

MEDICAL STAFF ORGANIZATION MANUAL

Article I OFFICERS

1.1 OFFICERS OF THE MEDICAL STAFF

1.1-1 Identification

The officers of the Medical Staff shall be the President of the Medical Staff, Vice President of the Medical Staff, immediate past President of the Medical Staff, and Secretary-Treasurer.

1.1-2 Qualifications

Officers must be members of the Active Medical Staff at the time of their nomination and election, and must remain members in good standing during their term of office. Failure to maintain such status shall create a vacancy in the office involved.

1.1-3 Nominations

- a) The Bylaws/Credentials Committee shall nominate one or more nominees for each office. The nominations of the committee shall be reported to the Medical Staff.
- b) Further nominations may be made for any office by any voting member of the Medical Staff at the annual meeting. Nominations from the floor will be recognized if the nominee is present and consents.

1.1-4 Elections

Voting for contested elections shall be by secret written ballot. Authenticated sealed mail ballots may be counted. Written ballots shall include handwritten signatures on the envelope. A nominee shall be elected upon receiving a majority of the valid votes cast. In the case of a tie, the majority vote of the MEC shall decide the election by secret written ballot at its next meeting or a special meeting for that purpose.

1.1-5 Term of Office

Each officer shall serve a 1 (one) year term, commencing on the first day of the calendar year following the election. In extenuating circumstances, the term may be extended. Each officer shall serve in each office until the end of that officer's term, or until a successor is elected, unless that officer shall sooner resign or be removed from office. At the end of their term, the President of the Medical Staff shall automatically assume the office of immediate past President of the Medical Staff. The Vice President of the Medical Staff shall automatically assume the office of the President of the Medical Staff. The Secretary-Treasurer shall automatically assume the office of the Vice President of the Medical Staff.

1.1-6 Recall of Officers

Any Medical Staff officer may be removed from office for valid cause, including, but not limited to, gross neglect or misfeasance in office, or serious acts of moral turpitude. Recall of a Medical Staff officer may be initiated by the MEC or shall be initiated by a petition signed by at least one-third of the members of the Medical Staff eligible to vote for officers. Recall shall be considered at a special meeting called for that purpose. Recall shall require a two-thirds majority vote of the Medical Staff members eligible to vote for Medical Staff officers who cast votes at the special meeting in person or by mail ballot.

1.1-7 Vacancies in Elected Office

Vacancies in office occur upon the death or disability, resignation, or removal of the officer or such officer's loss of membership in the Medical Staff. Vacancies, other than that of the President of the Medical Staff, shall be filled by appointment by the MEC until the next regular election. If there is a vacancy in the office of the President of the Medical Staff, then the Vice President of the Medical Staff shall serve out that remaining term. If there is a subsequent vacancy in the office of the Vice President of the Medical Staff, the Secretary-Treasurer shall serve out the remaining term. If there is a subsequent vacancy in the office of the Secretary-Treasurer, the Bylaws/Credentials Committee shall nominate one or more nominees for the office. A special election to fill the position shall occur at the next regular Medical Staff meeting.

1.2 DUTIES OF OFFICERS

1.2-1 President of the Medical Staff

The President of the Medical Staff shall serve as the chief officer of the Medical Staff. The duties required of the President of the Medical Staff shall include, but not be limited to:

