

MEDICAL STAFF BYLAWS

**Ridgeview Medical Center
Ridgeview Le Sueur Medical Center
Ridgeview Sibley Medical Center**

MEDICAL STAFF BYLAWS
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APPENDIX A - MEDICAL STAFF CATEGORIES SUMMARY

ARTICLE 1

GENERAL

1.A. DEFINITIONS

The definitions that apply to terms used in the Medical Staff documents are set forth in the Credentials Policy.

1.B. TIME LIMITS

Time limits referred to in these Bylaws and related policies and manuals are advisory only and are not mandatory, unless it is expressly stated. Medical Staff leaders will strive to be fair under the circumstances.

1.C. DELEGATION OF FUNCTIONS

- (1) When a function is to be carried out by a Medical Staff Leader, or a Medical Staff Committee, or a member of Hospital Administration, the individual, or the committee through its chairperson, may delegate performance of the function to one or more designees.
- (2) When a member of the Medical Staff is unavailable or unable to perform an assigned function, one or more of the Medical Staff Leaders may perform the function personally or delegate it to another appropriate individual.

1.D. MEDICAL STAFF DUES

- (1) Medical Staff dues will be set by the Medical Executive Committee and may vary by category.
- (2) Dues will be payable annually. Failure to pay dues will result in ineligibility for continued appointment, clinical privileges, and reappointment.
- (3) Members who are appointed to the Medical Staff at Ridgeview Medical Center as their primary Hospital will be required to pay full dues. No further dues will be assessed if such members are appointed to additional Medical Staffs within the System.
- (4) Signatories to the Hospital Medical Staff account will be the Chief of Staff and Chief of Staff-Elect.

1.E. INDEMNIFICATION

The Hospital will provide a legal defense for, and will indemnify Medical Staff Officers, Service and committee chairpersons, committee members, other members of the Medical Staff, and authorized representatives, who act for and on behalf of the Hospital in discharging their responsibilities and professional review activities pursuant to these Bylaws and other Hospital or Medical Staff policies, procedures, or rules and regulations, when acting in those capacities, to the fullest extent permitted by law, in accordance with the Hospital's Bylaws.

1.F. OVERVIEW OF STRUCTURE AND FUNCTION OF THE MEDICAL STAFF

- (1) The Medical Staff and the Non-Physician Provider Staff are integral parts of the Hospital. Qualified individuals may seek appointment to the Medical Staff or the Non-Physician Provider Staff. Assignment to Medical Staff categories (Active, Courtesy, etc.) will be Hospital-specific. Members will be granted staff status at each Hospital.
- (2) Clinical privileges will be granted on a Hospital-specific basis.
- (3) Medical Staff Officers will be elected on a Hospital-specific basis.
- (4) Each Hospital will have its own Medical Staff and its own Medical Executive Committee as set forth in these Bylaws.
- (5) There will also be a System Medical Staff Leadership Committee to address issues involving the Medical Staffs of the Hospitals.
- (6) The Medical Staffs will endeavor to coordinate their activities, to the extent reasonably feasible, in order to promote efficiency and consistency within the System.
- (7) Some Medical Staff Committees will function at an individual Hospital level. Other Medical Staff Committees will function at a System level. To coordinate efforts and promote efficiency and consistency within the System, the System Medical Staff Leadership Committee may request that any Hospital-specific Medical Staff Committee meet jointly.

ARTICLE 2

CATEGORIES OF THE MEDICAL STAFF

2.A. GENERAL

- (1) Only those individuals who satisfy the qualifications and conditions for appointment to the Medical Staff and the Non-Physician Provider Staff set forth in the Credentials Policy are eligible to apply for appointment to one of the categories listed below. The categories, along with the respective prerogatives and responsibilities, are summarized in the chart attached as Appendix A to these Bylaws.
- (2) At reappointment, any member of the Medical Staff or the Non-Physician Provider Staff who has not had sufficient patient activity at the Hospital may be requested to provide quality data and other information to assist in an appropriate assessment of current clinical competence.

2.B. ACTIVE STAFF

2.B.1. Qualifications:

- (a) The Active Staff will consist of members of the Medical Staff who:
 - (1) are involved in at least thirty-six (36) patient contacts at the Hospital during the three (3)-year appointment term;
 - (2) are Hospital-based physicians who work at the Hospital more than thirty (30) days per year; OR
 - (3) do not meet the activity requirements of this category but have demonstrated a commitment to the Medical Staff through service on Medical Staff or Hospital committees, attendance at Medical Staff, service, or committee meetings, or active participation in performance/quality improvement functions for at least twenty-three (23) documented hours during the three (3)-year appointment term. (Members are responsible for providing documentation to support compliance with this activity requirement.)
- (b) An Active Staff member may request a transfer to the Courtesy Staff if he or she can definitively demonstrate to the Credentials Committee that his or her practice patterns have significantly changed and that he or she will be involved in fewer than thirty-six (36) patient contacts during the next three (3)-year appointment term.

2.B.2. Prerogatives:

Active Staff members may:

- (a) admit patients consistent with the delineation of privileges granted;
- (b) vote in general and special meetings of the Medical Staff and applicable service and committee meetings;
- (c) hold office, serve as service chairperson or committee chairperson; and
- (d) exercise clinical privileges granted.

2.B.3. Responsibilities:

Active Staff members must assume all the responsibilities of membership on the Active Staff, including:

- (a) serving on committees, as requested;
- (b) providing specialty coverage for the Emergency Department and accepting referrals from the Emergency Department for follow-up care of patients treated in the Emergency Department;
- (c) participating in the professional practice evaluation and performance improvement processes;
- (d) providing care for unassigned patients;
- (e) accepting inpatient consultations, when on call; and
- (f) paying application fees and dues.

2.C. AFFILIATE STAFF

2.C.1. Qualifications:

The Affiliate Staff will consist of members of the Medical Staff who:

- (a) desire to be associated with, but who do not intend to establish a clinical practice at, the Hospital;
- (b) are interested in pursuing professional and educational opportunities, including continuing medical education, available at the Hospital; and

- (c) satisfy the qualifications for appointment set forth in the Credentials Policy but are exempt from the qualifications pertaining to response times, location within the geographic service area, emergency call, and coverage arrangements.

