

PACHS PALO ALTO COUNTY
HEALTH SYSTEM

An Affiliate of **MiMERCYONE**SM

More Than Healthcare... It's Lifecare

Medical Staff BYLAWS
December 2020

**BYLAWS
MEDICAL STAFF OF PALO ALTO COUNTY HEALTH SYSTEM**

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ARTICLE I
PREAMBLE

Palo Alto County Health System is a County hospital authorized pursuant to Iowa Code Chapter 347 and is a non-profit corporation qualified to do business in the State of Iowa. Its purpose is to serve as a critical access hospital providing patient care services and promoting the health of patients living in the surrounding area.

It is recognized that the Medical Staff is responsible for the quality of medical care in the Health System and must accept and discharge this responsibility, subject to the ultimate authority of the Health System's governing body "Board", and that the cooperative efforts of the Medical Staff, the Chief Executive Officer (Administrator), and the Board are necessary to fulfill the Health System's obligation to its patients.

Therefore, the physicians and approved categories of allied health professionals practicing in the Health System hereby organize themselves into a Medical Staff, in conformity with these Bylaws.

ARTICLE II **DEFINITIONS**

1. "Medical Staff", "Member" or "Staff" means the formal organization of all licensed practitioners who are privileged to attend patients in the health system, organized and operating pursuant to these Bylaws.
2. "Board" refers to the Board of Trustees of the Health System. The Board is the group responsible for conducting the ordinary business affairs of the Health System, which, for the purposes of these Bylaws, and, except as the context otherwise requires, shall be deemed to act through the authorized actions of the Chief Executive Officer of the Health System.
3. "Chief Executive Officer" (CEO / Administrator) is defined as the individual appointed by the Board to act on its behalf in the overall management of the Health System. The term "Chief Executive Officer" includes a duly appointed Acting Administrator serving when the Chief Executive Officer is away from the Health System. The Medical Staff may rely upon all actions of the Chief Executive Officer as being the actions of the Board taken pursuant to a proper delegation of authority from the Board.
4. "Allied Health Professional" is defined as an individual, who is trained in some aspect of the evaluation or treatment of human illness and who is allowed, after recommendation by the Medical Staff and the Chief Executive Officer, and after approval by the Board to perform specified services to patients at the Health System performing those duties that are within the scope of their academic and clinical education, licensure, certification, or other legal credential, and proficiency.
5. "Physician" means an individual with a MD or DO degree who is licensed to practice medicine in the state of Iowa.
6. "Practitioner" shall mean a physician or other licensed, independent healthcare professional, who holds or is eligible to be considered for clinical privileges under these Bylaws.

7. “Immediate Family Member” shall mean the Practitioner’s spouse or domestic partner, the Practitioner’s natural or adopted children or stepchildren, or anyone else living with the Practitioner.

8. “Extended Family Member” shall mean the Practitioner or Practitioner’s spouse or domestic partner’s: parents, stepparents or grandparents; any child’s spouse, domestic partner, or children; the siblings of the Practitioner or Practitioner’s spouse or domestic partner and sibling’s spouse or domestic partner.

Other definitions that apply to terms used in these Bylaws may be provided elsewhere in these Bylaws.

ARTICLE III **PURPOSE**

The purpose of these Bylaws is to bring the Members who practice at the Health System together into a cohesive body, the Medical Staff, to promote good patient care. To this end, among other activities, the Medical Staff will assist in screening applicants for staff membership, review privileges of members, evaluate and assist in improving the work done by the staff, provide education, and offer advice to the Chief Executive Officer and Board.

ARTICLE IV **MEMBERSHIP**

Appointment to the Medical Staff of the Health System is a privilege that shall be extended only to competent practitioners who continuously meet the qualifications, standards, and requirements set forth in these Bylaws. Appointment to the Medical Staff shall confer on the practitioner only those clinical privileges that are specifically granted by the Board.

PART TWO **MEDICAL STAFF CATEGORIES, PRIVILEGES, AND APPONTMENT**

ARTICLE V **MEDICAL STAFF CATEGORIES**

Membership on the Medical Staff, including assignment to a staff category, is granted by the Board to qualified practitioners following recommendation of the Medical Staff. Each member of the Medical Staff shall be assigned to one of the following categories:

SECTION 1. ACTIVE STAFF. The Active Staff consists of practitioners who regularly admit and attend patients at the Health System, and who is authorized by law and by this Health System and its Medical Staff to assume and discharge the responsibilities attendant to Active Staff membership. The Active Staff shall be primarily responsible for supervising and achieving the purposes of the Medical Staff, and, when appropriate, emergency care assignments. Active Staff shall have the right to attend Medical Staff meetings, vote, and hold office.

SECTION 2. CONSULTING STAFF. The Consulting Staff consists of all other practitioners on the Medical Staff who serve on a consultative basis. Consulting Staff shall have the right to attend Medical Staff meetings, but are not permitted to vote or hold office. Consulting staff may admit

patients according to their privileges.

SECTION 3. ALLIED HEALTH STAFF. The Allied Health Staff consists of all Allied Health Professionals who meet all of the criteria for clinical privileges under Article VI. ARNP's and PA's shall have the right to attend Medical Staff meetings, vote, and hold the office of Secretary / Treasurer.

SECTION 4. HONORARY STAFF. The Honorary Staff consists of practitioners who are retired from active practice at the Health System and/or who are honored by emeritus positions. Honorary Staff members are not eligible for privileges to admit or treat patients in the Health System. Honorary Staff shall have the right to attend Medical Staff meetings, but are not permitted to vote on issues before the Medical Staff or hold office.

SECTION 5. ORDER ONLY STAFF. Order Only consists of practitioners who only use the health system to order diagnostic tests and procedures. As such, practitioners who qualify for Order Only Staff will not be required to go through the credentialing process and will not be considered a member of the Medical Staff, and will have no hearing or procedural rights under these Bylaws. However, such practitioners must provide his/her full name and address in order that his/her license can be verified, and he/she must provide information on where to send the test results.

ARTICLE VI **BASIC QUALIFICATIONS AND RESPONSIBILITIES OF MEMBERSHIP**

Qualifications to be considered include character, competence, training, experience, and judgment. Members shall:

- a. Provide his or her patients with health care at a generally recognized professional level of quality and efficiency.
- b. Maintain in full force and effect valid insurance coverage of personal professional liability, through an insurer licensed or approved to do business in Iowa, in an amount not less than \$1,000,000 per occurrence and \$3,000,000 in the aggregate.
- c. Be currently licensed by the State of Iowa to practice his or her profession and to exercise the privileges held or applied for; and be currently registered by the D.E.A. and the State of Iowa (if applicable)
- d. Retain responsibility, within his or her area of professional competence, for the continuous care and supervision of each patient in the Health System for whom he or she is providing medical services, or arrange for a suitable alternate to assure continuous care and supervision.
- e. Abide by the Medical Staff Bylaws and Rules and Regulations and by all other lawful standards, policies, and rules of the Health System.
- f. Fulfill all Medical Staff, committee, and Health System functions, including peer review, patient care, audit, utilization review, and compliance functions, for which they are responsible.
- g. Serve on on-call rosters if Board or Chief Executive Officer determines such action is necessary to meet the needs of the Health System and the community it serves.
- h. Prepare and complete medical records for all patients he or she admits or in any way provides care for in the Health System as required by Health System policies and/or the Rules and Regulations of the Medical Staff.
- i. Abide by the lawful, ethical medical principles of his or her profession. Immediately discloses to the Chief Executive Officer any notice of proposed or actual exclusion

from any healthcare program, or any pending investigation of the Member by any healthcare program funded in whole or part by the federal government, or by any law enforcement agency.

