

Medical Staff

Bylaws

DILEY RIDGE MEDICAL CENTER

A Medical Staff Document

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PREAMBLE

Recognizing that Diley Ridge Medical Center is a nonprofit corporation organized under the laws of the State of Ohio, and,

Acknowledging its mission to provide healthcare the way it should be, and to provide patient care, educational opportunity and research to improve this service,

The Medical Staff will strive to achieve quality patient care in an efficient manner in the Medical Center subject to the ultimate authority of the Medical Center's Board of Directors.

With the understanding that the cooperative efforts of the Medical Staff and the Medical Center's Board of Directors is essential to achieve these goals, the Practitioners of the Medical Center hereby organize themselves into a self governing Medical Staff in conformity with these Bylaws.

DEFINITIONS

“**Adverse**” means a recommendation or action of the Medical Executive Committee or Board of Directors that denies, limits or otherwise restricts Medical Staff appointment and/or Privileges on the basis of quality of care or professional conduct or as otherwise defined in the Medical Staff Bylaws.

“**Allied Health Professional**” or “**AHP**” means an individual other than a licensed Physician, Podiatrist, Dentist, or Psychologist who functions in a medical support role to or who exercises independent judgment within the area of his/her professional competence and is qualified to render direct or indirect medical, surgical, dental, podiatric, or psychological care under the supervision of or in collaboration with a Practitioner who has been accorded Privileges for such care in the Medical Center. AHPs may include, but are not limited to, physician assistants, certified registered nurse anesthetists, advanced practice nurses, or other individuals whose scope of practice has been recognized by the Medical Center.

“**Applicant**” means a Practitioner who seeks appointment to the Medical Staff and/or Privileges at the Medical Center, or a change in the appointment category and/or Privileges.

“**Appointee**” means a Practitioner who has been granted appointment to the Medical Staff. An Appointee must also have applied for and been granted Privileges unless the appointment is to a non-Privileged Medical Staff category.

“**Board of Directors**” or “**Board**” means the governing body of the Medical Center.

“**Bylaws**” or “**Medical Staff Bylaws**” means the articles herein, and the amendments thereto, that constitute the basic governing documents of the Medical Staff. A reference to the Bylaws shall include the Medical Staff Policies and Rules & Regulations as appropriate.

“**Credentialing Verification Office**” or “**CVO**” means the office designated to conduct the primary source verification on all Practitioners and AHPs applying for, as applicable, appointment and/or Privileges at the Medical Center.

“**Dentist**” means an individual who has received a Doctor of Dental Surgery (“D.D.S”) or Doctor of Dental Medicine (“D.M.D”) degree and who is currently licensed to practice dentistry in the State of Ohio.

“**Department**” means a grouping or division of clinical services as provided for in these Medical Staff Bylaws.

“**Department Chair**” means an active Appointee who has been appointed in accordance with and who has the qualifications and responsibility for Department administration as set forth in these Bylaws.

“**Ex Officio**” means service as a member of a body by virtue of the office or position held and, unless otherwise expressly provided, means without voting rights.

“Federal Healthcare Program” means Medicare, Medicaid, TriCare or any other federal or state program providing healthcare benefits that is funded directly or indirectly by the United States government.

“Good Standing” means that an Appointee, at the time the issue is raised, has met the attendance and Department/committee participation requirements, if any, during the previous Medical Staff Year; is not in arrears in dues payments; and has not received a suspension or restriction of his/her appointment and/or Privileges in the previous twelve (12) months; provided, however, that if an Appointee has been suspended in the previous twelve (12) months for failure to comply with the Medical Center’s policies or procedures regarding medical records and has subsequently taken appropriate corrective action, such suspension shall not adversely affect the Appointee’s Good Standing status.

“Joint Conference Committee” means an *ad hoc* committee composed of an equal number of representatives from the Medical Staff and the Board, with members appointed by the Medical Staff President and the Medical Center President and/or Board chair, respectively.

“Medical Center” means Diley Ridge Medical Center, a non-profit corporation located in Canal Winchester, Ohio.

“Medical Center President” means the individual appointed by the Board of Directors to serve as the Board’s representative in the overall administration of the Medical Center.

“Medical Executive Committee” or **“MEC”** means the executive committee of the Medical Staff.

“Medical Staff” means those Appointees with such responsibilities and Prerogatives as defined in the Medical Staff category to which each has been appointed.

“Medical Staff President” means the active Appointee appointed or elected to serve as chief administrative officer of the Medical Staff. The Chair of the Department of Emergency Medicine shall be appointed by the Board to serve as the Medical Staff President during the Medical Center’s first year of operation.

“Medical Staff Policies and Procedures” means the policies and procedures approved by the MEC and Board, as necessary to implement more specifically the general principles found in these Bylaws; that relate to the proper conduct of Medical Staff activities; and that embody the level of practice that is required of Medical Center Practitioners.

“Medical Staff Year” means the period from January 1 to December 31 of each calendar year.

“Medico-Administrative Officer” means a Practitioner, employed or contracted with the Medical Center on a full or part-time basis, whose duties include administrative and/or clinical responsibilities. Clinical responsibilities are defined as those involving professional capability as a Practitioner, such as to require the exercise of clinical judgment with respect to patient care, and include the supervision of professional activities of Practitioners under his/her direction.

“Patient Encounter” *Patient Encounter means a professional contact between a Practitioner and a patient whether an admission, consultation, provider-based office visit, or diagnostic, operative, or invasive procedure at the Hospital.*

“Physician” means an individual who has received a Doctor of Medicine (“M.D.”) or Doctor of Osteopathic Medicine (“D.O.”) degree and who is currently licensed to practice medicine in the State of Ohio.

“Podiatrist” means an individual who has received a Doctor of Podiatric Medicine (“D.P.M”) degree and who is currently licensed to practice podiatry in the State of Ohio.

“Practitioner” means an appropriately licensed Physician, Dentist, Podiatrist or Psychologist.

“Prerogative” means the right to participate, by virtue of Medical Staff category, granted to an Appointee and subject to the ultimate authority of the Board, the conditions and limitations imposed in these Bylaws, and other Medical Center policies.

“Privileges” means the permission granted to a Practitioner or AHP to render specific diagnostic, therapeutic, medical, dental, podiatric, surgical or psychological services within the Medical Center based upon the Practitioner’s or AHP’s professional license, experience competence, ability and judgment.

“Professional Liability Insurance” means professional liability insurance coverage of such kind, in such amount and underwritten by such insurers as required and approved by the Board.

“Psychologist” means an individual with a doctoral degree in psychology or school psychology, or a doctoral degree deemed equivalent by the Ohio State Board of Psychology, who is currently licensed to practice psychology in the State of Ohio.

“Rules and Regulations” means the Medical Staff rules and regulations approved by the MEC and Board that govern the day-to-day provision of care, treatment, and services to Medical Center patients.

“Special Notice” means written notice (a) sent by certified mail or local express carrier (*e.g.* FedEx), return receipt requested; or (b) delivered personally with the affected individual either signing as proof of receipt or other written documentation from the individual delivering the notice as to why signature was not obtained.

ARTICLE I

NAME

These Bylaws shall govern the Medical Staff of Diley Ridge Medical Center.

ARTICLE II

PURPOSES AND RESPONSIBILITIES OF THE MEDICAL STAFF

2.1 Purposes.

The purposes of the Medical Staff are to:

- 2.1.1 Constitute a professional collegial body providing mutual education, consultation and support for its Practitioners, and to maintain and improve the quality, safety and efficiency of patient care.
- 2.1.2 Serve as the body through which the benefits of Medical Staff appointment and/or Privileges may be obtained and the obligations of Medical Staff appointment and/or Privileges fulfilled.
- 2.1.3 Be accountable to the Board for the appropriateness of patient care services; for the professional and ethical conduct of each Practitioner and AHP appointed to the Medical Staff and/or granted Privileges at the Medical Center; to ensure that patient care, treatment and services provided at the Medical Center are at a level of quality, safety and efficiency commensurate with generally recognized standards of care, accreditation/regulatory requirements including, but not limited to, The Joint Commission and the Centers for Medicare and Medicaid Services, and applicable law.
- 2.1.4 Provide a mechanism through which Practitioners may participate in the Medical Center's policymaking and planning processes, and to provide an appropriate and efficient forum for Practitioner input to the Medical Center President and Board on applicable administrative and medical issues.
- 2.1.5 Provide a mechanism through which Practitioners may regularly communicate with each other on issues of patient safety and quality.

2.2 Responsibilities.

To serve the above purposes, it is the responsibility of the Medical Staff to:

- 2.2.1 Assess and improve the quality, safety and efficiency of patient care by participating in the Medical Center's quality assurance, performance improvement and utilization management programs, and through the ongoing monitoring of compliance with the Medical Staff Bylaws and Medical Center policies and procedures, accrediting agency requirements and applicable law.
- 2.2.2 Supervise the quality and efficiency of patient care provided by all Practitioners and AHPs granted Privileges at the Medical Center through activities/measures including but not limited to:

- a. Quality assessment and performance improvement activities consistent with accrediting and regulatory requirements and applicable law.
 - b. Focused and ongoing review and evaluation of each Practitioner's/AHP's performance including, without limitation, monitoring of selected patient care practices through defined mechanisms.
 - c. Credentials evaluation, including recommending mechanisms for appointment and reappointment, Medical Staff category and Department assignments, and the granting of Privileges.
 - d. Continuing education programs, fashioned at least in part on needs identified through the Medical Center's quality assessment and performance improvement programs consistent with accrediting and regulatory requirements and applicable law.
 - e. Utilization review to allocate medical and healthcare services based upon patient-specific needs.
- 2.2.3 Be accountable to the Board for quality and safety assessments and performance improvement activities consistent with accrediting and regulatory requirements and applicable law; and make recommendations regarding quality, safety and efficiency of patient care through regular reports to the Board.
- 2.2.4 Evaluate the qualifications of Practitioners and AHPs for, as applicable, Medical Staff appointment/reappointment and/or Privileges/renewal of Privileges and make recommendations to the Board regarding credentialing decisions.
- 2.2.5 Encourage, monitor and participate in research activities within the scope of Medical Center services.
- 2.2.6 Assure that the medical and health care resources of the Medical Center are utilized appropriately in meeting patient needs and are consistent with sound health care resource utilization practices.
- 2.2.7 Initiate, pursue and recommend to the Board, as appropriate, corrective action with respect to Practitioners and AHPs when warranted.
- 2.2.8 Provide and comply with the procedural safeguards outlined in the Bylaws or AHP Policy when corrective action is initiated against a Practitioner or AHP.
- 2.2.9 Develop, administer, recommend amendments to, and assure compliance with the Medical Staff Bylaws and Medical Center policies and procedures.

2.2.10 Participate in the Board's long range planning activities, to assist in identifying community health needs and appropriate policies and programs to meet those needs.

2.3 **Miscellaneous.**

2.3.1 Authority of the Medical Staff. Subject to the authority and approval of the Board, the Medical Staff shall exercise such power as is reasonably necessary to discharge its responsibilities under these Bylaws and pursuant to the Medical Center's governing documents.

2.3.2 Not a Contract. These Bylaws are not intended to and shall not create any contractual rights between the Medical Center and any Practitioner. Any and all contracts of association or employment shall control contractual and financial relationships between the Medical Center and Practitioners.

2.3.3 Time Computation. In computing any period of time set forth in the Medical Staff governing documents, the date of the act from which the designated period of time begins to run shall not be included. The last day of the period shall be included unless it is a Saturday, Sunday or legal holiday, in which event the period runs until the end of the next day which is not a Saturday, Sunday or legal holiday. When the period of time is less than seven (7) days, intermediate Saturdays, Sundays and legal holidays shall be excluded.

2.3.4 Designee. Whenever an individual is authorized to perform a duty by virtue of his/her position, then the term shall also include the individual's designee.

ARTICLE III

MEDICAL STAFF APPOINTMENT AND PRIVILEGES

3.1 **Nature Of Medical Staff Appointment and Privileges.**

Medical Staff appointment and/or Privileges shall be extended only to those Practitioners who meet the qualifications set forth in these Bylaws, and who thereafter continuously demonstrate satisfaction of such qualifications and the requirements set forth in these Bylaws. Medical Staff appointment and/or Privileges shall confer only such Prerogatives and/or Privileges granted by the Board in accordance with these Bylaws.

Appointment to the Medical Staff is separate and distinct from a grant of Privileges. A Practitioner who is granted appointment to the Medical Staff is entitled to exercise such Prerogatives and is responsible for fulfilling such obligations as are set forth in these Bylaws and/or the Medical Staff category to which the Practitioner is appointed. A Practitioner who is granted Privileges at the Medical Center is entitled to exercise such Privileges as are granted by the Board and is responsible for fulfilling such obligations as set forth herein and/or as otherwise required by his/her Privilege set. No person, including those employed by or with a contractual relationship with the Medical Center, may admit or provide any health care services to patients in the Medical Center unless he/she has been granted Privileges to do so in accordance with the procedures set forth in these Bylaws.

Medical Staff appointment, the exercise of Privileges and Prerogatives, and the fulfillment of responsibilities shall be accomplished solely in accordance with the Bylaws and applicable Medical Center policies and procedures.

3.2 **Basic Qualifications for Medical Staff Appointment and Privileges or Privileges Only.**

3.2.1 **General Qualifications.** With the exception of Practitioners who are applying for appointment only (*e.g.* consulting peer review), every Applicant who applies for Medical Staff appointment and/or Privileges at the Medical Center must at the time of application, and continuously thereafter, demonstrate to the satisfaction of the Medical Staff and the Board that he/she meets all of the following qualifications and any other requirements set forth in these Bylaws, the Medical Center's governing documents or as otherwise hereinafter established by the Board. Each Applicant must:

- a. Hold a current, valid certificate/license issued by the State of Ohio to practice medicine, dentistry, podiatry or psychology and meet the continuing education requirements for certification/licensure as determined by the applicable state board.
- b. Hold, if appropriate, a current, valid Drug Enforcement Administration ("DEA") registration.

- c. Provide educational documentation in accordance with the requirements that follow:
 - i. Physicians. Must (a) hold a MD or DO degree issued by an allopathic or osteopathic school of medicine approved at the time of the issuance of such degree by the Ohio State Medical Board; or, (b) have a diploma or license from a foreign country that has been approved by the Ohio State Medical Board and confers a full right to practice all branches of medicine/surgery in the State of Ohio; or (c) have graduated from an unapproved medical school not located in the United States or Canada and have successfully completed the medical education evaluation program authorized under the Ohio Revised Code.
 - ii. Dentists and oral surgeons. Must hold a DDS, DDM or equivalent degree issued by a dental school approved at the time of the issuance of such degree by the Ohio State Dental Board.
 - iii. Podiatrists. Must hold a DPM degree conferred by a college of podiatric medicine approved at the time of issuance of such degree by the Ohio State Medical Board.
 - iv. Psychologists. Must hold a doctoral degree in psychology, school psychology or a doctoral degree deemed equivalent by the Ohio State Board of Psychology issued by an educational institution accredited at the time of issuance of such degree by the Ohio State Board of Psychology.
- d. Provide documentation of successful completion of an approved internship, residency or training program, in the specialty in which the Applicant seeks Privileges, approved by the Accreditation Council for Graduate Medical Education, the American Osteopathic Association, the Commission on Dental Accreditation of the American Dental Association, the Council on Podiatric Medical Education of the American Podiatric Medical Association, or the American Psychological Association. Fellowship in an institution approved for residency training shall be regarded as residency training or internship.
- e. Provide documentation of board certification in his/her primary area of practice by the appropriate specialty/subspecialty board of the American Board of Medical Specialties, the American Osteopathic Association, the American Board of Oral and Maxillofacial Surgery, the American Board of Podiatric Surgery or the American Board of Professional Psychology, as applicable, in accordance with the board certification requirements set forth in the applicable Privilege set, as such Privilege set may change from time to time.

- f. Provide documentation evidencing an ongoing ability to provide patient care, treatment and services consistent with current standards of practice and available resources including, but not limited to, information regarding current experience, clinical results (*e.g.* morbidity and mortality data, if available) and utilization practice patterns.
- g. Submit a statement that no physical or mental health problems exist that could affect his/her ability to perform the Privileges requested safely and competently, with or without reasonable accommodation, as confirmed by the director of a training program or chief of services/staff at another Medical Center at which the Applicant holds privileges; or by a currently licensed Physician approved by the Medical Staff. In instances where there is doubt about an Applicant's ability to perform the Privileges requested, an independent evaluation may be required by the Medical Staff.
- h. Be found, on the basis of documented references, to adhere to generally recognized standards of medical and professional ethics and work in a cooperative and professional manner with others.
- i. Have and maintain current, valid Professional Liability Insurance.
- j. Be able to read and understand the English language, to communicate effectively and intelligibly in English (written and verbal), and be able to prepare medical record entries and other required documentation in a legible and professional manner.
- k. Discharge the responsibilities of Medical Staff appointment and/or Privileges as set forth in these Bylaws.
- l. Designate, as a precondition to the exercise of Privileges and provided Privileges are granted, a Practitioner with comparable Privileges who has agreed to provide back up coverage for the Applicant and to care for his/her patients in the event the Applicant is not available. This requirement may be waived by the Board in exceptional circumstances for good cause shown in the Board's sole discretion.

3.3 **Qualifications for Appointment Only.**

Applicants to non-Privileged Medical Staff categories (*e.g.* consulting peer review) must demonstrate to the satisfaction of the Medical Staff and Board that he/she meets all of the qualifications for appointment established by the Medical Executive Committee and approved by the Board including, without limitation, such qualifications as set forth in the Medical Center's Professional Practice Evaluation Policy and/or the Medical Staff category to which the Practitioner is appointed.

3.4 **Nondiscrimination.**

No Applicant shall be denied appointment and/or Privileges on the basis of gender, race, age, creed, color, disability, national origin or sexual preference unrelated to his/her ability to fulfill patient care and required Medical Staff obligations; or, to any other criteria unrelated to the delivery of quality patient care in an efficient manner at the Medical Center's facilities, to professional qualifications, to the Medical Center's purposes and capabilities, or to community need. Further, no qualified Applicant shall be denied appointment and/or Privileges based solely on whether that person is certified to practice medicine, osteopathic medicine, or podiatry, or licensed to practice dentistry or psychology.

3.5 **Medical Center, Community Need and the Ability to Accommodate.**

In acting upon new applications for Medical Staff appointment and/or Privileges, or applications for changes in Privileges, consideration will be given to the Medical Center's and Medical Staff's current and projected needs and goals; the Medical Center's ability to provide the facilities, equipment, personnel and financial resources that will be necessary if the application is approved; and, the Medical Center's decision to contract exclusively for the provision of certain medical services with a Practitioner or group of Practitioners other than the Applicant.

3.6 **Effect of Other Affiliations.**

No Applicant shall be entitled to Medical Staff appointment and/or Privileges merely because he/she: holds a certain degree or is licensed to practice medicine, dentistry, podiatry, or psychology in this or any other state; is board certified; is a member of any professional organization or medical school faculty; has current or held prior Medical Staff appointment and/or privileges at this or another health care facility; or contracts with the Medical Center.

3.7 **Basic Obligations of Practitioners with Medical Staff Appointment and Privileges or Privileges Only.**

3.7.1 **Patient Care.** With the exception of Practitioners who apply for Medical Staff appointment only, all Practitioners with Medical Staff appointment and/or Privileges at the Medical Center shall:

- a. Provide his/her patients with safe, quality care/services consistent with the professional standards of the Medical Staff, the recognized standard of practice in this or similar communities and locally available resources.
- b. Provide continuous care to his/her patients directly, or through a qualified alternate with comparable Privileges.