2.C.2. Prerogatives and Responsibilities:

Affiliate Staff members must assume all the responsibilities of membership on the Affiliate Staff, including:

- (a) may attend Medical Staff meetings and applicable service meetings (without vote);
- (b) may not vote in the election of Medical Staff officers, service chairpersons, or for an amendment to the Medical Staff Governance Documents, or for any other matter presented to the Medical Staff or service;
- (c) may not hold office or serve as service chairperson;
- (d) may serve on committees (with vote);
- (e) may attend educational activities sponsored by the Medical Staff and the Hospital;
- (f) are encouraged to submit their relevant outpatient records for inclusion in the Hospital's medical records for any patients who are referred;
- (g) are encouraged to communicate directly with members about the care of any patients referred and may visit such patients in the Hospital;
- (h) may review the medical records and test results (via paper or electronic access) for any patients who are referred;
- (i) may perform preoperative history and physical examinations in the office and have those reports entered into the Hospital's medical records;
- (j) are not granted clinical privileges to practice and, therefore, may not admit patients, attend patients, write orders for inpatients, perform consultations, assist in surgery, or otherwise participate in the management of clinical care to patients at the Hospital;
- (k) may refer patients to the Hospital's diagnostic facilities and order such tests; and
- (l) must pay application fees and dues.
- (m) The grant of appointment to the Affiliate Staff is a courtesy only, which may be lifted by the Board upon recommendation of the Medical Executive Committee, with no right to a hearing or appeal.

2.D. COURTESY STAFF

2.D.1. Qualifications:

The Courtesy Staff will consist of members of the Medical Staff who:

- (a) are involved fewer than thirty-six (36) patient contacts during the three (3)-year appointment term (involvement in fewer than eight (8) patient contacts may result in a transfer to the Affiliate Staff; involvement in thirty-six (36) or greater patient contacts may result in transfer to the Active Staff);
- (b) do not otherwise qualify for Active Staff membership; and
- (c) are members of the active staff at another hospital, unless their clinical specialty does not support an active inpatient practice (e.g., dermatology, allergy) and the Medical Executive Committee recommends an exception which is approved by the Board.

2.D.2. Prerogatives and Responsibilities:

Courtesy Staff members must assume all the responsibilities of membership on the Courtesy Staff, including:

- (a) may admit patients consistent with the delineation of privileges granted;
- (b) may attend and participate in Medical Staff meetings (without vote) and service meetings (without vote);
- (c) may not vote in the election of Medical Staff officers or service chairpersons, or for an amendment to the Medical Staff Governance Documents, or for any other matter presented to the Medical Staff or service;
- (d) may not hold office or serve as service chairperson or committee chairperson;
- (e) may be invited to serve on committees (with vote);
- (f) may exercise clinical privileges as are granted;
- (g) may be assigned to provide specialty coverage for the Emergency Department for unassigned patients (unless the Medical Executive Committee determines that there are already sufficient Active Staff members in a particular specialty area to perform these responsibilities);
- (h) must assume the care of any of their patients who present to the Emergency Department when requested to do so by an Emergency Department physician;

- (i) must cooperate in the professional practice evaluation and performance improvement processes; and
- (j) must pay application fees and dues.

2.E. HONORARY STAFF

2.E.1. Qualifications:

The Honorary Staff will consist of members of the Medical Staff who:

- (a) have a record of previous long-standing service to the Hospital, have retired from the active practice of medicine in the Hospital, and, in the discretion of the Medical Executive Committee, are in good standing at the time of initial application for membership on the Honorary Staff; or
- (b) are recognized for outstanding or noteworthy contributions to the medical sciences.
- (c) Once an individual is appointed to the Honorary Staff, that status is ongoing. As such, there is no need for the individual to submit a reappointment application.

2.E.2. Prerogatives and Responsibilities:

Honorary Staff members must assume all the responsibilities of membership on the Honorary Staff, including:

- (a) are not granted clinical privileges and, therefore, may not admit, consult, or attend to patients;
- (b) may attend Medical Staff meetings (without vote) and service meetings (without vote);
- (c) may not vote in the election of Medical Staff officers, service chairpersons, or for an amendment to the Medical Staff Governance Documents, or for any other matter presented to the Medical Staff or service;
- (d) may not hold office or serve as a service chairperson or committee chairperson;
- (e) may be appointed to serve on committees (with vote);
- (f) are entitled to attend educational programs of the Medical Staff and the Hospital; and
- (g) are not required to pay application fees and dues.

2.F. TELEMEDICINE STAFF

2.F.1. Qualifications:

The Telemedicine Staff will consist of members of the Medical Staff who:

- (a) are licensed to practice in Minnesota.
- (b) Individuals appointed to the Telemedicine Staff may be granted telemedicine privileges in accordance with the Credentials Policy. Any telemedicine privileges that are granted in conjunction with a contractual agreement will expire when the agreement is terminated, not renewed, or expires.

2.F.2. Prerogatives and Responsibilities:

Telemedicine Staff members must assume all the responsibilities of membership on the Telemedicine Staff, including:

- (a) may, if consistent with the delineation of privileges granted, admit patients to the Hospital, in conjunction with another member of the Medical Staff who will assume attending physician responsibilities, and give orders;
- (b) may attend Medical Staff and service meetings if invited to do so (without vote);
- (c) may not vote in the election of Medical Staff officers, service chairpersons, or for an amendment to the Medical Staff Governance Documents, or for any other matter presented to the Medical Staff or service;
- (d) will not be appointed to serve on committees;
- (e) may not hold office or serve as service chairperson or committee chairperson;
- (f) must cooperate in the performance improvement and ongoing and focused professional practice evaluation activities; and
- (g) are required to pay application fees and dues.

2.G. NON-PHYSICIAN PROVIDER STAFF

2.G.1. Qualifications:

The Non-Physician Provider Staff consists of licensed independent practitioners, advanced practice clinicians, and dependent practitioners who are granted clinical privileges or a scope of practice and are appointed to the Non-Physician Provider Staff. The Non-Physician Provider Staff is **not** a category of the Medical Staff, but is included in this Article for convenient reference.

2.G.2. Prerogatives and Responsibilities:

Non-Physician Provider Staff members must assume all the responsibilities of membership on the Non-Physician Provider Staff, including:

- (a) may admit patients consistent with the delineation of privileges granted;
- (b) may not independently manage on-call coverage;
- (b) may attend and participate in Medical Staff and service meetings (without vote);
- (c) may not vote in the election of Medical Staff officers, service chairpersons, or for an amendment to the Medical Staff Governance Documents, or for any other matter presented to the Medical Staff or service;
- (d) may not hold office or serve as service chairperson or committee chairperson;
- (e) may be invited to serve on committees (with vote);
- (f) must cooperate in the professional practice evaluation and performance improvement processes;
- (g) may exercise such clinical privileges as granted; and
- (h) must pay application fees and dues.