- j. Each member must immediately upon notice of any criminal charges related to health care, pending resolution of such charges, be removed from direct responsibility for or involvement in any federal health care program.
- k. Present educational programs when requested, according to mutually agreed upon schedules.
- l. Conduct professional affairs at the Health System in a courteous and professional manner and maintain satisfactory working relationships with professional colleagues and the Health System with its professional staff.
- m. Will not prescribe controlled substances for himself/ herself or immediate or extended family members.
- n. Will not order diagnostic tests or procedures or treat himself / herself or members of their immediate family except in an emergency setting when no other qualified Medical Staff member is available.

NON-COMPLIANCE WITH THIS SECTION MAY BE GROUNDS FOR SUSPENSION OR TERMINATION OF PRIVILEGES. When the Medical Staff deems it appropriate, however, the Medical Staff will first take informal actions to try to resolve any non-compliance with this Section or any other provision of the Bylaws prior to initiating adverse actions, such as suspension or termination of privileges. Notwithstanding the forgoing, the Medical Staff is not required to take such informal action and may proceed directly with any actions that it deems appropriate in the situation, including suspension or termination of privileges.

The foregoing qualifications shall not be deemed exclusive if other qualifications and conditions are also relevant to considering an application or granting or exercising privileges in the Health System. No member or applicant will be denied privileges on the basis of the individual's age, ethnicity, religion, culture, sexual orientation, gender identity or expression, or on the basis of any other criterion, including disability, which is unrelated to the delivery of quality patient care in the Health System or to the fulfillment of the legitimate purposes of the Health System and the Medical Staff. In considering an application for privileges, the Medical Staff and Board may consider such matters as the ability of the Health System to provide adequate facilities in support of services for the applicant and his or her patients; the legitimate need of the practitioner for clinical privileges at the Health System; the needs of the Health System for additional staff members with the applicant's licensure, skill and training; and the long-range plans of the Health System with respect to the emphasis or de-emphasis of particular specialties and the opening, closing, or purchase of specific services, resources, and capacity. No professional may be entitled to membership on the Medical Staff or to exercise a particular clinical privilege in the Health System merely by virtue of licensure to practice in this or any other state, or dependent solely upon certification, fellowship or membership in a specialty body or society.

The Board may, after considering the recommendations of the Medical Staff and any appropriate department chairs, waive any of the requirements for Medical Staff membership and clinical privileges established under these Bylaws or the Rules and Regulations of the Medical Staff for good cause if the Board determines that such waiver is necessary to meet the needs of the Health System and the community it serves. The refusal of the Board to waive any requirement shall not entitle any Practitioner to a hearing or procedural rights under these Bylaws.

ARTICLE VII CLINICAL PRIVILEGES

SECTION 1. ADMITTING PRIVILEGES. Admitting privileges authorize the practitioner to independently initiate an admission of a patient to the Health System, subject to the Health System's admitting standards and procedures. In order to be eligible for admitting privileges, the practitioner must:

- a. Be a member in good standing;
- b. When on emergency call, be in sufficient proximity to the Health System to be able to respond in a time frame which is appropriate to the situation or if unable to respond, assure that another Medical Staff member so responds, but in no event shall the response time be more than thirty (30) minutes from the time the practitioner received the request by the emergency department.
- c. Meet any other conditions that are adopted by the Medical Staff and approved by the Board.

SECTION 2. TEMPORARY PRIVILEGES. Temporary privileges as defined, limited, and conditioned below may be granted to individuals who would be eligible for consideration for regular privileges under the terms of these Bylaws, in the following circumstances:

- a. Temporary privileges may be granted to an applicant for regular privileges whose application is completed and pending review, with the concurrence of both the Chief Executive Officer and the Chief of Staff, based on information then available which, in their discretion, indicates that the applicant is licensed in good standing, insured, and appears to be well-qualified for the specific temporary privileges granted. Such temporary privileges shall terminate, if not sooner, if and when the Active Staff recommends that the application for regular privileges be denied; and may be limited or withdrawn at any time by agreement of the Chief Executive Officer and the Chief of Staff.
- b. Temporary privileges may be granted to accommodate a locum tenens coverage arrangement for an individual with regular privileges, but no individual shall hold locum tenens temporary privileges for more than one hundred twenty (120) total days in any calendar year. Practitioners who anticipate providing locum tenens coverage of more than 120 days must apply for regular staff privileges.
- c. Temporary privileges may be granted on a case specific basis to permit a practitioner to follow a specific patient. This type of temporary privileges will usually only be considered for a practitioner who otherwise is expected to have no substantial ongoing contact with the Health System, and who demonstrates to the satisfaction of the Chief Executive Officer and the Chief of Staff that he or she is licensed, insured and qualified for the case in question.

SECTION 3. EMERGENCY PRIVILEGES. Emergency is defined as a condition in which serious or permanent harm would result to a patient or in which the life of a patient is in immediate danger and any delay in administering treatment would add to that danger. In case of an emergency, any practitioner, to the degree permitted by his/her license and regardless of Medical Staff status, or clinical privileges, shall be permitted to do, and shall be assisted by Health System personnel in doing everything possible to save a patient from such danger. When an emergency situation no longer exists, such practitioner must request the privileges necessary to continue to treat the patient.

SECTION 4. TELEMEDICINE PRIVILEGES. The Health System shall determine which patient care, treatment and services may be provided by practitioners through an electronic communication

link. The clinical services offered must be consistent with commonly accepted quality standards. Practitioners providing care, treatment and services to patients via telemedicine link are subject to Health System's credentialing and privileging process and must apply for, and be granted, privileges to provide telemedicine services to Health System patients. If the Health System has arranged for telemedicine services to be provided by a distant-site health system or telemedicine entity, upon the Board's approval Health System may rely on the credentialing and privileging decisions of the distant-site health system or telemedicine entity with respect to a telemedicine practitioner if Health System has a written agreement with the distant-site Health System or telemedicine entity which requires it to

- (a) Determine in accordance with Iowa law which categories of practitioners are eligible candidates for privileges or membership on its medical staff;
- (b) Appoint members and grant medical staff privileges after considering the recommendations of the existing members of its medical staff;
- (c) Assure that its medical staff has bylaws;
- (d) Approve its medical staff bylaws and other medical staff rules and regulations;
- (e) Ensure that the medical staff is accountable to the governing body for the quality of care provided to patients;
- (f) Ensure its criteria for granting medical staff privileges includes the individual's character, competence, training, experience and judgment;
- (g) Ensure that under no circumstances is medical staff membership or privileges dependent solely upon certification, fellowship, or membership in a specialty body or society;
- (h) Participate in the Medicare and Medicaid programs as well as any other governmental health care programs the Health System participates in; and
- (i) Ensure all physicians or practitioners providing telemedicine services are appropriately licensed. Health System's reliance on the credentialing and privileging decisions of the distant-site health system or telemedicine entity will be appropriately documented in the practitioner's medical staff file. Distant Site Telemedicine Practitioners are considered Consulting Staff.

SECTION 5. CONDITIONS AND DURATION OF APPOINTMENT.

- a. Initial appointments and reappointments to the Medical Staff shall be made by the Board. The Board shall act on appointments and reappointments only after there has been a recommendation from the Medical Staff and the Chief Executive Officer.
- b. Appointments to the staff will be for no more than twenty-four (24) calendar months. Initial appointments will be for a variable period up to twenty-four (24) months.
- c. Appointment to the Medical Staff shall confer on the appointee only such clinical privileges as have been granted by the Board.