- c. Provide care that is compassionate, appropriate, and effective for the promotion of health, prevention of illness, treatment of disease, and care at the end of life.
- d. Prepare and complete medical records for all patients for whom care is provided in the Medical Center accurately, legibly and within the time frame and in the manner prescribed in the Bylaws, Medical Center policies, and in accordance with accrediting and regulatory requirements and applicable law.
- e. Protect the confidentiality of patient information and medical records consistent with Medical Center policy and applicable law.
- f. Participate in education of patients and families.

3.7.2 Interpersonal and Communication Skills. With the exception of Practitioners who apply for Medical Staff appointment only, all Practitioners with Medical Staff appointment and/or Privileges at the Medical Center shall:

- a. Communicate openly, honestly, respectfully and directly.
- b. Be fully present.
- c. Be accountable for words and actions.
- d. Be trusting and assume goodness in intentions.
- e. Be a continuous learner.
- f. Support collaboration and teamwork.
- g. Respond consistently in a timely manner.
- h. Be willing to explain one's words, action and behaviors and recognize that these impact others in the work place.
- i. Establish and maintain professional relationships with patients, families and other members of the health care team.
- j. Work in a cooperative, professional and civil manner and refrain from behavior or activity that is disruptive to Medical Center operations.

3.7.3 Professionalism. With the exception of Practitioners who apply for Medical Staff appointment only, all Practitioners with Medical Staff appointment and/or Privileges at the Medical Center shall:

- a. Provide medical service and conduct business in accordance with ethical standards.

- b. Treat all patients, colleagues, Medical Center employees and others with respect for human dignity. The psychological, social, spiritual and physical needs of patients and their families shall be respected and care shall be provided with respect for the patient's beliefs, customs, autonomy, positive self-regard, civil rights, and involvement in his or her own care.
- c. Deal honestly and fairly with patients, colleagues, payors, suppliers and other health care providers, and adhere to applicable laws, rules, and regulations.
- d. Strive to expose suspected violations of ethics and conduct, particularly illegal actions.
- e. Respect the rights of patients and not reveal or seek confidential information when there is no legitimate need-to-know.
- f. Abide by the Medical Staff Bylaws, Department rules and regulations, and Medical Center policies including, but not limited to, the conflict of interest policy, the corporate compliance plan and the notice of privacy practices.
- g. Abide by the American Medical Association Code of Medical Ethics or other ethical principles established by the Practitioner's profession, and by the Ethical and Religious Directives for Catholic Health Facilities.
- h. Fulfill such Medical Staff, committee, Department and Medical Center obligations for which he/she is responsible pursuant to these Bylaws and/or by Medical Staff category, Department assignment, election or otherwise.
- i. Refuse to engage in improper inducements for patient referral.
- j. Comply with and conform to Medical Center fiscal responsibility policies.
- k. Promptly notify the Medical Staff President and the Medical Center's President if any of the information contained in the Practitioner's application for appointment, reappointment and/or Privilege changes.
- l. Promptly notify the Medical Staff President and Medical Center President of the revocation, restriction, or suspension of the Practitioner's professional license, the imposition of any terms of probation or limitation of practice by any state licensing agency, the revocation or suspension of the Practitioner's Drug Enforcement Administration registration, sanctions imposed by a Federal Healthcare Program or the cancellation or reduction of the Practitioner's Professional Liability Insurance coverage.

- m. Promptly notify the Medical Staff President and Medical Center President of the Practitioner's loss of medical staff appointment, or of the loss, reduction, or restriction of privileges at any other health care facility based on quality issues.
- n. Be expected to attend meetings of the Medical Staff, the Department and/or committee(s) to which appointed.
- o. Participate in other Medical Staff activities as appropriate.
- p. Pay all Medical Staff dues and assessments.
- q. Abide by the Ethical and Religious Directives for Catholic Health Care Services (“ERDs”) as such ERDs may be changed from time to time.

3.7.4 Systems-Based Practice & Practice-Based Learning. With the exception of Practitioners who apply for Medical Staff appointment only, all Practitioners with Medical Staff appointment and/or Privileges at the Medical Center shall:

- a. Actively participate in quality assessment, performance improvement and utilization review activities consistent with accrediting and regulatory requirements and applicable law; participate in professional practice evaluation activities and discharge such other Medical Staff functions as may be required from time to time.
- b. Aid in any Medical Staff approved educational programs and participate in continuing education programs as required.
- c. Cooperate in any relevant or required review of a Practitioner’s (including his/her own) credentials, qualifications or compliance with these Bylaws; and refrain from directly or indirectly interfering, obstructing or hindering any such review, whether by threat of harm or liability, by withholding information, or by refusing to perform or participate in assigned responsibilities or otherwise.

Failure to satisfy any of the aforementioned obligations may be grounds for denial of reappointment to the Medical Staff, change in Medical Staff category, restriction or revocation of Privileges, or other corrective action pursuant to the Bylaws.

3.8 **Responsibilities of Practitioners with Appointment Only.**

Applicants to non-Privileged Medical Staff categories (*e.g.*, consulting peer review) must fulfill such responsibilities, to the satisfaction of the Medical Staff and Board, as established by the Medical Executive Committee and approved by the Board including, without limitation, such responsibilities as are set forth in the Medical Staff category to which the Practitioner is appointed.

3.9 **Terms of Medical Staff Appointment and/or Privileges.**

Subject to Section 3.11, initial appointments and/or grants of Privileges, modifications of Medical Staff appointment and/or Privileges, and reappointments/renewal of Privileges shall be for a period of not more than two (2) years; provided, however, that the duration of any such initial appointment, reappointment and/or grant or renewal of Privileges shall be subject to the provisions of Article XI and may be less than two (2) years if approved by the Board. An appointment or grant of Privileges of less than two (2) years shall not be deemed Adverse for purposes of these Bylaws.

If the Medical Center adopts a policy involving a closed Department or enters into an exclusive contract for a particular service or services, any Practitioner who previously held Privileges to provide such services, but who is not a party to the exclusive contract, may not provide such services as of the effective date of the Department closure or exclusive contract, irrespective of any remaining time on his/her appointment, reappointment and/or Privilege term.

3.10 **Medico-Administrative Officer.**

A Practitioner employed by the Medical Center in a purely administrative capacity is subject to the applicable policies of the Medical Center and need not hold Medical Staff appointment and/or Privileges at the Medical Center. If the Practitioner desires Medical Staff appointment and/or Privileges at the Medical Center, he/she is subject to the same application, approval and credentialing/professional practice evaluation processes as are other Practitioners, and his/her Medical Staff appointment and/or Privileges shall not be contingent upon his/her position with the Medical Center.

3.11 **Medical Center Contracts.**

A Practitioner who contracts with the Medical Center to provide professional services, or who is contracted with/employed by an entity that has a contractual relationship with the Medical Center to provide such services, must have Privileges to practice at the Medical Center. Requests from contract Practitioners for Medical Staff appointment and/or Privileges will be processed in the manner delineated in these Bylaws and will be subject to the same scrutiny to which all other applications are subjected. The expiration/termination of the Practitioner's contract with the Medical Center, or the expiration/termination of the Practitioner's relationship with the entity that has the contractual relationship with the Medical Center shall not result in termination of the Practitioner's Medical Staff Privileges unless the contract otherwise provides.

3.12 **Leave of Absence.**

3.12.1 **Request for Leave of Absence.** At the discretion of the MEC and subject to approval by the Board, an Appointee may, for good cause shown such as for medical reasons, educational reasons, or military service, be granted a voluntary leave of absence from the Medical Staff by submitting a written request to the MEC and the Medical Center President stating the approximate

period of time of the leave, which may not exceed the last date of the current appointment/Privilege period.

- 3.12.2 Rights and Obligations During a Leave. During the period of the leave, the Appointee is not entitled to exercise Privileges at the Medical Center or appointment Prerogatives and has no Medical Staff obligations, with the exception that he/she must continue to pay Medical Staff dues, unless otherwise waived by the MEC. Prior to a leave of absence being granted, the Appointee shall have made other arrangements acceptable to the MEC and Board for the care of his/her patients during the leave, and shall resolve all medical record deficiencies unless the Medical Staff President grants specific exemption.
- 3.12.3 Insurance Requirements During a Leave. In order to qualify for reinstatement following a leave of absence, the Appointee must maintain Professional Liability Insurance coverage during the leave or purchase tail coverage for all periods during which the Appointee held Privileges. The Appointee shall provide documentation to demonstrate satisfaction of continuing liability insurance coverage or tail coverage as required by this provision upon request for reinstatement.
- 3.12.4 Reinstatement Following a Leave. At least sixty (60) days prior to termination of the leave, or at any earlier time, the Appointee may request reinstatement of his/her Medical Staff appointment and Privileges by submitting a written request for reinstatement to the MEC. The Appointee shall provide such additional information as is reasonably necessary to reflect that he/she is qualified for reinstatement, or as may be otherwise requested by the MEC, including but not limited to:
- a. A Physician's report on the Appointee's ability to resume practice if the Appointee is returning from a medical leave of absence. Medical clearance must be provided by the Appointee's primary care Physician or specialist primarily responsible for care of the condition for which the medical leave was initially sought.
 - b. A statement summarizing the educational activities undertaken by the Appointee if the leave of absence was for educational reasons.
 - c. Proof of military discharge and/or status following a leave if the leave of absence was for military reasons (*e.g.* deployment dates, documentation, etc.).

Once the Appointee's request for reinstatement is deemed complete, the MEC shall take action on the request at its next regular meeting.

- 3.12.5 Failure to Request Reinstatement. In the event an Appointee fails to request reinstatement upon termination of a leave of absence, the MEC shall make a recommendation to the Board as to how the failure to request reinstatement

should be construed. If such failure is determined to be a voluntary resignation, it shall not give rise to any due process rights pursuant to Article XI of these Bylaws.

- 3.12.6 Extending a Leave of Absence. For good cause shown, and upon notice received not less than thirty (30) days prior to expiration of a leave, an Appointee's leave may be extended by the MEC, with approval of the Board, for an additional period not to exceed the termination date of the Appointee's current appointment/Privilege period.

ARTICLE IV

APPLICATION, APPOINTMENT, REAPPOINTMENT AND PRIVILEGING PROCEDURES

- 4.1 **Application.** A written, signed request for Medical Staff appointment and/or Privileges must be submitted on the application form approved by the Board.
- 4.2 **Application Contents.** With the exception of applications for appointment without Privileges, every application for Medical Staff appointment and/or Privileges must include at least the following:
- 4.2.1 **Education and Training.** Documentation of satisfaction of the education and training qualifications set forth in Section 3.2.1 (c) and (d) including the name of the institutions and the dates attended, any degrees granted, course of study or program completed, and, for all post-graduate training, the names of persons responsible for reviewing the Applicant's performance.
- 4.2.2 **Licensure.** Documentation of satisfaction of the qualifications set forth in Section 3.2.1 (a) and (b) including a copy of all currently valid professional licenses or certifications and DEA registration, the date of issuance and license or provider number.
- 4.2.3 **Board Certification.** Documentation of satisfaction of the qualifications set forth in Section 3.2.1 (e) including records verifying any specialty or subspecialty board certification, recertification, or eligibility to sit for such board's examination.
- 4.2.4 **Ability to Perform.** A statement that the Applicant is able to perform all the procedures for which he/she has requested Privileges, with or without reasonable accommodation, according to accepted standards of professional performance and without posing a threat to patients.
- 4.2.5 **Professional Liability Insurance.** Documentation verifying Professional Liability Insurance coverage, including the names of present and past insurance carriers, and any information related to the Applicant's malpractice claims history and experience during the past five (5) years.
- 4.2.6 **Professional Sanctions.** The nature and specifics of any prior actions involving denial, revocation, non-renewal or other challenges or voluntary relinquishment (by resignation or expiration) of: any professional license or certificate to practice in Ohio or in any other state or country; any controlled substances registration; appointment or fellowship in local, state, or national organizations; specialty or sub-specialty board certification or eligibility; faculty appointment at any professional school; medical staff appointment, prerogatives, or privileges at any other health care institution including any hospital, clinic, skilled nursing facility, or managed care organization in this or

any other state; Professional Liability Insurance; or participation in any Federal Healthcare Program.

- 4.2.7 Previous Affiliations. Location of the Applicant's office(s); names and addresses of other Practitioners with whom the Applicant is or has been associated and the dates of the associations; names and locations of all health care institutions or organizations with which the Applicant had or has any association, employment, privileges or practice, and the dates of each affiliation, status held, and general scope of privileges or duties. Affiliations will be verified for the previous five (5) years.
- 4.2.8 Request. The Medical Staff category, Department assignment, and Privileges requested.
- 4.2.9 Legal Actions. The status, and if applicable, resolution of any past or current criminal charges against the Applicant (other than routine traffic tickets).
- 4.2.10 Peer Recommendations. The names of at least three (3) Practitioners in the Applicant's same professional discipline with personal knowledge of the Applicant's ability to practice. Recommendations may not be provided by the Practitioner's relatives. One recommendation shall be from the chair of the Practitioner's current department or program. Peer recommendations shall include information regarding the Applicant's: medical/clinical knowledge; technical/clinical skills; clinical judgment; interpersonal skills; communication skills and professionalism. Peer recommendations may be in the form of written documentation reflecting informed opinions on the Applicant's scope and level of performance or a written peer evaluation of Practitioner-specific data collected from various sources for the purpose of validating current competence. The Medical Center's peer reference form shall be used. A letter may be included with the completed Medical Center peer reference form in the event the peer wishes to elaborate on his/her reference in more detail. Individuals providing peer recommendations must have worked with the Applicant within the past three (3) years in order to attest to the Applicant's clinical competence.
- 4.2.11 Conflict of Interest. If applicable, documentation of compliance with the Medical Center's conflict of interest policy, as such policy may be amended from time to time by the Board.
- 4.2.12 Regulatory Actions. Information as to whether the Applicant has been the subject of investigation by a Federal Healthcare Program and, if so, the outcome of such investigation.
- 4.2.13 Proof of Identity. An Applicant must provide a form of government-issued photo identification to verify that he/she is, in fact, the individual requesting Privileges.
- 4.2.14 Other. Such other information as the Board may require from time to time.

4.2.15 Signature. The Applicant's signature.

4.3 **Effect of Application.** An Applicant will be given the opportunity to go through the qualifications and other requirements for Medical Staff appointment and/or Privileges with a Medical Center/Medical Staff representative in person, by telephone, or in writing. Upon receipt of the application and required application fee, a credentials file will be created and maintained by the Medical Center. By signing and submitting an application for Medical Staff appointment and/or Privileges, the Applicant:

4.3.1 Acknowledges and attests that the application is correct and complete, and that any material misstatement or omission is grounds for a denial of appointment and/or Privileges or for a summary dismissal from the Medical Staff.

4.3.2 Agrees to appear for personal interviews, if required, in support of his/her application.

4.3.3 Agrees to the provisions set forth in Article XII regarding authorization to obtain and release information, confidentiality of information, immunity for reviews and actions taken, and the right to secure releases for obtaining and sharing information.

4.3.4 Understands and agrees that if Medical Staff appointment and/or Privileges are denied based upon the Applicant's competence or conduct, he/she may be subject to reporting to the National Practitioner Data Bank and/or state authorities.

4.3.5 Agrees to fulfill the responsibilities of Medical Staff appointment and/or Privileges as applicable including, without limitation, the obligation to practice in an ethical manner and to provide continuous care, in accordance with current standards of care, to his/her patients.

4.3.6 Agrees to notify the Medical Staff President and the Medical Center President immediately if any information contained in the application changes. The foregoing obligation shall be a continuing obligation of the Applicant so long as he/she is an Appointee to the Medical Staff and/or has Privileges at the Medical Center.

4.3.7 Acknowledges that he/she has received a copy of the Medical Staff Bylaws, or has been provided access thereto, has read the Bylaws, and agrees to be bound by the terms of and to comply in all respects with the Bylaws, the Medical Center's governing documents and applicable law in all matters relating to consideration of his/her application, without regard to whether he/she is granted appointment and/or Privileges, and, if applicable, for so long as he/she holds Medical Staff appointment and/or Privileges at the Medical Center.

4.3.8 Agrees that when an Adverse action or recommendation is made with respect to his/her Medical Staff appointment, status and/or Privileges, he/she will

exhaust the administrative remedies afforded by these Bylaws before resorting to formal legal action.

4.4 **Burden of Providing Information.**

The Applicant is responsible for producing information to properly evaluate his/her qualifications including, without limitation, experience, background, training, demonstrated competence, utilization patterns, work habits (which includes the ability to work cooperatively with others), and/or ability to exercise the Privileges requested; to resolve any doubts or conflicts; and to clarify information as requested by appropriate Medical Staff or Board authorities.

4.5 **Processing the Application.**

4.5.1 The completed application shall be submitted to the location specified in the application for processing. The Central Verification Office (“CVO”) shall be responsible for collecting and verifying all qualification information received, and for promptly notifying the Applicant of any problems with obtaining required information. Upon notification of any problems or concerns, the Applicant must obtain and furnish the required information.

4.5.2 If an Applicant's file remains incomplete ninety (90) days after the initial application for appointment and/or Privileges, or more than thirty (30) days after any request that the Applicant provide additional information, the Applicant will be deemed to have withdrawn his/her application for appointment and/or Privileges. The Medical Center President shall notify the Applicant that the application is deemed to have been withdrawn and that the Applicant shall not be entitled to a hearing or any other procedural rights with respect to such application. Thereafter, the Applicant will need to submit a new application for appointment and/or Privileges.

4.5.3 The CVO shall perform primary source verification and query the National Practitioner Data Bank and any other data bank as permitted or required by law. The CVO shall also check the OIG Cumulative Sanction report, the General Services Administration List of Parties Excluded from Federal Procurement and Non-Procurement Programs, and any other appropriate sources to determine whether the Applicant has been convicted of a health care related offense, or debarred, excluded, or otherwise made ineligible for participation in a Federal Healthcare Program. When the collection and verification process is accomplished, the CVO shall transmit the application and all supporting materials to Medical Staff Services who, in turn, shall forward the application and supporting materials to the Department Chair of each Department in which the Applicant seeks Privileges.

4.5.4 The Department Chair of each Department in which the Applicant seeks Privileges or, in the event there is no Department Chair, the Medical Staff President, is responsible for reviewing the application and any supporting

documentation. The Department Chair or Medical Staff President shall prepare a written report evaluating the evidence of the Applicant's training, experience, and demonstrated ability and stating how the Applicant's skills are expected to contribute to the quality of patient care and the clinical and educational activities of the Department. This report shall be forwarded to the MEC and must state the Department Chair's/Medical Staff President's opinion as to approval or denial of, and any special limitations on, appointment, Medical Staff category, Department assignment, and/or Privileges. Before submitting his/her report to the MEC, the Department Chair/Medical Staff President may, at his/her discretion, conduct an interview with the Applicant.

4.5.5 After receipt of the Department Chair's/President's report, the MEC, at its next regularly scheduled meeting, shall review the application, the supporting documentation, the report and opinion from the Department Chair(s)/Medical Staff President, and any other relevant information available to it. The MEC shall vote on the application and, on the basis thereof, may take any of the following actions:

- a. Defer Action. A decision by the MEC to defer any action on the application must be revisited, except for good cause, within thirty (30) days with subsequent recommendations as to approval or denial of, or any special limitations on, appointment, Medical Staff category, Department assignment, and/or Privileges. The Medical Center President shall promptly send the Applicant Special Notice of a decision to defer action on his/her application.
- b. Favorable Recommendation. If the MEC makes a favorable recommendation regarding all aspects of the application, the MEC shall promptly forward its recommendation, together with all supporting documentation, to the Board.
- c. Adverse Recommendation. If the MEC's recommendation is Adverse to the Applicant, the Medical Center President shall inform the Applicant of the recommendation by Special Notice and the Applicant shall then be entitled, if applicable, to the procedural rights set forth in these Bylaws. No such Adverse recommendation shall be required to be forwarded to the Board until after the Applicant has exercised, or has been deemed to have waived, his/her right to a hearing, if any, as provided for herein.

