibilities.

(i) Operations. A Department Chair shall be responsible for the day-to-day operations of the Department and the oversight of departmental educational, research, and clinical programs, including fiscal matters.

(ii) Organizational Structure. A Department Chair shall be responsible, in consultation with the departmental Faculty, for determining the organizational structure of the Department, and for strategic departmental planning.

(iii) Talent Acquisition and Management. Each Department Chair shall be responsible, in consultation with the departmental Faculty, for the recruitment of new Faculty members. The Chair shall also be responsible for the institution of appropriate mentoring and peer review mechanisms and for the career development of Faculty members. A written, formal, annual performance of all Faculty members shall be carried out by the Department Chair or by the Department Chair's designees, in adherence with Medical School guidelines.

ARTICLE 6

COMMITTEES

6.1 General. The committees described in Section 6.2 and Section 6.3 of these Bylaws have been established by action of the Board of Regents or by the Executive Faculty, and their members are elected by the appropriate cohort of Executive Faculty.

6.2 Executive Committee. Section 5.02 of the Regents' Bylaws provides that "...the governing faculty shall be in charge of the affairs of the school...except as delegated to the Executive Committee...." The Medical School Executive Committee, ("Executive Committee"), is charged to act on behalf of the Executive Faculty in certain delegated aspects of governance, in accordance with Regents' Bylaw Section 5.02. The Executive Committee is an Elected Committee as defined in Section 6.3(b) of these Bylaws.

(a) Authority Delegated to Executive Committee. The Executive Committee shall have the authority to act for the Executive Faculty in the following matters:

(i) Recommendation of Faculty appointments (including appointments to endowed chairs and emeritus status), promotions, and tenure for approval by the EVPMA/Dean, the appropriate University officers, and the Board of Regents.

(ii) As set forth in Section 5.2(a), endorsement of those administrative appointments that are recommended by the EVPMA/Dean to the President for approval by the Board of Regents.

(iii) Review of actions and adjudication of appeals from the Competency Committees, as described in Section 6.3(a)(ii)(d) of these Bylaws, with regard to discipline and dismissal of medical students.

(iv) Approval of proposed graduate programs, subject to final approval by the Rackham Graduate School and the University.

(v) Approval of candidates for receipt of the M.D. degree.

(vi) Approval of candidates for receipt of master's degrees for programs housed within the Medical School.

(vii) Approval of minor or routine actions with regard to the medical curriculum, including the annual academic calendar, non-substantive adjustments in course content, presentation or scheduling, and minor changes in grading policy.

(viii) Approval of recommendations with regard to censure, suspension, or dismissal of Faculty, and with regard to Faculty grievance actions, in compliance with the Faculty appeal procedure set forth in the Faculty Handbook, Medical School Policies and Procedures, Section H: Dispute Resolution Options, and Regents' Bylaws Section 5.09.

(ix) Investigating, formulating, and approving educational and instructional policies on behalf of the Faculty.

(x) Recommending the creation and dissolution of departments for approval by the Board of Regents.

(b) Authority Delegated by Executive Committee. The Executive Committee delegates authority to the Curriculum Policy Committee ("CPC") for management of the curriculum as described in Section 6.3 (a)(i) of these Bylaws. The Executive Committee delegates authority for student progression in the curriculum to the Competency Committees – Even and Odd ("Competency Committees") as described in Section 6.3 (a)(ii) of these Bylaws.

(c) Membership of Executive Committee. In accordance with Section 11.38 of the Regents' Bylaws, the Executive Committee is composed of ten (10) members of the Executive Faculty appointed by the Board of Regents on the recommendation of the President, plus the EVPMA/Dean (*ex-officio*), plus the three (3) Executive Vice Deans (*ex-officio*), for a total of fourteen (14) members. Four (4) members of the Executive Committee shall be non-Department Chair members of the Tenure Track Faculty, two (2) from clinical Departments and two (2) from basic science Departments. Three (3) members of the Executive Committee shall be non-Department Chair members of the Clinical Track Faculty. One (1) Executive Committee member shall be a non-Department Chair member of the Research Track Faculty. Two (2) Department

Chairs shall be members, one (1) basic science Department Chair and one (1) clinical Department Chair.

(i) Eligibility to Serve as Member of Executive Committee.

Executive Faculty eligible to serve on the Executive Committee include:

- Tenured professors,
- Tenured associate professors,
- Research professors,
- Research associate professors,
- Research scientists,
- Associate research scientists, and
- Professors and associate professors on clinical track.