2.H. VOTING STAFF

2.H.1. Qualifications:

A member of the Active Staff at any Hospital in the System will automatically be granted status as a member of the Voting Staff in every other Hospital in the System.

2.H.2. Prerogatives and Responsibilities:

The Voting Staff members:

- (a) may vote on amendments to these Bylaws and other Medical Staff documents as permitted under the Amendments Article; and
- (b) may vote on other matters pertaining to the System as recommended by the System Medical Staff Leadership Committee or the Medical Executive Committee and approved by the Board.

ARTICLE 3

OFFICERS

3.A. DESIGNATION

The Medical Staff will have the following officers:

- Chief of Staff; and
- Chief of Staff-Elect.

3.B. ELIGIBILITY CRITERIA

Only those members of the Medical Staff who satisfy the following criteria initially and continuously will be eligible to serve as an Officer of the Medical Staff (unless an exception is recommended by the Medical Executive Committee and approved by the Board). They must:

- (1) have served on the Active Staff for at least three years;
- (2) have no pending adverse recommendations concerning appointment or clinical privileges;
- (3) not presently be serving as a medical staff officer, board member, or department or service chairperson at any other unaffiliated hospital and will not so serve during their terms of office;
- (4) be willing to faithfully discharge the duties and responsibilities of the position;
- (5) have experience in a leadership role, experience through committee participation, or other involvement in Medical Staff/Hospital performance improvement functions, for at least two years;
- (6) participate in medical staff leadership training as determined by the Medical Executive Committee;
- (7) have demonstrated an ability to work well with others; and
- (8) disclose any substantial financial relationship (i.e., an ownership or investment interest in or compensation arrangement) with any hospital or health care system, other than the Hospital or any Affiliate, during the nomination process and on an ongoing basis. (This does not apply to services provided within a practitioner's office and billed under the same provider number used by the practitioner.) The disclosure will be evaluated by the Nominating Committee.

3.C. DUTIES

3.C.1. Chief of Staff:

The Chief of Staff will:

- (a) act in coordination and cooperation with the President and Chief Executive Officer and the Board in matters of mutual concern involving the care of patients in the Hospital;
- (b) represent and communicate the views, policies, and needs, and report on the activities, of the Medical Staff to the President and Chief Executive Officer and the Board;
- (c) call, preside at, and be responsible for the agenda of meetings of the Medical Staff and the Medical Executive Committee;
- (d) serve as a member of the Medical Executive Committee (with vote);
- (e) in consultation with the President and Chief Executive Officer, appoint the members and the chairperson of each committee of the Medical Staff;
- (f) recommend Medical Staff representatives to Hospital Committees;
- (g) serve as chairperson of the Medical Executive Committee and be an *ex officio* member (with vote) on all Medical Staff Committees;
- (h) promote adherence to the Medical Staff Governance Documents and to the policies and procedures of the Hospital; and
- (i) perform functions authorized in these Bylaws and other applicable policies, including collegial intervention in the Credentials Policy.

3.C.2. Chief of Staff-Elect:

The Chief of Staff-Elect shall:

- (a) assume all duties of the Chief of Staff and act with full authority as Chief of Staff when the Chief of Staff is unavailable within a reasonable period of time;
- (b) serve as a member of the Medical Executive Committee (with vote);
- (c) assume all such additional duties as are assigned by the Chief of Staff or the Medical Executive Committee; and

- (d) automatically succeed the Chief of Staff upon completion of the Chief of Staff's term of office.

3.D. NOMINATION AND ELECTION PROCESS

3.D.1. Nominating Committee:

- (a) The Nominating Committee will consist of the current Chief of Staff and the three (3) immediate past Chiefs of Staff, when possible. If a past Chief of Staff is unwilling or unable to serve, the current Chief of Staff will appoint another member to serve on the Nominating Committee. Members of the Nominating Committee must meet the qualifications set forth in Section 3.B of these Bylaws.
- (b) The current Chief of Staff will serve as chairperson. The President and Chief Executive Officer will be an *ex officio* member, without vote, on the Nominating Committee.

3.D.2. Nominating Process:

- (a) Not less than sixty (60) days prior to the annual meeting of the Medical Staff, the Nominating Committee will submit to the Medical Staff Office one or more nominees for Chief of Staff-Elect. Notice of the nominee(s) will be provided to the Medical Staff at least thirty (30) days prior to the election.
- (b) Additional nominations may be submitted, in writing, by a petition signed by at least 15% of the voting members of the Medical Staff. The petition must be presented to the chairperson of the Nominating Committee at least fifteen (15) days prior to the annual meeting.
- (c) Prior to being placed on the ballot, each nominee must disclose to the Nominating Committee any substantial financial relationships (i.e., an ownership or investment interest in or compensation arrangement) with a hospital or health care system, other than the Hospital or any Affiliate. The Nominating Committee will consider whether the financial relationship might interfere with the individual's ability to fulfill the duties of the office or the position. If the Nominating Committee decides that there is a financial relationship that is likely to adversely impact the Medical Staff, the Nominating Committee will not include the name of the nominee on the ballot.
- (d) In order for a nominee to be placed on the ballot, the candidate must be willing to serve and must, in the judgment of the Nominating Committee, satisfy the qualifications in Section 3.B of these Bylaws.

3.D.3. Election:

- (a) Except as provided below, the election will take place at the annual meeting of the Medical Staff. If there are two (2) or more candidates for the office or position, the vote will be by written ballot.
- (b) If any voting member of the Medical Staff is unable to attend the meeting, the member may vote by absentee ballot. The absentee ballots must be returned to the Medical Staff Office by noon on the day before the annual meeting. The absentee ballots will be counted prior to the meeting and will be included in the vote at the meeting.
- (c) In the alternative, the Medical Executive Committee may determine that the election will be held by written ballot returned to the Medical Staff Office. Ballots may be returned in person or by mail, facsimile, or e-mail. All ballots must be received in the Medical Staff Office by the date indicated on the ballot.
- (d) Those who receive a majority of the votes cast will be elected, subject to Board confirmation, which confirmation will signify that the individual is entitled to legal protections and indemnification by the Board for acting in a Medical Staff leadership role.
- (e) If no candidate receives a simple majority vote on the first ballot, a run-off election will be held promptly between the two (2) candidates receiving the highest number of votes.
- (f) Nominations from the floor will not be accepted.