4.5.6 The Board may take any of the following actions with regard to an application for Medical Staff appointment and/or Privileges:

- a. Favorable MEC Recommendation. The Board may adopt or reject any portion of the MEC's recommendation that was favorable to an Applicant or refer the recommendation back to the MEC for additional consideration, but must state the reason(s) for the requested

reconsideration and set a time limit within which a subsequent recommendation must be made. If the Board's action is favorable, the action shall be effective as its final decision. If the Board's decision is Adverse to the Applicant, the Medical Center President shall so notify the Applicant by Special Notice and the Applicant shall be entitled, if applicable, to the procedural rights provided for in these Bylaws.

- b. Without Benefit of MEC Recommendation. If the MEC fails to make a recommendation within the time required, the Board may, after informing the MEC of the Board's intent and allowing a reasonable period of time for response by the MEC, make its own determination using the same type of criteria considered by the MEC. If the Board's decision is Adverse to the Applicant, the Medical Center President shall notify the Applicant by Special Notice and the Applicant shall be entitled, if applicable, to the procedural rights provided for in these Bylaws.
- c. Adverse MEC Recommendation. If the Board is to receive an Adverse MEC recommendation, the Medical Center President shall withhold the recommendation and not forward it to the Board until after the Medical Center President notifies the Applicant by Special Notice of the recommendation, and the Applicant's right, if any, to the procedural rights provided for in these Bylaws, and the Applicant either exercises or waives such rights. Thereafter, the Board shall take final action in the matter as set forth in these Bylaws.

4.5.7 The Board, through the Medical Center President, shall give notice of its final decision to the Applicant by Special Notice and to the Medical Staff President. The Medical Staff President shall, in turn, transmit the decision to the Department Chair of each Department concerned. A decision and notice to appoint shall include: the Medical Staff category to which the Applicant is appointed; the Department to which he/she is assigned; the Privileges he/she may exercise; and any special conditions attached to the appointment and/or Privileges.

4.5.8 Completed applications for Medical Staff appointment and/or Privileges shall be considered in a timely and good faith manner by all individuals and groups required to act thereon. The time periods set forth in the CVO Manual provide guidelines to assist these individuals and groups in meeting their obligations and do not create any right for an Applicant to have his/her application processed within such periods. This provision shall not apply to the time periods contained in the provisions of Article XI. When the fair hearing process is activated by an Adverse recommendation or action as provided herein, the time requirements set forth in Article XI shall govern the continued processing of the application.

4.5.9 Applications for appointment without Privileges (*e.g.* consulting peer review) shall contain such information as determined necessary, and will be processed in an abbreviated manner in accordance with a procedure recommended by the MEC and approved by the Board.

4.6 **Telemedicine Privileges.**

4.6.1 Practitioners who are responsible for the patient's care, treatment, and services via a telemedicine link shall be credentialed and privileged to do so by the Medical Center in accordance with the Bylaws, accreditation requirements, and applicable law.

4.6.2 If a Practitioner requests Privileges to provide telemedicine services, the Practitioner, at the Medical Center's discretion, shall be credentialed in one of the following ways:

- a. Pursuant to Section 4.5 of these Bylaws.
- b. Pursuant to Section 4.5 of these Bylaws, with the exception that the credentialing information and/or privileging decision from the distant site may be relied upon by the Medical Staff and Board in making its recommendations and decision provided that the Medical Center has entered into a written agreement with the distant site and all of the following requirements are met:
 - i. The distant site is a Medicare-certified hospital or a facility that qualifies as a "distant site telemedicine entity." A "distant site telemedicine entity" is defined as an entity that (1) provides telemedicine services, (2) is not a Medicare-certified hospital, and (3) provides contracted services in a manner that enables hospitals to meet all of the credentialing requirements of 42 C.F.R. 482.12 (a)(1)-(a)(7), as that provision may be amended from time to time, for the individual Practitioners providing telemedicine services.
 - a) When the distant site is a Medicare-certified hospital, the written agreement shall specify that it is the responsibility of the distant site hospital to meet the credentialing requirements of 42 C.F.R. 482.12 (a)(1)-(a)(7), as that provision may be amended from time to time.
 - b) When the distant site is a "distant site telemedicine entity," the written agreement shall specify that it is the responsibility of the distant site telemedicine entity to provide services in a manner that allows the Medical Center to meet the credentialing requirements of 42 C.F.R. 482.12 (a)(1)-(a)(7), as that provision may be amended from time to time.

- ii. The individual distant site Practitioner is privileged at the distant site for those services to be provided to Medical Center patients via telemedicine link and provides the Medical Center with a current list of his/her privileges at the distant site.
- iii. The individual distant site Practitioner holds an appropriate license issued by the State Medical Board of Ohio or other appropriate licensing entity.
- iv. The Medical Center maintains documentation of its internal review of the performance of each distant site Practitioner and sends the distant site such performance information for use in the distant site's periodic appraisal of the distant site Practitioner. At a minimum, this information must include:
 - a) All adverse events that result from the telemedicine services provided by the distant site Practitioner to Medical Center patients; and,
 - b) All complaints the Medical Center receives about the distant site Practitioner.

4.6.3 A Practitioner requesting telemedicine Privileges may be eligible for temporary Privileges if either of the circumstances set forth in Section 5.6.1 of these Bylaws apply.

4.6.4 Except in exceptional circumstances as determined by the Board upon recommendation of the Medical Executive Committee, a grant of telemedicine Privileges shall include appointment to a Medical Staff category.

4.7 **Reappointment and/or Renewal of Privileges.**

4.7.1 A Practitioner shall be sent an application for reappointment/renewal of Privileges no later than three (3) months prior to the date of expiration of his/her current appointment and/or Privileges. No later than sixty (60) days before the expiration date, the Practitioner must furnish to the location specified in the application the following reappointment materials in writing and on a form approved by the Board:

- a. All information required by Section 4.2 necessary to bring his/her file current.
- b. A record of continuing medical and/or professional training and education completed outside of the Medical Center during the current appointment/Privilege period.
- c. Any requests for additional or reduced Privileges, with the basis for any requested changes.

- d. Any requests for Medical Staff category or Department assignment changes, with the basis for the requested changes.
- e. The following information shall also be considered:
 - i. Professional Practice Evaluation data including, but not limited to, morbidity and mortality data, if available.
 - ii. The extent to which the Practitioner satisfied his/her Medical Staff obligations/responsibilities.

The CVO shall verify the information provided on the reappointment application, query the same data banks and programs as with an initial application for appointment and/or Privileges, and notify the Practitioner of any deficiencies or verification problems. The Practitioner then has the burden of producing adequate information and resolving any doubts about the data. Upon completion of the necessary corrections, if any, and verification, the CVO shall cause the reapplication form and supporting materials to be forwarded to Medical Staff Services who, in turn, shall forward the reapplication form and supporting materials to the Chair(s) of the Department(s) in which the Practitioner requests Privileges or, in the event that there is no Department Chair, to the Medical Staff President.

- 4.7.2 Each applicable Department Chair, or the Medical Staff President, must evaluate the information contained in the Practitioner's file to assess the Practitioner's continuing satisfaction of the Medical Staff qualifications and responsibilities contained in these Bylaws and whether the requested Medical Staff category, Department, and Privileges are appropriate. The Department Chair or Medical Staff President shall issue a written report to the MEC regarding the same.
- 4.7.3 Upon receipt of the Department Chair's/Medical Staff President's report, the MEC shall review the Practitioner's file, the Department Chair's/Medical Staff President's report, and any other relevant information available to the MEC, and shall either defer action on the reappointment/renewal of Privileges or prepare a written report with recommendations for, and any special limitations on, reappointment or non-reappointment and Medical Staff category, Department assignment, and renewal/non-renewal of Privileges consistent with the process set forth in Section 4.5.5.
- 4.7.4 The final Board determination regarding reappointment applications shall follow the process set forth in Sections 4.5.6 and 4.5.7.
- 4.7.5 If this process has not been completed by the end of the appointment/Privilege period due to the Medical Center's delay, the Practitioner may be eligible for temporary Privileges to meet an important patient care need, pursuant to Section 5.6.1. If the delay is due to the Practitioner's failure to provide

information, his/her appointment and/or Privileges shall end on the expiration date of the current appointment/Privilege period.

4.7.6 For purposes of reappointment, the terms "Applicant" and "appointment" as used in Sections 4.5.5 – 4.5.8 shall be read, as "Practitioner" and "reappointment," respectively.

4.8 **Modification of Medical Staff Category, Department Assignment and/or Privileges.**

The Practitioner may, either in connection with reappointment/renewal of Privileges or at any other time, request modification of his/her Medical Staff category, Department assignment, or Privileges by submitting a written request to the location and in a format specified by the Medical Center/Medical Staff. A modification application shall be processed in the same manner as an application for reappointment/renewal of Privileges.

4.9 **Resignations and Terminations.**

4.9.1 **Resignation of Medical Staff Appointment and/or Relinquishment of Privileges.** Resignation of Medical Staff appointment and/or relinquishment of Privileges, and the reason for such resignation/relinquishment, shall be submitted in writing to the Board through the Medical Center President. Notification of the resignation/relinquishment shall be forwarded to the Medical Staff President and all appropriate Medical Center personnel. The Medical Center President will notify the Practitioner of the Board's receipt of his/her resignation/ relinquishment.

4.9.2 **Termination of Medical Staff Appointment and/or Privileges.** In those cases when a Practitioner moves away from the area without submitting a forwarding address or the Practitioner's written intentions with regard to his/her Medical Staff appointment and/or Privileges, the Practitioner's Medical Staff appointment and/or Privileges shall be terminated after recommendation by the MEC and approval by the Board. If a forwarding address is known, the Practitioner will be asked his/her intentions with regard to the Medical Staff appointment and/or Privileges. If the Practitioner does not respond within thirty (30) days, the Practitioner's name will be submitted to the MEC for recommendation to the Board for approval of termination. The Medical Center President will inform the Practitioner of the approved termination by Special Notice.

4.9.3 **No Right to Fair Hearing.** Provided that resignation or termination of Medical Staff appointment and/or Privileges pursuant to this Section is determined by the Board to be voluntary, such resignation or termination shall not give rise to any procedural due process rights set forth in Article XI.

4.10 **Impact of Final Adverse Decision.**

4.10.1 Except as otherwise provided in these Bylaws or as recommended by the MEC and approved by the Board in light of exceptional circumstances, a Practitioner

(a) who has received a final Adverse decision regarding his/her application for appointment and/or Privileges; (b) who has received a final Adverse decision regarding his/her appointment and/or Privileges; (c) whose appointment and/or Privileges have been automatically terminated; or, (d) who has resigned his/her appointment and/or Privileges or withdrawn his/her application for appointment and/or Privileges while under investigation or to avoid an investigation, is not eligible to reapply for appointment and/or Privileges for a period of one (1) year from the later of (a) the date of the notice of the final Adverse decision; (b) the effective date of the resignation, application withdrawal, or automatic termination; or, (c) the final court decision, as applicable.

- 4.10.2 Applications submitted after the one (1) year period will be processed as an initial application, and the Practitioner must submit such additional information as required by the MEC, or the Board to show that any basis for the earlier Adverse decision has been resolved.

**ARTICLE V
DELINEATION OF CLINICAL PRIVILEGES**

- 5.1 **Exercise of Privileges.** Medical Staff appointment or reappointment shall not confer any Privileges or right to practice at the Medical Center. A Practitioner may only exercise the Privileges specifically granted to him/her by the Board, or as otherwise provided herein.
- 5.2 **Basis for Privileges Determination.** Privileges recommended to the Board shall be based upon satisfaction of the qualifications set forth in Section 3.2, as applicable, and proof of general competency in the areas of patient care, medical/clinical knowledge, practice-based learning and improvement, interpersonal and communication skills, professionalism, and system-based practice consistent with the Bylaws and the Professional Practice Evaluation Policy.
- 5.3 **Requests for and Granting of Privileges.** An application for Privileges only, for appointment/reappointment with Privileges, or for Privilege modifications must contain a written request for all Privileges sought by the Practitioner. Unless otherwise provided herein, requests for Privileges shall be processed in accordance with the procedures outlined in Article IV of these Bylaws, as applicable. Requests for temporary Privileges shall be processed according to Section 5.6.1 of this Article.
- 5.4 **Recognition of a New Service or Procedure.**
- 5.4.1 **Need for Privilege Criteria.** A Privilege set must be approved by the Board for all new services and procedures except for those that are clinically or procedurally similar to an existing modality.
- 5.4.2 **Considerations.** The Board shall determine the Medical Center's scope of patient care services based upon recommendation from the Medical Executive Committee. Overall considerations for establishing new services and procedures include, but are not limited to:
- a. The Medical Center's available resources and staff.
 - b. The Medical Center's ability to appropriately monitor and review the competence of the performing Practitioner(s).
 - c. The availability of another qualified Practitioner(s) with Privileges at the Medical Center to provide coverage for the procedure when needed.
 - d. The quality and availability of training programs.
 - e. Whether such service or procedure currently, or in the future, would be more appropriately provided through a contractual arrangement with the Medical Center.
 - f. Whether there is a community need for the service or procedure.

5.4.3 Privilege Requests for a New Service or Procedure. Requests for Privileges for a service or procedure that has not yet been recognized by the Board shall be processed as follows:

- a. The Practitioner must submit a written request for Privileges to the MEC. The request should include a description of the Privileges being requested, the reason why the Practitioner believes the Medical Center should recognize such Privileges, and any additional information that the Practitioner believes may be of assistance to the MEC in evaluating the request.
- b. The MEC will establish an *ad hoc* committee to develop criteria and to submit such criteria to the MEC within thirty (30) days of receiving the request. For good cause shown, the *ad hoc* committee may be granted additional time in which to complete its task. The criteria should be based upon a determination as to what specialties are likely to request the Privilege; the positions of specialty societies, certifying boards, etc.; the available training programs; and criteria required by other hospitals with similar resources and staffing. If the *ad hoc* committee decides to recommend that the Privilege be recognized at the Medical Center, the *ad hoc* committee must provide in its report the recommended standards to be met with respect to the following: education and training; fellowship/board status; experience; whether proctoring/monitoring should be required and, if so, the number of cases/procedures to be included; and, if possible, the number of cases/procedures that should be performed during an appointment/Privilege period to establish current competency. If the *ad hoc* committee determines that the service or procedure can or should be included in an existing Privilege set, the *ad hoc* committee will provide the basis for its determination.
- c. Upon receipt of the *ad hoc* committee's report, the MEC will act. The Medical Executive Committee shall forward its recommendation regarding the new service or procedure, whether favorable or not favorable, to the Board for approval. If the Board approves the Privilege, the requesting Practitioner(s) may be granted Privileges consistent with the Bylaws. If the Board does not approve the Privilege, the requesting Practitioner(s) will be so notified. A decision by the Board not to recognize a new service or procedure does not constitute an appealable event for purposes of the Bylaws.

5.5 **Dentists, Oral Surgeons, Podiatrists, and Psychologists.** Dentists, oral and maxillofacial surgeons ("Oral Surgeon(s)") and Podiatrists may be granted Privileges to admit patients to the Medical Center. Psychologists may not admit or co-admit patients to the Medical Center, but may treat patients who have been admitted by a Practitioner with admitting Privileges provided the Psychologist maintains a consultative relationship with the attending Practitioner during the course of treatment of the patient.

Privileges exercised by Dentists, Podiatrists and Psychologists shall be under the overall supervision of the appropriate Department Chair or, in the event that there is no appropriate Department Chair, the Medical Staff President.

Upon admission of a dental (other than the admission of a patient by an Oral Surgeon) or podiatric patient with pre-existing medical problems, a Physician with Privileges shall be responsible for completing the admission history and physical examination, and caring for any medical problem that may be present at the time of admission or during hospitalization. If a medical problem exists, the Physician shall determine the risk and effect of the proposed surgical procedure on the health of the patient. At or before admission of such patients, it is the responsibility of the Dentist, Oral Surgeon (if not otherwise Privileged) or Podiatrist to obtain medical consultation in accordance with the above provisions. An Oral Surgeon, if granted the Privilege to do so, may perform the admitting history and physical for his/her patients.

The Dentist, Podiatrist, or Psychologist is responsible for completion of medical records as relates to his/her care of the patient including, without limitation, the dental, podiatric, or psychological history, examination, diagnosis, operative report, and discharge summary. If there is a medical problem, the attending Physician shall participate in the discharge of the patient and the completion of the medical records.

5.6 **Types of Privileges.**

5.6.1 **Temporary Privileges.** Temporary Privileges may be granted only under the circumstances and conditions set forth in this Section. Special consultation and reporting requirements may be imposed by the Medical Staff President. In all cases, the Practitioner requesting temporary Privileges must agree in writing to abide by the Medical Staff Bylaws and applicable Medical Center policies and procedures. The Medical Center President may, upon recommendation of the Medical Staff President, grant temporary Privileges on a case by case basis in the following circumstances:

- a. **Pendency of a Completed Application:** Temporary Privileges for Applicants for new Privileges may be granted upon verification of the following information:
 - i. The Applicant's current licensure.
 - ii. The Applicant's relevant training or experience.

- iii. The Applicant's current competence.
- iv. The Applicant's ability to perform the Privileges requested.
- v. Satisfaction of other criteria required by the Bylaws.
- vi. Completion of a query and evaluation of the National Practitioner Data Bank information.
- vii. Receipt of a complete application.
- viii. That the Applicant has no current or previously successful challenge to his/her licensure or registration.
- ix. That the Applicant has not been subject to the involuntary termination of his/her medical staff appointment at another organization
- x. That the Applicant has not been subject to the involuntary limitation, reduction, denial or loss of his/her clinical Privileges.

Temporary Privileges may be granted in this circumstance for a period not to exceed the pendency of the application or one hundred twenty (120) days, whichever is less. Under no circumstances may temporary Privileges be initially granted or renewed if the application is still pending because the Applicant has not responded in a satisfactory manner to a request for clarification of a matter or for additional information.

- b. Care of Specific Patient(s): Temporary Privileges may be granted to a Practitioner to meet an important patient care need upon verification of the Practitioner's current licensure and current competence relative to the Privileges being requested. Temporary Privileges may be granted in this circumstance for an initial period of thirty (30) days and may be renewed for additional thirty (30) day periods as necessary for the care of a particular patient(s).

5.6.2 Locum Tenens. Practitioners seeking *locum tenens* Privileges shall submit an application for such Privileges and shall have such application processed in accordance with Article IV of these Bylaws. An approved application for Privileges as a *locum tenens* shall be valid for a period of two (2) years. In the event a Practitioner seeks to act in the capacity of a *locum tenens* more than once during this two (2) year period, the Practitioner will not be required to submit a new application; rather, the Practitioner will only be required to update the information given in the prior approved application and such other information as is deemed necessary by the Medical Staff President similar to the reappointment/Privilege renewal process. In exceptional circumstances, a *locum tenens* Practitioner may initially qualify for temporary Privileges pursuant to Section 5.6.1 (b) above.