Executive Faculty not eligible to serve on the Executive Committee include:

- Faculty on leave,
- Faculty on retirement furlough,
- Members completing terms on the Executive Committee,
- Assistant, associate, or senior associate deans, and
- Faculty from the same Departments of continuing members of the Executive Committee, except that a member of the Research Track Faculty may serve at the same time as a member of the Tenure Track Faculty or Clinical Track Faculty from the same Department.

For the purpose of determining eligibility to serve as a member of Executive Committee, split track Executive Faculty who have appointments as both Research Track Faculty and Tenure Track Faculty will be treated as Research Track Faculty unless he/she has tenure. If he/she has tenure, he/she will be treated as Tenure Track Faculty.

In the case of Executive Faculty with joint appointments, the Department where the primary appointment is held will be considered the Faculty member's Department for the purpose of Executive Committee membership eligibility.

(ii) Eligibility to Nominate Executive Faculty for Election to Executive Committee. All members of the Executive Faculty are eligible to nominate members of the Executive Faculty to stand for election for the Executive Committee.

(iii) Eligibility to Vote on Executive Committee Members. All members of the Executive Faculty are eligible to vote in the election for the Executive Committee.

(iv) Election. Each year three (3) or four (4) members of the Executive Faculty are appointed by the Board of Regents to serve on the Executive Committee following a vote of the Executive Faculty. The vote shall be conducted by the Office of Faculty Affairs. Results of the balloting are submitted to the President who selects the names to be forwarded to the Board of Regents for final approval. Customarily the recipient of the highest number of votes in each category is selected, but discretion over the decision resides with the President and final approval resides with the Board of Regents. The names of the top two vote recipients for each position, but

not the number of votes received, and the names of the Faculty members selected to serve will be reported to the Faculty.

(v) Term. Each elected Executive Committee member shall hold office for three (3) years and will not be eligible for reappointment until after the lapse of one year between terms. To provide continuity of membership, appointments shall be timed so that only three appointments shall expire each year.

(vi) Vacancy. Executive Committee members who are on sabbatical leave, resign from the committee, or who leave the University will be replaced for the period of that leave or for the remainder of their term, as applicable. The EVDAA shall submit to the EVPMA/Dean, for appointment of a replacement, the names of the two remaining nominees from the same cohort who received the highest number of votes at the last election. If fewer than two nominees remain from the last election, the Executive Committee shall add nominees to form a panel of two people whose names the EVDAA shall submit to the EVPMA/Dean. The selected nominee will be reported to the Provost/President and does not need approval of the Board of Regents.

(d) Chair of Executive Committee. The EVPMA/Dean is the chair, *ex-officio*, of the Executive Committee. In the absence of the EVPMA/Dean, the Executive Committee may meet to conduct business and the EVDAA will act as the chair. In the EVDAA's absence, the EVDAA will designate another member of the Executive Committee to act as chair.

(e) Executive Committee Voting. On matters brought before the Executive Committee for a formal vote, all elected members as well as the (i) acting Chair of the Executive Committee and (ii) one Executive Vice Dean, as determined by the rank order list described below, shall have equal voting privileges. The rank order list is established by the EVPMA/Dean and is available upon request. A given issue will be decided on a simple majority of the votes cast. On matters of conflict of interest (e.g. due to Department affiliation), conflicted members shall abstain from voting.

(f) Executive Committee Procedures. The Executive Committee shall formulate its own rules of procedure, which along with meeting minutes, will be available in the office of the EVPMA/Dean. The Executive Committee shall report on its activities at each Executive Faculty meeting.

(i) Agenda and Minutes. The EVPMA/Dean sets the agenda for meetings of the Executive Committee. Members of the Executive Committee may suggest items for discussion at any time. Members of the Executive Committee, the EVDAA and the Senior Associate Dean for Faculty and Faculty Development, are expected to solicit and accept agenda topics from the Faculty at large. Minutes shall be taken at each meeting of the Executive Committee. Formal votes of the Executive Committee shall be recorded in the minutes on matters involving: appointment, promotion and tenure of faculty, endorsement of administrative appointments, creation or dissolution of departments or other major faculty groups, appeals of dismissal actions of medical students, dismissal/censure/grievance actions involving faculty,

curricular and grading policies changes, and such other items that the EVPMA/Dean and Executive Committee determine warrant formal recording of votes. These votes shall record only the number voting for and against, and the number abstaining from voting. Minutes are retained on-site at the Medical School for five years. Archival copies are kept at a University designated location.