SECTION 6. PROCEDURES NOT PERMITTED TO BE PERFORMED. The Board at any time after considering the recommendation of the Medical Staff direct the specific procedures or clinical practices not be performed at the Health System if the Board determines such practices or procedures are not medically acceptable, cannot be properly performed at the Hospital, are inconsistent with the mission, operations or principles of the Hospital, or for any reason determines that the procedures or services should not be performed in the Hospital. No such decision shall give rise to hearing or other procedural rights under these Bylaws.

ARTICLE VIII
MEDICAL STAFF CREDENTIALING

CREDENTIALING SERVICES

- a. Credentialing services are provided by MercyOne- North Iowa
- b. Health System responsibilities include: Notification to Mercy of Licensed Independent Practitioners (LIP's) who provide patient care at Health System. Medical Staff LIP's include MD, DO.. Allied Health Professionals include Licensed Social Worker, CRNA, ARNP, PA.
- c. Mercy responsibilities include:
 1. Obtain, verify and assess the qualifications, including education, skills, and experience, licensure, certification, liability insurance coverage, liability exposures, of LIP's and Allied Health Professionals who provide patient care at Health System to assure compliance with all regulatory and local standards.
 2. Provide copies of verified information to Health System.

PART THREE
OFFICERS, COMMITTEES, AND MEETINGS

ARTICLE IX
OFFICERS

SECTION 1. OFFICERS OF THE MEDICAL STAFF. The officers of the medical staff shall be:

- a. President / Chief of Staff (MD or DO required)
- b. Vice President / Vice Chief of Staff (MD or DO required)
- c. Secretary/Treasurer

SECTION 2. QUALIFICATIONS OF OFFICERS. Officers must be a member of the Active Medical Staff at the time of nomination and election and must remain members in good standing during their term of office. Failure to maintain such status shall immediately create a vacancy in the office involved.

SECTION 3. ELECTION OF OFFICERS.

- a. Officers shall be elected at the annual meeting of the Medical Staff. Only members of the Active Medical Staff shall be eligible to vote.
- b. The slate of officers shall be presented by the current Chief of Staff for consideration.
- c. Nominations may also be made from the floor at the time of the annual meeting.
- d. Election shall be by voice vote at the annual meeting of the Medical Staff.

SECTION 4. DUTIES OF OFFICERS.

- a. **Chief of Staff** the Chief of Staff shall serve as the chief administrative officer of the Medical Staff. The Chief of Staff shall aid in coordinating the activities and concerns of the Health System administration and of the nursing and other patient care services with those of the Medical Staff; represent the Medical Staff before the Board in its accountability for the quality and efficiency of clinical services and

performance within the Health System, and for the effectiveness of the functions delegated to the Medical Staff; unless otherwise provided, appoint the Medical Staff representatives to Medical Staff and Health System committees; communicate and represent the opinions, policies, concerns, needs and grievances of the Medical Staff to the Board, the Chief Executive Officer, and other officials of the Health System; be responsible for the enforcement of Medical Staff Bylaws, rules and regulations; call, preside at, and be responsible for the agenda for all meetings of the Medical Staff; and serve in any other capacity designated for the Chief of Staff in the Health System's Bylaws. The term Medical Staff President, if used, shall mean the Chief of Staff.

- b. Vice Chief of Staff. The Vice Chief of Staff shall, in the absence of the Chief of Staff, assume all of the duties and have the authority of the Chief of Staff. The Vice Chief of Staff shall perform such additional duties as may be assigned by the Medical Staff or the Board. The term, Vice President of the Medical Staff, if used, shall mean the Vice Chief of Staff.
- c. Secretary-Treasurer. The Secretary-Treasurer shall perform such duties as may be assigned by the Medical Staff or the Board. The Secretary-Treasurer shall ensure that proper notice is given of all staff meetings on order of the appropriate authority; shall ensure that accurate and complete minutes are prepared for all meetings; shall supervise the collection and accounting for any funds that may be collected in the form of staff dues, assessments, or application fees; and shall perform such other duties as ordinarily pertain to this office.

SECTION 5. TERMS / REMOVAL / VACANCIES. Each officer shall serve a term commencing upon completion of the elections at the annual meeting. Each officer shall serve until the end of his or her term and until a successor is elected. Any officer of the Medical Staff may be removed by a two-thirds (2/3) vote of all Medical Staff members, at any properly constituted regular or special meeting; or by action of the Board of Trustees. A vacancy in office shall be filled by a special election conducted as soon as reasonably possible after the vacancy occurs.

ARTICLE X **COMMITTEES**

SECTION 1. MEDICAL STAFF COMMITTEE AS A WHOLE

- a. Role. The Medical Staff will act as a committee of the whole, for and on behalf of the Medical Staff, and will oversee and coordinate all Medical Staff functions, carrying out the duties normally assigned to an executive committee. The Health System Chief Executive Officer will attend all Staff meetings, without vote.
- b. General Duties. The Medical Staff shall, as a committee of the whole:
 - (1) Represent and act on behalf of the entire Medical Staff, subject to any limitations imposed by these Bylaws or by the Board;

- (2) Receive and act upon all committee reports and require that any other committees of the Medical Staff meet and discharge their enumerated duties;
- (3) Be directly accountable to the Board for discharging the duties and responsibilities of the Medical Staff;
- (4) Take reasonable steps to ensure professionally ethical conduct and competent clinical performance on the part of all members of the Medical Staff, including the initiation of and/or participation in Medical Staff corrective action where warranted;
- (5) Receive applications for membership and privileges, and make recommendations to the Board;
- (6) Promptly process all corrective action matters, conduct investigations thereon, and take appropriate action or make appropriate recommendations to the Board, pursuant to the procedures set forth in these Bylaws;
- (7) Carry out all other duties assigned to the Active Staff in these Bylaws or by the Board.

The Staff may call on any member of the Medical Staff, Health System staff, or other practitioner providing care for the Health System, to assist in any of its activities, and each individual so called upon shall provide such assistance as reasonably required, including committee membership.

SECTION 2. COMMITTEE/MEDICAL DIRECTOR FUNCTIONS At the annual Medical Staff meeting the Medical Staff will appoint Medical Staff members to committee and department medical director positions for the next year. The appointed members will be responsible to assist the committee or departments with policy and procedure development, process improvement, and/or other activities as requested by the committee or department. Appointments shall be made as identified through the health system's committee structure.

SECTION 3. SPECIAL COMMITTEES. The Medical Staff, from time to time, may designate special committees for such purposes and such duration as the Staff shall deem appropriate, consistent with these Bylaws. All members of the Medical Staff, in any category; contractors and employees of the Health System where appropriate, shall be eligible to serve on special committees.

SECTION 4. PARTICIPATION by CHIEF EXECUTIVE OFFICER. The Chief Executive Officer and any representative assigned by the CEO may attend any meeting of the Medical Staff.

ARTICLE XI MEETINGS

SECTION 1. ROUTINE STAFF MEETINGS. The Medical Staff shall meet routinely, but at least eight times per year. No other regular meetings of the Medical Staff shall be required, except that all other committees or subcommittees shall meet as necessary to carry out required Medical Staff functions. All Medical Staff members shall regularly attend Medical Staff meetings; attendance at

50% or more of the meetings shall be expected. Failure to attend 50% meeting requirements may jeopardize staff membership.

SECTION 2. ANNUAL MEETING. The Medical Staff will hold its Annual Meeting at the last meeting of the calendar year, at a time and place designated by the Medical Staff. During this meeting, the retiring officers and committees will make such reports as may be desirable or required, officers will be elected, and committee/medical director positions will be appointed.