- 5.6.3 Emergency Privileges. In case of an emergency as defined in this paragraph, any Practitioner is authorized and shall be assisted to render medical treatment to attempt to save the patient's life, or to save the patient from serious harm, as permitted within the Practitioner's scope of practice, and notwithstanding the Practitioner's Department affiliation, Medical Staff category, or level of Privileges. A Practitioner exercising emergency Privileges must obtain all consultative assistance deemed necessary and arrange for appropriate post-emergency care. For purposes of this section, "emergency" is defined as a situation where serious permanent harm is imminent or in which the life of a patient is in immediate danger and delay in administering treatment could increase the danger to the patient.
- 5.6.4 Disaster Privileges. Disaster Privileges may be granted to licensed volunteer Practitioners when the Medical Center's emergency operations plan is activated in response to a disaster and the Medical Center is unable to meet immediate patient needs. The Medical Center President or Medical Staff President may grant such disaster Privileges on a case-by-case basis after verification of a valid government-issued picture identification in addition to at least one of the following: (i) primary source verification of licensure; (ii) a current license to practice; (iii) a current picture identification card from a health care organization that identifies professional designation; (iv) identification indicating the individual is a member of a Disaster Medical Assistance Team ("DMAT"), The Medical Reserve Corps. ("MRC"), the Emergency System for Advance Registration of Volunteer Health Professionals ("ESAR-VHP") or other recognized state or federal response organization or group; (v) identification indicating the individual has been granted authority to render patient care, treatment or services in disaster circumstances by a government entity; or, (vi) confirmation of the identity of the volunteer Practitioner and his/her qualifications by a Medical Center employee or Practitioner with Medical Center Privileges. The granting of disaster Privileges shall be done in the same manner as temporary Privileges, except that primary source verification of licensure may be performed after the situation is under control and as circumstances allow. It is anticipated that these disaster Privileges may be granted to state-wide and out-of-state Practitioners as necessary. All Practitioners who receive disaster Privileges must at all times while at the Medical Center wear an identification badge, with photograph, from the facility at which they otherwise hold privileges. If the Practitioner does not have such identification, he/she will be issued a badge identifying him/her and designating the Practitioner as a volunteer disaster provider. The activities of Practitioners who receive disaster Privileges shall be managed by and under the supervision of the Medical Staff President or an appropriate designee (e.g., the Chair of the Department of emergency services). The disaster Privileges shall cease upon alleviation of the circumstances of disaster as determined by the Medical Center President.

A primary source verification of licensure shall be conducted as soon as the immediate emergency situation is under control, or within seventy-two (72)

hours from the time the volunteer Practitioner presents to the Medical Center, whichever comes first. If verification cannot be completed within seventy-two (72) hours (due to, for example, no means of communication or a lack of resources), verification shall be performed as soon as possible and the Medical Center shall document all of the following: (i) reason(s) why primary source verification could not be performed within seventy-two (72) hours of the volunteer Practitioner's arrival; (ii) evidence of the volunteer Practitioner's demonstrated ability to continue to provide adequate care, treatment or services; and, (iii) evidence of the Medical Center's attempt to perform primary source verification as soon as possible. A reassessment/decision must be made within seventy-two (72) hours after initial disaster Privileges have been granted to determine if there should be a continuation of disaster Privileges for that Practitioner.

5.7 **Termination of Temporary, Locum Tenens, Emergency, or Disaster Privileges.**

5.7.1 **Termination.** The Medical Center President or the Medical Staff President, may, at any time, terminate any or all of a Practitioner's temporary, *locum tenens*, emergency, or disaster Privileges. Where the life or well-being of a patient is determined to be endangered, the Practitioner's Privileges may be terminated by any person entitled to impose summary suspensions pursuant to the Bylaws.

5.7.2 **Due Process Rights.** A Practitioner who has been granted *locum tenens*, temporary, emergency, or disaster Privileges is not an Appointee to the Medical Staff and is not entitled to the procedural due process rights afforded to Appointees. A Practitioner shall not be entitled to the procedural due process rights set forth herein because the Practitioner's request for *locum tenens*, temporary, emergency, or disaster Privileges are refused, in whole or in part, or because all or any portion of such Privileges are terminated, not renewed, restricted, suspended or otherwise limited, modified or monitored in any way.

5.7.3 **Patient Care.** In the event a Practitioner's Privileges are revoked, the Practitioner's patients then in the Medical Center shall be assigned to another Practitioner by the Medical Staff President. The wishes of the patient will be considered, where feasible, in choosing a substitute Practitioner.

5.8 **Focused Professional Practice Evaluation**

The Medical Center's focused professional practice evaluation ("FPPE") process is set forth, in detail, in the Professional Practice Evaluation Policy and shall be implemented for all: (a) Practitioners requesting initial Privileges, (b) existing Practitioners requesting Privileges during the course of an appointment period, and (c) in response to concerns regarding a Practitioner's ability to provide safe, high quality patient care. The FPPE period shall be used to determine the Practitioner's current clinical competence and ability to perform the requested Privileges.

5.9 **Ongoing Professional Practice Evaluation**

Upon conclusion of the FPPE period, ongoing professional practice evaluation (“OPPE”) shall be conducted on all Practitioners with Privileges. The Medical Center’s OPPE process is set forth, in detail, in the Professional Practice Evaluation Policy and requires the Medical Center to gather, maintain and review data on the performance of all Practitioners with Privileges on an ongoing basis to allow the Practitioner to take steps to improve his/her performance on a timely basis.

5.10 **History and Physical Examinations**

Unless otherwise provided, patients shall, as applicable, receive a medical history and physical examination no more than thirty (30) days prior to, or within twenty-four (24) hours after, registration or admission but prior to surgery or a procedure requiring anesthesia services. For a medical history and physical examination that was completed within thirty (30) days prior to registration or admission, an update documenting any changes in the patient’s condition shall be completed within twenty-four (24) hours after registration or admission but prior to surgery or a procedure requiring anesthesia services. The medical history and physical examination shall be completed and documented by a Physician, an Oral Maxillofacial Surgeon, or other qualified licensed individuals in accordance with State law and Medical Center policy. Additional requirements regarding completion and documentation of the medical history and physical examination are set forth in the Medical Staff Rules & Regulations.

ARTICLE VI

CATEGORIES OF THE MEDICAL STAFF

6.1 Categories.

The Medical Staff shall be divided into the following categories: active, courtesy and consulting peer review.

6.2 Active Staff.

6.2.1 Qualifications. An active Medical Staff Appointee shall:

- a. Meet the basic qualifications set forth in Section 3.2.
- b. Have a minimum of ten (10) Patient Encounters per year or serve in a full-time or part-time Medico-Administrative capacity at the Medical Center.
- c. Reside or have a business office within sufficiently close proximity to the Medical Center to enable him/her to provide continuous care to his/her patients, or make arrangements that are satisfactory to the MEC for a Practitioner with comparable Privileges to provide such care unless an exception is otherwise granted upon recommendation of the MEC and at the sole discretion of the Board.

6.2.2 Prerogatives. An active Medical Staff Appointee may:

- a. Exercise the Privileges granted to him/her.
- b. Attend, and vote on matters presented at, Medical Staff meetings as well as at Department and committee meetings of which he/she is a member.
- c. Hold Medical Staff office and serve on or chair any Department or committee for which he/she is qualified.

6.2.3 Responsibilities. An active Medical Staff Appointee shall:

- a. Fulfill the basic responsibilities set forth in Section 3.7.
- b. Contribute to the administration of the Medical Staff, including serving as a Medical Staff officer and on Medical Center and Medical Staff committees as appointed or elected.
- c. Attend meetings of the Medical Staff, Department and any committees of which he/she is a member.

- d. Participate in the performance improvement/quality assessment and utilization review activities required of the Medical Staff.
- e. Discharge the functions of Medical Staff appointment and Privileges by engaging in the Medical Staff's teaching and continuing education programs; attending charity patients as required; consulting with other Practitioners consistent with his/her scope of practice and Privileges; and fulfilling such other functions as may reasonably be required.
- f. Serve on the on-call roster for the purpose of providing coverage and back-up coverage in the Emergency Room as required by Medical Center policy and/or the Medical Staff Bylaws.
- g. Promptly pay all Medical Staff dues and assessments.

6.2.4 Transfer of Active Appointee. Any Appointee who fails to meet the active Medical Staff qualifications for two (2) consecutive years shall automatically be transferred to the appropriate Medical Staff category for which he/she is qualified. The Appointee will be notified by the Medical Center President following the first year in which the Appointee fails to meet the necessary requirements.

6.3 Courtesy Staff.

6.3.1 Qualifications. A courtesy Medical Staff Appointee shall:

- a. Meet the basic qualifications set forth in Section 3.2.
- b. Be regularly involved in the care of patients in the Medical Center with a minimum of two (2) and a maximum of nine (9) Patient Encounters per year. Alternatively a practitioner may qualify if he/she agrees to take designated call and provide telephonic consultative services. If an Appointee to the courtesy Medical Staff exceeds this requirement during an appointment/Privilege period, the Appointee shall be transferred to the active Medical Staff absent a showing by the Appointee that the number of encounters was unusual and would not be expected to occur in the upcoming appointment/Privilege period.
- c. Reside or have a business office that is within sufficiently close proximity to the Medical Center to enable him/her to provide continuous care to his/her patients, or make arrangements that are satisfactory to the MEC for a Practitioner with comparable Privileges to provide such care unless an exception is otherwise granted upon recommendation of the MEC and at the sole discretion of the Board.
- d. Demonstrate participation in the active medical staff at another accredited hospital requiring performance improvement/quality assessment activities similar to those at this Medical Center.

6.3.2 Prerogatives. A courtesy Medical Staff Appointee may:

- a. Exercise those Privileges which have been granted.
- b. Attend meetings of the Medical Staff and Department of which he/she is a member as well as any educational programs; provided, however, that he/she shall not be entitled to vote at such meetings, hold Medical Staff office, or serve as a Department Chair.
- c. Serve on committees, when invited, as a voting member; provided, however, that he/she may not serve as a committee chair or as a member of the MEC.

6.3.3 Responsibilities. A courtesy Medical Staff Appointee shall:

- a. Fulfill the responsibilities of Medical Staff appointment and Privileges set forth in Section 3.7.
- b. If required, serve on the on-call roster for the purposes of providing coverage and back-up coverage in the Emergency Room as required by Medical Center policy and/or the Medical Staff Bylaws.
- c. Promptly pay all Medical Staff dues and assessments.

6.4 **Affiliate Medical Staff**

6.4.1 Qualifications. An affiliate Appointee must:

- a. Satisfy the basic qualifications for Medical Staff appointment as recommended by the MEC and approved by the Board.
- b. Provide medical, dental, podiatric, or psychological services to patients in the community the Hospital serves.

6.4.2 Prerogatives. An affiliate Appointee may:

- a. Not be granted Privileges at the Hospital.
- b. Visit his/her patients who are in the Hospital and review those patients' medical records consistent with the Hospital's medical records policy.
- c. Not write orders or progress notes, make notations in the medical record, or otherwise actively participate in the provision of care or management of patients at the Hospital.

- d. Attend any Medical Staff or Hospital education activity.
- e. Attend Medical Staff meetings, but shall not be entitled to vote at such meetings or hold Medical Staff office.
- f. Attend Department meetings, but shall not be entitled to vote at such meetings or serve as Department Chair.
- g. Serve as a committee member or chair.

6.4.3 Obligations. An affiliate Appointee must:

- a. Fulfill such obligations as recommended by the MEC and approved by the Board.
- b. Promptly pay Medical Staff dues and assessments.

6.5 **Consulting Peer Review Medical Staff.**

6.5.1 Qualifications. A consulting peer review Medical Staff Appointee shall:

- a. Practice either locally or in another city or state in which he/she has a valid license to practice.
- b. Possess skills needed at the Medical Center for a specific peer review project or for peer review consultation on an occasional basis when requested by Medical Center administration, the Board, or a Medical Staff committee.
- c. Demonstrate participation on the active medical staff at another accredited hospital requiring performance improvement/quality assessment activities similar to those of Medical Center.

6.5.2 Prerogatives. A consulting peer review Medical Staff Appointee may:

- a. Review selected medical record components, organizational information, and peer review materials retained by the Medical Center for the purpose of rendering an opinion on the quality of health care rendered to patients at the Medical Center or otherwise perform related peer review services as specifically requested.
- b. Not be granted Privileges to admit or treat patients.
- c. Attend Medical Staff and Department meetings, upon request, as an invited guest; provided, however, that he/she may not vote at such meetings, hold Medical Staff office or serve as a Department Chair.

- d. Attend committee meetings as an invited guest, upon request; provided, however, that he/she may not vote at such meetings or serve as a committee chair.

6.5.3 Obligations. A consulting peer review Medical Staff Appointee shall:

- a. Perform such duties as are requested and which he/she agrees to perform.
- b. Not be charged Medical Staff dues.

6.6 **Limitations of Prerogatives.**

The Prerogatives set forth under each Medical Staff category are general in nature and may be subject to limitation by special conditions attached to a particular appointment and/or by other sections of these Bylaws.

ARTICLE VII

CLINICAL DEPARTMENTS

7.1 **Organization.**

The Medical Staff shall be comprised of clinical Departments. Each Department shall have a Department Chair who is elected and has the authority, duties and responsibilities as specified in this Article.

7.2 **Designation of Departments.**

The Medical Center shall have the following clinical Departments (assuming adequate Practitioners, patients and resources to support such Department):

- a. Emergency Medicine
- b. Medicine/Family Medicine
- c. Pathology and Laboratory Medicine
- d. Radiology

7.3 **Changes to Current Department.**

7.3.1 The mechanism to create, eliminate, combine or divide a Department shall be by a two-thirds (2/3) vote of the members of the appropriate Department(s) with recommendation for approval by the MEC and approval of the Board.

7.3.2 Creation of a Department may occur when there are sufficient active Practitioners at the Medical Center where there was previously no specialty representation or insufficient activity to warrant the imposition of the responsibilities of a Department.

7.3.3 A Department may be eliminated when the number of Practitioners available is no longer sufficient, or likely to be so in the near future, to accomplish assigned functions, or the patient/service activity is no longer substantial enough to warrant the imposition of the responsibilities of a Department.

7.3.4 The combination or division of Departments may occur when such activity will result in the more efficient and effective accomplishment of assigned functions and volume is appropriate to warrant such change.

7.4 **Assignment To Department.**

Each Practitioner must have a primary affiliation within the Department that most clearly reflects his/her professional training and experience in the clinical area in which his/her practice is concentrated. A Practitioner may be granted Privileges in one or more

Departments and his/her exercise of Privileges within the jurisdiction of any Department is always subject to the rules and regulations of that Department and the authority of the Department Chair and Medical Staff President.

7.5 **Functions Of The Department.**

7.5.1 **General Function.** Each Department will fulfill a variety of clinical, administrative, quality, safety, collegial and educational functions. Members of the Department shall serve on multidisciplinary committees as representatives of the Department Chair in the effort to fulfill these functions. The Departments, through the Department Chair, are responsible to the MEC and, ultimately, to the Board for the effective discharge of these functions.

7.5.2 **Clinical Functions.** Each Department shall assist the Department Chair, as requested, by:

- a. Recommending policies and procedures designed to ensure adherence to the clinical standards of that medical specialty, to develop consistency in patient care, and to monitor its members' as well as nonmembers' adherence to the clinical standards, policies and practice relevant to the various clinical disciplines under its jurisdiction.
- b. Providing a forum for matters of clinical concern and for resolving clinical issues involving Department members, patient care services and Medical Center administration.
- c. Developing criteria for use by the MEC in recommending the granting or denial of Medical Staff appointment and Privileges.

7.5.3 **Administrative Functions.** Each Department shall assist the Department Chair, as requested, by:

- a. Recommending rules and regulations for governance of the Department and its members, subject to approval by the MEC and the Board.
- b. Providing a forum to assure that its members contribute their professional views and insights into the formulation of Department and Medical Center policies and planning and to assure communication between Department members, the Medical Staff, nursing and Medical Center administration.
- c. Recommending short and long term acquisition and allocation of resources and provision of services by the Medical Center and Department.
- d. Coordinating the professional services of its members with those of other Departments and with Medical Center and Medical Staff support services.

7.5.4 Quality & Safety Functions. Each Department shall assist the Department Chair, as requested, by:

- a. Establishing performance expectations and criteria for focused and ongoing professional practice evaluation.
- b. Reviewing both aggregate and individual specific performance data, utilization data and other findings pertinent to the Department, making recommendations for improvement and taking action when appropriate.
- c. Identifying triggers indicating the need for focused performance monitoring.
- d. Assisting with data collection and monitoring of outcomes for the purpose of improving patient safety and quality including, but not limited to satisfaction surveys / complaints, adverse drug reactions, focused practice evaluations, infections, transfers, morbidity and mortality reports, blood and pharmaceutical services, utilization, length of stay, and medical record completion.
- e. Supporting the functions of the Medical Center's quality and peer review process.

7.5.5 Collegial and Educational Functions. Each Department shall assist the Department Chair, as requested, by:

- a. Serving as a source of clinical and emotional support for its members.
- b. Assisting in teaching, continuing education and the sharing of new knowledge relevant to the practice of its members.
- c. Providing consultative advice in its specialty area to members of other Departments.

7.6 Department Governance.

7.6.1 Department Chair. Each Department shall have a Department Chair who shall be responsible for carrying out the duties set forth in Section 7.6.6.

7.6.2 Qualifications. Each Department shall have a Department Chair who must be an active Appointee in Good Standing and a member of the applicable Department; remain in Good Standing throughout his/her term; and be willing and able to faithfully discharge the functions of his/her office. The Department Chair shall be board certified by an appropriate specialty board or affirmatively demonstrate, through the Privilege delineation process, competence in the appropriate area of practice.

- 7.6.3 Election of Department Chair. The initial Chair of each Department shall be appointed by the Medical Staff President and approved by the Board. Once the Medical Staff size and structure permit, Department Chairs shall be elected by those Department members who are active Appointees in Good Standing in the Department in which the eligible Practitioner seeks to be Chair. Each Department Chair shall appoint a Department Vice-Chair.
- 7.6.4 Term of Office. The Department Chair shall serve a two (2) year term commencing upon his/her appointment/election until his/her successor is chosen, unless he/she sooner resigns or is removed from office. Office terms for Department Chairs shall be staggered such that the entire membership of the MEC does not change at the same time. To that end, (a) the terms of the Departments of Radiology and Pathology/Laboratory shall coincide, and the terms of the Departments of Emergency Medicine and Internal/Family Medicine shall coincide; and (b) the initial term for the Chairs of Radiology and Pathology/Laboratory shall be for two (2) years, and the initial term for the Chairs of Emergency Medicine and Internal/Family Medicine shall be three (3) years. All Department Chairs shall be eligible to succeed themselves for an unlimited number of successive terms.
- 7.6.5 Resignation, Removal and Vacancy.
- a. A Department Chair may resign at any time by giving written notice to the MEC, with an effective date specified.
 - b. Removal of a Department Chair may be initiated by the Board acting upon its own initiative, by a two-thirds (2/3) vote of the MEC, or by a two-thirds (2/3) vote of the Department members in Good Standing, eligible to vote, and present at a special (closed) meeting called to consider a motion for removal. Grounds for removal of a Department Chair include, but are not limited to:
 - i. Failure to perform the duties of the position held in a timely and appropriate manner.
 - ii. Failure to continuously satisfy the qualifications for the position.
 - iii. The imposition of a summary suspension, an automatic suspension/termination, or any other corrective action undertaken against the Practitioner that results in a final Adverse decision.
 - iv. A physical or mental infirmity that renders him/her incapable of fulfilling the duties of his/her position.
 - v. Conduct detrimental to the interests of the Medical Center and/or its Medical Staff.

- c. An unexpected vacancy in a Department Chair position will be filled by the Department Vice-Chair. If there is no Department Vice-Chair, the MEC shall fill the vacancy through appointment of an acting Department Chair, subject to Board approval, until such time as a special election can be held.

7.6.6 Duties. Each Department Chair shall:

- a. Be responsible for all clinically and administratively-related activities of the Department, unless otherwise provided for by the Medical Center, and report on such activities as requested by the Medical Center President, the MEC, or the Board of Directors.
- b. Survey, on a continuous basis, the professional performance of all individuals in the Department who have delineated Privileges, including but not limited to monitoring adherence to Medical Staff, Medical Center, and Department policies and procedures for: obtaining consultation, alternate coverage, unexpected patient care management events, patient safety, and adherence to sound principles of clinical practice.
- c. Recommend to the Medical Staff the criteria for Privileges that are relevant to the care provided in the Department.
- d. Recommend Privileges for each member of the Department.
- e. Assess and recommend to the relevant Medical Center authority off site sources for needed patient care, treatment and services not provided by the Department or the Medical Center.
- f. Integrate the Department into the primary functions of the Medical Center.
- g. Coordinate and integrate inter-department and intra-department services.
- h. Develop, as necessary, and implement policies and procedures that guide and support the provision of care, treatment and services in the Department.
- i. Make recommendations for a sufficient number of qualified and competent persons to provide care, treatment and services in the Department.
- j. Determine the qualifications and competence of Department or service personnel who are not Practitioners and who provide patient care, treatment and services in the Department.