(ii) Executive Committee Meeting Schedule/Frequency. Customarily, the Executive Committee meets weekly. Meetings take place only when a quorum is present.

(g) Relationship to other Medical School Committees. The Executive Committee, as the senior governing body of the Medical School, must vote on action recommendations from the Advisory Committee on Appointments, Promotions, and Tenure (“ACAPT”), Advisory Committee on Primary Research Appointments, Promotions, and Titles (“APRAPT”), Advisory Committee on Clinical Track Appointments, Promotions and Titles (“CLINACAP”), CPC and Competency Committees, unless authority is delegated by the Executive Committee to those committees.

6.3 Additional Regent or Executive Faculty Designated Elected Committees.

(a) Existing Additional Elected Committees.

(i) Curriculum Policy Committee. The CPC, in association with its various subcommittees, is the primary curriculum committee for the Medical School and is charged with the following responsibilities:

- Defining the objectives of the educational program and forwarding the objectives to the Executive Committee for approval.
- Recommending changes to policies concerning the learning environment, educational standards, grading, or promotion, and other relevant institutional standards for the M.D. degree to the Executive Committee for endorsement.
- The integrated institutional responsibility for the overall design, management, evaluation, and central oversight of a coherent, efficient, and coordinated curriculum.
- Developing and implementing policies regarding the amount of time medical students spend in required activities, including the total number of hours that students are required to spend in clinical and educational activities during clinical clerkship rotations.
- Determining the types of patients, clinical conditions, and appropriate clinical settings for education experiences, along with the expected level of medical student responsibility.
- Monitoring, and when necessary, modifying the curriculum, medical student experiences, and methods used to assess student performance to ensure that the objectives of each student course, as well as the overall medical educational program, are achieved.
- Reviewing and approving the passing standards for all courses and clerkships towards the M.D. degree.

- Ensuring mechanisms that invite input from all faculty on the curriculum, draft policies, and actions of the CPC.
- Promoting innovations and individualized learning pathways for students.
- Developing, monitoring, and disseminating information on professional attributes that students are expected to develop at the Medical School.
- Maintaining compliance with all relevant Liaison Committee on Medical Education standards (LCME).

Consistent with the authority delegated Section 6.2(b) of these Bylaws, recommendations related to changes to the Medical School curriculum for the M.D. degree are forwarded to the Executive Committee for endorsement. Recommendations related to major changes to structure of the curriculum must then be forwarded to the Executive Faculty for a vote. Bulletin policies and admissions policies are forwarded to the Executive Committee for endorsement.

a. Membership. The CPC is chaired by the Associate Dean for Medical Student Education (who does not vote) or his/her designee and consists of eleven (10) voting members. Six (6) of these will be elected Faculty members (three (3) representatives from basic science Departments and three (3) representatives from clinical Departments) who each serve three-year rotating terms. No more than one representative from any Department may serve as an elected member of the CPC. In addition to the six (6) elected members, five (4) members appointed by the Associate Dean for Medical Student Education will serve as voting members on the committee. These will consist of the three curriculum phase directors (one each from the scientific trunk, clinical trunk, and branches phases) and one director from a longitudinal course that is implemented in all curriculum phases. Other curricular leaders from the Office of Medical Student Education may substitute for appointed voting members when absent.

Other non-voting members of the committee include the Senior Associate Dean for Medical Education (*ex-officio*), Assistant Dean for Early Medical Education (*ex-officio*), Assistant Dean for Clinical Medical Education (*ex-officio*), six (6) medical student representatives (two (2) representatives from the M1 class, one (1) from each of the remaining three classes, for a total of three (3) non-M1 class representatives, and one (1) representative from the Medical Scientist Training Program), and ad hoc members appointed by the Associate Dean for Medical Student Education who attend when appropriate.

b. Eligible to Serve. The following are eligible to serve on the CPC: Tenure Track Faculty, Clinical Track Faculty, Research Professor Track Faculty, and medical students.

c. Eligible to Nominate/Vote. The following are eligible to nominate, and vote on, Faculty to serve on the CPC: all members of the Executive Faculty, with the exception of research investigators.

