



MDH Healthcare System Governing Body Policy

**OFFICE OF THE SECRETARY
MDH HEALTHCARE SYSTEM**

**MDH POLICY #: 11.01.02
Effective Date: April 14, 2026**

I. EXECUTIVE SUMMARY

The Maryland Department of Health (MDH) has the mission to protect and advance the health and well-being of all Marylanders through systems that work for people.

The purpose of this policy is to formally establish the Governing Body for the MDH Healthcare System (HCS). The Governing Body is a deliberative structure within MDH HCS leadership designed to unify the Healthcare System's strategic direction and ensure compliance with accreditation and licensure standards. While it serves as the primary forum for expert discussion and the ratification of shared standards, it does not have independent executive authority. The Secretary of Health retains ultimate decision-making power and final approval authority for all systemic policies, bylaws, and high-level operational mandates. This structure introduces a collaborative layer of oversight to ensure safety and quality remain consistent across the eleven MDH HCS facilities and hospitals.

II. BACKGROUND

To operate as a unified system, the MDH HCS requires a standardized governance framework that facilitates alignment without infringing on the MDH Secretary's ultimate statutory authority. This policy formalizes the Governing Body as a centralized forum for strategic deliberation and policy ratification. This structure ensures a transparent flow of information and a direct line of accountability to the Secretary of Health, who maintains final decision-making authority.

III. POLICY STATEMENTS

A. DEFINITIONS

In this policy, the following terms have the meanings indicated:

1. **“Governing Body”** means the deliberative leadership forum established to provide oversight, to ratify policies on a system-wide basis for the HCS and to advise MDH leadership on final decisions applicable to the HCS.

2. **“MDH Healthcare System (HCS)”** means the eleven MDH-operated facilities and hospitals, including five adult psychiatric hospitals, two child/adolescent residential treatment centers, two chronic care hospitals, and two Intermediate Care Facilities for Individuals with Intellectual Disabilities (ICF/IID) residential centers.
3. **“Ratification”** means the formal process by which the Governing Body votes to adopt a standard or policy before it is advanced to the Secretary for final approval or administrative filing.

B. GENERAL POLICY STATEMENTS

1. **Designation of Authority:** The Director of the MDH HCS shall serve as the Chair of the Governing Body. The Deputy Director of the MDH HCS serves as the Co-Chair and shall assist in presiding over meetings. The Governing Body consists of thirteen voting members (MDH HCS Director, Deputy Director, and eleven facility and hospital CEOs). Facility and hospital CEOs may appoint a formal designee or proxy to attend and vote on their behalf, ensuring facility representation in the event of a necessary absence.

a. Voting Members

- Director, MDH HCS
- Deputy Director, MDH HCS
- Chief Executive Officer, Clifton T. Perkins Hospital Center
- Chief Executive Officer, Deer’s Head Hospital Center
- Chief Executive Officer, Eastern Shore Hospital Center
- Chief Executive Officer, Holly Center
- Chief Executive Officer, John L. Gildner Regional Institute for Children and Adolescents
- Chief Executive Officer, Potomac Center/Secure Evaluation and Therapeutic Treatment Program
- Chief Executive Officer, Regional Institute for Children and Adolescents, Baltimore
- Chief Executive Officer, Spring Grove Hospital Center
- Chief Executive Officer, Springfield Hospital Center
- Chief Executive Officer, Thomas B. Finan Center

- Chief Executive Officer, Western Maryland Hospital Center
2. **Finality of Action:** While the Governing Body is empowered to vote on and adopt system-wide matters, all such actions are subject to the final authority and prerogative to veto of the Secretary of Health.
 3. **Bylaws:** The Governing Body is subject to the MDH Healthcare System Governing Body Bylaws as ratified and subsequently amended by the Governing Body. These bylaws cover matters including organizational structure, quorum requirements (9 voting members), voting procedures, and the process for system-wide policy adoption. The bylaws define the role of Ex-Officio members, meeting protocols, and the administrative management of records to ensure transparency and survey readiness.
 4. **Meeting Cadence:** The Governing Body will convene on a regular schedule, generally meeting monthly and at least once per quarter. The Chair has the authority to call special meetings as needed to address time-sensitive issues, ensuring the HCS remains responsive to urgent clinical or operational needs.