3.E. TERM OF OFFICE, VACANCIES, AND REMOVAL

3.E.1. Term of Office:

- (a) Officers will assume office on the first day of the Medical Staff year.
- (b) Unless otherwise specified, officers will serve a two (2)-year term.

3.E.2. Vacancies:

- (a) If there is a vacancy in the office of Chief of Staff, the Chief of Staff-Elect will serve until the end of the unexpired term of the Chief of Staff.
- (b) If there is a vacancy in the office of Chief of Staff-Elect, the Medical Executive Committee will appoint an individual who satisfies the qualifications set forth in Section 3.B of these Bylaws to fill the office for the remainder of the term or until a special election can be held, at the discretion of the Medical Executive Committee.

3.E.3. Removal:

- (a) Removal of an elected officer may be effectuated by the Board, acting on its own initiative, two-thirds vote of the voting members of the Medical Staff or a three-fourths vote of the Medical Executive Committee for:
 - (1) failure to comply with applicable policies and procedures, Bylaws, or the Rules and Regulations;
 - (2) failure to perform the duties of the position held;
 - (3) conduct detrimental to the interests of the Medical Staff or the Hospital;
 - (4) an infirmity that renders the individual incapable of fulfilling the duties of that office; or
 - (5) failure to continue to satisfy any of the criteria in Section 3.B of these Bylaws.
- (b) Prior to scheduling a meeting to consider removal, a representative from the Medical Staff or the Medical Executive Committee will meet with and inform the individual of the reasons for the proposed removal proceedings.
- (c) The individual will be given at least ten (10) days' special notice of the date of the meeting at which removal is to be considered. The individual will be afforded an opportunity to address the Medical Staff, or the Medical Executive Committee, as applicable, prior to a vote on removal.

ARTICLE 4

SERVICES

4.A. ORGANIZATION

4.A.1. Organization of Services:

- (a) The Medical Staff will be organized into services as listed in the Medical Staff Organization Manual.
- (b) As described in greater detail in the Medical Staff Organization Manual, the Medical Executive Committee may create, eliminate, or otherwise reorganize the service structure.

4.A.2. Assignment to Services:

- (a) Upon initial appointment to the Medical Staff, each member will be assigned to a service. Assignment to a particular service, does not preclude an individual from seeking and being granted clinical privileges typically associated with another service.
- (b) An individual may request a change in service assignment to reflect a change in the individual's clinical practice.

4.A.3. Functions of Services:

The services are organized for the purpose of performing and facilitating the following functions:

- (a) monitoring and evaluating the quality and appropriateness of the care of patients;
- (b) monitoring the practice of individuals with clinical privileges in a given service;
- (c) providing appropriate specialty coverage in the Emergency Department, consistent with the provisions in these Bylaws and related documents;
- (d) promoting and supporting pertinent continuing medical education programs; and
- (e) fostering an atmosphere of professional decorum within the service.

4.B. SERVICE CHAIRPERSONS AND CO-CHAIRPERSONS

4.B.1. Qualifications:

In order to be nominated and elected to serve as a service chairperson or co-chairperson, an individual must:

- (a) be an Active Staff member;
- (b) be certified by an appropriate specialty board or possess comparable competence, as determined through the credentialing and privileging process; and
- (c) satisfy the eligibility criteria in Section 3.B, unless an exception is made by the Medical Executive Committee and approved by the Board.

4.B.2. Election and Term of Office for Service Chairpersons and Co-Chairpersons:

- (a) Except as otherwise provided by contract, the Medical Executive Committee will present nominee(s) for chairpersons and co-chairpersons to the service for a vote by the voting members of the service.
- (b) The election will be by written or electronic ballot. Ballots may be returned in person, or by mail, facsimile, or e-mail, by the date indicated on the ballot. The individual who receives a majority of the votes cast will be elected, subject to Board confirmation, which confirmation will signify that the individual is entitled to legal protections and indemnification by the Board for acting in a Medical Staff leadership role.
- (c) In the event no one is willing to serve as a service chairperson, the Chief of Staff may appoint an individual, in consultation with the Medical Executive Committee.
- (d) Service chairpersons and co-chairpersons shall serve a minimum three (3)-year term starting on January 1 of the applicable year. The terms will be staggered. Re-election will occur every three (3) years. Serving consecutive terms is permitted.

4.B.3. Removal of Service Chairperson or Co-Chairperson:

- (a) A service chairperson or co-chairperson may be removed by the Board, acting on its own initiative, two thirds vote of the service or by a three-fourths vote of the Medical Executive Committee after reasonable notice and opportunity to be heard. Grounds for removal include:
 - (1) failure to comply with the Bylaws or applicable policies, or rules and regulations;
 - (2) failure to perform the duties of the position held;

- (3) conduct detrimental to the interests of the Medical Staff or the Hospital;
 - (4) an infirmity that renders the individual incapable of fulfilling the duties of that office; or
 - (5) failure to continue to satisfy any of the criteria in Section 3.B of these Bylaws.
- (b) Prior to scheduling a meeting to consider removal, a representative from the service or Medical Executive Committee will meet with and inform the individual of the reasons for the proposed removal proceedings.
 - (c) The individual will be given at least ten (10) days' special notice of the date of the meeting at which removal is to be considered. The individual will be afforded an opportunity to address the service or the Medical Executive Committee, as applicable, prior to a vote on removal.