SECTION 3. SPECIAL MEETINGS. Special meetings of the Medical Staff and/or any category of staff may be called at any time by the Chief of Staff, the Medical Staff, or the Board of Trustees **or Chief Executive Officer.**

SECTION 4. QUORUM. One-half (1/2) of the members of the Medical Staff or another committee or subcommittee, shall constitute a quorum for transacting Medical Staff, committee or subcommittee business.

SECTION 5. MEETINGS AND RESPONSIBILITIES. All members of the Medical Staff shall attend meetings of any committees to which they are assigned as needed. All Medical Staff members shall attend any meeting or any committee when notified that a case for which such Practitioner is responsible will be reviewed, upon request. Only members of the Active Staff shall be eligible to vote on the election of officers.

PART FOUR CORRECTIVE ACTION AND FAIR HEARING PROCEDURES

ARTICLE XII MEDICAL STAFF CORRECTIVE ACTION

SECTION 1. INFORMAL RESOLUTION. All Medical Staff members are encouraged to resolve problems on an informal and professional basis whenever possible. If and when this is not possible, the issue may be referred to the Medical Staff for action. Each officer and committee of the Medical Staff is authorized to investigate and make recommendations concerning members of the Medical Staff on all matters coming to their attention and within their area of primary or delegated responsibility, reflecting on the quality of practice or the quality of patient care, or suggesting violation of these Bylaws or the Rules and Regulations of the Medical Staff. Any officer or committee performing this function may meet with the affected member and attempt to resolve differences, to determine the facts, and to make suggestions and recommendations in the best interest of the quality of patient care and the operation of the Health System.

SECTION 2. CORRECTIVE ACTION. Corrective action consists of actions to discipline, restrict, suspend, or limit a practitioner in a manner which adversely affects membership or privileges. Whenever the activities or professional conduct, either within or outside of the Health System's facilities, of any Member of the Medical Staff or other allied health professional with clinical privileges is considered to be detrimental to or inconsistent with the standards, aims, rules, policies or Bylaws of the Health System or Medical Staff, to be reasonably likely to be detrimental to patient safety or to the delivery of quality patient care, to be disruptive to the operations of the Health

System, or to constitute an impairment to the community's confidence in the Health System, corrective action against such practitioner may be requested by any officer of the Medical Staff, by the Chief Executive Officer of the Health System or by the Governing Board. All requests for corrective action shall be in writing to the Chief of the Medical Staff, with a copy to the Chief Executive Officer, and shall be supported by reference to the specific activities or conduct which constitutes the grounds for the request. A copy of the request shall be forwarded to the affected practitioner by certified mail with a return receipt requested by the Chief Executive Officer.

SECTION 3. MEDICAL STAFF.

a. Referral. Whenever a problem arises involving a Medical Staff member and the problem cannot be resolved on an informal basis, or whenever it is believed that the Medical Staff could assist in resolving the problem, the matter may be referred to the Medical Staff for assistance, investigation, or other action. Such referral may be made by any practitioner or Board member, or by the Chief Executive Officer. In the event any officer or committee of the Medical Staff informally resolves a matter affecting a practitioner, it shall report its recommended resolution of the matter to the Chief of Staff, who may in his or her discretion report it to the Medical Staff.

b. Authority. The Medical Staff shall have authority to conduct any investigation and take any action it deems appropriate whenever a matter is referred to the Staff, or otherwise comes to its attention, which affects or may affect the membership or privileges of a Medical Staff member, or may require some form of corrective action. In so doing, the Staff shall have authority to take over any investigation being conducted by any committee; appoint an individual or an ad hoc committee to conduct an investigation and make recommendations; meet with the affected practitioner(s) or others who may have knowledge bearing on the issues; and otherwise make any inquiries which may assist it in understanding and resolving the matter. The Staff shall keep the Chief Executive Officer informed of its activities, and may call on the Chief Executive Officer for assistance.

c. Action. When the Medical Staff has what it believes is sufficient information to take action, the Staff may take any action which it feels will appropriately address the situation. Without limiting the generality of the prior statement, and in addition to other authority provided elsewhere in these Bylaws, the Medical Staff may take any of the following actions:

- (1) Caution, warn, or reprimand any applicant, member or other practitioner;
- (2) Impose requirements of observation and reporting upon any practitioner exercising clinical privileges during the period of provisional appointment, or at any other time for the purpose of evaluating skill, credentials, or performance;
- (3) Require that the practitioner provide specified information which may bear upon his or her continuing eligibility for membership or privileges, require the practitioner to undergo a health assessment specified by the Staff if there is reason to believe there may be a health problem which may affect quality of care or safety, or require the practitioner to obtain assistance for a personal or medical problem;
- (4) Impose terms of probation;

- (5) Recommend or require additional medical education as a condition of keeping some or all of the practitioner's clinical privileges;
- (6) Recommend consultation, observation, or reporting requirements other than as described in paragraph (2) above;
- (7) Recommend reduction, suspension, or termination of Medical Staff membership and/or clinical privileges;
- (8) Remove any member from any committee chair or committee assignment;
- (9) Reassign any member from one category of staff to another category of staff for failure to attend the requisite number of staff or committee meetings, or failure to meet other continuing requirements for a particular category; and/or
- (10) Temporarily suspend all or a part of a practitioner's privileges for failure to meet established attendance requirements for such practitioner's category of staff.

Any action taken by the Medical Staff, for which a practitioner is entitled to a hearing under the provisions of these Bylaws, shall constitute a recommendation to the Board which shall become final as provided in Article XIII. All other action by the Staff shall be final unless and until modified or reversed by the Board.

d. Meeting. Before taking any such action, the Medical Staff should attempt to meet with the affected member to determine his or her version of the underlying facts and circumstances, and for the purpose of explaining its intended action. Such meeting will not constitute a hearing or be conducted in the manner of a hearing. The Staff shall also keep the Chief Executive Officer informed as to all action taken. The Chief Executive Officer shall report such action to the Board, as required by these Bylaws or as he or she otherwise deems appropriate. This interview shall not constitute a hearing, including Practitioner's right to be accompanied by and represented at the interview by an attorney at law or other representative, shall be preliminary in nature, and none of the procedural rules provided in these Bylaws with respect to a hearing shall apply to the interview. A record of such interview shall be made and included with a report to the Medical Staff.

SECTION 4. SUMMARY ACTION

a. Criteria of Initiation

The Medical Staff, Chief of Staff or Health System Chief Executive Officer may summarily suspend, restrict or place conditions or requirements on all or any portion of the clinical privileges of any Practitioner in accordance with this Section ("summary actions"). Any such summary actions shall be effective immediately and shall remain in effect until terminated by the Health System Chief Executive Officer or the Board after considering the recommendations of the Medical Executive Committee. Grounds for imposition of summary actions shall include, but not be limited to, the following:

- (a) Conduct of a Practitioner creates a reasonable possibility of injury or

damage to any patient, employee or person present in the Health System facilities or to the Health System.