IV. ROLES & RESPONSIBILITIES

Role	Responsibility
Maryland Secretary of Health	<ul style="list-style-type: none"> • Holds ultimate authority over the Maryland Department of Health (Md. Ann. Code, Health-Gen §2-101 et seq.) and retains the power to approve, reject, or modify any policy or action ratified by the Governing Body. • All system-wide mandates remain subject to the Secretary’s final review to ensure alignment with the Department’s statutory obligations.
Director of the MDH HCS	<ul style="list-style-type: none"> • Serves as the Chair and a voting member of the Governing Body. • Facilitates the deliberative process for system-wide policies • Advances all ratified decisions to the Secretary of Health for final approval.
HCS Deputy Director	<ul style="list-style-type: none"> • Co-Chair and Voting Member • Assists in presiding over meetings.
Facility and Hospital CEOs	<ul style="list-style-type: none"> • Serve as voting members of the Governing Body • Serve as primary representatives for their facility or hospital.

V. REFERENCES

- Health-General Article §2-101 et seq., Annotated Code of Maryland
<https://govt.westlaw.com/mdc/Document/N377D6F4050CB11E7AC89CB44CAAF77A6?originationContext=document&transitionType=StatuteNavigator&needToInjectTerms=false&viewType=FullText&ppcid=fa4612c538254cc88db0a40013694804&contextData=%28sc.Default%29>


VI. ATTACHMENTS

- **Attachment A:** MDH Healthcare System Governing Body Bylaws (Ratified January 9, 2026)

VII. CHANGE HISTORY

DATE	VERSION	CREATED BY	DESCRIPTION OF CHANGE
April 14, 2026	1.0	MDH Healthcare System	Initial issuance; ratified by Governing Body on May 1, 2026.

APPROVED:



Meena Seshamani, M.D., Ph.D
Secretary of Health

April 14, 2026
Effective Date



Maryland Department of Health, Healthcare System Governing Body Bylaws

These bylaws (ratified January 9, 2026) define the purpose and process of the MDH Healthcare System Governing Body.

Article I: Name and Purpose

Section 1.1 - Name: Maryland Department of Health (MDH), Healthcare System (HCS) Governing Body.

Section 1.2 - Purpose & Mission: The mission and vision of the system include a commitment to quality patient care, professional practices, and ethical and professional conduct in Maryland's state operated 5 psychiatric hospitals and 6 facilities. This includes 5 adult psychiatric hospitals, 2 child/adolescent residential treatment centers, 2 chronic care hospitals with comprehensive care, 2 residential DDA centers. These are to be referred to as MDH organizations in this document.

Section 1.3 - Compliance: Each of our Hospitals and Facilities is committed to complying with all relevant federal, state, and local laws, as well as accreditation standards.

Article II: Governing Body Structure

Section 2.1 - Authority: The MDH HCS Governing Body is an assembly of all HCS hospitals and facilities. It is responsible for the development of key HCS common policies and procedures and ultimately the ratification of HCS policy following submission to and approval by the Secretary.

Section 2.2 - Composition: The MDH HCS Governing Body shall consist of 13 members, one CEO or designee from each hospital and facility as well as the HCS Director, HCS Deputy Director. This yields 13 voting members. Ex-officio membership shall include a member of the MDH Behavioral Health Authority, MDH HR, and MDH operations. Ex-officio members participate in the meeting and discussion and are not voting members. Voting is to be recorded with numbers and individual names will not be associated with the vote. (The exception to this would be recording individuals' names with their vote following an adopted motion to record votes by name.)

Section 2.3 - Elections & Terms: Terms shall be for as long as the individual remains employed as CEO of a hospital or facility and for Director and MDH Operations so long as employed in those roles.

Section 2.4 - Removal & Resignation: CEO members are expected to attend in person and may appoint a designee or proxy who is able to vote and to represent the interests of the hospital or facility in the event of necessary absence. Members are expected to attend in the format with which the meeting is conducted. Virtual if virtual and in person if in person. The majority of meetings will be in person. Non-participation will be addressed through employee performance processes.