- k. Continually assess and improve the quality of care, treatment and services provided in the Department.
- l. Maintain quality control programs, as appropriate, in the Department.
- m. Provide for orientation and continuing education of all persons in the Department or service.
- n. Make recommendations for space and other resources needed by the Department or service.

7.7 **Department Meetings.**

- 7.7.1 **Regular Meetings.** Departments shall hold meetings pursuant to a published calendar/resolution or as otherwise called by the Department Chair and shall meet to review and evaluate the clinical work of Department Practitioners with Privileges.
- 7.7.2 **Special Meetings.** Special meetings of a Medical Staff Department may be called by the Medical Staff President, the Department Chair, by a vote of one-third (1/3) of the Department members in Good Standing entitled to vote, or at the request of the Board. No business other than that stated in the notice calling the special meeting shall be transacted.
- 7.7.3 **Notice of Meetings.** Written or oral notice stating the purpose, place, day and time of any special meeting, or any meeting not held pursuant to a published calendar or resolution shall be delivered either personally or by mail to each person entitled to be present not less than ten (10) working days prior to such meeting. If mailed, the notice of the meeting shall be deemed delivered seventy-two (72) hours after deposited, postage prepaid, in the United States mail, addressed to each person entitled to such notice at his/her address as it appears in the records of Medical Staff Services. Personal attendance at a meeting shall constitute a waiver of notice of such meeting.
- 7.7.4 **Quorum.** No less than two (2) active Appointees in Good Standing and eligible to vote shall constitute a quorum at any Department meeting.
- 7.7.5 **Manner of Action and Voting.** Unless otherwise provided in the Bylaws, the action of a majority of the Department members present at a meeting at which a quorum is present shall be the action of the Department. Department members may participate in and act at any Department meeting by conference call or other communications equipment through which all persons participating in the meeting can communicate with each other. Participation by such means shall constitute attendance and presence in person at the meeting. Action may be taken without a meeting in accordance with Section 14.8.

7.7.6 Minutes. Written minutes of all Department meetings shall be prepared and shall include a record of attendees, key items discussed and any votes taken or resolutions made. The minutes will be signed by the presiding officer, approved by the attendees, presented to the MEC and Board of Directors and maintained in a permanent, confidential file. Access to the minutes shall be as determined by the Medical Staff President consistent with Ohio's peer review privilege.

7.7.7 Attendance Requirements. Attendance at all Department meetings shall be recorded. Attendance and involvement at such meetings shall be a consideration in the Appointee's overall involvement in Medical Staff activities for purposes of reappointment/renewal of Privileges. Members of a Medical Staff Department are strongly encouraged to attend all meetings of the Medical Staff Department to which they are appointed.

7.7.8 Special Appearances or Conferences.

- a. A Practitioner whose patient's clinical course of treatment is scheduled for discussion should be notified and invited to present the case. If the discussion will occur at a regularly scheduled quality assurance meeting or a scheduled morbidity and mortality conference as a part of the Department quality assurance program, no additional notice will be made.
- b. Whenever an education program or conference is prompted by findings of review or evaluation and monitoring activities, the Practitioner(s) whose pattern of performance prompted the program will be notified of the time, date and place of the program, the subject matter and its applicability to the Practitioner's practice. Attendance will be mandatory and failure to attend shall result in initiation of the corrective action process pursuant to these Bylaws.

ARTICLE VIII

ORGANIZATION OF THE MEDICAL STAFF

8.1 Officers of the Medical Staff.

8.1.1 Identification.

- a. The officers of the Medical Staff shall be the President and the Immediate Past President.

8.1.2 Qualifications. Each Medical Staff officer shall:

- a. Be an Appointee in Good Standing to the active Medical Staff at the time of nomination and election, and remain in Good Standing throughout his/her term of office. Any officer who fails to maintain such status shall immediately be removed from office.
- b. Have been recognized for a high level of clinical competence in his/her field and have demonstrated executive and administrative ability through active participation in Medical Staff activities and other experience.
- c. Have demonstrated a high level of interest in and support of the Medical Staff and Medical Center.
- d. Willingly and faithfully exercise the duties and authority of the office held and cooperate and work with the other officers, Department Chairs, the Medical Center President, and the Board.

8.1.3 Election and other Attainment of Office.

- a. Medical Staff President: In the Medical Center's first year of operation, there will be no elected Medical Staff President; rather, the Chair of the Department of Emergency Medicine will act in that capacity until such time as the Medical Staff is structured. Beginning in October 2010, the Medical Staff President shall be elected by a mailed secret ballot of the active Medical Staff Appointees in Good Standing eligible to vote.
- b. Nominating Committee. At the discretion of the MEC, a nominating committee may be appointed. Such committee, if appointed, shall consist of at least three (3) members and shall include the current Medical Staff President (who shall chair the committee) and the Medical Center President. The nominating committee shall offer one (1) or more nominees for the office of Medical Staff President. The chair of the nominating committee will contact all nominees for acceptance or non-acceptance of their nomination. Write-in

nominations are permitted as long as they are submitted to the nominating committee in writing at least seven (7) days prior to the election. Ballots will be published prior to the election.

- c. Election Procedure. On or before November 10 of each year a ballot containing a list of nominees for Medical Staff President shall be sent to all active Medical Staff Appointees in Good Standing eligible to vote together with two envelopes, one identifiable by the Medical Center President and one plain. The marked ballot should be placed in the plain envelope and sealed. This plain envelope is to be placed in the identifiable envelope, signed by the Medical Staff Appointee and returned to the Medical Center President no later than December 1. On receipt of the ballot, doubly enclosed, the fact that the sender has voted shall be recorded and the unidentifiable sealed envelope shall be removed from the outer envelope and deposited in a suitable container. The sealed envelopes shall be opened and the ballots counted after the due date for ballots by tellers appointed by the Medical Center President. The candidate for each office receiving the largest number of votes shall be declared elected. Each active Medical Staff Appointee in Good Standing eligible to vote shall be entitled to one vote for each position to be filled. If there is a tie, a runoff election shall be held promptly between the candidates receiving the highest number of votes. If there are three (3) or more candidates for any office and no candidate receives a majority of the votes cast, the name of the candidate who receives the fewest votes will be omitted from successive ballots until a majority vote is obtained by one (1) candidate. At the first meeting of the Board of Directors following the Medical Staff election, the results of the election shall be communicated to the Board.
- d. Immediate Past Medical Staff President: The Immediate Past Medical Staff President attains office by automatic succession from the office of Medical Staff President.

8.1.4 Terms of Office. The Medical Staff President and the Immediate Past Medical Staff President shall serve a term of one (1) year commencing January 1 and serving until a successor is elected or he/she sooner resigns or is removed from office. A Medical Staff President may be re-elected for four (4) consecutive one-year terms after which he/she may not reapply for the position again for a period of one (1) year. To the extent a Medical Staff President serves more than one term, the Immediate Past Medical Staff President will remain in office.

8.1.5 Resignation and Removal of Officers.

- a. Resignation. Any Medical Staff officer may resign at any time by giving written notice to the MEC, effective on the date designated by the officer.

- b. Removal. Request for removal of a Medical Staff officer may be initiated by a petition signed by ten percent (10%) of the active Medical Staff in Good Standing eligible to vote; or upon recommendation of the MEC or Board. The charges of the initiators shall be made known to the Medical Staff officer subject to the removal action no less than fifteen (15) days before the meeting at which the matter will be considered. The officer shall be given an opportunity to speak on his/her own behalf at said meeting prior to a vote being taken. Removal from office shall be by a two-thirds (2/3) vote of the Board, the MEC, or the active Appointees in Good Standing, eligible to vote, and present at a special meeting called for this specific purpose. Grounds for removal of a Medical Staff officer include, but are not limited to:
 - i. Failure to perform the duties of the office held in a timely and appropriate manner.
 - ii. Failure to continuously satisfy the qualifications for the office.
 - iii. The imposition of a summary suspension, an automatic suspension or termination, or any other corrective action undertaken against the officer that results in a final Adverse decision.
 - iv. Conduct or statements detrimental to the interests of the Medical Staff or the Medical Center or to their goals, programs, or public image.
 - v. Physical or mental infirmity that renders the officer incapable of fulfilling the duties of his/her position.

8.1.6 Vacancies in Medical Staff Offices.

- a. President. If there is a vacancy in the office of the Medical Staff President, the Immediate Past President shall serve out the remaining term. In the event that there is no Immediate Past Medical Staff President, the vacancy in the office of Medical Staff President shall be filled by interim appointment of the MEC until such time as a special election can be held.
- b. Immediate Past Medical Staff President. In the event of a vacancy in the office of the Immediate Past Medical Staff President, the position shall go unfilled for the remainder of the term.

8.1.7 Duties of the Medical Staff Officers.

- a. Medical Staff President: The Medical Staff President shall serve as the chief administrative officer of the Medical Staff. As such, he/she shall:

- i. Aid in coordinating the activities and concerns of the Medical Center administration and of patient care services with those of the Medical Staff.
- ii. Be accountable to the Board, in conjunction with the MEC, for the quality, efficiency and safety of patient care, including the effectiveness of Medical Staff aspects of quality assurance and other reviews, and make recommendations to the Board regarding these areas.
- iii. Call, preside at and be responsible for the agenda at all meetings of the MEC and Medical Staff.
- iv. Serve as an *Ex-Officio* member of all other Medical Staff committees, unless otherwise provided for in these Bylaws.
- v. Attend Board meetings, participate on the Medical Center leadership team, and represent the views and concerns of the Medical Staff to the Board, the Medical Center President and other officials of the Medical Center.
- vi. Appoint the members and chair, unless otherwise specified in these Bylaws, of standing Medical Staff committees and form *ad hoc* committees when needed to carry out the functions of the Medical Staff.
- vii. Be responsible for the enforcement of the Bylaws and Medical Center policies applicable to the Medical Staff, the implementation of sanctions when indicated, and for the Medical Staff's compliance with procedural safeguards in all instances where corrective action has been requested against a Practitioner.
- viii. Be the spokesman for the Medical Staff in its external professional and public relations.
- ix. Supervise the collection of and accounting for any funds that may be collected in the form of Medical Staff dues, assessments or application fees and submit an annual financial statement to the Medical Staff.
- x. Be responsible for the educational activities of the Medical Staff.
- xi. Direct the development, organization, implementation and day-to-day functioning of the Medical Staff components of the quality review, risk management and utilization management programs; assure that such programs are clinically and

professionally sound, accomplish established objectives, and are compliant with regulatory and accrediting agency requirements; and report to the Board regarding such programs and activities.

- xii. Perform such other duties and exercise such authority commensurate with the office as set forth in the Medical Staff Bylaws and applicable Medical Center policies, or as otherwise may be reasonably requested from time to time by the MEC, the Board or the Medical Center President.
- b. Immediate Past Medical Staff President. The Immediate Past Medical Staff President shall:
- i. Perform all duties and assume the responsibilities of the Medical Staff President in his/her absence.
 - ii. Serve as a voting member of the MEC.
 - iii. Perform other such advisory duties as assigned by the Medical Staff President, the MEC or the Board.

8.2 Medical Staff Meetings.

8.2.1 Annual Meeting. The annual meeting of the Medical Staff shall be held in November at the time and place as determined and published in the Medical Staff calendar at the beginning of each Medical Staff Year by the MEC. At the annual meeting, the retiring officers and the Medical Staff committees shall make reports reviewing activities and achievements of the past year. The agenda shall also include the election or announcement of officers for the following year.

8.2.2 Regular Meetings. There shall be three (3) regular meetings of the Medical Staff each year to be held at the time and place as determined and published in the Medical Staff calendar at the beginning of each Medical Staff Year by the MEC. The purpose of such meetings shall be to provide information regarding general Medical Staff business and analysis of the clinical work of the Medical Center following the agenda set forth in Section 8.2.6 below, and to vote on all applicable Medical Staff matters.

8.2.3 Special Meetings.

- a. The Medical Staff President or the MEC may call a special meeting of the Medical Staff at any time if a decision is required by all of the Medical Staff. The Medical Staff President shall call a special meeting within seven (7) days of receipt of a request of such meeting signed by not less than twenty-five (25%) of the Appointees to the active Medical Staff in Good Standing or as requested by the Board of Directors, and shall state the purpose of such meeting.

- b. Unless otherwise provided in the Bylaws, written notice or oral notice by phone stating the date, time and place of any special meeting shall be delivered to each Appointee to the active Medical Staff in Good Standing and eligible to vote not less than one (1) day before the meeting. No business shall be transacted at any special meeting except that stated in the notice calling the meeting. Personal attendance at a meeting shall constitute a waiver of notice of such meeting.

8.2.4 Quorum. Unless otherwise provided in the Bylaws, not less than two (2) active Appointees in Good Standing and eligible to vote shall constitute a quorum.

8.2.5 Attendance Requirements. Attendance at all meetings of the Medical Staff shall be recorded. Attendance and involvement at such meetings shall be a consideration in the Appointee's overall involvement in Medical Staff activities for purposes of reappointment and/or renewal of Privileges. Practitioners are strongly encouraged to attend all Medical Staff meetings.

8.2.6 Agenda.

- a. The agenda at any regular Medical Staff meeting may be as follows:
 - i. Call to order.
 - ii. Approval of the minutes of any previous Medical Staff meetings.
 - iii. Unfinished business.
 - iv. Report of the Medical Center President.
 - v. New business.
 - vi. Review and analysis of the clinical work of the Medical Center including presentation of interesting or pertinent findings stemming from utilization review and/or patient care evaluation studies.
 - vii. Reports of standing and special Medical Staff committees that have met since the last regular Medical Staff meeting.
 - viii. Discussion and recommendations for improvement of professional services at the Medical Center.
 - ix. Education.
 - x. Adjournment.
- b. The agenda at special meetings of the Medical Staff shall include:

- i. The reading of the notice calling the meeting.
- ii. Transaction of business for which the meeting was called.
- iii. Adjournment.

8.2.7 Minutes. Written minutes of all Medical Staff meetings shall be prepared and shall include a record of attendees, key items discussed and any votes taken or resolutions made. The minutes will be signed by the presiding officer, approved by the attendees, presented to the MEC and Board of Directors and maintained in a permanent, confidential file. Access to the minutes shall be as determined by the Medical Staff President consistent with Ohio's peer review privilege.

8.2.8 Manner of Action. Unless otherwise provided in the Bylaws, the action of a majority of the Medical Staff Appointees in Good Standing, eligible to vote, and in attendance at a meeting at which a quorum is present shall be the action of Medical Staff. Appointees may participate in and act at any Medical Staff meeting by conference call or other communications equipment through which all persons participating in the meeting can communicate with each other. Participation by such means shall constitute attendance and presence in person at the meeting. Action may be taken without a meeting in accordance with Section 14.8.

ARTICLE IX

MEDICAL STAFF COMMITTEES

9.1 Peer Review Committees.

- 9.1.1 The Medical Staff as a whole and each committee provided for by these Bylaws is hereby designated as a peer review committee as that term is defined in Ohio Revised Code Sections 2305.25 and . 251. The Medical Staff, through its committees, shall be responsible for evaluating, maintaining, and/or monitoring the quality and utilization of the Medical Center's health care services.
- 9.1.2 In carrying out his/her duties under these Bylaws, whether as a committee member, Department Chair, Medical Staff officer or otherwise, each Practitioner shall be acting in his/her capacity as a peer review committee member and designated agent of the Medical Staff.
- 9.1.3 Such peer review committees and its designated agents may, from time to time and/or as specifically provided herein, appoint Medical Center President or other administrative personnel as their agent in carrying out such peer review duties.

9.2 Medical Executive Committee (MEC).

- 9.2.1 Composition. The MEC shall be a standing committee of the Medical Staff and shall consist of no less than four (4) voting members:
- a. The Medical Staff President (who shall only vote in the event of a tie)
 - b. Immediate Past Medical Staff President (at such time as such position exists)
 - c. Chair of the Departments of Radiology, Pathology/Laboratory, Emergency Medicine, and Internal/Family Medicine)
 - d. The following *Ex Officio* members: the Medical Center President and the Medical Center Site Administrator.
- 9.2.2 Eligibility. All active Medical Staff Appointees of any discipline or specialty are eligible for membership on the MEC. At all times, Physician Appointees of the active Medical Staff shall comprise at least a majority of the voting members of the MEC; provided, however, that the MEC may also include other Practitioners. The Medical Staff President shall act as chair of the MEC and a representative of Medical Staff Services shall act as support staff to the MEC.

9.2.3 Duties. The MEC shall:

- a. Represent and act on behalf of the Medical Staff, subject to such limitations as may be imposed by these Bylaws and the Medical Center's code of regulations, between Medical Staff meetings.
- b. Coordinate the activities and general policies of the various Medical Staff Departments.
- c. Receive and act upon Department, committee and assigned activity group reports and recommendations; make recommendations to the Board regarding the MEC's review of and actions on same.
- d. Implement policies of the Medical Staff including, but not limited to, enforcement of the Medical Staff Bylaws, the Medical Center's code of regulations, and other applicable Medical Center policies and procedures.
- e. Serve as a liaison between the Medical Staff, the Medical Center President, and the Board of Directors.
- f. Ensure that the Medical Staff is kept abreast of the Medical Center's accreditation program and informed of the accreditation status of the Medical Center.
- g. Review the credentials of Practitioners and AHPs and make recommendations to the Board of Directors for, as applicable, Medical Staff appointment, Department assignments, and individual delineation of Privileges.
- h. Review, at least every two (2) years, all information available regarding the performance and clinical competence of Practitioners and AHPs with Privileges and, as a result of such reviews, make recommendations for, as applicable, reappointments and/or renewal or changes in Privileges to the Board.
- i. Take reasonable steps to ensure professional, ethical conduct, and competent clinical performance by Practitioners and AHPs with, as applicable, Medical Staff appointment and/or Privileges, including the initiation of and/or participation in corrective action or review procedures when warranted and implementation of any actions taken as a result thereof.
- j. Report at general Medical Staff meetings regarding the proceedings of all meetings and decisions made regarding Medical Staff policy in the interim between Medical Staff meetings.

- k. Make recommendations on Medical Center management matters (such as long-range planning) to the Board of Directors.
- l. Make recommendations to the Board of Directors regarding Medical Staff structure; participation of the Medical Staff in performance improvement, quality assessment and utilization review activities; and mechanisms for Privileges delineation, credentials review, termination of Medical Staff appointment and/or Privileges, and fair hearing procedures.
- m. Organize the Medical Staff's performance improvement/quality assessment, quality review, and utilization management activities and establish a mechanism to conduct, evaluate, and revise such activities.
- n. Request evaluation of Practitioners and AHPs privileged through the Medical Staff process in instances where there is doubt about the Practitioner's or AHP's ability to perform the Privileges requested.
- o. Serve as the Credentials Committee.

9.2.4 Meetings. The MEC shall meet a minimum of six (6) times per year and otherwise upon the call of the chair.

9.3 **Medical Center Committees.**

The composition, duties and meeting requirements of the Medical Center's committees including, but not limited to, the multi-disciplinary Patient Safety and Quality Committee shall be as set forth in the committee descriptions approved by the Board. Medical Staff Appointees will participate in Medical Center committees as requested by the Medical Center President.