- (b) Practitioner is charged with the commission of a felony,
- (c) Practitioner is charged with the commission of a misdemeanor that may relate to the Practitioner's suitability for Medical Staff membership,
- (d) Practitioner engages in or is charged with unlawful or unethical activity related to the practice of medicine,
- (e) Practitioner engages in any dishonest, unprofessional, abusive or inappropriate conduct that is or may be disruptive of Health System operations and procedures,
- (f) Practitioner has had any medical staff membership, clinical privileges, certification, licensure or registration terminated, suspended, restricted, limited, reduced or modified in any way, has resigned from any other medical staff in order to avoid an investigation or proposed action concerning medical staff membership or clinical privileges, or has voluntarily surrendered or agreed not to exercise any clinical privileges while under investigation or to avoid an investigation,
- (g) It is determined that the Practitioner made a material misstatement or omission on any pre-application or application for appointment or reappointment, or at any time provided incorrect information or otherwise deceived or attempted to deceive or mislead the Medical Staff and/or the Health System,
- (h) Practitioner has falsified or inappropriately destroyed or altered any medical record,
- (i) Practitioner refuses to submit to evaluation or testing relating to the Practitioner's mental or physical status, including refusal to submit to any testing related to drug or alcohol use,
- (j) Practitioner abandons a patient or wrongfully fails or refuses to provide care to a patient,
- (k) Practitioner engages in clinical activities outside the scope of the Practitioner's approved clinical privileges.

Such summary actions shall become effective immediately upon imposition, and the person responsible therefore shall promptly give oral or written notice of the suspension to the Practitioner, the Board, the Medical Staff, and Chief Executive Officer. In the event of any such summary action, the Practitioner's patients whose treatment by such Practitioner is terminated by the summary action shall be assigned

to another Practitioner by the Chief of the Medical Staff. The wishes of the patient shall be considered, where possible, in choosing a substitute physician.

Any Medical Staff member, or other Health System personnel, who are aware of the above conduct shall immediately report such conduct to the Chief of Staff, Health System Chief Executive Officer or designee for action. If such report is based upon a belief by a nursing supervisor that immediate action needs to be taken to protect the life or well-being of any patient or to reduce a substantial and imminent likelihood of significant impairment of the life, health, or safety of any patient, prospective patient, employee, or other person present in the Health System facilities and none of the foregoing individuals is available, the nursing supervisor shall have the authority to stop the Practitioner from any patient interaction until such time as the Chief Executive Officer or designee or the Chief of Staff or designee are contacted to respond and make a decision regarding any summary action,

SECTION 5. AUTOMATIC SANCTIONS OR LIMITATION.

In the following instances, the Practitioner's privileges or membership may be suspended or limited as described, which action shall be final without a right to hearing or procedural rights under these Bylaws.

a. Licensure

- (1) Revocation and Suspension: Whenever a Practitioner's license authorizing practice in this State is revoked or suspended, Medical Staff membership and clinical privileges shall be automatically revoked as of the date such action becomes effective.
- (2) Restriction: Whenever a Practitioner's license authorizing practice in this State is limited or restricted by the applicable licensing authority, any clinical privileges granted to the Practitioner within the scope of such limitation or restriction shall be automatically limited or restricted in a similar manner, as of the date such action becomes effective and throughout its term.
- (3) Reporting: Failure of a Practitioner to report any restriction or condition imposed on or probation with respect to his or her license within thirty (30) days of the imposition of such restriction, condition or probation.

b. Controlled Substance

- (1) Whenever a Practitioner's Drug Enforcement Administration Certificate is revoked, limited, or suspended, the Practitioner shall automatically and correspondingly be divested of the right to prescribe medications covered by the certificate, as of the date such action becomes effective and throughout its term.
- (2) Probation: When a Practitioner's Drug Enforcement Administration certificate is subject to probation, the Practitioner's right to prescribe such medications shall automatically become subject to the same terms of the probation, as of the date such action becomes effective and throughout its term.

c. Medical Records

Practitioners are required to complete medical records within such reasonable time as shall be prescribed by rule and regulation. A limited suspension in the form of withdrawal of admitting and other related privileges until medical records are completed may be imposed by the Chief of Staff, or his/her designee, or the Chief Executive Officer, after notice of delinquency for failure to complete medical records within such period. For the purpose of the Section, "related privileges" means voluntary on-call service for the Emergency Department, scheduling surgery, assisting in surgery, consulting on Health System cases, and providing professional services within the Health System for future patients. Bona fide vacation or illness may constitute an excuse subject to approval by the Medical Executive Committee. The suspension shall continue until lifted by the Chief of Staff or his/her designee.

d. Other

(1) Practitioner who has been requested to appear at a meeting of any committee of the Medical Staff or Health System in order to discuss proposed corrective action shall fail to appear.

(2) Practitioner has his or her right to bill Medicare, Medicaid, or any other federal or state healthcare program revoked or suspended in any manner.

(3) Practitioner has his or her name placed on any list of providers excluded from Medicare, Medicaid, or any other federal or state healthcare program.

(4) Practitioner whose contractual arrangement with Health System expressly allows for termination of Medical Staff membership and/or clinical privileges upon termination of the contractual relationship.

(5) Practitioner fails to maintain appropriate malpractice insurance.

ARTICLE XIII

MEDICAL STAFF HEARING AND APPEAL PROCEDURES

SECTION 1. STATEMENT OF PURPOSE. The purpose of this Article is to outline procedures and guidelines for the Medical Staff and the Board in their treatment of disputes regarding Medical Staff applications and corrective action, which meet the following criteria:

- a. The procedures and guidelines provide fairness to any practitioner whose staff membership and/or independent clinical privileges are in dispute, either in the application, reappointment, or corrective action proceedings, by providing the practitioner fair notice and an opportunity to be heard, and fair consideration of the facts so that only legitimate criteria will be applied and utilized; and
- b. The procedures and guidelines are workable and realistic when considered in light of the size and resources of this Medical Staff, the Health System, and the Board.

SECTION 2. RIGHT TO HEARING. Except as expressly limited by other provisions of these Bylaws, a Medical Staff member (or practitioner, with respect to an initial application for clinical privileges) shall have the right to request a hearing whenever the Medical Staff makes a formal recommendation or the Board takes action which is based on professional competence or conduct and which, if adopted as final action, would result in:

- a. Denial of Medical Staff membership or independent clinical privileges, on initial application by an eligible applicant or on application for reappointment or renewal by an existing member, or denial of a requested increase in clinical privileges, provided that a proper application was submitted, accepted, and processed under these Bylaws;
- b. Involuntary suspension or expulsion from the Medical Staff;
- c. Involuntary limitation, reduction, suspension, or termination of independent clinical privileges; or
- d. Involuntary imposition of extraordinary consultation, observation, review, or reporting requirements, other than for the purpose of evaluating credentials or performance, which would result in reporting to the state or National Practitioner Data Bank;

No other action or recommendation will entitle the affected individual to a hearing under these Bylaws. The Practitioner, however, shall be offered the opportunity to submit a written statement or any other information to the Chief of Staff and Chief Executive Officer, which the Practitioner wishes for the Chief of Staff and Chief Executive Officer to consider and include in the Practitioner's records.

SECTION 3. REQUEST FOR HEARING.

- a. Notice of Decision. When the Staff or the Board has taken action or made a final recommendation constituting grounds for a hearing, a written statement of the recommendation or action, together with a statement of the grounds on which such recommendation or action is based, shall be provided to the affected practitioner. The Chief Executive Officer will furnish the practitioner with a summary of his or her hearing and appeal rights under the Bylaws or a copy of this Article XIII, and advise the affected practitioner of his or her right to request a hearing.
- b. Request for Hearing. The affected practitioner will have thirty (30) days following the date of receipt of such notice within which to request a hearing. The request for hearing must be made by written notice to the Chief Executive Officer. In addition to requesting a hearing, such notice must indicate in what respect, from the affected practitioner's point of view, the action or recommendation is in error and on what points the practitioner wishes to appeal. In the event the practitioner does not request a hearing within the time and in the manner prescribed, or in the event the notice is incomplete and the practitioner does not furnish a complete notice within seven (7) days after the Chief Executive Officer points out the incompleteness, he or she will be deemed to have accepted the action involved, and it will thereupon become effective immediately without further hearing or appeal.