4.B.4. Duties of Service Chairpersons and Co-Chairpersons:

Each service chairperson and co-chairperson is responsible for the following functions, either individually or in collaboration with Hospital personnel:

- (a) all clinically-related activities of the service;
- (b) all administratively-related activities of the service, unless otherwise provided for by the Hospital;
- (c) reviewing and evaluating applications for initial appointment (including participation in the interview of applicants), reappointment, and clinical privileges;
- (d) evaluating individuals who are granted privileges in order to confirm competence;
- (e) recommending criteria for clinical privileges that are relevant to the care provided in the service;
- (f) continuing surveillance of the professional performance of individuals in the service who have delineated clinical privileges, including performing ongoing and focused professional practice evaluations;
- (g) assessing and recommending off-site sources for needed patient care, treatment, and services not provided by the service or the Hospital;
- (h) the integration of the service into the primary functions of the Hospital;
- (i) the coordination and integration of inter-service and intra-service services;

- (j) the development and implementation of policies and procedures that advance quality and guide and support the provision of care, treatment, and services;
- (k) recommendations for a sufficient number of qualified and competent individuals to provide care, treatment, and services;
- (l) determination of the qualifications and competence of service personnel who are not licensed independent practitioners and who provide patient care, treatment, and services;
- (m) continuous assessment and improvement of the quality of care, treatment, and services provided;
- (n) maintenance of quality monitoring programs, as appropriate;
- (o) the orientation and continuing education of members in the service;
- (p) recommendations for space and other resources needed by the service; and
- (q) performing functions authorized in the Credentials Policy, including collegial intervention efforts.

ARTICLE 5

MEDICAL STAFF COMMITTEES AND PERFORMANCE IMPROVEMENT FUNCTIONS

5.A. GENERAL

5.A.1. Appointment:

- (a) This Article and the Medical Staff Organization Manual outline the committees of the Medical Staff that carry out ongoing and focused professional practice evaluations and other performance improvement functions that are delegated to the Medical Staff by the Board.
- (b) Except as otherwise provided by these Bylaws or the Medical Staff Organization Manual, the Chief of Staff, in consultation with the President and Chief Executive Officer, will appoint the members and the chairperson of each committee of the Hospital Medical Staff. Committee chairpersons should generally satisfy the criteria in Section 3.B of these Bylaws.
- (c) Except as otherwise provided by these Bylaws or the Medical Staff Organization Manual, the System Medical Staff Leadership Committee will appoint the chairpersons and members of standing System Medical Staff Committees.
- (d) The Chief of Staff, in consultation with the President and Chief Executive Officer, will also recommend Medical Staff representatives to Hospital committees.
- (e) The President and Chief Executive Officer, in consultation with the Chief of Staff, will make appointments of administrative staff to committees of the Medical Staff. Administrative staff will serve on committees of the Medical Staff without the right to vote (unless otherwise specified).
- (f) Chairpersons and members of standing committees will be appointed for an initial term of one (1)-year, but may be reappointed for additional terms.
- (g) Chairpersons and members of standing committees may be removed and vacancies filled at the discretion of the Chief of Staff, in consultation with the President and Chief Executive Officer.
- (h) The Chief of Staff will be an *ex officio* member, without vote, on all Medical Staff committees.
- (i) The President and Chief Executive Officer or his or her designee will be an *ex officio* member, without vote, on all Medical Staff committees (unless otherwise specified).

5.A.2. Meetings, Reports and Recommendations:

Medical Staff committees will make written reports to the Medical Executive Committee through committee minutes and other committees and individuals as may be indicated. Minutes of committee meetings will be kept and maintained under the supervision of the Medical Staff Office.

5.B. MEDICAL EXECUTIVE COMMITTEE

5.B.1. Composition:

- (a) The Medical Executive Committee will include the following voting members:
 - (1) Chief of Staff, Chief of Staff-Elect, and the immediate Past Chief of Staff;
 - (2) Service Chairpersons, as applicable; and
 - (3) Chairpersons of the Credentials Committee, Quality Improvement (QI) Committee, and Medical Staff Informatics Committee, as applicable.
- (b) The following will serve as *ex officio* members of the Medical Executive Committee, without vote: the President and Chief Executive Officer and the Nursing Executive.
- (c) The Chief of Staff will serve as chairperson of the Medical Executive Committee, with vote.
- (d) The chairperson of the Board, or designee, may attend meetings of the Medical Executive Committee, *ex officio*, without vote.
- (e) Other individuals may be invited to attend meetings of the Medical Executive Committee as guests, without vote, in order to assist the Medical Executive Committee in its discussions and deliberations regarding an issue on its agenda. These individuals are an integral part of the Committee's functions and are bound by the same confidentiality requirements as members of the Medical Executive Committee.

5.B.2. Duties:

The Medical Executive Committee has primary oversight authority related to the professional activities and functions of the Medical Staff and to performance improvement activities. This authority may be removed or modified by amending these Bylaws and related policies. The Medical Executive Committee is responsible for the following:

- (a) acting on behalf of the Medical Staff in the intervals between Medical Staff meetings (the Officers are collectively empowered to act in urgent situations between Medical Executive Committee meetings);
- (b) recommending directly to the Board on at least the following:
 - (1) the Medical Staff's structure;
 - (2) the mechanism used to review credentials and to delineate individual clinical privileges;
 - (3) applicants for appointment and reappointment;
 - (4) delineation of clinical privileges for each eligible individual;
 - (5) participation of the Medical Staff in Hospital performance improvement activities and the quality of professional services being provided by the Medical Staff;
 - (6) the mechanism by which appointment to the Medical Staff and Non-Physician Provider Staff may be terminated;
 - (7) hearing procedures;
 - (8) reports and recommendations from Medical Staff committees, services, and other groups, as appropriate; and
 - (9) urgent amendments to the rules and regulations;
- (c) consulting with Administration on quality-related aspects of contracts for patient care services;
- (d) providing oversight and guidance with respect to continuing medical education activities;
- (e) reviewing or delegating the review of quality indicators to facilitate uniformity regarding patient care services;
- (f) providing leadership in activities related to patient safety;
- (g) providing oversight in the process of analyzing and improving patient satisfaction;
- (h) taking reasonable steps to ensure professionally ethical conduct and competent clinical performance on the part of Medical Staff members, including initiating investigations, when warranted;

- (i) ensuring that, at least every three (3) years, the Bylaws and applicable policies are reviewed and updated as needed;
- (j) providing and promoting effective liaison among the Medical Staff, Hospital Administration, and the Board;
- (k) recommending clinical services, if any, to be provided by telemedicine and the process to be followed in evaluating applicants for telemedicine privileges;
- (l) reviewing and approving all standing orders for consistency with nationally recognized and evidence-based guidelines;
- (m) performing any other functions as are assigned to it by these Bylaws, the Credentials Policy, or other applicable policies; and
- (n) recommending changes to policies, procedures, delineation of clinical privileges, and other medical staff forms when such changes are needed because of reorganization, renumbering, punctuation, spelling, or other errors of grammar, expression, or oversight.