- a) Enforcing the Medical Staff Bylaws, Rules and Regulations, Org Manual, implementing sanctions where indicated, and promoting compliance with procedural safeguards where corrective action has been requested or initiated.
- b) Calling, presiding at, and being responsible for the agenda of all meetings of the Medical Staff.
- c) Serving as Chair of the MEC and calling, presiding at, and being responsible for the agenda of all meetings thereof.
- d) Serving as an ex officio member of all other staff committees without vote, unless the President of the Medical Staff membership in a particular committee is required by these Bylaws
- e) Interacting with the Administrator in all matters of mutual concern within them hospital;
- f) Appointing committee members for all standing committees other than the MEC and all special Medical Staff, liaison, or multi-disciplinary committees, except where otherwise provided by these Bylaws and, except where otherwise indicated, designating the chairs of these committees;
- g) Annually confirm appointment of two members of the Medical Staff to the Hospital's Utilization Review Committee following the Hospital's successful recruitment of said members and their agreement to serve.
- h) Representing the views, policies, needs and grievances of the Medical Staff to the SAHS Quality Committee at every SAHS Quality Committee meeting.
- i) Being the spokesperson for the Medical Staff in external professional and public relations.
- j) Performing such other functions as may be assigned to the President of the Medical Staff by the Bylaws, the Medical Staff, or by the MEC.
- k) Serving as Medical Staff liaison with the SAHS Quality Committee and administration, as well as outside licensing or accreditation agencies.

1.2-2 Vice President of the Medical Staff

The Vice President of the Medical Staff shall assume all duties and authority of the President of the Medical Staff in the absence of the President of the Medical Staff. The Vice President of the Medical Staff shall be a member of the MEC, shall attend and represent, at the direction of and in the absence of the President of the Medical Staff, the views and policies of the Medical Staff to the SAHS Quality Committee at every meeting and shall perform such other duties as the

President of the Medical Staff may assign or as may be delegated by these Bylaws or by the MEC.

1.2-3 Immediate Past President of the Medical Staff

The immediate past President of the Medical Staff shall be a member of the MEC and shall perform such other duties as may be assigned by the President of the Medical Staff or delegated by these Bylaws or by the MEC.

1.2-4 Secretary-Treasurer

The Secretary-Treasurer shall be a member of the MEC. The duties shall include, but not be limited to:

- a) Maintenance of a roster of members;
- b) Ensuring accurate and complete minutes of all MEC and general Medical Staff meetings are kept;
- c) Calling meetings on the order of the President of the Medical Staff or MEC;
- d) Attending to all appropriate correspondence and notices on behalf of the Medical Staff;
- e) Receiving and safeguarding all funds of the Medical Staff;
- f) Excusing absences from meetings on behalf of the MEC; and
- g) Performing such other duties as ordinarily pertains to the office or as may be assigned from time to time by the President of the Medical Staff or MEC.

1.3 COMPENSATION OF MEDICAL STAFF OFFICERS

Medical Staff officers shall not be compensated for their work spent representing and leading the Medical Staff.

Article II COMMITTEES

2.1 DESIGNATION

Medical Staff committees shall include, but not be limited to, the Medical Staff meeting as a committee of the whole, meetings of standing committees established under this Article, and meetings of special or ad hoc committees created by the MEC (pursuant to this Article). The committees described in this Article shall be the standing committees of the Medical Staff.

Special or ad hoc committees may be created by the MEC to perform specified tasks. Unless otherwise specified, the chair and members of all committees shall be appointed by and may be removed by the President of the Medical Staff, subject to consultation with and approval by the MEC. Medical Staff committees shall be responsible to the MEC.

2.2 NON-DEPARTMENTALIZED RESPONSIBILITIES

2.2-1 General Responsibilities

The Medical Staff shall be non-departmentalized. In matters of Medical Staff decisions, the active Medical Staff as a whole shall perform the following functions:

- a) Receiving and acting upon the reports and recommendations from Medical Staff committees concerning performance improvement, evaluation, and monitoring functions.
- b) Approve the activities and policies presented by Medical Staff members and committees.
- c) Monitor and evaluate care provided in and approve clinical policy for special care areas, such as the intensive/coronary care unit and patient care support services, such as

Respiratory Therapy, Physical Therapy, Anesthesia, the Emergency Department, and Laboratory and Radiology services.

- d) Monitor and evaluate the organization of the quality assessment and improvement activities of the Medical Staff as well as the mechanism used to conduct, evaluate, and revise such activities.
- e) Review the completeness, timeliness, and clinical pertinence of patient medical and related records.
- f) Plan for response to fire and other disasters, for Facility growth and development, and for the provision of services required to meet the needs of the community.
- g) Coordinate the care provided by practitioners with the care provided by Nursing Services and with the activities of other Facility patient care and administrative services
- h) Direct Medical Staff organizational activities, including Medical Staff Bylaws review and revision, Medical Staff officer nominations, liaison with the SAHS Quality Committee and Administration, and review and maintenance of Facility accreditation.

