

SENATE BILL 1104

J1, F5, J3

4lr3391
CF HB 1545

By: **Senators Middleton and Ramirez**

Constitutional Requirements Complied with for Introduction in the last 35 Days of
Session

Introduced and read first time: March 7, 2014

Assigned to: Rules

A BILL ENTITLED

1 AN ACT concerning

2 **University of Maryland Medical System Corporation – Governance – Medical**
3 **Center Employees**

4 FOR the purpose of requiring the Board of Directors of the University of Maryland
5 Medical System Corporation to establish a nonprofit subsidiary to operate all or
6 a part of the University of Maryland Medical Center, to the extent approved by
7 the University of Maryland in the annual contract, in order to bring certain
8 Medical Center employees within the jurisdiction of the National Labor
9 Relations Act; requiring the subsidiary to have certain powers and be formed in
10 a certain manner to meet the jurisdictional requirements of the National Labor
11 Relations Board; authorizing the Medical System Corporation, on or after a
12 certain date, to amend its articles of incorporation to add certain voting
13 members to the Board of Directors; establishing a certain process for adding
14 certain voting members to the Board of Directors; clarifying that certain
15 provisions of law that apply to employees of the Medical System Corporation
16 apply to certain employees of a subsidiary established to operate all or a part of
17 the Medical Center; establishing the intent of the General Assembly; providing
18 for the construction of certain provisions of this Act; and generally relating to
19 the governance of the University of Maryland Medical System Corporation and
20 the employees of the University of Maryland Medical Center.

21 BY repealing and reenacting, with amendments,
22 Article – Education
23 Section 13–302, 13–303(k), 13–304(b), and 13–305(b)
24 Annotated Code of Maryland
25 (2008 Replacement Volume and 2013 Supplement)

26 BY repealing and reenacting, without amendments,
27 Article – Education

EXPLANATION: CAPITALS INDICATE MATTER ADDED TO EXISTING LAW.

[Brackets] indicate matter deleted from existing law.



1 Section 13–304(a) and (c)
2 Annotated Code of Maryland
3 (2008 Replacement Volume and 2013 Supplement)

4 SECTION 1. BE IT ENACTED BY THE GENERAL ASSEMBLY OF
5 MARYLAND, That the Laws of Maryland read as follows:

6 **Article – Education**

7 13–302.

8 It is hereby found and determined that:

9 (1) The purposes of the medical system are to provide medical care of
10 the type unique to University medical facilities for the citizens of the State and region
11 and, in accomplishing this objective, to provide a clinical context for education and
12 research conducted by the faculty of the University;

13 (2) The purposes extend to all citizens of the State, particularly
14 regarding health care needs which only an academic medical institution can
15 adequately meet such as extensive tertiary care, major shock trauma treatment, and
16 sophisticated surgical techniques;

17 (3) The purposes also include rendering comprehensive health care to
18 the community naturally served by University Hospital to assure its availability to
19 citizens of that community;

20 (4) These purposes separately and collectively serve the highest public
21 interest and are essential to the public health and welfare, but must be realized in the
22 most efficient manner and at the lowest cost practicable and consistent with these
23 purposes;

24 (5) It has proven unnecessarily costly and administratively
25 cumbersome for the University to finance, manage, and carry out the patient care
26 activities of an academic institution within the existing framework of a State agency,
27 since many applicable laws, management structures, and procedures were developed
28 to implement types of governmental functions which differ from the operations of a
29 major patient care facility in an environment of State and federal regulation; such
30 patient care operations are more efficiently served by contemporary legal,
31 management, and procedural structures utilized by similarly situated, private entities
32 throughout the nation;

33 (6) It is fiscally desirable for the State of Maryland to separate the
34 operations, revenues, and obligations of the medical system from the State to the end
35 that, to the maximum extent practicable, the medical system be a self-supporting
36 entity to which the State may make grants or with which the State may contract as

1 may be deemed appropriate from time to time; this separation will segregate patient
2 care costs and revenues from unrelated State activities;

3 (7) The interests of the citizens of the State, the region, and the
4 community naturally served by University Hospital will be best met by granting and
5 transferring State assets and liabilities related to the medical system to a private,
6 nonprofit, nonstock corporation in order to create a separate legal and organizational
7 structure for the medical system to provide independence and flexibility of
8 management and funding, while assuring a compatible and mutually beneficial
9 relationship with the University; [and]