9.4 **Committee Appointments.** Unless otherwise specified in these Bylaws:

- 9.4.1 Appointment and removal of committee members shall be made by the Medical Staff President subject to approval by the MEC.
- 9.4.2 All appointments shall be for two (2) year renewable terms, provided the Practitioner agrees to continue to serve as a committee member.
- 9.4.3 Active Medical Staff Appointees in Good Standing shall be obliged to accept appointment to Medical Staff/Medical Center committees in order to fulfill their Medical Staff obligations as contained in these Bylaws.
- 9.4.4 No Medical Staff Appointee shall be required to accept appointment to more than three (3) Medical Staff committees, nor to serve as the chair of more than one (1) standing committee unless he/she desires to do so.

9.5 Committee Meetings

- 9.5.1 Regular Meetings. Committees shall meet as specified in these Bylaws and/or as set forth in the applicable committee description approved by the Board, and may establish their own schedules in accordance therewith.
- 9.5.2 Special Meetings. Special meetings of Medical Staff committees may be called by the Medical Staff President, the Department Chair, by a vote of one-third (1/3) of the committee members entitled to vote, or at the request of the Board. No business other than that stated in the notice calling the meeting shall be transacted.
- 9.5.3 Notice of Meetings. Written or oral notice stating the purpose, place, day and time of any special meeting, or any meeting not held pursuant to resolution shall be delivered either personally or by mail to each person entitled to be present not less than ten (10) working days prior to such meeting. If mailed, the notice of the meeting shall be deemed delivered seventy-two (72) hours after deposited, postage prepaid, in the United States mail, addressed to each person entitled to such notice at his/her address as it appears in the records of Medical Staff Services. Personal attendance at a meeting shall constitute a waiver of notice of such meeting.
- 9.5.4 Quorum. Not less than two (2) active Appointees in Good Standing and eligible to vote, shall constitute a quorum at any meeting.
- 9.5.5 Manner of Action and Voting. Unless otherwise provided in the Bylaws, the action of a majority of the committee members present at a meeting at which a quorum is present shall be the action of the committee. Committee members may participate in and act at any committee meeting by conference call or other communications equipment through which all persons participating in the meeting can communicate with each other. Participation by such means shall constitute attendance and presence in person at the meeting. Action may be taken without a meeting in accordance with Section 14.8.
- 9.5.6 Minutes. Written minutes of all committee meetings shall be prepared and shall include a record of attendees, key items discussed and any votes taken or resolutions made. The minutes will be signed by the presiding officer, approved by the attendees, presented to the MEC and Board of Directors and maintained in a permanent, confidential file. Access to the minutes shall be as determined by the Medical Staff President consistent with Ohio's peer review privilege.
- 9.5.7 Attendance Requirements. Attendance at all committee meetings shall be recorded. Attendance and involvement at such meetings shall be a consideration in the Appointee's overall involvement in Medical Staff activities for purposes of reappointment/renewal of Privileges. Committee members are strongly encouraged to attend all meetings of the committees to which they are appointed.

ARTICLE X

CORRECTIVE ACTION

10.1 Collegial Intervention.

Prior to initiating corrective action against an Appointee for professional conduct or competency concerns, the Medical Staff leadership or Board (through the Medical Center President as its administrative agent) may elect to attempt to resolve the concern(s) informally. Nothing in this section shall be construed as obligating the Board or Medical Staff leadership to engage in informal remediation prior to implementing formal corrective action on the basis of a single incident.

10.2 Routine Corrective Action.

10.2.1 Criteria for Initiation. Whenever the activities or professional conduct, either within or outside of the Medical Center, of any Appointee with clinical Privileges are or are reasonably likely to be: detrimental to patient safety or to the delivery of quality or efficient patient care; disruptive to Medical Center operations; damaging to the Medical Staff's or Medical Center's reputation; below the applicable standard of care; or contrary to the Medical Staff Bylaws or Medical Center policy, corrective action against such Appointee may be requested by any officer of the Medical Staff; the Chair of the Department in which the Appointee is a member; the MEC or other standing Medical Staff committee/subcommittee or chair thereof; the Medical Center President; or the Board of Directors or chair thereof.

10.2.2 Requests and Notices. All requests for corrective action shall be submitted to the MEC in writing, which writing may be reflected in minutes, and supported by reference to the specific activities or conduct which constitute the grounds for the request. In the event the request for corrective action is initiated by the MEC, it shall reflect the basis for its recommendation in its minutes. The Medical Staff President shall promptly notify the Medical Center President in writing of all requests for corrective action received by the MEC and shall continue to keep him/her fully informed of all action taken in conjunction therewith.

10.2.3 Investigation. Upon receipt of the request for corrective action, the MEC shall act on the request. The MEC may conduct such investigation itself, assign this task to a Medical Staff officer, Department Chair, or standing or *ad hoc* committee; or may refer the matter to the Board for investigation and resolution. The investigative process is not a "hearing" as that term is used in Article XI and shall not entitle the Practitioner to the procedural rights provided in Article XI. The investigative process may include, without limitation, a discussion with the Appointee involved, with the individual or group making the request, and/or with other individuals who may have knowledge of or information relevant to the events involved. In such event,

the Appointee shall be informed of the general nature of the circumstances and may present information relevant thereto. A record of the investigation and such interviews, if any, shall be made.

If the investigating group or individual has reason to believe that the Appointee's conduct giving rise to the request for corrective action was the result of a physical or mental impairment, the MEC may either refer the matter to the Practitioner Wellness Committee or require the Appointee to undergo an impartial medical and/or psychiatric examination by a Practitioner approved by the investigating body. Such examination shall be conducted at the Appointee's expense.

If the investigation is conducted by a group or individual other than the MEC or the Board, that group or individual must forward a written report of the investigation, which may be reflected in minutes, to the MEC for further action, as soon as is practical after the assignment to investigate has been made. The MEC may at any time within its discretion and shall, at the request of the Board, terminate the investigative process and proceed with action as provided below.

10.2.4 MEC Action. As soon as is practical after the receipt of the investigative report, the MEC shall take action upon the request for corrective action. Such actions may include, without limitation:

- a. Rejection of the request for corrective action.
- b. Issuance of a verbal warning or a letter of reprimand.
- c. Recommendation of a focused professional practice evaluation period with retrospective review of cases and/or other review of professional behavior but without requirement of prior or concurrent consultation or direct supervision.
- d. Recommendation of imposition of prior or concurrent consultation or direct supervision or other form of focused professional practice evaluation that limits the Appointee's ability to exercise Privileges.
- e. Recommendation of the reduction, suspension, or revocation of all or any part of the Appointee's Privileges.
- f. Recommendation of the reduction of Medical Staff category or limitation of any Medical Staff Prerogatives directly affecting the Appointee's delivery of patient care.
- g. Recommendation of the suspension or revocation of the Appointee's Medical Staff appointment.

10.2.5 Effect of MEC Action.

- a. Adverse Recommendation. When the MEC's recommendation is Adverse to the Appointee, the Medical Center President shall inform the Appointee by Special Notice, and the Appointee shall be entitled, upon timely and proper request, to the procedural rights contained in Article XI before a final decision regarding the matter is made by the Board.
- b. Referral or Failure of MEC to Act. If the MEC (a) refers the matter to the Board, or (b) fails to act in processing and/or recommending action on a request for corrective action within an appropriate time as determined by the Board, the Board may proceed with its own investigation or determination, as applicable to the circumstances. In the case of (b), the Board shall make such determination after informing the MEC of the Board's intent and allowing a reasonable period of time for response by the MEC.
 - i. If the Board's action is not Adverse, such action shall be effective as its final decision and the Appointee shall be so informed by Special Notice.
 - ii. If the Board's action is Adverse to the Appointee, the Medical Center President shall inform the Practitioner by Special Notice and the Appointee shall be entitled, upon timely and proper request, to the procedural rights set forth in Article XI before a final decision regarding the matter is made by the Board.

10.2.6 Other Action. The commencement of corrective action against an Appointee shall not preclude the summary suspension or automatic suspension or termination of his/her Medical Staff appointment and all, or any portion of, the Appointee's Privileges in accordance with the procedures set forth in Sections 10.3, 10.4 and 10.5.

10.3 Summary Suspension.

10.3.1 Criteria for Initiation.

- a. Whenever a Practitioner's conduct requires that immediate action be taken to protect the life of any patient(s), or to reduce the substantial likelihood of imminent danger to the health or safety of any patient, employee or other person present in the Medical Center, any of the following shall have the authority to summarily suspend the Medical Staff appointment and/or all, or any portion of, the Privileges of such Practitioner: the Medical Staff President, the Medical Center President, the Board or chair thereof, a Department Chair, or the MEC.

- b. Such summary suspension shall become effective immediately upon imposition. The Medical Center President shall promptly give Special Notice of the suspension to the Practitioner.

10.3.2 Follow Up Action.

- a. As soon as possible, but in no event later than five (5) days after a summary suspension is imposed, the MEC, if it did not impose the summary suspension, shall convene to review and consider the need, if any, for a professional review action. Such a meeting of the MEC shall not be considered a “hearing” as contemplated in Article XI, even if the Practitioner involved attends the meeting, and no procedural requirements shall apply. The MEC may modify, continue or terminate the summary suspension provided that the summary suspension was not imposed by the Board or the Medical Center President. In the case of such summary suspension imposed by the Board or Medical Center President, the MEC shall give its recommendation to the Board as to whether such summary suspension should be modified, continued or terminated. The Board may accept, modify or reject the MEC’s recommendation.
- b. No later than fourteen (14) days following the original imposition of the summary suspension, the Practitioner shall be advised by Special Notice of the MEC’s determination or, in the case of a summary suspension imposed by the Board or Medical Center President, of the MEC’s recommendation as to whether such suspension should be terminated, modified or sustained, and of the Practitioner’s rights, if any, pursuant to Article XI. A summary suspension that is lifted within fourteen (14) days of its original imposition on the grounds that it was not required shall not be deemed an Adverse action for purposes of Article XI.

10.4 Automatic Suspension/Limitation.

10.4.1 Criteria for Initiation. The following events shall result in an automatic suspension or limitation of a Practitioner’s Medical Staff appointment and/or Privileges without recourse to the procedural rights set forth in Article XI:

- a. Licensure.
 - i. Restriction. Whenever a Practitioner's license/certificate is limited or restricted in any way, those Privileges which he/she has been granted that are within the scope of the limitation or restriction are similarly limited or restricted, immediately and automatically.

- ii. Suspension. Whenever a Practitioner's license/certificate to practice is suspended, his/her Medical Staff appointment and Privileges are immediately and automatically suspended.
 - iii. Probation. Whenever a Practitioner is placed on probation, his/her right to practice at the Medical Center shall automatically become subject to the same terms as the probation.
- b. Controlled Substance Authorization.
 - i. Restriction. Whenever a Practitioner's federal or state controlled substances certificate to prescribe is limited in any way, the Practitioner shall automatically and correspondingly be limited in his/her right to prescribe medications covered by the certificate as of the time such action becomes effective and through its term.
 - ii. Suspension. Whenever a Practitioner's federal or state controlled substance certificate is suspended, the Practitioner shall automatically and correspondingly be divested of his/her right to prescribe medications covered by the certificate as of the time such action becomes effective and through its term.
 - iii. Probation. Whenever a Practitioner's state or federal controlled substance certificate is made subject to probation, the Practitioner's right to prescribe medications covered by the certificate shall automatically become subject to the same terms as the probation.
- c. Federal Healthcare Program. Whenever a Practitioner is suspended from participating in a Federal Healthcare Program, the Practitioner's appointment and Privileges shall be immediately and automatically suspended.
- d. Malpractice Insurance. If a Practitioner's Professional Liability Insurance coverage lapses, falls below the required minimum, is terminated or otherwise ceases to be in effect, in whole or in part, the Practitioner's Privileges that would be affected shall automatically be suspended or restricted, as applicable, until the matter is resolved and adequate Professional Liability Insurance coverage is restored. The CVO shall be provided with a certified copy of the insurance certificate from the insurance company and a written statement explaining the circumstances of the previous insurance cancellation or non-renewal, any limitation on the new policy, and a summary of relevant activities during the period of no coverage. For purposes of this section, the failure of a Practitioner to provide proof of Professional Liability

Insurance shall constitute a failure to meet the requirements of this paragraph.

- e. Failure to Complete Medical Records. Whenever a Practitioner fails to complete medical records as provided for in applicable Medical Center policies, the Practitioner's appointment and Privileges shall be automatically suspended consistent with such policies.
- f. Failure to Pay Dues/Assessments. Failure to pay Medical Staff dues or fines as required within ninety (90) days after the date that such dues or fines are due shall result in an automatic suspension of the Practitioner's Medical Staff appointment and Privileges.

10.4.2 Impact of Automatic Suspension/Limitation.

During such period of time when a Practitioner's appointment and/or Privileges are suspended or limited pursuant to Section 10.4.1 (a) – (f) above, he/she may not, as applicable, exercise any Prerogatives of appointment or any Privileges at the Medical Center, participate in on-call coverage, schedule surgery, otherwise provide professional services within the Medical Center for patients, or admit patients under the name of another Practitioner.

- 10.4.3 Action Following Imposition of an Automatic Suspension/Limitation. At its next regular meeting after imposition of an automatic suspension, or sooner if the MEC deems it appropriate, the MEC shall convene to determine if further corrective action is necessary in accordance with this Article. The lifting of the action or inaction that gave rise to an automatic suspension or limitation of the Practitioner's appointment and/or Privileges shall result in the automatic reinstatement of such appointment and/or Privileges; provided, however, that to the extent the suspension or limitation remained in effect for a period of more than thirty (30) days, the Practitioner shall be obligated to provide such information as the CVO shall reasonably request to assure that all information in the Practitioner's credentials file is current.

10.5 Automatic Termination

- 10.5.1 Criteria for Initiation. The following events shall result in an automatic termination of a Practitioner's Medical Staff appointment and Privileges without recourse to the procedural rights contained in Article XI:

- a. Licensure. Action by any federal or state authority terminating a Practitioner's professional license shall result in an automatic termination of the Practitioner's Medical Staff appointment and Privileges.
- b. Controlled Substance Authorization. Whenever a Practitioner's federal or state controlled substance certificate is revoked, the Practitioner shall automatically and correspondingly be divested of his/her right to

prescribe medications covered by the certificate as of the time such action becomes effective.

- c. Professional Liability Insurance. If a Practitioner's Professional Liability Insurance coverage lapses, falls below the required minimum, is terminated or otherwise ceases to be in effect for a period greater than thirty (30) days, the Practitioner's Medical Staff appointment and Privileges shall automatically terminate as of the thirty-first (31st) day. For purposes of this section, the failure of a Practitioner to provide proof of Professional Liability Insurance shall constitute a failure to meet the requirements of this paragraph.
- d. Federal Healthcare Program. Whenever a Practitioner is excluded from participating in a Federal Healthcare Program, the Practitioner's Medical Staff appointment and Privileges shall be automatically terminated.
- e. Certain Offenses. If a Practitioner pleads guilty or no contest to, or is found guilty of a felony or other serious offense that involves (i) violence or abuse upon a person, conversion, embezzlement or misappropriation of property; (ii) fraud, bribery, evidence tampering or perjury; or (iii) a drug offense, the Practitioner's Medical Staff appointment and Privileges shall be immediately and automatically terminated; provided, if the behavior which triggered the conviction is based upon the Practitioner's impairment, then the matter shall be referred to the Practitioner Wellness Committee for consideration and recommendation to the MEC as to what action should be taken.

10.6 Continuity of Patient Care.

Upon the imposition of summary suspension, automatic suspension or automatic termination, the Medical Staff President or the applicable Department Chair shall provide for alternative coverage for the affected Practitioner's Medical Center patients. The wishes of the patient shall be considered, where feasible, in choosing a substitute Practitioner. The affected Practitioner shall confer with the substitute Practitioner(s) to the extent necessary to safeguard the patient.

ARTICLE XI

FAIR HEARING PLAN

11.1 **Effect of Adverse Recommendation or Action.**

11.1.1 By the Medical Executive Committee. Unless otherwise provided herein, when an Appointee or Applicant receives notice of a recommendation or action of the MEC that, if ratified by decision of the Board, will adversely affect the Appointee's/Applicant's appointment to the Medical Staff and/or exercise of Privileges, the Appointee/Applicant shall be entitled to a hearing and appellate review in accordance with the procedures set forth herein.

11.1.2 By the Board of Directors. Unless otherwise provided herein, when an Appointee or Applicant receives notice of a recommendation or action by the Board that will adversely affect the Appointee's or Applicant's appointment to the Medical Staff and/or exercise of Privileges, and such decision is not based on a prior Adverse recommendation of the MEC with respect to which the Appointee/Applicant was entitled to a hearing, the Appointee/Applicant shall be entitled to a hearing and appellate review in accordance with the procedures set forth herein.

11.2 **Initiation of Hearing.**

11.2.1 Recommendation or Actions. The following recommendations or actions of the MEC or Board of Directors shall, if deemed Adverse, entitle the Practitioner affected thereby to a hearing:

- a. Denial of initial Medical Staff appointment.
- b. Denial of reappointment.
- c. Suspension of Medical Staff appointment.
- d. Revocation of Medical Staff appointment.
- e. Denial of requested Privileges.
- f. Reduction in Privileges.
- g. Suspension of Privileges.
- h. Revocation of Privileges.
- i. Imposition of focused professional practice evaluation terms resulting in a limitation on previously exercised Privileges.

11.2.2 When Deemed Adverse. A recommendation or action listed in Section 11.2.1 shall be deemed Adverse only when it has been:

- a. Recommended by the MEC.
- b. Taken by the Board contrary to a favorable recommendation by the MEC under circumstances where no prior right to a hearing existed.
- c. Taken by the Board on its own initiative without benefit of a prior recommendation by the MEC.

11.2.3 Actions Which Do Not Give Right To Hearing.

- a. Any action taken by the MEC or the Board against a Practitioner where the action was taken solely for administrative or technical failings of the Practitioner (e.g. failure of a Practitioner to satisfy the basic qualifications for Medical Staff appointment and/or Privileges, or to provide requested information, etc.).
- b. A denial of reappointment/renewal of Privileges on the basis that the Practitioner failed to exercise any of the Privileges granted to him/her during the prior two (2) year period. This section shall not be construed as permitting an automatic denial of reappointment or loss of a Privilege(s) on the basis that the Practitioner failed to exercise such Privilege(s) provided that the Practitioner exercised one (1) or more Privileges during the two (2) year period.
- c. The denial, termination, modification, or suspension of temporary, emergency, disaster, or *locum tenens* Privileges.
- d. Ineligibility for Medical Staff appointment, reappointment, or requested Privileges because a Department has been closed, or the Medical Center is presently a party to an exclusive contract for such services; provided, however, that in such situation the Practitioner shall be entitled to a hearing limited solely to the issue of whether the closure or contract encompasses the Privileges which the Practitioner sought.
- e. Ineligibility for Medical Staff appointment and/or requested Privileges because of the Medical Center's lack of facilities, equipment or support services; because the Medical Center has elected not to perform or does not provide the service which the Practitioner intends to provide or the procedure for which Privileges are sought; or, inconsistency with the Medical Center's strategic plan; provided, however, that in such situation, the Applicant shall be entitled to a hearing limited solely to the issue of whether evidence exists in support of the basis for denial.
- f. An automatic suspension or automatic termination of appointment and/or Privileges as defined in the Bylaws.

- g. An oral or written reprimand or warning.
- h. Imposition of focused/ongoing professional practice evaluation provided that such evaluation does not result in a limitation on previously exercised Privileges.
- i. Termination of the Practitioner's employment or contract for services unless the employment or services contract provides otherwise.
- j. Voluntary suspension or relinquishment of Privileges and/or Medical Staff appointment when such voluntary suspension or relinquishment is not in return for the Medical Staff or Board refraining from conducting an investigation based upon professional competence or conduct.
- k. Any other action taken by the MEC or Board which does not relate to the competence or professional conduct of a Practitioner unless the Bylaws specifically state such action to be Adverse.