2.2-2 Medical Advisors

- a) To assist the Medical Staff in the above duties, Medical Advisors may be appointed as needed. An advisor shall be a member of the Active Medical Staff and shall be qualified by training, experience, and demonstrated ability in the appropriate service areas covered. The Medical Advisors may be appointed each year by the President of the Medical Staff if needed.
- b) A Medical Advisor would provide input, represent the Medical Staff, and participate on a continuous basis in advising hospital management regarding the operation of the assigned service area.

2.3 GENERAL PROVISIONS

2.3-1 Terms of Committee Members

Unless otherwise specified, committee members shall be appointed for a term of 1 (one) year and shall serve until the end of this period or until the member's successor is appointed, unless the member shall sooner resign or be removed from the committee.

2.3-2 Removal

If a member of a committee ceases to be a member in good standing of the Medical Staff, or loses employment or a contract relationship with the hospital, suffers a loss or significant limitation of practice privileges, or if any other good cause exists, that member may be removed by the MEC.

2.3-3 Vacancies

Unless otherwise specified, vacancies on any committee shall be filled in the same manner in which an original appointment to such committee is made; provided however, that if an individual who obtains membership by virtue of these Bylaws is removed for cause, a successor may be selected by the President of the Medical Staff.

2.4 STANDING COMMITTEES

Standing committees shall include the MEC, Bylaws/Credentials Committee, Medical Staff Quality Improvement Committee, and Provider Health Committee.

2.5 MEDICAL EXECUTIVE COMMITTEE (MEC)

2.5-1 Compositions

The MEC shall consist of four officers of the Medical Staff. The President of the Medical Staff shall be the committee chair.

2.5-2 Removal

A MEC member can be removed from the committee only if the Medical Staff acts to remove that member from the position held as an officer in the same manner as provided in Section 10.1-6 for the recall of officers.

2.5-3 Duties

The duties of the MEC, as delegated by the Medical Staff, are:

- a) Representing and acting on behalf of the Medical Staff in the intervals between Medical Staff meetings within the scope of its responsibilities as defined by the Medical Staff and subject to such limitations as may be imposed by the Bylaws.
- b) Coordinating and implementing the professional and organizational activities and policies of the Medical Staff.
- c) Receiving and acting upon reports and recommendations from the Medical Staff committees.
- d) Recommending actions to the Administrator and SAHS Quality Committee on matters of medical administrative nature.
- e) Developing and adopting appropriate policies to enable privilege holders to maintain the level of practice required under, and to implement more specifically, these Bylaws.
- f) Establishing appropriate criteria for cross-specialty privileges in accordance with Section 6.2-3.
- g) Making recommendations directly to the SAHS Quality Committee based on Medical Staff organization concerns about the Medical Staff organization's structure, the process used to review credentials and delineate privileges and the delineation of privileges for each practitioner privileges through the Medical Staff process.
- h) Evaluating the medical care rendered to patients in the hospital.
- i) Participating in the development of all hospital policy, practice, and planning.
- j) Reviewing the qualifications, credentials, performance and professional competence, and character of applicants and staff members, and making recommendations to the SAHS Quality Committee regarding staff membership and renewals of membership, clinical privileges, and corrective action.
- k) Taking reasonable steps to promote ethical conduct and competent clinical performance on the part of all members including the initiation of and participating in Medical Staff corrective or review measures when warranted.
- l) Taking reasonable steps to develop continuing education activities and programs for the Medical Staff.
- m) Designating, appointing, and terminating such special or ad hoc committees as may be appropriate or necessary to assist in carrying out the duties and responsibilities of the Medical Staff.
- n) Reporting to the Medical Staff at each regular Medical Staff meeting.
- o) Assisting in the obtaining and maintenance of accreditation;
- p) Developing and maintenance of methods for the protection and care of patients and others in the event of internal or external disaster;
- q) Reviewing the quality and appropriateness of services provided by contract physicians;
- r) Reviewing and approving the designation of the hospital's authorized representative for National Practitioner Data Bank purposes;
- s) Establishing a mechanism for dispute resolution between Medical Staff members (including limited license practitioners) involving the care of a patient;