10 (8) In order to maintain the highest quality patient care with the
11 maximum efficiency practicable, the R Adams Cowley Shock Trauma Center will be
12 part of the medical system and will be governed by the Board of Directors; AND

13 **(9) IT IS THE INTENT OF THE GENERAL ASSEMBLY THAT:**

14 **(I) EMPLOYEES OF THE MEDICAL SYSTEM CORPORATION**
15 **AND ANY SUBSIDIARY OF THE MEDICAL SYSTEM CORPORATION WHO ARE NOT**
16 **MEDICAL SYSTEM UNIVERSITY PERSONNEL ENJOY THE RIGHTS AND**
17 **PROTECTIONS ASSOCIATED WITH FULL FREEDOM OF ASSOCIATION AND**
18 **COLLECTIVE BARGAINING AFFORDED TO SIMILARLY SITUATED CITIZENS OF**
19 **THE STATE; AND**

20 **(II) EACH SUBSIDIARY ESTABLISHED BY THE MEDICAL**
21 **SYSTEM CORPORATION UNDER § 13-303(K) OF THIS SUBTITLE, INCLUDING A**
22 **SUBSIDIARY ESTABLISHED FOR THE PURPOSE OF OPERATING ALL OR A PART OF**
23 **THE UNIVERSITY OF MARYLAND MEDICAL CENTER, FALLS WITHIN THE**
24 **JURISDICTION OF THE NATIONAL LABOR RELATIONS BOARD AND THE**
25 **EMPLOYEES OF THE SUBSIDIARY ARE SUBJECT TO THE BENEFITS AND**
26 **PROTECTIONS OF THE NATIONAL LABOR RELATIONS ACT.**

27 13-303.

28 **(k) (1) THE BOARD OF DIRECTORS SHALL ESTABLISH A NONPROFIT**
29 **SUBSIDIARY FOR THE PURPOSE OF OPERATING ALL OR A PART OF THE**
30 **UNIVERSITY OF MARYLAND MEDICAL CENTER, TO THE EXTENT APPROVED BY**
31 **THE UNIVERSITY IN THE ANNUAL CONTRACT, THAT SHALL:**

32 **(I) HAVE ALL POWERS AVAILABLE UNDER THE LAWS**
33 **GOVERNING THE FORMATION OF THE SUBSIDIARY; AND**

34 **(II) BE FORMED IN A MANNER SO THAT THE SUBSIDIARY,**
35 **FOR THE PURPOSES OF MEETING THE JURISDICTIONAL REQUIREMENTS OF THE**
36 **NATIONAL LABOR RELATIONS BOARD:**

1 **1. DOES NOT CONSTITUTE A DEPARTMENT OR**
2 **ADMINISTRATIVE ARM OF THE STATE OR ANY AGENCY, POLITICAL SUBDIVISION,**
3 **PUBLIC BODY, PUBLIC CORPORATION, OR MUNICIPAL CORPORATION; AND**

4 **2. IS NOT ADMINISTERED BY INDIVIDUALS WHO ARE**
5 **RESPONSIBLE TO PUBLIC OFFICIALS OR TO THE GENERAL ELECTORATE.**

6 **(2) [The] IN ADDITION TO ESTABLISHING A SUBSIDIARY UNDER**
7 **PARAGRAPH (1) OF THIS SUBSECTION, THE Board of Directors may establish**
8 **nonprofit or for-profit subsidiaries or related entities, to the extent approved by the**
9 **University in the annual contract.**

10 13-304.

11 (a) The government of the Medical System Corporation is vested in the
12 Board of Directors.