11.2.4 Notice of Adverse Recommendation or Action. A Practitioner against whom an Adverse recommendation or action has been taken shall promptly be given Special Notice by the Medical Center President. Such notice shall:

- a. Inform the Practitioner of the Adverse recommendation or action and the nature of such recommendation or action.
- b. Inform the Practitioner of the reasons for the Adverse recommendation or action including a concise statement of the Practitioner's alleged acts or omissions, a list of the medical records in question, if applicable, and any other information forming the basis for the Adverse recommendation or action.
- c. Advise the Practitioner of his/her right to a hearing pursuant to the provisions of the Medical Staff Bylaws, and provide the Practitioner with a summary of his/her hearing rights.
- d. Specify the time frame and manner in which a request for a hearing must be submitted.
- e. State that failure to request a hearing within the time period and manner specified shall constitute a waiver of the Practitioner's right to a hearing and to an appellate review on the matter.

11.2.5 Request for Hearing. A Practitioner shall have thirty (30) days following his/her receipt of a notice pursuant to Section 11.2.4 to file a written request for a hearing. Such request shall be delivered to the Medical Center President by Special Notice.

11.2.6 Waiver by Failure to Request a Hearing. A Practitioner who fails to request a hearing within the time frame and in the manner specified waives any right to such hearing and to any appellate review to which he/she might otherwise have been entitled. The Adverse recommendation or action shall thereafter be presented to the Board for final decision. The Practitioner shall be informed of the Board's final decision by Special Notice.

11.3 Hearing Prerequisites.

11.3.1 Notice of Time and Place for Hearing. Upon receipt of a timely and proper request for hearing, the Medical Center President shall deliver such request to the Medical Staff President (for the MEC) or to the Board chair (for the Board), depending on whose recommendation or action prompted the request for hearing. Within seven (7) days after receipt of such request, the Medical Staff President or the Board chair shall schedule and arrange for a hearing. At least thirty (30) days prior to the hearing, the Medical Center President shall send the Practitioner Special Notice of the time, place and date of the hearing. The hearing notice shall also include a summary of the Practitioner's hearing rights. A hearing for a Practitioner who is under suspension then in effect shall be held as soon as the arrangements for it may reasonably be made and provided the Practitioner agrees to a waiver of the thirty (30) day advance notice requirement.

11.3.2 Witnesses and Documents. The hearing notice shall also include a list of witnesses, if any, expected to testify at the hearing in support of the proposed action as well as a time frame within which the Practitioner must provide the MEC or Board, as applicable, his/her list of witnesses. The hearing notice shall also outline a schedule for exchange of documents upon which each party expects to rely at the hearing. Each party remains under a continuing obligation to provide to the other party any documents or witnesses identified after the initial exchange which the party intends to introduce at the hearing. The introduction of any documents not provided prior to the hearing, or the admissibility of testimony to be presented by a witness not so listed, shall be at the discretion of the presiding officer.

11.3.3 Appointment of Hearing Panel or Hearing Officer.

- a. Determination. The hearing shall be conducted by either (i) a hearing officer, or (ii) a hearing panel, as determined by whichever body, the MEC or Board, made the Adverse recommendation or took the Adverse action that is the basis for the hearing.
- b. Appointment of Hearing Officer. A hearing officer may be a Practitioner, an individual from outside the Medical Center, such as an attorney, or other individual qualified to conduct the hearing. The hearing officer is not required to be a Medical Staff Appointee.

- c. Appointment of Hearing Panel.
 - i. A hearing panel shall consist of not less than three (3) individuals and shall be chosen by the MEC or the Board, whichever body made the Adverse recommendation or took the Adverse action that is the basis for the hearing. The panel members may either be Practitioners or individuals from outside of the Medical Center, or a combination thereof, as determined by the MEC or Board, as appropriate.
 - ii. The MEC or Board, as appropriate, may appoint one of the panel members as the panel chair. The chair of the panel shall preside over the proceeding.
 - iii. In the event the MEC or Board elects not to designate the panel chair, one of the panel members shall be appointed as chair pursuant to a majority vote of the panel members.
 - iv. In the alternative, the MEC or Board, as appropriate, may appoint an active or retired attorney in addition to the panel members to act as presiding officer; provided; however, that such individual shall not be entitled to vote on the hearing panel's recommendation.
- d. Service as Hearing Officer or on Hearing Panel. Any person shall be disqualified from serving as a hearing officer, on a hearing panel, or as a presiding officer if the person directly participated in initiating the Adverse recommendation or action, or in investigating the underlying matter at issue; if the person has taken an active part in the matter contested; or if the person is a direct economic competitor or otherwise has a conflict of interest with the Practitioner involved in the hearing. In the event that an attorney serves as the hearing officer, on the hearing panel or as a presiding officer, he/she must not represent clients in direct economic competition with the individual who is the subject of the hearing.

11.4 Hearing Procedure.

- 11.4.1 Personal Presence. The personal presence of the Practitioner who requested the hearing shall be required. A Practitioner who fails, without good cause, to appear and proceed at such hearing shall be deemed to have waived his/her rights in the same manner and with the same consequence as provided in Section 11.2.6.
- 11.4.2 Presiding Officer. Either the hearing officer, the hearing panel chair, or other designated individual shall be the presiding officer. The presiding officer shall act to maintain decorum and to assure that all participants in the hearing have a reasonable opportunity to present relevant oral and documentary evidence.

He/she shall be entitled to determine the order of procedure during the hearing and shall make all rulings on matters of law, procedure, and the admissibility of evidence.

11.4.3 Representation. The Practitioner who requested the hearing shall be entitled to be accompanied and represented at the hearing by an attorney or other person of the Practitioner's choice. He/she shall inform the Medical Center President in writing of the name of that person at least seven (7) days prior to the hearing date. The chair of the body whose recommendation or action prompted the request for hearing may appoint an attorney and/or one of its members to represent it at the hearing, to present the facts in support of its Adverse recommendation or action, and to examine witnesses. If an attorney is chosen to represent the MEC or Board, then either of those bodies, as applicable, may also appoint one of its members to present the facts in support of its Adverse recommendation or action.

11.4.4 Rights of Parties. During a hearing, each of the parties shall have the right to:

- a. Be represented by an attorney or other person of the party's choice.
- b. Be provided with a list of witnesses and copies of documents to be relied upon by the other party at the hearing.
- c. Call, examine, cross-examine, and impeach witnesses.
- d. Introduce exhibits, and present and rebut evidence determined relevant by the hearing officer or hearing panel regardless of the admissibility of the evidence in a court of law.
- e. Have a record made of the proceedings, copies of which may be obtained by the Practitioner upon payment of any reasonable charges associated with the preparation thereof.
- f. Submit a written statement at the close of the hearing.
- g. Upon completion of the hearing, receive a copy of the written recommendation of the hearing officer or hearing panel (including a statement of the basis for the hearing officer's or hearing panel's recommendation) and a copy of the written decision of the Board (including a statement of the basis for the Board's decision.)

11.4.5 Practitioner Testimony. If the Practitioner who requested the hearing does not testify in his/her own behalf, he/she may be called and examined as if under cross-examination.

11.4.6 Procedure and Evidence. The hearing need not be conducted strictly according to the rules of law regarding examination of witnesses or presentation of evidence, except that oral evidence shall be taken only on oath or affirmation

administered by any person designated by the presiding officer and entitled to notarize documents in the State of Ohio. Any relevant matter upon which responsible persons customarily rely in the conduct of serious affairs shall be considered, regardless of the admissibility of such evidence in a court of law. Each party shall, prior to or during the hearing, be entitled to submit memoranda concerning any issue of law or fact, and such memoranda shall become part of the hearing record.

- 11.4.7 Official Notice. In reaching a decision, the hearing panel or hearing officer, as applicable, may take official notice, either before or after submission of the matter for decision, of any generally accepted technical or scientific matter relating to the issues under consideration and of any facts that may be judicially noticed by Ohio courts. Parties present at the hearing shall be informed of the matters to be noticed and those matters shall be noted in the hearing record. Any party shall be given opportunity, upon timely request, to request that a matter be officially noticed and/or to refute officially noticed matters by evidence or by written or oral presentation of authority, the manner of such refutation to be determined by the hearing officer or hearing panel, as applicable.
- 11.4.8 Presentation Order and Burden of Proof. At the hearing, the MEC or the Board, as applicable, and the Practitioner may make opening statements. Following the opening statements, the body whose Adverse recommendation or action triggered the hearing shall present its evidence first, establishing the basis for its recommendation or action. The triggering body shall also have the right to present rebuttal witnesses following the presentation of the Practitioner's case. The Practitioner has the burden of proving, by clear and convincing evidence, that the Adverse recommendation or action lacks any factual basis or that such basis, or the conclusions drawn therefrom, are arbitrary, capricious, or unreasonable. The parties may make closing statements following the introduction of all of the evidence and submit written statements at the close of the hearing.
- 11.4.9 Record of Hearing. A record of the hearing shall be kept that is of sufficient accuracy to permit an informed and valid judgment to be made by any group that may later be called upon to review the record and render a recommendation or decision in the matter. The hearing panel or hearing officer, as applicable, shall arrange for a court reporter to transcribe the hearing. Upon request, the Practitioner shall be entitled to obtain a copy of the record at his/her expense.
- 11.4.10 Postponement. Prior to commencement of the hearing, the Medical Center President shall determine whether requests for postponement of a hearing should be granted. The presumption shall be that the hearing will go forward on its scheduled date in the absence of a showing of good cause. Once the hearing has begun, the hearing officer or hearing panel, as applicable, shall

determine whether any continuances should be granted based upon the standard set forth above.

11.4.11 Presence of Hearing Panel Members and Vote. A majority of the hearing panel members must be present throughout the hearing and deliberations. If a committee member is absent from any part of the proceedings, he/she shall not be permitted to participate in the deliberations and vote regarding the matter.

11.4.12 Recesses and Adjournment. The hearing panel or hearing officer, as applicable, may recess the hearing and reconvene the same without additional notice for the convenience of the participants, for the purpose of obtaining new or additional evidence, or for consultation. Upon conclusion of the presentation of oral and written evidence, the hearing shall be closed. Upon receipt of the transcript of the proceeding and closing written briefs, the hearing panel or hearing officer shall, at a time and place convenient to itself, conduct its deliberations outside the presence of the parties after which the hearing shall be declared finally adjourned.

11.5 **Hearing Officer/Panel Report and Further Action.**

11.5.1 Hearing Officer/Panel Report. Within thirty (30) days after final adjournment of the hearing, the hearing officer or hearing panel, as applicable, shall make a written report of its findings and recommendations in the matter and shall forward the same, together with the hearing record and all other documentation considered by it, to the body whose Adverse recommendation or action occasioned the hearing. All findings and recommendations by the hearing panel or hearing officer shall be supported by reference to the hearing record and/or other documentation considered, and shall be based exclusively upon the written and oral evidence presented at the hearing, and any memoranda submitted by the parties.

11.5.2 Action on Hearing Officer/Panel Report. Within fifteen (15) days after receipt of the report of the hearing panel or hearing officer, the MEC or the Board, as the case may be, shall consider the same and affirm, modify or reverse its recommendation or action in the matter. Such result shall be transmitted together with the hearing record, the report of the hearing officer or hearing panel and all other documentation considered to the Medical Center President.

11.5.3 Notice and Effect of Result.

a. Effect of Favorable Result Adopted by the Board. If the Board's decision is favorable to the Practitioner, such result shall become the final decision of the Board and the matter shall be considered finally closed.

b. Adopted by the MEC. If the MEC's recommendation is favorable to the Practitioner, the recommendation shall be forwarded, together with all supporting documentation, to the Board for its decision. The Board shall take action thereon by adopting, rejecting or modifying the MEC's

recommendation in whole or in part. If the Board's decision has the effect of changing the MEC's recommendation, the matter shall be submitted to a Joint Conference Committee. The Board's action on the matter following receipt of the Joint Conference Committee's recommendation shall constitute the decision of the Board. Favorable action shall become the final decision of the Board, and the matter shall be considered finally closed.

- c. Effect of Adverse Result. If the decision of the Board is Adverse to the Practitioner, whether upon Adverse recommendation of the MEC, after Joint Conference Committee review, or upon its own initiation, the Practitioner shall be entitled, upon timely and proper request, to an appellate review before a final decision is rendered on the matter by the Board.

11.5.4 Notice. The Medical Center President shall promptly send a copy of the hearing panel's or hearing officer's report (which shall include a statement of the basis for the hearing panel's or hearing officer's recommendation) together with a copy of the written decision of the Board of Directors (including a statement of the basis for the Board's decision) to the Practitioner by Special Notice. In the event of an Adverse result, the notice shall inform the Practitioner of his/her right to request an appellate review by the Board before a final decision regarding the matter is rendered.

11.6 Prerequisites of Appellate Review.

11.6.1 Request for Appellate Review. A Practitioner shall have fifteen (15) days following his/her receipt of a notice pursuant to Section 11.5.4 to submit a written request for an appellate review. Such request shall be delivered to the Medical Center President by Special Notice. If the Practitioner wishes an attorney to represent him/her at any appellate review appearance permitted, his/her request for appellate review shall so state. The request shall also state whether the Practitioner wishes to present oral arguments to the appellate review body.

11.6.2 Waiver by Failure to Request Appellate Review. A Practitioner who fails to request an appellate review within the time and in the manner specified in Section 11.6.1 waives any right to such review. Such waiver shall have the same force and effect as that provided in Section 11.2.6.

11.6.3 Notice of Time and Place for Appellate Review. Upon receipt of a timely request for appellate review, the Medical Center President shall deliver such request to the Board. Within fifteen (15) days after receipt of such request, the Board shall schedule and arrange for an appellate review which shall commence not less than twenty (20) days nor more than sixty (60) days from the date of receipt of the appellate review request. An appellate review for a Practitioner who is under a suspension then in effect shall be held as soon as the arrangements for it may reasonably be made, and provided the Practitioner

agrees to a waiver of the five (5) day advance notice requirement, but not later than sixty (60) days from the date of receipt of the request for review. At least five (5) days prior to the appellate review, the Medical Center President shall send the Practitioner Special Notice of the time, place and date of the review, and whether oral arguments will be permitted. The time for the appellate review may be extended by the appellate review body for good cause and if the request therefore is made as soon as is reasonably practical.

11.6.4 Appellate Review Body. The Board shall determine whether the appellate review shall be conducted by the Board as a whole or by an appellate review committee of at least three (3) members of the Board appointed by the chair of the Board. If a committee is appointed, one of its members shall be designated as committee chair by the Board chair.

11.7 Appellate Review Procedure.

11.7.1 Nature of Proceedings. The proceedings by the review body shall be an appellate review based upon the record of the hearing before the hearing panel or officer, the hearing panel's/officer's report, and all subsequent results and actions therefrom for the purpose of determining whether the Practitioner was denied a fair hearing and/or whether the Adverse recommendation or action against the Practitioner was justified, as supported by substantial, credible evidence presented at the hearing and not arbitrary, capricious or with prejudice. The appellate review body shall also consider the written statements, if any, submitted pursuant to Section 11.7.2 of this Plan. The affected Practitioner shall have access to the report and record of the hearing panel/officer, the MEC and the Board, as applicable, and all other material, favorable or unfavorable, that was considered in making the Adverse recommendation or taking the Adverse action against the Practitioner.

11.7.2 Written Statements. The Practitioner seeking the review may submit a written statement detailing the findings of fact, conclusions and procedural matters with which he/she disagrees, and his/her reasons for such disagreement. This written statement may cover any matters raised at any step in the hearing process, and legal counsel may assist in its preparation. The statement shall be submitted to the opposing party and to the appellate review body, through the Medical Center President, at least seven (7) days prior to the scheduled date of the appellate review, unless the appellate review body waives such time limit. A written statement in reply may be submitted by the MEC or the Board, and if submitted, the Medical Center President shall provide a copy thereof to the Practitioner at least (4) four days prior to the scheduled date of the appellate review.

11.7.3 Presiding Officer. The chair of the appellate review body shall be the presiding officer. He/she shall determine the order of procedure during the review, make all required rulings, and maintain decorum.

- 11.7.4 Oral Statement. The appellate review body, in its sole discretion, may allow the parties or their representatives to personally appear and make oral statements in favor of their positions. Any party or representative so appearing shall be required to answer questions put to him/her by any member of the appellate review body. The appellate review body shall decide what time limits, if any, shall be placed upon the arguments and whether the arguments will be presented separately or with all parties in the room. Representation of any party by an attorney at any appellate review appearances shall be handled in the same manner as provided in section 11.4.3 of this Plan. For purposes of the appellate review, the term "hearing" as used in Article 11.4.3 shall be read as "appellate review".
- 11.7.5 Consideration of New or Additional Matters. If a party wishes to introduce new matters or evidence not raised or presented during the original hearing and not otherwise reflected in the record, the party may introduce such information at the appellate review only if expressly permitted by the appellate review body in its sole discretion and only upon a clear showing by the party requesting consideration of the information that it is new, relevant evidence not previously available at the time of the hearing, or that a request to admit relevant evidence was previously and erroneously denied. In the exceptional circumstance where the appellate review body determines to hear such evidence, the appellate review body shall further have the ability to recess appellate review and remand the matter back to the hearing officer/panel. In such event, the hearing shall be re-opened as to this evidence only, and the evidence shall be subject to submission and cross-examination (and/or counter-evidence). The hearing officer/panel shall then prepare a supplemental report and submit it to the triggering body. The triggering body will then notify the appellate review body, in writing, through the Medical Center President as to whether the triggering body will or will not be amending its final recommendation and, if so, the nature of the amendment or reason for non-amendment. The Medical Center President shall then provide a copy of the hearing officer's/panel's supplemental report and the triggering body's final recommendation to the Practitioner, and the appellate review process shall recommence.
- 11.7.6 Powers. The appellate review body shall have all the powers granted to the hearing officer/panel, and such additional powers as are reasonably appropriate to the discharge of its responsibilities.
- 11.7.7 Presence of Members and Vote. A majority of the appellate review body must be present throughout the review and deliberations. If a member of the review body is absent from any part of the proceedings, he/she shall not be permitted to participate in the deliberations and vote regarding the matter.
- 11.7.8 Recesses and Adjournment. The appellate review body may recess the review proceedings and reconvene the same without additional notice for the convenience of the participants, for the purpose of obtaining new or additional evidence, or for consultation. Upon the conclusion of oral statements, if

allowed, the appellate review shall be closed. The appellate review body shall thereupon, at a time and place convenient to itself, conduct its deliberations outside the presence of the parties. Upon the conclusion of those deliberations, the appellate review shall be declared finally adjourned.

11.7.9 Action Taken. The appellate review body may recommend that the Board affirm, modify or reverse the Adverse result or action recommended/taken by the MEC or by the Board or, in its discretion, may refer the matter back to the hearing panel/officer for further review and recommendation to be returned to it within thirty (30) days and in accordance with its instruction. Within thirty (30) days after receipt of such recommendations after referral, the appellate review body shall make its recommendation to the Board as provided in this Section.

11.7.10 Conclusion. The appellate review shall not be deemed to be concluded until all of the procedural steps provided herein have been completed or waived.

11.8 **Final Decision of the Board.**

11.8.1 Board Action. Within thirty (30) days after the conclusion of the appellate review, the Board shall render its final decision in the matter, including a statement of the basis for the decision, in writing, and shall send notice thereof to the Practitioner by Special Notice, to the Medical Staff President, and to the MEC. If this decision is in accord with the MEC's last recommendation in the matter, if any, it shall be immediately effective and final. If the Board's action has the effect of changing the MEC's last recommendation, if any, the Board shall refer the matter to a Joint Conference Committee as provided in Section 11.8.2 below. The Board's action on the matter following receipt of the Joint Conference Committee's recommendation shall be immediately effective and final.

11.8.2 Joint Conference Review. Within thirty (15) days of its receipt of a matter referred to it by the Board, the Joint Conference Committee shall convene to consider the matter and shall submit its recommendation to the Board.