t) Affirmatively implementing, enforcing and safeguarding the self-governance rights of the Medical Staff to the fullest extent permitted by law, such rights of the Medical Staff including, but not limited to the following:

- 1) Initiating, developing and adopting Medical Staff Bylaws, Rules and Regulations, and amendments thereto, subject to the approval of the SAHS Quality Committee, which approval shall not be reasonably withheld.
- 2) Selecting and removing Medical Staff officers.
- 3) Assessing Medical Staff dues and utilizing the Medical Staff dues as appropriate for the purposes of the Medical Staff.
- 4) The ability to retain and be represented by independent legal counsel at the expense of the Medical Staff.
- 5) Establishing in Medical Staff Bylaws, Rules and Regulations, clinical criteria and standards to oversee and manage quality assurance, utilization review and other Medical Staff activities including, but not limited to, periodic meetings of the Medical Staff and its committees, and review and analysis of patient medical records.
- 6) Taking such action as appropriate to enforce Section 14.7 of the Baker City Medical Staff Bylaws regarding the prohibition against retaliation directed towards a member.

u) Taking such other steps as appropriate to meet and confer in good faith to resolve disputes with the SAHS Quality Committee, or any other person or entity, regarding any self-governance rights of the Medical Staff.

v) After having met and conferred in good faith to remedy any dispute under the subsection(s) of this section, exercising its discretion as appropriate to resolve the dispute, up to and including resort to resolution of the matter in the courts as permitted by law.

w) Fulfilling such other duties as the Medical Staff has delegated to the MEC in the Medical Staff Bylaws.

By action of 2/3s (two-thirds) of the Medical Staff members present and entitled to vote, the Medical Staff may, at a regular or special meeting at which a quorum is achieved, remove and reassign a duty or duties delegated to the MEC for a stated period of time, for a reason identified and supported by the meeting.

11.5-4 Meetings

The MEC shall meet as often as necessary, but at least once every other month and shall maintain a record of its proceedings and actions. The Administrator or designee and the CNO shall be invited to attend all meetings in a non-voting capacity.

2.6 BYLAWS/CREDENTIALS COMMITTEE

2.6-1 Composition

The Bylaws/Credentials Committee shall consist of not less than 3 (three) members of the Active Medical Staff selected on a basis that will ensure, insofar as feasible, representation of major clinical specialties. The Chair will be selected based on experience.

2.6-2 Duties

The Bylaws/Credentials Committee shall:

- a) Conduct a review at least every 3 (three) years of the Medical Staff Bylaws, as well as the Rules and Regulations, Org Manual and Policies promulgated by the Medical Staff and recommend to the MEC suggestions for the modification of these items.

- b) Develop and submit recommendations to the MEC for changes in the Medical Staff Bylaws and Rules and Regulations as necessary to reflect or improve current Medical Staff practice.
- c) Review and evaluate the qualifications of each practitioner applying for initial membership, renewal of membership, or modification of clinical privileges.
- d) Submit required reports and information on the qualifications of each practitioner applying for membership or particular clinical privileges including recommendations with respect to membership, membership category, clinical privileges, and special conditions;
- e) Investigate, review and report on matters referred by the President of the Medical Staff or the MEC regarding the qualifications, conduct, professional character or competence of any applicant or Medical Staff member;
- f) Submit periodic reports to the MEC on its activities and the status of pending applications; and
- g) Annually nominate candidates for Medical Staff offices.