Section 2.5 - System-Wide vs. Local Roles: Given that MDH HCS consists of a confederation of hospitals and facilities that must adhere to respective accreditation and licensure administrative and governance standards, the MDH HCS Governing Bodies will not replace current hospital and facility policy and operations except for certain matters, initiatives, and policies that add value to the MDH HCS system's ability to provide fair access to excellent treatment across Maryland. Examples include but are not limited to matters that relate to MDH HCS hospital and facilities such as work with employee unions, statewide HR management, and distribution of resources that apply across one or more hospitals and facilities and will be deliberated and voted on for adoption by MDH HCS Governing bodies.

Article III: Meetings


Section 3.1 - Frequency: Meetings will generally be held monthly and no less than quarterly.

Section 3.2 - Special Meetings: The Director of the MDH HCS has the authority to call special meetings, and notification will be provided via email.

Section 3.3 - Quorum & Voting: Nine of the 13 members are required for a quorum and the voting procedures are by a simple majority. In general matters before the Governing Body shall be voted on in the in person meeting, however in certain time sensitive situations voting may need to occur virtually.

Section 3.4 - Meeting Procedures: Meeting agenda will be constructed so that it is in alignment with Roberts' Rules and the rules of order. Speaking and discussion will generally follow Robert's Rules of Order.

Section 3.5 - Attendees: In general, meetings are opened to HCS leadership staff including the Chief Medical Officers, Chief Financial Officers, Chief Nursing Officers and Chief Operating Officers from each facility. Other leadership will be considered as requested. As a general rule, CEOs are expected to attend in person, others may attend virtually. If a CEO is unable to attend, they may appoint a leader from their hospital or facility as a proxy to vote for that hospital or facility. In exceptional circumstances, the CEO of one HCS organization may designate another CEO to have



the proxy vote. The nature of some of the issues under consideration may require an executive session which will include voting and ex-officio members only.

Section 3.6 - Consultation: The MDH HCS Governing Body may consult with or invite guests to provide information and/or consultation as needed. Guests and consultants may be from within HCS or external from other components of MDH, or other local or national experts.

Article IV: Officers & Administration

Section 4.1 - Officer Titles & Duties: The meetings shall be chaired by the MDH HCS Director or designee and co-chaired by the HCS Deputy or other designee.

Section 4.2 - Executive Assistant: The HCS Executive Assistant in advance and during the interval period shall keep a list of upcoming topics for the agenda and shall prepare the agenda with HCS leadership. If applicable, the location and arrangements for virtual attendance shall be organized by the executive assistant. At the meeting, the executive assistant shall compute and record quorums, record attendance and take meeting notes keyed to sections in the agenda and that includes a count of voting for each item voted on and the resultant action for items that are approved or sent back for revision or not approved. Meeting notes shall be prepared within 10 days of the meeting and posted as draft in the MDH HCS drive.

Article V: Financial Management & Oversight


Section 5.1 - Financial Oversight: Fiscal stewardship is the responsibility of many entities in the MDH HCS system. Most transactions occur at the local hospital or facility level with oversight and coordination by the HCS CFO. Other shared fiscal responsibility is within MDH and ultimately DBM with a partnership for larger facility-oriented expenses addressed by partnership with DGM through MDH operations.

Section 5.2 - Reporting: Periodically expenditure to date for the system and the hospitals and facilities may be presented at the Governing Bodies meetings. This would be in executive session if it occurs.

Section 5.2 - Audits: Audits will be conducted per state policy.

Article VI: Medical Staff and Quality of Care

Section 6.1 - Credentialing & Privileging: Each hospital and facility is responsible for staff and professional staff credentialing and privileging. The roles of professional staff committees, including medical staff, are defined by each facility and are expected to be aligned with accrediting bodies.



Section 6.2 - Quality Improvement: The MDH HCS may review quality improvement processes through the Governing Body process. Examples of excellence will be demonstrated to peer organizations periodically.

Article VII: Amendments

Section 7.1 - Amendment Process: Bylaws will be formally reviewed and revised every three years or sooner if significant amendments need to be made. Revisions and amendments to these By Laws will be voted on by a majority of the members of the Governing Body.