SECTION 4. HEARING COMMITTEE.

a. Composition. Within ten (10) days after receipt of a request for hearing, or as soon thereafter as reasonably possible, the Chief Executive Officer, after consultation with the Chief of Staff, will appoint a Hearing Committee and provide each member of the Hearing Committee with copies of the action or recommendation, the notice to the affected practitioner, and the practitioner's request for hearing. The committee shall be formed under the following guidelines:

(1) The committee will be composed of not fewer than three (3) individuals, a majority of whom must be physicians except as otherwise provided herein, and none of whom may be in direct economic competition with the affected practitioner. The physician members of the committee should, to the extent possible, be physicians with privileges at the Health System, but this guideline shall not control when its application would result in insufficient committee members, or would require appointment to the committee of a practitioner who is in direct economic competition with the affected practitioner or has some serious conflict of interest. If the Chief Executive Officer and the Chief of Staff (or the Chief Executive Officer and the Board chair if the hearing is based on action by the Board) find in their sole discretion that they cannot after reasonable efforts identify three qualified committee members who are able and willing to serve, they may appoint one (1) individual, who may or may not be a practitioner, to serve as a hearing examiner in place of the committee for all purposes.

(2) By mutual written agreement between the practitioner requesting the hearing and the Chief Executive Officer, the composition of the committee may be varied from the preceding requirements in any manner, but the practitioner requesting the hearing will be deemed to have consented to any time delay or other alleged prejudice attributable to such variance.

(3) When the practitioner requesting the hearing is a non-physician practitioner, reasonable efforts will be made for at least one member of the Hearing Committee to be a non-physician, preferably but not necessarily of the same profession as the individual requesting a hearing. A practitioner who is not affiliated with the Health System may be appointed to fill this position, if necessary.

(4) No person will be disqualified from serving on the Hearing Committee because of prior knowledge regarding the facts of the case, but persons who are likely to be key witnesses will not be appointed.

(5) One of the members of the Hearing Committee will, at the time of appointment, be designated chair of the committee by the Chief Executive Officer and will at that time, or as soon thereafter as reasonably possible, be provided with a list of witnesses who are expected to testify at the hearing in support of the action. The practitioner requesting the hearing shall provide a list of his or her expected witnesses, upon request of the hearing Committee.

If the hearing is based on action by the Board, this subsection (a) shall be modified by

Section 7, below.

- b. Hearing Officer. The CHIEF EXECUTIVE OFFICER may, after consultation with the Chief of Staff, appoint a hearing Officer as a fact-finder in lieu of the Hearing Committee described above. When so appointed, an Officer shall have the same authority and responsibilities of the Hearing Committee, and shall follow, in so far as practical, the same procedures. Such a hearing Officer is to be distinguished from the Presiding Officer appointed to assist a Hearing Committee. The Hearing Committee may obtain its own legal counsel; regardless of whether that counsel acts as Hearing Officer. The Health System may pay any fees and expenses of the hearing Officer, or of legal counsel to the Hearing Committee, and such payment shall not be deemed to render such person biased, partial, or unqualified.

- c. Authority of Hearing Committee. The Hearing Committee, acting through its chair, shall have authority to:
 - (1) Establish the time, place, manner, and procedure for conducting the hearing, and conduct pre-hearing procedures, consistent with these Bylaws;

 - (2) Conduct the hearing, rule on the admissibility of the evidence, consider and receive evidence, determine the weight to be accorded to evidence which is admitted, deliberate, and reach a determination in the form of a final recommendation;

 - (3) Direct the attendance and participation of witnesses and the submission and introduction of documentary evidence, whether or not offered by the Active Staff or the affected practitioner; question witnesses presented by the parties, and request opinions from other Medical Staff members or outside experts on questions within their specialties or expertise; and

 - (4) Take any other action which will reasonably facilitate its business.

- d. Decision of Committee. The decision of the Hearing Committee shall be the final decision or recommendation submitted to the Board. Upon reaching a decision, the Committee must reduce it to writing setting forth the recommendation or action and the grounds on which it is based. Any Committee members who have attended all parts of the hearing, or who have received transcripts or other recordings of all parts of the hearing for which the panel member was not in personal attendance, will be entitled to participate in the deliberations or vote of the Committee. A quorum consists of not less than one-half of the Committee members. There may be no voting by proxy.

SECTION 5. PRE-HEARING PROCEDURES.

- a. Outlines of Case. At any time during the proceedings, the Hearing Committee may require the affected practitioner and the Active Staff spokesperson to each submit an outline setting forth, so far as is then reasonably known, issues which each party proposes to raise at the hearing; witnesses whom each party proposes to call at the hearing and the subject or subjects on which each witness will testify; a description

of written or documentary evidence which each party anticipates introducing as evidence at the hearing; a short summary of what the party expects to demonstrate at the hearing in support of its position; and/or the specific result requested from the Committee.

- b. Notice of Hearing. The Committee shall schedule the hearing. The Active Staff spokesperson and the affected practitioner shall be given written notice stating the place, time and date of the hearing not less than thirty (30) days prior to the scheduled date thereof, and shall be directed to provide each other with a written list of the witnesses which they propose to call at the hearing, and a list of the documentary evidence to be offered, if not already provided.

- c. Pre-Hearing Conference. Approximately seven (7) to fourteen (14) days prior to the scheduled commencement of the hearing, the Committee or its chair shall meet with the parties in person or by conference call for the purpose of conducting a pre-hearing conference to discuss possible stipulations of fact, amendments to the grounds for action or the issues in dispute, and changes in the witness or evidence list of each party. Any further procedures established by the Committee for the conduct of the hearing shall be explained at such time. The Committee and the parties shall endeavor to agree on evidence and procedures and narrow the issues as much as possible, so that both sides will receive fair consideration at the hearing and procedural issues can be kept to a minimum. Although each side shall be allowed latitude in presenting evidence at the hearing, responding to developments in the case, and otherwise fully defending its position, the Hearing Committee and its chair shall have the authority and discretion in the conduct of the hearing to preclude either side from presenting any issues, arguments, witnesses, or evidence at the hearing which are deemed irrelevant or immaterial, which without good reason were not previously identified as provided in these Bylaws, or which are otherwise inconsistent with the statements, disclosures, agreements, and decisions previously made. Failure of either party to appear at and participate in the preliminary meeting shall be deemed acceptance of all agreements and decisions made at or as a result of the preliminary meeting.

SECTION 6. CONDUCT OF HEARING.

- a. Principles. The hearing shall be conducted according to the following principles:
 - (1) Cross-Examination and Rebuttal. No oral testimony shall be offered or submitted to the Committee without both the affected practitioner and the Active Staff representative having the opportunity to be present, to question the witness, to respond, and to rebut the evidence.

 - (2) Evidence. No written evidence, testimony, or documentation shall be considered by the Committee that has not been made available to both parties for rebuttal, or received as evidence at a meeting at which both sides have been present. The decision of the Committee shall be based upon the evidence.

 - (3) Representation. The Medical Staff or the Board, whichever body rendered

the decision from which the practitioner has requested the hearing, shall name a spokesperson to represent it at the hearing. Each party shall be entitled to be accompanied by and represented at the hearing by an attorney at law or other representative.

(4) Chair's Role. The chair (or the Hearing Officer if one is appointed), will conduct the hearing. The chair will act to ensure that all participants in the hearing have a reasonable opportunity to be heard and to present oral and documentary evidence, and shall generally maintain decorum. The chair will determine the order of procedure during the hearing, and will have the authority, in his or her discretion and in accordance with these Bylaws, to make all rulings on questions which relate to matters of procedure and to admissibility of evidence. The chair and all other members of the Committee who have attended all parts of the hearing shall vote. When a Hearing Officer has been used, the Hearing Officer makes the decision as he/she acts as the Committee.