11.9 **General Provisions.**

11.9.1 Number of Hearings and Reviews. Notwithstanding any other provision of the Medical Staff Bylaws to the contrary, no Practitioner shall be entitled as a right to more than one evidentiary hearing and one appellate review with respect to an Adverse recommendation or action. Adverse recommendations or actions on more than one matter may be consolidated and considered together or separately as the Board shall designate in its sole discretion.

11.9.2 Release. By requesting a hearing or appellate review, a Practitioner agrees to be bound by the provisions of Article XII relating to confidentiality, release and immunity from liability in all matters relating thereto.

- 11.9.3 Waiver. If at any time after receipt of notice of an Adverse recommendation, action or result, a Practitioner fails to satisfy a request, make a required appearance, or otherwise fails to comply with the provisions set forth herein or to proceed with the matter, he/she shall be deemed to have voluntarily waived all rights to which he/she might otherwise have been entitled with respect to the matter involved.
- 11.9.4 Exhaustion of Remedies. A Practitioner must exhaust the remedies afforded by this Article before resorting to any form of legal action.
- 11.9.5 Representation by Counsel. At such time as the Practitioner, MEC or Board is represented by legal counsel, then all notices required to be sent herein may be served upon legal counsel, and the requirement that such notices be sent by Special Notice is hereby waived. Rather, such notices may be sent by regular first class U.S. mail, telefax, e-mail, or such other manner as is mutually agreeable to the parties.

ARTICLE XII

CONFIDENTIALITY, IMMUNITY AND RELEASE

12.1 **Special Definitions.**

For the purposes of this Article, the following definitions shall apply:

- 12.1.1 INFORMATION means record of proceedings, minutes, interviews, records, reports, forms, memoranda, statements, investigations, examinations, hearings, meetings, recommendations, findings, evaluations, opinions, conclusions, actions, data and other disclosures or communications, whether in written, electronic, or oral form, relating to any of the subject matter specified in Section 12.5.
- 12.1.2 REPRESENTATIVE means the Medical Center Board and any director/officer or committee thereof; the Medical Center, Medical Center President and other Medical Center employees; the Medical Staff, any Department or committee thereof, the Medical Staff officers, Department or committee chairs, and any Practitioner with a Medical Staff appointment and/or Privileges; and any individual authorized by any of the foregoing to perform specific information gathering, analysis, use or disseminating functions.
- 12.1.3 THIRD PARTIES means any individual or organization providing Information to any Representative.

12.2 **Authorization and Conditions.**

By submitting an application for Medical Staff appointment or reappointment, or by applying for or exercising Privileges at the Medical Center, a Practitioner:

- 12.2.1 Authorizes Representatives to solicit, provide and act upon Information bearing on his/her professional ability and other qualifications.
- 12.2.2 Agrees to be bound by the provisions of this Article and to waive all legal claims against any Representative who acts in accordance with the provisions of this Article.
- 12.2.3 Acknowledges that the provisions of this Article are express conditions to his/her application for, acceptance of, and/or continuation of Medical Staff appointment and/or Privileges at the Medical Center.

12.3 **Confidentiality of Information.**

Information with respect to a Practitioner submitted, collected or prepared by any Representative of this or any other health care facility, organization or medical staff for the purpose of: evaluating and improving the quality and efficiency of patient care; evaluating the qualifications, competence and performance of a Practitioner or acting

upon matters relating to corrective action; reducing morbidity and mortality; contributing to teaching or clinical research; determining that health care services are professionally indicated and performed in compliance with the applicable standard of care; or establishing and enforcing guidelines to keep health care costs within reasonable bounds shall, to the fullest extent permitted by law, be confidential. Such information shall not be disclosed or disseminated to anyone other than a Representative or other health care facility or organization of health professionals engaged in an official, authorized activity for which the Information is needed, nor be used in any way except as provided herein or except as otherwise required by law. Such confidentiality shall also extend to Information of like kind that may be provided by Third Parties. This Information shall not become part of any particular patient's record and shall be held as confidential peer review information. It is expressly acknowledged by each Practitioner that violation of the confidentiality provisions provided herein is grounds for immediate and permanent revocation of Medical Staff appointment and Privileges.

12.4 **Immunity From Liability.**

Submission of an application for Medical Staff appointment and/or Privileges at the Medical Center constitutes a Practitioner's express release of liability of the following:

12.4.1 **For Action Taken.** No Representative shall be liable to a Practitioner for damages or other relief for any decision, opinion, action, statement or recommendation taken or made within the scope of his/her duties as a Representative, provided that such Representative does not act on the basis of false Information knowing such Information to be false after a reasonable effort under the circumstances to ascertain the truthfulness of the facts and in the reasonable belief that the decision, opinion, action, statement, or recommendation is warranted by such facts.

12.4.2 **For Gathering/Providing Information.** No Representative or Third Party shall be liable to a Practitioner for damages or other relief by reason of gathering or providing Information, including otherwise privileged or confidential Information, related to the Practitioner's application for Medical Staff appointment/reappointment and/or Privileges at the Medical Center provided that such Representative or Third Party does not act on the basis of false Information knowing it to be false after a reasonable effort under the circumstances to ascertain the truthfulness of the facts and in the reasonable belief that the gathering or providing of such Information is warranted by the facts.

12.5 **Activities and Information Covered.**

12.5.1 **Activities.** The confidentiality and immunity provided by this Article shall apply to all Information in connection with this or any other health care facility's or organization's activities concerning, but not limited to:

- a. Applications for appointment or Privileges.

- b. Applications for reappointment or addition or renewal of Privileges.
- c. Corrective action.
- d. Hearings and appellate reviews.
- e. Performance improvement/quality assurance program activities.
- f. Utilization review/management activities.
- g. Claims review.
- h. Profiles and profile analysis.
- i. Malpractice loss prevention/risk management activities.
- j. Other Medical Center, Department, committee or Medical Staff activities related to evaluating, monitoring and maintaining quality and efficient patient care and professional competency/conduct.

12.5.2 **Information.** The Information referred to in this Article may relate to a Practitioner's professional qualifications, clinical ability, judgment, character, physical and mental health, emotional stability, professional ethics, or any other matter that might directly or indirectly affect the quality or efficiency of patient care provided at the Medical Center.

12.6 **Release.**

Each Practitioner shall, upon request of the Medical Center, execute general and specific releases in accordance with the tenor and import of this Article, subject to such requirements as may be applicable under state and federal law. Such releases will operate in addition to the provisions of this Article. Execution of such releases shall not be deemed a prerequisite to the effectiveness of the Article. Failure to execute such releases in connection with a corrective action shall be grounds for suspension of appointment and Privileges and such failure shall be construed as a failure to participate in the peer review process.

12.7 **Cumulative Effect.**

Provisions in these Bylaws and in application forms relating to authorizations, confidentiality of Information and immunities from liability shall be in addition to other protection provided by law and not in limitation thereof, and in the event of conflict, the applicable law shall be controlling. A finding by a court of law or administrative agency with proper jurisdiction that all or any portion of any such provision is not enforceable shall not affect the legality or enforceability of the remainder of such provision or any other provision.

ARTICLE XIII

ADOPTION AND AMENDMENT OF MEDICAL STAFF GOVERNING DOCUMENTS

13.1 Medical Staff Bylaws

13.1.1 Medical Staff Responsibility. Subject to the conditions provided in Section 13.1.2 below, the Medical Staff shall have the initial responsibility to formulate, adopt and recommend to the Board, Medical Staff Bylaws and amendments thereto or repeal thereof, which shall be effective when approved by the Board. Such responsibility shall be exercised in good faith and in a reasonable, timely and responsible manner, reflecting the interests of providing patient care at the generally recognized professional level of quality and efficiency and of maintaining a harmony of purpose and effect with the Board and the community. The MEC shall be permitted to approve minor, non-substantive, technical or typographical changes to the Bylaws as necessary without undertaking full review and approval by the Medical Staff.

13.1.2 Methodology. Subject to the conditions provided, Medical Staff Bylaws may be adopted, amended or repealed by the following Medical Staff and Board actions:

a. Medical Staff Notification.

- i. At least twenty (20) days prior to the vote, written notice regarding the action to be taken and any proposed changes to the Bylaws will be provided to the active Medical Staff Appointees in Good Standing eligible to vote thereon.
- ii. Appointees interested in discussing or contesting any proposed changes to the Bylaws must notify the Medical Staff President.

b. Special Meeting(s).

- i. The proposed changes may be presented at a special meeting of the Medical Staff, at the discretion of the Medical Staff President, called for the specific purpose of discussing the proposed changes.
- ii. Notification of such meeting will be by mail or e-mail and will be sent at least seven (7) days prior to the planned meeting.

c. Vote. Adoption, amendment or repeal of the Bylaws shall require:

- i. The affirmative vote of two-thirds (2/3) of the active Medical Staff Appointees, in Good Standing and eligible to vote, present at a special meeting called for the purpose of taking action on

the Bylaws, provided that the requirements in Section 13.1.2 (a) have been met; OR,

- ii. The affirmative vote of two-thirds (2/3) of the active Medical Staff Appointees, in Good Standing and eligible to vote, responding via mail or electronic ballots returned within twenty (20) working days from the date of mailing/e-mailing of the ballots; provided, that the requirements set forth in Section 13.1.2 (a) have been met.

13.1.3 Board of Directors. Bylaws changes adopted by the Medical Staff shall become effective following approval by the Board of Directors, which approval shall not be unreasonably withheld or delayed.

13.1.4 No Unilateral Amendment. Neither the Medical Staff nor the Board may unilaterally amend the Bylaws; provided, however, that all actions of the Medical Staff are subject to the ultimate authority of the Board.

13.1.5 Action by the Board Without a Medical Staff Recommendation. In the event the Medical Staff fails to exercise its responsibility in good faith and in a reasonable and timely manner, and after written notice from the Board to such effect including a reasonable time for response, the Board may take action pursuant to these Bylaws. Should the Medical Staff fail to respond under such circumstances or should the Board disagree with any responses or recommendations from the Medical Staff for adoption, amendment or repeal of the Medical Staff Bylaws, the Board's recommendation shall be referred to a Joint Conference Committee for consideration of the recommendations of the Board and the Medical Staff regarding the proposed adoption, amendment or repeal of the Bylaws prior to final action by the Board.

The Joint Conference Committee shall make a recommendation to the Board within ten (10) days of receipt of the proposed adoption, amendment, or repeal of the Bylaws. At its next regularly scheduled meeting after receipt of a recommendation from the Joint Conference Committee, the Board shall take final action with respect to the adoption, amendment, or repeal under consideration. Such action by the Board may include ratifying or modifying, in whole or in part, the recommendation of the Joint Conference Committee to remain in compliance with law and accreditation requirements. Should there be a tie among the Joint Conference Committee members with respect to the issues being considered, the chair of the Board shall be called upon to cast a vote on the issue under consideration.

13.2 Medical Staff Policies and Rules & Regulations

13.2.1 Subject to subsections (a) – (d) below, the Medical Staff delegates to the Medical Executive Committee the responsibility to adopt, amend, and/or repeal

such Medical Staff Policies and Rules & Regulations as may be necessary to implement the general principles set forth in these Bylaws.

- a. If the MEC proposes to adopt a Rule or Regulation, or an amendment thereto, it shall first communicate the proposal to the Medical Staff.
- b. When the MEC adopts a Medical Staff Policy, or an amendment thereto, the MEC shall communicate such Policy, or amendment, to the Medical Staff.
- c. In the event that twenty-five percent (25%) or more of the voting members of the Medical Staff propose to adopt a Rule, Regulation, or Medical Staff Policy, or an amendment thereto, the Medical Staff shall first communicate its proposal to the MEC.
- d. In the event of a documented need for an urgent amendment to a Rule/Regulation necessary to comply with law or regulation, the MEC may provisionally adopt and the Board may provisionally approve such urgent amendment without prior notice to the Medical Staff. In such event, the Medical Staff shall thereafter be immediately notified by the MEC and shall be provided with the opportunity for retrospective review of, and comment on, the provisional amendment. If the Medical Staff agrees with the MEC's action, the provisional amendment shall stand. If the Medical Staff disagrees with the MEC's action, a meeting of the MEC and Medical Staff shall be held and, if necessary, a revised amendment shall be submitted to the Board for action.

13.2.2 Approval of Medical Staff Policies and Rules & Regulations shall require the affirmative majority vote of the MEC members in Good Standing and shall become effective upon Board approval.

13.2.3 In the event the MEC fails to exercise its responsibility in good faith and in a reasonable and timely manner, and after written notice from the Board to such effect including a reasonable time for response, the Board may take action pursuant to these Bylaws. Should the MEC fail to respond under such circumstances or should the Board disagree with any responses or recommendations from the MEC for adoption, amendment or repeal of a Medical Staff Policy, Rule, or Regulation, the Board's recommendation shall be referred to a Joint Conference Committee for consideration of the recommendations of the Board and the MEC regarding the proposed adoption, amendment or repeal of the Medical Staff Policy, Rule, or Regulation prior to final action by the Board. The Joint Conference Committee shall make a recommendation to the Board within ten (10) days of receipt of the proposed adoption, amendment, or repeal of the Medical Staff Policy, Rule, or Regulation. At its next regularly scheduled meeting after receipt of a recommendation from the Joint Conference Committee, the Board shall take final action with respect to the adoption, amendment, or repeal under

consideration. Such action by the Board may include ratifying or modifying, in whole or in part, the recommendation of the Joint Conference Committee to remain in compliance with law and accreditation requirements. Should there be a tie among the Joint Conference Committee members with respect to the issues being considered, the chair of the Board shall be called upon to cast a vote on the issue under consideration

13.3 **Appointee Action**

Any active Appointee may raise a challenge to any Medical Staff Policy or Rule/Regulation established by the MEC and approved by the Board. In order to raise such challenge, the active Appointee must submit to the MEC a petition signed by not less than twenty-five percent (25%) of the active Appointees to the Medical Staff in Good Standing. Upon receipt of the petition, the MEC shall either (a) provide the petitioner(s) with information clarifying the intent of such Medical Staff Policy or Rule/Regulation; and/or (b) schedule a meeting with the petitioners to discuss the issue. In the event that the issue cannot be resolved to the satisfaction of the petitioner(s), the matter shall be brought before the Medical Staff for vote subject to final review and action by the Board.

13.4 **Conflict Between Documents**

If there is a conflict between the Medical Center's code of regulations and the Medical Staff Bylaws, the code of regulations shall control; provided, however, that such conflict shall then be referred to the Joint Conference Committee for recommendation to the Board as to how such conflict can be resolved. If there is a conflict between the Medical Staff Bylaws and the Rules & Regulations or Medical Staff Policies, the Medical Staff Bylaws shall control; provided, however, that such conflict shall then be referred to the Medical Staff and Medical Executive Committee for resolution of the conflict.

13.5 **Medical Staff/MEC Conflict Resolution**

In the event of a conflict between the Medical Staff and MEC, as reflected by a petition signed by not less than twenty-five percent (25%) of the voting members of the Medical Staff, a special meeting of the Medical Staff and MEC shall be convened to discuss issues of concern and resolution therefore. In the event that the issue(s) cannot be resolved to the mutual satisfaction of the parties, the matter shall be brought before the Medical Staff for vote subject to final review and action by the Board.

ARTICLE XIV

GENERAL PROVISIONS

14.1 **Internal Conflict of Interest.**

14.1.1 In any instance where a Practitioner has or reasonably could be perceived to be biased or to have a conflict of interest in any matter that comes before the Medical Staff, a Department or committee, the Practitioner shall not participate in the discussion or vote on the matter and shall absent himself/herself from the meeting during that time. The Practitioner may be asked and may answer any questions concerning the conflict before leaving. The Medical Staff officers, Department Chair or committee chair may routinely inquire, prior to initiating discussion, as to whether any Practitioner has any bias or conflict of interest regarding the matter(s) to be addressed. The existence of a bias or potential conflict of interest on the part of any Practitioner shall be called to the attention of the Medical Staff officers, Department Chair or committee chair by any Practitioner with knowledge of the conflict.

14.1.2 A Department Chair shall have the duty to delegate review of applications for appointment, reappointment, or Privileges to another member of the Department if the Department Chair has a conflict of interest with the individual under review which could be reasonably perceived to create bias. The fact that a Department Chair and member(s) of the Department are competitors shall not, in and of itself, constitute a conflict of interest requiring delegation.

14.2 **Department Rules and Regulations.**

Subject to the approval of the MEC and the Board, each Department shall formulate its own rules and regulations for the conduct of its affairs and the discharge of its responsibilities. Such Department rules and regulations shall not be inconsistent with these Bylaws or policies of the Medical Center. A two-thirds (2/3) affirmative vote by a quorum of the active members of the Department in Good Standing and eligible to vote is required for adoption. Any substantial changes shall be mailed to all Department members.

14.3 **Medical Staff Dues.**

The MEC shall set the amount of annual dues, if any, and determine the manner of expenditure of funds received. The amount of annual dues as well as application fees may vary by Medical Staff category. Dues shall be payable on or before the dates specified in the annual statement of dues sent to Practitioners. Failure, unless excused by the MEC for good cause, to render payment by said date may be grounds, after Special Notice of delinquency, for corrective action.

14.4 **Forms.**

Application forms and other prescribed forms required by these Bylaws for use in connection with Medical Staff appointments, reappointments, delineation of clinical Privileges, corrective action, notices, recommendations, reports and other matters shall be subject to adoption by the Board upon recommendation of the MEC.

14.5 **Transmittal of Reports.**

Reports and other information that these Bylaws require the Medical Staff to transmit to the Board shall be deemed so transmitted when delivered, unless otherwise specified, to the Medical Center President.

14.6 **Conduct of Meetings.**

Common sense, as determined by the Medical Staff President, Department or committee chair, as applicable, shall be applied in the conduct of meetings. To the extent there is a disagreement as to procedure, the latest edition of Robert's Rules of Order may be consulted for guidance.

14.7 **Review of Medical Staff Governing Documents.**

The Medical Staff governing documents shall be reviewed every two (2) years as follows:

- a. Bylaws – Medical Staff President
- b. Medical Staff Policies – Medical Executive Committee
- c. Medical Staff Rules and Regulations – Medical Executive Committee
- d. Department Rules and Regulations – Department Chair

The date of review shall be noted and the document(s) initialed by the reviewing officer.

14.8 **Action Without a Meeting; Voting Options**

14.8.1 **Action Without a Meeting**

Unless otherwise provided in the Bylaws, any action that may be taken at a meeting may be taken without a meeting by presentation of the issue to the voting members of, as applicable, the Medical Staff, Department, or committee by mail, facsimile, e-mail, or hand delivery. Unless otherwise specified, the action at issue shall be determined in the affirmative if a majority of the responses returned, in the manner and prior to the deadline set forth in the notice advising of the purpose for which a vote is to be taken, so indicate.

14.8.2 Voting Options

Unless otherwise provided in the Bylaws, voting may occur in any of the following ways as determined by the chair of the respective committee, the Department Chair, or, for voting by the Medical Staff, as determined by the Medical Staff President:

- a. Vote by hand/voice ballot at a meeting at which a quorum is present.
- b. Vote by written ballot at a meeting at which a quorum is present.
- c. Vote without a meeting by written ballot provided such votes are received in the manner and prior to the deadline set forth in the notice advising of the purpose for which a vote is to be taken.
- d. Absentee written ballots provided the ballots are received prior to the deadline set forth in the notice advising of the purpose for which a vote is to be taken.

ARTICLE XV
ADOPTION AND AMENDMENT

ADOPTED by the Medical Staff: April 2010

Mark Denny
Medical Staff President

APPROVED by the Board of Directors: November 2009

Hugh Jones
Chair, Board of Directors

Amended and approved by the Medical Staff: March 2012, March 2013, December 2014

Amended and approved by the Board of Directors: May 2012, March 2013, January 2015