13 (b) **(1) [The] SUBJECT TO PARAGRAPH (2) OF THIS SUBSECTION, THE**
14 **Board of Directors consists of 6 nonvoting members and not less than 22 and not more**
15 **than 27 voting members appointed by the Governor.**

16 **(2) (I) ON OR AFTER OCTOBER 1, 2014, THE MEDICAL SYSTEM**
17 **CORPORATION MAY AMEND ITS ARTICLES OF INCORPORATION TO ADD UP TO**
18 **THREE VOTING MEMBERS TO THE BOARD OF DIRECTORS AS THE MEDICAL**
19 **SYSTEM CORPORATION DETERMINES TO BE NECESSARY AND APPROPRIATE.**

20 **(II) NOMINATIONS OF ADDITIONAL VOTING MEMBERS**
21 **SHALL BE MADE BY THE BOARD OF DIRECTORS AND SUBMITTED TO THE BOARD**
22 **OF REGENTS FOR COMMENT AND TO THE GOVERNOR FOR CONSIDERATION.**

23 **(III) ANY MEMBER ADDED TO THE BOARD OF DIRECTORS**
24 **UNDER SUBPARAGRAPH (I) OF THIS PARAGRAPH SHALL:**

25 **1. REPRESENT AN ENTITY THAT AFFILIATES WITH**
26 **THE MEDICAL SYSTEM CORPORATION ON OR AFTER OCTOBER 1, 2014;**

27 **2. BE APPOINTED BY THE GOVERNOR; AND**

28 **3. BE DESIGNATED AS AN AFFILIATE BOARD**
29 **MEMBER.**

30 **(IV) THE VOTING MEMBERSHIP OF THE BOARD OF**
31 **DIRECTORS MAY NOT EXCEED 30 MEMBERS.**

1 (v) **NOTHING IN THIS PARAGRAPH MAY BE CONSTRUED TO**
2 **REQUIRE THE MEDICAL SYSTEM CORPORATION TO NOMINATE A**
3 **REPRESENTATIVE OF AN ENTITY THAT AFFILIATES WITH THE MEDICAL SYSTEM**
4 **CORPORATION ON OR AFTER OCTOBER 1, 2014, TO BE AN ADDITIONAL BOARD**
5 **MEMBER.**

6 (c) (1) Each member shall be a resident of this State.

7 (2) Three voting members shall be members of the Board of Regents.

8 (3) Two voting members shall be members of the General Assembly, 1
9 nominated by the President of the Senate and 1 nominated by the Speaker of the
10 House of Delegates.

11 (4) At least 1 voting member of the Board shall be appointed by the
12 Governor, upon nomination by the membership of the Community Advisory Council,
13 from the membership of the Community Advisory Council.

14 (5) At least 1 voting member of the Board of Directors shall have
15 expertise in the hospital field.

16 (6) In appointing the voting members of the Board of Directors, the
17 Governor shall insure that the composition of the Board fairly represents the minority
18 composition of the State.

19 (7) The nonvoting members shall be, ex officio, the Chancellor of the
20 University System of Maryland, the President, the Chief Executive Officer, the Dean
21 of the School of Medicine, the President of the medical staff organization of the
22 medical system, and the Associate Director of nursing services for the medical system.

23 13-305.

24 (b) (1) **IN THIS SUBSECTION, “MEDICAL SYSTEM CORPORATION**
25 **EMPLOYEES” INCLUDE THE EMPLOYEES OF A SUBSIDIARY ESTABLISHED UNDER**
26 **§ 13-303(K) OF THIS SUBTITLE FOR THE PURPOSE OF OPERATING ALL OR A**
27 **PART OF THE UNIVERSITY OF MARYLAND MEDICAL CENTER.**

28 [(1)] (2) The Medical System Corporation shall utilize both Medical
29 System Corporation employees and medical system University personnel.

30 [(2)] (3) Prior to the transfer date, each University employee working
31 in the medical system shall elect to be either a Medical System Corporation employee
32 or a part of medical system University personnel. No University employee may be
33 required to become an employee of the Medical System Corporation as a condition of

1 employment or promotion. All medical system University personnel are University
2 employees in all respects.

3 ~~[(3)]~~ **(4)** With respect to promotion opportunities, the Medical System
4 Corporation shall treat medical system University personnel on the same basis as
5 Medical System Corporation employees.

6 ~~[(4)]~~ **(5)** The Medical System Corporation shall establish an
7 integrated seniority list composed of Medical System Corporation employees and
8 medical system University personnel. Each listed employee's seniority will be
9 calculated by including all employment with the University or the Medical System
10 Corporation or both.

11 SECTION 2. AND BE IT FURTHER ENACTED, That this Act shall take effect
12 October 1, 2014.