2.6-3 Meetings

The Bylaws/Credentials Committee shall meet as often as necessary at the call of its chair. The committee shall maintain a record of its proceedings and actions and shall report to the MEC and the Medical Staff. The Administrator and the Medical Staff Coordinator or designee shall be ex-officio members of the committee in a non-voting capacity.

2.7 PHARMACY AND THERAPEUTICS COMMITTEE

(Is in transition to a SAHS system Committee)

2.7-1 Composition

The Pharmacy and Therapeutics Committee shall consist of one member of the Active Medical Staff who shall be appointed on a rotating basis by the President of the Medical Staff and who shall serve as chair: one member from Administration, one member from Nursing Services, the Director of Quality and Risk and a representative from Pharmacy.

2.7-2 Duties

The duties of the Pharmacy and Therapeutics Committee shall include:

- a) Assisting in the formulation of professional practices and policies regarding the continuing evaluation, appraisal, selection, procurement, storage, distribution, use, safety procedures, and all other matters relating to drugs in the hospital, including antibiotic usage;
- b) Advising the Medical Staff and the Pharmacist in charge on matters pertaining to the choice of available drugs;
- c) Making recommendations concerning drugs to be stocked at the nursing unit and by other services;
- d) Periodically developing and reviewing a formulary or drug list for use in the hospital;
- e) Evaluating clinical data concerning new drugs or preparations requested for use in the hospital;
- f) Establishing standards concerning the use and control of investigational drugs and of research in the use of recognized drugs;
- g) Maintaining a record of all activities relating to Pharmacy and Therapeutics functions and submitting periodic reports and recommendations to the MEC concerning those activities;
- h) Developing proposed policies and procedures for, and continuously evaluating appropriateness of blood and blood products usage, including the screening, distribution,

handling and administration, and monitoring of blood and blood components effects on patients; and

i) Reviewing untoward drug reactions.

2.7-3 Meetings

The committee shall meet as often as necessary at the call of the chair. It shall maintain a record of its proceedings and shall report its activities and recommendations to the MEC as needed.

2.8 MEDICAL STAFF QUALITY IMPROVEMENT COMMITTEE

2.8-1 Composition.

The Medical Staff Quality Improvement Committee (MSQI) shall consist of four members with one from Administration, appointed by the President of the Medical Staff and one representative from administration. Unless otherwise specified, committee members shall be appointed for a term of (two) years and shall serve until the end of this period or until the member's successor is appointed, unless the member shall sooner resign or be removed from the committee.

2.8-2 Duties.

The MSQI Committee shall perform the following duties:

a) Recommend for approval of the MEC plans for maintaining quality patient care within the hospital. These may include mechanisms to:

- 1) Establish systems to identify potential problems in patient care;
- 2) Set priorities for action on problem correction;
- 3) Refer priority problems for assessment and corrective action to appropriate committees;
- 4) Monitor the results of quality assessment and improvement activities throughout the hospital; and
- 5) Coordinate quality assessment and improvement activities.

b) Conduct utilization review studies designed to evaluate all medical care provided in the facility, including the appropriateness of admissions to the hospital, lengths of stay, discharge practices, use of medical and hospital services and related factors which may contribute to the effective utilization of services. The committee shall communicate the results of its studies and other pertinent data to the MEC and shall make recommendations for the utilization of resources and facilities commensurate with quality patient care and safety;

c) Establish a utilization review plan which shall be approved by the MEC and the Medical Staff.

d) Obtain, review, and evaluate information and raw statistical data obtained or generated by the hospital's case management system; and

e) Submit regular confidential reports to the MEC on the quality of medical care provided and on quality assessment and improvement activities conducted.

f) Be responsible for assuring that all medical records meet the highest standards of patient care usefulness and historical validity, and describe the condition and progress of the patient, the therapy provided, the results thereof, and identification of responsibility for all actions taken, and that they are sufficiently complete at all times so as to meet the criterion of medical comprehension of the case in the event of transfer of physician responsibility for patient care.