(5) Rules of Evidence. The hearing will not be conducted according to the rules of law relating to the examination of witnesses or presentation of evidence. Any relevant evidence may be admitted if it is the sort of evidence on which responsible persons are accustomed to rely in the conduct of serious affairs. Each party will have the right to submit memoranda concerning any issue of procedure or fact, and such memoranda will become a part of the hearing record.

(6) Rights of Both Sides. At the hearing, both sides shall have the right to call and examine witnesses, to introduce exhibits, to cross-examine any witness on any matter relevant to the issues, and to rebut any evidence. If the practitioner requesting the hearing does not testify in his or her own behalf, he or she may be called and examined as if under cross-examination.

(7) Burden of Proof. At any hearing resulting from an action or recommendation during corrective action proceedings, the spokesperson for the Board or the Medical Staff will have the initial burden of producing evidence in support of the action or recommendation. At any hearing resulting from an action or recommendation during the original application or reappointment processes, and at any hearing following corrective action proceedings once the spokesperson has produced the evidence in support of the action or recommendation, the individual requesting the hearing will have the burden of producing evidence in his or her support and the ultimate burden of proof.

(8) Committee Members. Members of the Hearing Committee are authorized to take a participatory role in the proceedings, to question witnesses, to call upon witnesses for information within their possession, to direct the submission of additional evidence and documentation, to question the Active Staff spokesperson and the affected practitioner, and to see that the record contains all information which the Committee considers necessary in order to reach a decision.

b. Attendance. Failure without good cause of the affected practitioner who requested

the hearing to appear and proceed at the hearing will be deemed to constitute voluntary acceptance of the action or recommendation. Failure without good cause of the Board or Staff spokesperson to appear and proceed at the hearing will be deemed to constitute a withdrawal of the recommendation or action.

- c. Record. The Committee will maintain a record of the hearing by a professional court reporter, the cost of whose fees shall be shared equally by the Health System and the affected practitioner. The Committee may order that oral evidence be taken only on oath or affirmation administered by an individual designated by the Committee who is entitled to administer such oaths in this state. The practitioner is entitled to a copy of the record upon payment of any reasonable charges associated with the preparation thereof.
- d. Postponements and Extensions. In addition to any postponements resulting from change in composition of the Hearing Committee by agreement, postponements and extensions of the time for the hearing may be requested by any person. Such requests may be granted by the chair at any time for good cause shown by any person, and reasonable requests by the affected practitioner shall be granted whenever he or she represents in writing that additional time is needed to adequately prepare for the hearing.
- e. Presiding Officer. The Hearing Committee may, in its discretion, appoint an attorney-at-law or other person knowledgeable of general rules of hearing procedure, who shall not be a participant in the hearing in any other capacity, to act as Presiding Officer. If appointed, the Presiding Officer will carry out all the procedural duties otherwise assigned to the Chairperson would otherwise have, including the conduct of the preliminary meeting and the hearing, in which case references to the Chairperson in these Bylaws shall refer as appropriate to the Presiding Officer. The Presiding Officer may not participate in deliberation or provide advice to the Hearing Committee in its arriving at a decision in the matter before it.
- f. Recess and Deliberations. The Hearing Committee may recess the hearing and reconvene the same for the convenience of the participants or for the purpose of obtaining new or additional evidence or consultation. Upon conclusion of the presentation of oral and written evidence, statements, and other submissions required or approved by the Hearing Committee, the hearing shall be closed. The Hearing Committee may then conduct its deliberations in private session and outside the presence of the parties. At any time prior to rendering its decision, the Committee may in its discretion, upon fair notice to each party, reconvene the hearing and receive additional evidence or argument.
- g. Written Statement. Both parties may submit written statements at the conclusion of the hearing, within time limits established by the Committee, and the Committee may require the submission of proposed findings or other materials that the Committee deems appropriate. Such materials shall not constitute evidence.
- h. Decision. A copy of the written decision of the Hearing Committee setting forth the

grounds on which it is based shall be transmitted to the Chief Executive Officer, who will promptly furnish a copy to the Board, the affected practitioner, and the Staff. The decision of the Committee constitutes the final recommendation to the Board. Either the affected practitioner or the Staff may appeal the decision of the Hearing Committee to the Board. The Board may accept or reject the decision of the Hearing Committee, but if the Board rejects the decision in a case where neither party has appealed, the Board shall permit the parties, or either of them, to request reconsideration in the form of appellate review before its decision becomes final.

SECTION 7. HEARING BASED ON ACTION BY BOARD OF TRUSTEES. When the hearing is based upon action by the Board, the Hearing Committee will be appointed by the Chief Executive Officer after consultation with the Board President, and one member of the Committee shall be a non-practitioner. The Hearing Committee shall consist of not less than three members. The procedure established for hearings based upon final action and recommendation of the Medical Staff shall otherwise be applicable, as far as reasonably possible and otherwise consistent with these Bylaws, including the discretion to appoint a Hearing Officer in lieu of the Hearing Committee

SECTION 8. TIME LIMIT. Reasonable efforts should be made to conduct the hearing within ninety (90) days following the action or recommendation of the Staff or the action of the Board which prompted the hearing. However, when the request for hearing is received with respect to a practitioner then under summary suspension or summary limitation, the hearing should be convened as soon as the arrangements may reasonably be made, preferably not later than thirty (30) days following the request for hearing, and all stated time limits may be shortened accordingly by the Hearing Committee. The decision of the Hearing Committee should be rendered in writing within ten (10) business days following the close of the hearing and submission of all post-hearing statements.

SECTION 9. APPELLATE REVIEW.

- a. **Appeal Procedure.** Within ten (10) days after receipt of the decision of the Hearing Committee, the affected practitioner or the Staff (or the Chief Executive Officer or any Board member where the hearing was based on action by the Board) may request an appellate review before the Board. The request must be delivered in writing to the Chief Executive Officer, and must also include a brief statement of the reasons for appeal. If appellate review is not requested in such period of time, the parties shall be deemed to have accepted the action involved, and it shall thereupon become final and effective immediately unless reversed by the Board.
- b. **Time, Place, and Notice.** The Chief Executive Officer will deliver the request for appeal to the President of the Board. The Board will promptly notify the parties of the time, place and date for appellate review. The appellate review should ordinarily not be more than thirty (30) days from the date of the request.
- c. **Nature of Appellate Review.** The proceedings by the Board are in the nature of an appellate review based upon the record of hearing before the Hearing Committee. The Board may, in its sole discretion, accept additional oral or written evidence subject to the same rights of cross-examination and confrontation provided at the

hearing, but the Board will not be expected to do so absent extraordinary circumstances. Each party has the right to present a written statement in support of its position on appeal on or before the date of the appellate review. In its sole discretion, the Board may allow each party or representative to personally appear and make oral argument. All meetings and proceedings of the Board in connection with appellate review, including the Board's deliberations, may be conducted in closed session to the extent permitted by law. The Board may deliberate outside the presence of the parties. The Board may consult with the Health System Chief Executive Officer and/or with legal counsel, and the Board's legal counsel shall not be disqualified from serving as such by virtue of having served as Hearing Officer, or as counsel to the Hearing Committee, in the matter at hand. The Board may affirm, modify, or reverse the decision of the hearing Committee, or may refer the matter back to the Hearing Committee for further review and recommendation.