(ii) Competency Committees – Even and Odd. The Competency Committees are responsible for assessing a medical student's academic progress including both cognitive and non-cognitive components. The Competency Committees make recommendations related to medical students' academic performance and progress through the curriculum and report

to the Executive Committee. Competency Committee actions, including dismissal, suspensions longer than one year, and students placed on academic leave of absence are also reported to the Executive Committee. The goal of the Competency Committees is programmatic competency assessment of each student, which includes rigorous and valid assessment of competence of medical students as they progress through the curriculum and programmatic assessment using a collection of diverse sources of data upon which judgments are based to provide summative assessments of learner competence.

a. Membership. The Competency Committees are comprised of selected and appointed voting members of the Faculty and staff of the University, and ad hoc non-voting members. A faculty member appointed by the Associate Dean for Medical Student Education serves as the non-voting chair of both committees. The Associate Dean for Medical Student Education serves as an *ex-officio* member of both committees.

b. Eligible to Serve. The following are eligible to serve on the Competency Committees: Tenure Track Faculty, Clinical Track Faculty and, Research Professor Track Faculty. In addition, each Competency Committee includes one interprofessional faculty member (e.g., a nurse, pharmacist, social worker, dentist, or physical therapist and/or patient/community member)

c. Eligible to Nominate. Membership is determined by a self-nomination and application process and reviewed by a selection committee led by the Associate Dean for Medical Student Education (or designee), and at least three (3) other members of the relevant Competency Committee.

d. Subcommittees. The Academic Hearing Committees (“AHCs”) are *ad hoc* subcommittees of the Competency Committees and are responsible for conducting hearings in specific student cases involving allegations of unprofessional conduct. Recommendations for student dismissal or censure/punishment/remediation are forwarded to the Competency Committees for action.

e. Procedures for Student Appeals. Student appeals of dismissal actions from the Competency Committees shall be handled as follows.

- The decision of the Executive Committee is final.
- Pertinent written information, including the student’s appeal, will be provided by the chair of the relevant Competency Committee and by the student, and distributed in advance to the student, the Executive Committee, a representative of the Competency Committee, and the Assistant Dean for Student Services and other University officials as necessary.
- The ADSME presents the student's record to the Executive Committee.
- The student is given an opportunity to appear before the Executive Committee to present his/her appeal. An advisor, who is not permitted to address the Executive Committee directly, may accompany the student. The student’s presentation, including a personal

statement, new information, and replies to questions, is generally limited to a total of 20 minutes.

- The Executive Committee may also invite others to appear to present information relevant to the action.
- An AHC is convened on an *ad hoc* basis to address issues related to professional conduct of medical students.
- Appeals of dismissal actions or censure/sanctions/remediation are conducted by the Executive Committee.

(iii) Advisory Committee on Appointments, Promotions and Tenure.

ACAPT advises the Executive Committee on matters related to the appointment, promotion, and tenure of the Faculty.

a. Membership. Membership on ACAPT is comprised of nine (9) tenured Faculty members (three (3) basic science departments, six (6) clinical departments).

b. Eligible to Serve. The following are eligible to serve on ACAPT: tenured professors and tenured associate professors. No more than one representative from any Department may serve on ACAPT. The following are not eligible to serve: faculty on leave, faculty on retirement furlough, members completing a term on the committee (there must be a 1-year lapse between terms to the same committee), those with deans or chairs titles.

c. Eligible to Nominate/Vote. Tenure Track Faculty are eligible to nominate, and vote on, Faculty to serve on ACAPT.

d. Term. Three persons from the Tenure Track (one (1) person from a basic science Department and two (2) persons from clinical Departments) are elected as members to serve three-year terms each year.

(iv) Advisory Committee on Primary Research Appointments, Promotions and Titles. APRAPT advises the Executive Committee on matters related to the appointment and promotion of Faculty members in the research track.

a. Membership: Membership on APRAPT is comprised of eight (8) Research Track Faculty members.

b. Eligible to Serve: The following are eligible to serve on APRAPT: research professors and research associate professor, research scientists, and associate research scientists. No more than two (2) representatives from the same Department may serve on APRAPT. The following are not eligible to serve: faculty on leave, faculty on retirement furlough, members completing a term on the committee (there must be a 1-year lapse between terms to the same committee), those with deans or chairs titles.

c. Eligible to Nominate/Vote. All Research Track Faculty are eligible to nominate, and vote on, Faculty to serve on APRAPT.

d. Term. Two (2) to four (4) persons from the Research Track Faculty are elected to serve three-year terms each year.