2.8-3 Meetings

The Committee shall meet as often as necessary at the call of its Chair. It shall maintain a record of its proceedings and report its activities and recommendations to the MEC, the Medical Staff,

and the SAHS Quality Committee on a regular basis. Reports to the SAHS Quality Committee shall not include peer evaluations related to individual members.

2.9 PROVIDERS HEALTH COMMITTEE

2.9-1 Composition

The Provider's Health Committee shall consist of members of the Active Medical Staff who shall be appointed by the President of the Medical Staff. The Committee will vote to appoint the chair. One member of Administration shall be an ex-officio member. Insofar as possible, the members of this committee shall not serve as active participants on other peer review or quality improvement committees while serving on this committee.

2.9-2 Duties

The Provider's Health Committee may receive reports related to the health, wellbeing, or impairment of Medical Staff members and, as it deems appropriate, may investigate such reports. With respect to matters involving individual Medical Staff members, the committee may, on a voluntary basis, provide such advice, counseling, or referrals as may seem appropriate. Such activities shall be confidential; however, in the event information received by the committee clearly demonstrates that the health or known impairment of a Medical Staff member poses an unreasonable risk of harm to hospitalized patients, that information may be referred for corrective action. The committee shall also consider general matters related to the health and well-being of the Medical Staff and, with the approval of the MEC, develop educational programs or related activities.

2.9-3 Meetings

The Committee shall meet at least quarterly. It shall maintain only such record of its proceedings as it deems advisable but shall report on its activities on a routine basis to the MEC.

2.9-4 Peer to Peer Support

Saint Alphonsus recognizes that peer to peer support for Medical Staff Members who have been involved in an unexpected adverse event or other significant patient care matter ("event") is an important and desirable element of an effective peer review process ("Peer to Peer Support"). Peer to Peer Support at Saint Alphonsus is confidential and protected under Idaho Code Section 39-1392 et seq. and Oregon Rev. Statutes 41.675.7. Peer to Peer support involves providing support to impacted Medical Staff Members in the form of listening, mentoring, informal, non-clinical counsel, and potential referral to other support services to help the Medical Staff Member on a personal level in follow up to an event. Medical Staff Members may be referred to the Medical Director of the Peer to Peer Support Program or the Physician Health Committee. The Medical Director of the Peer to Peer Support Program will then triage and refer appropriate matters to a Peer to Peer supporter, who may offer support to the identified Medical Staff Member. Peer to Peer Support is intended to provide personal support to Medical Staff members as part of the peer review process, but is separate from, and not intended to supplant, the evaluation of events and data by the Medical Staff and Saint Alphonsus to determine whether opportunities for improvement exist or whether other follow up under the Medical Staff Bylaws is necessary.

Article III MEETINGS

3.1 MEETINGS

3.1-1 Annual Meeting

There shall be an annual meeting of the Medical Staff. Officers for the coming year shall be elected at this meeting.

3.1-2 Regular Meetings

Regular meetings shall be held at least quarterly, except that the annual meeting shall constitute the regular meeting during the quarter in which it occurs. The date, place and time of the meetings shall be determined by the MEC, and adequate notice shall be given to the members.

3.1-3 Agenda

The order of business at a meeting of the Medical Staff shall be determined by the President of the Medical Staff and the MEC. The agenda shall include, as feasible:

- a) Reading and acceptance of the minutes of the last regular meeting and all special meetings held since the last regular meeting;
- b) Reading of communications, if any;
- c) Administrative reports from the President of the Medical Staff, committees and administrator;
- d) Election of officers when required by these Bylaws;
- e) Reports by responsible officers and committees on the overall results of patient care audits and other quality review, evaluation, and monitoring activities of the Medical Staff and on the fulfillment of other required Medical Staff functions;
- f) Old business;
- g) New business; and
- h) Discussion and recommendations for improvement of the professional work in the hospital.

3.1-4 Special Meetings

Special meetings of the Medical Staff may be called at any time by the President of the Medical Staff, the MEC, or upon the written request of 5 (five) members of the Active Medical Staff. The person(s) calling or requesting the special meeting shall state the purpose of such meeting in writing. No business shall be transacted at any special meeting except that stated in the notice calling the meeting.