5.B.3. Meetings:

The Medical Executive Committee will meet as often as necessary to fulfill its responsibilities. The Medical Executive Committee will maintain a permanent record of its proceedings and actions.

5.C. PERFORMANCE IMPROVEMENT FUNCTIONS

- (1) The Medical Staff is actively involved in performance improvement functions, including reviewing data and recommending and implementing processes to address the following:
 - (a) patient safety, including processes to respond to patient safety alerts, meet patient safety goals, and reduce patient safety risks;
 - (b) the Hospital's and individual practitioners' performance on Centers for Medicare & Medicaid Services core measures;
 - (c) medical assessment and treatment of patients;
 - (d) medication usage, including review of significant adverse drug reactions, medication errors, and the use of experimental drugs and procedures;
 - (e) the utilization of blood and blood components, including review of significant transfusion reactions;

- (f) operative and other invasive procedures, including tissue review and review of discrepancies between pre-operative and post-operative diagnoses;
 - (g) appropriateness of clinical practice patterns;
 - (h) significant departures from established patterns of clinical practice;
 - (i) use of information about adverse privileging determinations regarding any practitioner;
 - (j) the use of developed criteria for autopsies;
 - (k) sentinel events, including root cause analyses and responses to unanticipated adverse events;
 - (l) nosocomial infections and the potential for infection;
 - (m) unnecessary procedures or treatment;
 - (n) appropriate resource utilization;
 - (o) education of patients and families;
 - (p) coordination of care, treatment, and services with other practitioners and Hospital personnel;
 - (q) accurate, timely, and legible completion of patients' medical records;
 - (r) the required content and quality of history and physical examinations, as well as the time frames required for completion, which are set forth in Article 8 of these Bylaws;
 - (s) review of findings from the ongoing and focused professional practice evaluation activities that are relevant to an individual's performance;
 - (t) communication of findings, conclusions, recommendations, and actions to improve performance to appropriate Medical Staff members and the Board; and
 - (u) pain assessment, pain management, and safe prescribing, including opioid prescribing.
- (2) A description of the committees that carry out monitoring and performance improvement functions, including their composition, duties, and reporting requirements, is contained in the Medical Staff Organization Manual.

5.D. CREATION OF STANDING COMMITTEES AND SPECIAL TASK FORCES

- (1) In accordance with the amendment provisions in the Medical Staff Organization Manual, the Medical Executive Committee may, by resolution and upon approval of the Board and without amendment of these Bylaws, establish additional committees to perform one or more staff functions. The Medical Executive Committee may also dissolve or rearrange committee structure, duties, or composition as needed to better accomplish Medical Staff functions.
- (2) Any function required to be performed by these Bylaws which is not assigned to an individual, a standing committee, or a special task force will be performed by the Medical Executive Committee.
- (3) Special task forces will be created and their members and chairperson will be appointed by the Chief of Staff and the Medical Executive Committee. Such task forces will confine their activities to the purpose for which they were appointed and will report to the Medical Executive Committee.

ARTICLE 6

MEETINGS

6.A. GENERAL

6.A.1. Medical Staff Year:

The Medical Staff year is January 1 to December 31.

6.A.2. Regular Meetings:

- (a) The Medical Staff will hold an annual meeting. The Medical Executive Committee may authorize the holding of additional general staff meetings by resolution. The resolution authorizing such additional meetings shall require notice specifying the place, date, and time for the meeting, and that the meeting can be used to transact any business as may come before it.
- (b) Services and committees may, by resolution, provide the time for holding regular meetings and no notice other than the resolution will be required.

6.A.3. Special Meetings:

- (a) A special meeting of the Medical Staff may be called by the Chief of Staff, a majority of the Medical Executive Committee, the President and Chief Executive Officer, the chairperson of the Board, or by a petition signed by at least 15% of the voting members of the Medical Staff. All requests for a special meeting of the Medical Staff will be submitted in writing to the Chief of Staff stating the purpose for the meeting.
- (b) A special meeting of any service or committee may be called by the Chief of Staff, the relevant service or committee chairperson, or by a petition signed by 50% of the voting members of the service or committee, but not less than two (2) members. All requests for a special meeting will be submitted in writing to the appropriate chairperson stating the purpose for the meeting.
- (c) No business will be transacted at any special meeting except that stated in the meeting notice.

6.B. PROVISIONS COMMON TO ALL MEETINGS

6.B.1. Prerogatives of the Presiding Chairperson:

- (a) The Presiding Chairperson is responsible for setting the agenda for any regular or special meeting of the Medical Staff, service, or committee.

- (b) The Presiding Chairperson has the discretion to conduct any meeting, or allow participation in any meeting by telephone conference or videoconference.
- (c) The Presiding Chairperson has the authority to rule definitively on all matters of procedure. While Robert's Rules of Order may be used for reference, in the discretion of the Presiding Chairperson, it will not be binding. Rather, specific provisions of these Bylaws and Medical Staff, service, or committee custom will prevail at all meetings and elections.

6.B.2. Notice:

- (a) Medical Staff members will be provided approximately seven (7) days' notice of regular meetings of the Medical Staff and regular meetings of services and committees. Other than notice provided by resolution, the primary mechanism utilized for providing notice will be e-mail. Notice may also be provided orally or via regular U.S. mail, Hospital mail, hand delivery, posting in a designated electronic or physical location, or telephone.
- (b) When a special meeting of the Medical Staff, service, or committee is called, the notice period will be at least seventy-two (72) hours. Notice may be provided orally or via regular U.S. mail, e-mail, or Hospital mail, or hand delivery.
- (c) Notices will state the date, time, and place of the meeting and will include the agenda.
- (d) The attendance of any individual at any meeting will constitute a waiver of that individual's notice of the meeting.

6.B.3. Quorum and Voting:

- (a) For any regular or special meeting of the Medical Staff, service, or committee, those voting members present (but not fewer than two (2) members) will constitute a quorum. Exceptions to this general rule are for meetings of the Medical Executive Committee, the Credentials Committee, and the Medical Staff QI Committee, the presence of at least 50% of the voting committee members will constitute a quorum.
- (b) Once a quorum is established, the business of the meeting may continue and actions taken will be binding.
- (c) Recommendations and actions taken by the Medical Staff, service, and committee will be by consensus. In the event it is necessary to vote on an issue, that issue will be determined by a majority of the voting members present. At the discretion of the Presiding Chairperson, voting may be by written ballot.