(v) Advisory Committee on Clinical Track Appointments and Promotions. CLINACAP advises the Executive Committee of the Medical School on matters related to the appointment and promotion of clinical Faculty.

a. Membership. Membership of CLINACAP is comprised of fifteen (15) members of the Clinical Track Faculty.

b. Eligible to Serve. The following are eligible to serve on CLINACAP: professors and associate professors on the Clinical Track. No more than two (2) representatives from the same department may serve on CLINACAP. The following are not eligible to serve: faculty on leave, faculty on retirement furlough, members completing a term on the committee (there must be a 1-year lapse between terms to the same committee), those with deans or chairs titles.

c. Eligible to Nominate/Vote. The following are eligible to nominate, and vote on, Faculty to serve on CLINACAP: Clinical Track Faculty.

d. Term. Five (5) members are elected to three-year terms each year.

(vi) Senate Assembly. The Senate Assembly, the legislative arm of the University Senate ("Senate Assembly"), is composed of seventy-four (77) elected senate members, apportioned among the schools and colleges.

a. Membership. Seventeen (17) faculty representatives from the Medical School serve in the Senate Assembly. Of the Seventeen (17) allotted seats 5 (five) seats will be allotted to clinical track faculty members, 5 (five) seats will be allotted to tenure track faculty, 2 (two) seats allotted to research track faculty, and the 5 (five) remaining seats are to be distributed among the faculty at large.

b. Eligible to Serve. The following are eligible to serve in the Senate Assembly: Tenure Track Faculty, Clinical Track Faculty, Research Professor Track Faculty, and Research Scientist Track Faculty (with the exception of Research Investigators).

c. Eligible to Nominate/Vote. The following are eligible to nominate, and vote on, Faculty to serve in the Senate Assembly: Tenure Track Faculty, Clinical Track Faculty, Research Professor Track Faculty, and Research Scientist Track Faculty (with the exception of Research Investigators).

d. Term. Members serve three-year, rotating terms.

(vii) Graduate Medical Education Committee. The Graduate Medical Education Committee (“GMEC”) advises the EVPMA/Dean on matters involving resident and fellow recruitment and education. This group develops institutional policies and procedures and conducts internal reviews to ensure compliance with national standards of the Accreditation Council for Graduate Medical Education (“ACGME”) in individual Departments and in the Medical School as a whole. The GMEC supervises and advises individual program directors in the development and adherence to national and institutional policies and procedures for trainees/learners.

a. Membership: Standing voting membership includes the Associate Dean for Graduate Medical Education, the Assistant Dean for Graduate Medical Education, and the program directors of the Departments of anesthesiology, internal medicine, pediatrics and surgery. Elected voting members include one (1) program director to represent the cohort of subspecialties of internal medicine and pediatrics, one (1) program director to represent the cohort of subspecialties of surgery, two (2) program directors to represent other residency training programs, and two (2) program directors to represent other fellowship programs. The committee also includes two permanent administrative members: the institutional quality improvement/safety officer and the Office of Clinical Affairs Chief of Staff. Finally, the committee includes up to four (4) house officer representatives elected by their colleagues. Additional members may be invited on a standing basis or to individual meetings at the discretion of the Associate Dean for Graduate Medical Education.

b. Eligible to serve: The following are eligible to serve on the GMEC: Program directors in any specialty approved by the ACGME and current house officers.

c. Eligible to nominate/vote:

i. The following are eligible to nominate, and vote on, Faculty to serve on the GMEC: Program directors belonging to the appropriate cohort.

ii. The following are eligible to nominate, and vote on, house officer representatives to serve on GMEC: Current house officers.

(b) Creation of New/Additional Elected Committees. Elected Committees are those committees whose members include members of the Executive Faculty who are elected to those committees by the Executive Faculty, including the Executive Committee (an “Elected Committee”). Additional Elected Committees may be established by the Executive Faculty. Any Elected Committee established by the Executive Faculty may only be dissolved by a vote of the Executive Faculty. The membership, terms of service, and charge for each Elected Committee is available on the Medical School website at: <https://medicine.umich.edu/medschool/home>.

(c) Minimum Committee Requirements for Elected Committees.

(i) Charge. Each Elected Committee shall have a written charge.

(ii) Voting Privilege. All members of Elected Committees shall have voting privileges unless otherwise specified. *Ex-officio* members shall be non-voting members, unless otherwise specified under these Bylaws or unless otherwise specified when the committee is established by the Executive Faculty.

(iii) Quorum. A quorum shall ordinarily be a majority of the eligible voting committee membership, unless otherwise specified under these Bylaws or unless otherwise specified when the committee is established by the Executive Faculty.