3.1-5 Electronic Meetings

The Medical Staff and any Medical Staff Committee may hold meetings by means of a conference telephone or similar electronic equipment method by means of which all persons participating in the meeting can hear each other. Participation by a member in a meeting by such means shall constitute presence in person at the meeting and shall carry all rights and privileges as those members attending in person.

3.2 COMMITTEE MEETINGS

3.2-1 Regular Meetings

Except as otherwise specified in these Bylaws, the Chairs of Committees may establish the times for the holding of regular meetings. The chairs shall make every reasonable effort to ensure the meeting dates are disseminated to the members with adequate notice.

3.2-2 Special Meetings

A special meeting of any Medical Staff committee may be called by the Chair thereof, the MEC or the President of the Medical Staff and by written request of at least 2 (two) of the current members eligible to vote.

3.3 QUORUM

3.3-1 Staff Meetings

The presence of 51 (fifty-one) percent of the total members of the Active Medical Staff at any regular or special meeting in person or through written ballot shall constitute a quorum for the purpose of amending these Medical Staff Bylaws or the Rules and Regulations or for the election or removal of Medical Staff officers. The presence of 7 (seven) members shall constitute a quorum for all other activities.

3.3-2 MEC and Bylaws/Credentials Committee Meetings

A quorum of no less than 2 members shall be required for MEC and Bylaws/Credentials committee meetings and voting.

3.4 VOTING AND MANNER OF ACTION

3.4-1 Voting

Unless otherwise specified in the Bylaws, only members of the Medical Staff may vote in Medical Staff elections, and at Medical Staff meetings. All duly appointed members of Medical Staff committees are entitled to vote on committee matters, except as may otherwise be specified in these Bylaws.

3.4-2 Manner of Action

Except as otherwise specified the action of a majority of the members present and voting at a meeting at which a quorum is present shall be the action of the group. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of members, if any action taken is approved by at least a majority of the required quorum for such meeting, or such greater number as may be specifically required by these Bylaws. Committee action may be conducted by telephone conference or other electronic communication which shall be deemed to constitute a meeting for the matters discussed in that telephone or virtual conference. Valid action may be taken without a meeting by a committee if it is acknowledged by a writing setting forth the action so taken which is signed by at least 2/3s (two-thirds) of the members entitled to vote.

3.5 MINUTES

Except as otherwise specified herein, minutes of meetings shall be prepared and retained. They shall include, at a minimum, a record of attendance of members and the vote taken on significant matters. A copy of the minutes shall be signed by the presiding officer of the meeting and forwarded to the MEC.

3.6 ATTENDANCE REQUIREMENTS

Members of the Active and Provisional Medical Staff shall make all reasonable efforts to attend the regular meetings of the Medical Staff and committee meetings to which they are assigned. A member who is unable to attend should provide a prompt explanation of his/her absence to the President of the Medical Staff. Attendance via web conferencing, email or electronic means shall be accepted.

3.6-1 Special Attendance

At the discretion of the chair or presiding officer, when a member's practice or conduct is scheduled for discussion at a regular committee meeting, the member may be requested to attend. If a suspected deviation from standard clinical practice is involved, the notice shall be given at least 7 (seven) days prior to the meeting and shall include the time and place of the meeting and a general indication of the issue involved. Failure of a member to appear at any meeting, to which

notice was given, unless excused by the MEC upon a showing of good cause, may be a basis for corrective action.

3.7 CONDUCT OF MEETINGS

Unless otherwise specified, meetings shall be conducted according to Robert's Rules of Order; however, technical or non-substantive departures from such rules shall not invalidate action taken at such a meeting.

Adopted at the regular meeting of the Medical Staff on: 9/12/2022

Adopted at the regular meeting of the Governing Body on:

Chair, Governing Body: _____ 1/25/2021 _____

CHB approval no longer needed as of 1/25//2021