- (d) As an alternative to a formal meeting, the voting members of the Medical Staff, a service, or committee may also be presented with a question by mail, facsimile, e-mail, hand-delivery, website posting, or telephone, and their votes returned to the Presiding Chairperson by the method designated in the notice. Except for amendments to these Bylaws and actions by the Medical Executive Committee, the Credentials Committee, and the Medical Staff QI Committee, a quorum for purposes of these votes will be the number of responses returned to the Presiding Chairperson by the date indicated. The question raised will be determined in the affirmative and will be binding if a majority of the responses returned has so indicated.
- (e) Any individual who, by virtue of position, attends a meeting in more than one (1) capacity will be entitled to only one (1) vote.
- (f) Proxy voting will not be permitted.

6.B.4. Minutes:

- (a) Minutes of Medical Staff, service, and committee meetings will be prepared and will include a record of those in attendance, the recommendations made, and the votes taken on each matter.
- (b) Minutes of meetings of the Medical Staff, services, and committees will be forwarded to the Medical Executive Committee, and a copy will be provided to the President and Chief Executive Officer.
- (c) The Board will be kept apprised of and act on the recommendations of the Medical Staff.
- (d) A permanent file of the minutes of meetings will be maintained by the Hospital.

6.B.5. Confidentiality:

- (a) Medical Staff business conducted by services and committees is considered confidential and should be treated as such.
- (b) Members of the Medical Staff who have access to, or are the subject of, credentialing or peer review information must agree to maintain the confidentiality of the information. Failure to agree to maintain confidentiality and failure to maintain confidentiality would result in the denial of access to credentialing or peer review information.
- (c) Credentialing and peer review documents, and information contained in these documents, must not be disclosed to any individual not involved in the credentialing or peer review processes, except as authorized by the Credentials Policy or other applicable Medical Staff or Hospital policy.

- (d) A breach of confidentiality may result in the imposition of disciplinary action.

6.C. ATTENDANCE

6.C.1. Regular and Special Meetings:

- (a) Members of the Medical Staff are encouraged to attend Medical Staff and applicable service and committee meetings.
- (b) Members of the Medical Executive Committee, Credentials Committee, Medical Staff Leadership Council, and Medical Staff QI Committee are required to attend at least 50% of the committee's regular meetings. Failure to attend the required number of meetings may result in removal of the member from the committee.

ARTICLE 7

AMENDMENTS

7.A. MEDICAL STAFF BYLAWS

- (1) Amendments to these Bylaws may be proposed by a petition signed by 10% of the members of the Voting Staff or by the Medical Executive Committee.
- (2) Proposed amendments must be reviewed by the Medical Executive Committee and the System Medical Staff Leadership Committee prior to a vote by the Medical Staff.
- (3) In the joint discretion of the Medical Executive Committee and the System Medical Staff Leadership Committee, amendments to the Bylaws may be made in one of the following ways:

(a) Meeting:

The Medical Executive Committee and the System Medical Staff Leadership Committee may present proposed amendments, including amendments proposed by the members of the Voting Staff as set forth above, at a regular meeting of the Medical Staff or at a special meeting called for such purpose. The Medical Executive Committee and the System Medical Staff Leadership Committee may also report, either favorably or unfavorably, on the proposed amendments. To be adopted, (i) the members of the Voting Staff must be provided with notice of the amendment, at least thirty (30) days prior to the meeting and (ii) the amendment must receive two-thirds of the votes cast by the members of the Voting Staff.

If any member of the Voting Staff is unable to attend the meeting at which the vote for the amendment is being held, the member may request a ballot from the Medical Staff Office. The ballot must be returned to the Medical Staff Office by noon on the day before the meeting. The absentee ballots will be counted prior to the meeting and will be included in the vote at the meeting.

(b) Written or Electronic Ballot:

The Medical Executive Committee and the System Medical Staff Leadership Committee may present proposed amendments, including amendments proposed by the members of the Voting Staff as set forth above, to the members of the Voting Staff, by written or electronic ballot, returned to the Medical Staff Office by the date indicated by the Medical Executive Committee and the System Medical Staff Leadership Committee.

The Medical Executive Committee and the System Medical Staff Leadership Committee may also report, either favorably or unfavorably, on the proposed amendments. To be adopted, (i) the members of the Voting Staff must be provided with notice of the amendment, at least thirty (30) days prior to the vote; and (ii) the amendment must receive two-thirds of the votes cast by the members of the Voting Staff.

- (4) The System Medical Staff Leadership Committee will have the power to adopt such amendments to these Bylaws which are needed because of reorganization, renumbering, or punctuation, spelling, or other errors of grammar or expression.
- (5) Amendments will be effective only after approval by the Board.
- (6) If the Board has determined not to accept a recommendation submitted to it by the System Medical Staff Leadership Committee or the Medical Staff, a request may be made for a conference between the officers of the Board and the System Medical Staff Leadership Committee. Such conference will be for the purpose of further communicating the Board's rationale for its contemplated action and permitting the members of the System Medical Staff Leadership Committee to discuss the rationale for the recommendation. Such a conference will be scheduled by the President and Chief Executive Officer within two (2) weeks after receipt of a request.
- (7) Neither the System Medical Staff Leadership Committee, nor the Medical Executive Committee, nor the Medical Staff, nor the Board can unilaterally amend these Bylaws.

7.B. OTHER MEDICAL STAFF DOCUMENTS

- (1) In addition to the Medical Staff Bylaws, there will be policies, procedures, and rules and regulations that are applicable to members and other individuals who have been granted clinical privileges.
- (2) An amendment to the Credentials Policy, the Medical Staff Organization Manual, and the Medical Staff Rules and Regulations may be made by a majority vote of the members of the System Medical Staff Leadership Committee present and voting at any meeting of that committee where a quorum exists. Notice of any proposed amendments to these documents will be provided to each member of the Voting Staff at least fourteen (14) days prior to the vote by the System Medical Staff Leadership Committee. Any member of the Voting Staff may submit written comments on the proposed amendments to the System Medical Staff Leadership Committee.
- (3) Amendments to the Credentials Policy, the Medical Staff Organization Manual, and the Medical Staff Rules and Regulations may also be proposed by a petition signed by at least 10% of the members of the Voting Staff. Notice of any such proposed

amendment to these documents will be provided to the System Medical Staff Leadership Committee at least fourteen (14) days prior to being voted on by the Voting Staff. Any such proposed amendments will be reviewed by the System Medical Staff Leadership Committee, which may comment on the amendment before it is forwarded to the Voting Staff for vote.