(iv) Nominations and Election. The “nomination process” will consist of two phases for the Executive Committee, Senate Assembly, CPC, GMEC, ACAPT, APRAPT, and CLINACAP. There will be a call for nominations phase. A list of available candidates will be presented electronically to the Executive Faculty. The nominees with the top ten (10) nominations will generally form the slate, although if there is a reasonable margin in the slate between the top and bottom nominees, the top group will be selected under the prerogative of the Senior Associate Dean for Faculty and Faculty Development. A Faculty member may not serve on another Elected Committee while serving on the Executive Committee in order to provide the broadest possible faculty representation. The final ballot will be presented and voted upon electronically unless, for technical reasons, a paper ballot is necessary.

(v) Term. All terms begin September 1. The term of membership of each member of an Elected Committee shall be for three years, unless otherwise indicated at the time the committee is created. A member may be elected to serve another term after a gap of three years, unless otherwise noted, following the conclusion of his or her previously completed term. The terms shall be staggered for continuity.

6.4 Appointed/Ad Hoc Committees.

(a) Appointed Committees. Appointed Committees are committees designated by the EVPMA/Dean, the Executive Vice Deans, the Executive Committee or the Executive Faculty to assist and advise the EVPMA/Dean and the Executive Committee in the administration of the Medical School. Appointed Committees are designated as either *advisory* or *action* committees at the time of creation. Only *action* Appointed Committees are required to submit annual reports, unless otherwise specified by the EVPMA/Dean or the Executive Committee. Minutes of all meetings of Appointed Committees shall be available in the office of the EVPMA/Dean, unless the minutes must be limited due to confidentiality requirements.

(i) Membership. Members of Appointed Committees shall be appointed by the EVPMA/Dean or the appropriate executive vice, senior associate, associate, or assistant dean, and approved by the Executive Committee. Some members are appointed by virtue of their office. All members shall have voting privileges unless otherwise specified.

(ii) Chair. The Chair of each Appointed Committee shall be the EVPMA/Dean, executive vice, senior associate, associate or assistant dean, or a designee of the EVPMA/Dean, and shall be appointed by the EVPMA/Dean, except as otherwise specified.

(b) Ad Hoc Committees. Ad hoc committees may be created as appropriate to address issues that the EVPMA/Dean or the Executive Vice Deans believe require the input of the Faculty. Ad hoc committees may be established by the EVPMA/Dean or Executive Vice Deans or by a majority vote of the Executive Faculty. Ad hoc committees are not permanent committees, and the charge and the date for completion shall be stated in writing to all ad hoc committee members. Ad hoc committees shall not be required to keep minutes of their meetings. A written report of the completed tasks shall be submitted to the EVPMA/Dean and the Executive Vice Deans in lieu of minutes, unless otherwise required in the charge to the committee.

ARTICLE 7

PARLIAMENTARY AUTHORITY

7.1 General. In the absence of specific written procedures which govern the Medical School or its committees, the rules of parliamentary procedure which shall be followed are presented in Robert's Rules of Order (revised). This parliamentary authority is in accordance with the procedures of the Regents' Bylaws.

ARTICLE 8

AMENDMENTS

8.1 Automatic Amendment – Regents' Bylaws. These Bylaws shall automatically stand amended when necessary, to concur with the Regents' Bylaws or actions of the Board of Regents. Such amendments shall be brought to the attention of the Executive Faculty as described in 8.3.

8.2 Administrative Amendments. The Executive Committee can make non-substantive, administrative revisions to these Bylaws, if those revisions do not materially change the substance of these Bylaws (e.g., changing links, changing references to other policies or documents, changing position titles, clarifying a provision) without completing the formal approval process described in Section 8.3 below. These revisions will be decided on a simple majority of the votes cast by the Executive Committee. Prompt notice of such changes shall be provided to the Executive Faculty.

8.3 Procedure to Amend Bylaws. These Bylaws may also be amended by paper or electronic ballot by an affirmative vote of two-thirds of the ballots cast by members of the Executive Faculty. Notice of the proposed amendment must be sent to each member of the Executive Faculty at least two weeks before the vote is taken. Such a vote shall be preceded by discussion at a meeting of the Executive Faculty. For extensive revision, an ad hoc Bylaws committee will be responsible for preparing revisions for approval by the Executive Faculty.

Approved: Faculty Vote December 17, 2023