- (4) Other policies of the Medical Staff may be adopted and amended by a majority vote of the System Medical Staff Leadership Committee. No prior notice is required.
- (5) The System Medical Staff Leadership Committee and the Board will have the power to provisionally adopt urgent amendments to the Rules and Regulations that are needed in order to comply with a law or regulation, without providing prior notice of the proposed amendments to the Medical Staff. Notice of provisionally adopted amendments will be provided to each member of the Medical Staff as soon as possible. The Medical Staff will have thirty (30) days to review and provide comments on the provisional amendments to the System Medical Staff Leadership Committee. If there is no conflict between the Medical Staff and the System Medical Staff Leadership Committee, the provisional amendments will stand. If there is conflict over the provisional amendments, the process for resolving conflicts set forth below will be implemented.
- (6) Adoption of and changes to the Credentials Policy, Medical Staff Organization Manual, Medical Staff Rules and Regulations, and other Medical Staff policies will become effective only when approved by the Board.
- (7) Amendments to Medical Staff policies are to be distributed or otherwise made available to Medical Staff members and those otherwise holding clinical privileges, in a timely and effective manner.

7.C. CONFLICT MANAGEMENT PROCESS

- (1) When there is a conflict between the Medical Staff and the System Medical Staff Leadership Committee, supported by a petition signed by 15% of the members of the Voting Medical Staff, with regard to:
 - (a) a new Medical Staff Rule and Regulation proposed by the System Medical Staff Leadership Committee or an amendment to an existing Rule and Regulation; or
 - (b) a new Medical Staff policy proposed by the System Medical Staff Leadership Committee or an amendment to an existing policy,

a special meeting of the Medical Staff to discuss the conflict will be called. The agenda for that meeting will be limited to attempting to resolve the differences that exist with respect to the Rules and Regulations or policy at issue.

- (2) If the differences cannot be resolved at the meeting, the System Medical Staff Leadership Committee will forward its recommendations, along with the proposed recommendations pertaining to the Medical Staff Rules and Regulations or policies offered by the members of the Voting Staff, to the Board for final action.
- (3) This conflict management section is limited to the matters noted above. It is not to be used to address any other issue, including, but not limited to, professional review actions concerning individual members of the Medical Staff.
- (4) Nothing in this section is intended to prevent individual Medical Staff members from communicating positions or concerns related to the adoption of, or amendments to, the Medical Staff Rules and Regulations or other Medical Staff policies directly to the Board. Communication from Medical Staff members to the Board will be directed through the President and Chief Executive Officer, who will forward the request for communication to the Board chairperson. The President and Chief Executive Officer will also provide notification to the Medical Executive Committee and the System Medical Staff Leadership Committee by informing the Chiefs of Staff of such exchanges. The Board chairperson will determine the manner and method of the Board's response to the Medical Staff member(s).

7.D. UNIFIED MEDICAL STAFF PROVISIONS

7.D.1. Bylaws, Policies, and Rules and Regulations of the Unified Medical Staff:

Except as otherwise prohibited by law, in adopting these Bylaws, members have power to approve a unified Medical Staff structure which:

- (a) takes into account the unique circumstances of each participating hospital, including any significant differences in the patient populations that are served and the clinical services that are offered; and
- (b) addresses the localized needs and concerns of Medical Staff members at each of the participating hospitals.

The voting members of the Medical Staff will have an opportunity to meet at least twice (2) a year, including at the general meetings of the Medical Staff, to discuss any needs or concerns expressed by members at each separately licensed hospital. Any such issues will be referred to and addressed by the Medical Executive Committee.

7.D.2. Opt-Out Procedures:

If a unified Medical Staff structure is approved, the voting members of the Medical Staff may later vote to opt out of the unified Medical Staff. Any such vote will be conducted in accordance with the process outlined in the Medical Staff Bylaws in force at the time of the vote.

ARTICLE 8

HISTORY AND PHYSICAL

- (a) A complete medical history and physical (H&P) examination must be performed and documented in each patient's medical record no more than thirty (30) days before or twenty-four (24) hours after an admission or registration, and prior to surgery, or a procedure requiring anesthesia services, and placed in the patient's medical record within twenty-four (24) hours after admission. The complete medical H&P examination must be performed by an individual who has been granted privileges by the Hospital to perform H&Ps. When a medical H&P examination has been completed within thirty (30) days before admission or registration, an updated medical record entry must be completed and documented in the patient's medical record within twenty-four (24) hours after admission or registration.

ARTICLE 9

ADOPTION

These Bylaws are adopted and made effective upon approval of the Board, superseding and replacing any previous Medical Staff Bylaws, Rules and Regulations, policies, manuals, or Hospital policies pertaining to the subject matter contained herein.

Adopted by the Medical Staff: 12/08/2023 _____

Approved by the Board: 12/18/2023 _____

Previously Approved by the Board Dates: 01/26/2004; 03/30/2005; 11/28/2005; 11/27/2006; 11/19/2007; 11/24/2008; 12/20/2010; 11/28/2011; 11/26/2012; 05/19/2014; 11/24/2014; 12/21/2015; 11/28/2016; 11/26/2017; 11/26/2018; 10/28/2019; 12/18/2023

APPENDIX A

MEDICAL STAFF CATEGORIES SUMMARY

	Active	Affiliate	Courtesy	Honorary	Telemedicine	Non-Physician Provider
Exercise Clinical Privileges	Y	N	Y	N	Y	Y
May Attend Meetings	Y	Y	Y	Y	Y	Y
Right to Vote	Y	N	P	P	N	P
Serve as Officer, Service Chairperson, or Committee Chairperson	Y	N	N	N	N	N
Serve on Committees	Y	Y	Y	Y	N	Y
Emergency Call Coverage	Y	N	Y, if needed	NA	NA	NA
Participate In / Cooperate with Professional Practice Evaluation and Performance Improvement Processes	Y	N	Y	N	Y	Y
Pay Application Fees and Dues	Y	Y	Y	N	Y	Y

Y = Yes

N = No

P = Partial (with respect to voting, only when appointed to a committee)

NA = Not Applicable