- d. Final Decision. Within ten (10) days after the conclusion of the proceedings before the Board, the Board shall render a final decision in writing setting forth the grounds on which it is based, and deliver copies thereof to the Chief Executive Officer for transmittal to the parties. The decision of the Board is final and is effective immediately.
- e. Right to One Hearing and One Appellate Review Only. No applicant, member, or practitioner is entitled as a matter of right to more than one hearing on any single matter which may be the subject of a hearing, without regard to whether such subject is the result of action by the Medical Staff or Board or a combination of acts of such bodies, or more than the one appellate review before the Board on any single matter which may be the subject of an appeal.
- f. Reporting. Following conclusion of the proceedings, the Chief Executive Officer will make any required report under state or federal law, indicating any final adverse action involving the membership or privileges of the affected practitioner.

PART FIVE MISCELLANEOUS PROVISIONS

ARTICLE XIV

HARRASSMENT AND DISRUPTIVE CONDUCT PROHIBITED

- (1) Disruptive conduct and harassment of any kind including sexual harassment by a Medical Staff Member against any individual (e.g., against another Medical Staff Member, Health System personnel, patient, or visitor) on any basis, including but not limited to age, race, religion, color, national origin, ancestry, physical disability, mental disability, medical disability, marital status, sex or sexual orientation shall not be tolerated.
- (2) “Sexual harassment” is unwelcome verbal or physical conduct of a sexual nature which may include verbal harassment (such as epithets, derogatory comments or

slurs), physical harassment (such as unwelcome touching, assault, or interference with movement or work), and visual harassment (such as the display of derogatory cartoons, drawings, or posters).

- (3) “Disruptive Conduct” is conduct that adversely affects the Health System’s ability to accomplish its objectives to provide quality medical care and includes but is not necessarily limited to the following actions toward another Medical Staff Member, Health System personnel, patients or visitors including but not limited to the following:
- (a) Hostile, angry, or aggressive confrontational voice or body language;
 - (b) Attacks (verbal or physical) that go beyond the bounds of fair professional conduct;
 - (c) Inappropriate expressions of anger such as destruction of property or throwing items;
 - (d) Abusive language or criticism directed at the recipient in such a way as to ridicule, humiliate, intimidate, undermine confidence, or belittle;
 - (e) Derogatory comments that go beyond differences of opinion that are made to patients or patients’ families about caregivers (this is not intended to prohibit comments that deal constructively with the care given);
 - (f) Writing of malicious, arbitrary, or inappropriate comments/notes in the medical record;
 - (g) Sexual harassment and discrimination (as defined above).

Medical Staff Members are also subject to Health System policies regarding disruptive behavior pursuant to which the Health System, outside of any Medical Staff process, may take independent action.

ARTICLE XV CHANGES IN STATUS UNDER CONTRACTS; LEAVES OF ABSENCE

SECTION 1. CHANGES IN CONTRACTS OR OTHER ARRANGEMENTS. Certain Practitioners may provide administrative and/or patient care services under contract, employment or other separate arrangement with the Health System. In such cases, the parties may agree to provisions which differ from these Bylaws, and to that extent these Bylaws may be inapplicable. For example, the contract, employment or other arrangement may provide that upon termination the practitioner will be deemed to have resigned from the Medical Staff or relinquished all or part of his or her clinical privileges or practice authority, without any right to hearing, appeal, or other procedures. Such an agreement will be binding notwithstanding anything to the contrary contained elsewhere in these Bylaws. The absence of such an agreement shall not assure the practitioner continued access to Health System facilities, staff, or equipment after expiration of the contract,

employment or arrangement; such access may be denied to any practitioner notwithstanding his or her privileges or previous authority, if such access is rendered unavailable by the Health System's contracts with other practitioners or by other changes in Health System operations.

SECTION 2. LEAVE OF ABSENCE. Any practitioner may take leave of absence from the Medical Staff for military, health, professional, or other reasons for a period of not more than twenty-four (24) months by notifying the Chief Executive Officer and the Chief of Staff, in writing, of the date of commencement, expected duration, and reasons for the leave of absence. In addition, any practitioner who has not exercised his or her clinical privileges or practice authority at the Health System for a continuous period of four (4) months and any practitioner suffering automatic sanctions due to sickness or disability may be involuntarily placed on leave of absence by action of the Active Staff. During a period of leave of absence, no participation in Medical Staff activities shall be required and all clinical privileges and office-holding or voting rights shall be suspended. Return from leave of absence shall require written application, and shall require compliance with any requested health assessment, demonstration of current compliance with all qualifications for privileges, and other requirements which the Chief Executive Officer or Active Staff shall determine appropriate. Failure to apply for reinstatement within twenty-two (22) months from the date of commencement of leave shall be treated as a voluntary resignation of membership and voluntary relinquishment of all privileges or practice authority, and will not entitle the practitioner to hearing and appeal or other procedures. However, denial of a timely and complete application for reinstatement to the Medical Staff will be treated as denial of an application for appointment to the Medical Staff, and will to the same extent entitle the practitioner to hearing and a peal, if applicable.

ARTICLE XVI **BOARD AUTHORITY**

SECTION 1. RESERVATION OF AUTHORITY BY BOARD. The Board of Trustees is ultimately responsible for operation of the Health System, and recognizes that matters affecting the Medical Staff may in some circumstances be most effectively addressed directly by the Board or its Chief Executive Officer. For example, direct initial action by the Board or Chief Executive Officer may be most effective when:

- a. The Medical Staff is unable or unwilling to take necessary action, or requests the involvement of the Board or Chief Executive Officer; or
- b. The matter at hand relates to general organizational, labor, health or safety standards of the Health System, or involves other issues of a type that can be properly evaluated by laypersons and do not require professional medical judgment or expertise.

Accordingly, the Board reserves the authority to act directly, itself or through the Chief Executive Officer, to address matters otherwise delegated to the Medical Staff, whenever the Board determines, after carefully considering the opinions and desires of the Chief of Staff and/or the Active Staff, that it should do so. In all such cases, the Board shall first assure that the Medical Staff is consulted, is

aware of and has had an opportunity to act or not act on the matter, and shall assure that the Chief of Staff or his or her designee is kept informed of action taken on the matter.

SECTION 2. COMPLIANCE WITH BYLAW REQUIREMENTS. In exercising the authority reserved above, the Board will follow the procedures set forth in these Bylaws to the extent reasonably possible under the circumstances.

ARTICLE XVII **PEER REVIEW, PRIVILEGE AND IMMUNITY**

SECTION 1. INTERPRETATION. It is intended that these Bylaws define the term peer review broadly, and to secure to those who engage in any aspect of peer review in, at, for, or on behalf of the Health System and its Medical Staff, the broadest possible privilege and immunity from liability. This Article and these Bylaws will be interpreted to effectuate this objective. The privileges and immunities set forth in this Article shall be cumulative of other protections provided by law.

SECTION 2. AUTHORIZATION AND RELEASE. The following shall be express conditions on the application for, or the holding or exercise of, membership in the Medical Staff or clinical privileges, at the Health System. Each applicant and each member hereby expressly:

- a. Authorizes this Health System, its Trustees, officers, employees, and agents, and this Medical Staff, its office, members, and committees, to request, receive, furnish, discuss, consider, and act upon all relevant information bearing upon such practitioner's qualifications or performance;
- b. Authorizes and directs any other Health System, institution, organization, or individual to furnish information upon request, and releases from liability any such Health System, institution, organization, or individual for furnishing such information when reasonably believed to relate to the peer review responsibilities of this Health System and its Medical Staff;
- c. Releases from liability, to the fullest extent permitted by law, this Health System and its Trustees, officers, employees, and agents, and this Medical Staff, its officers, members, and committees, and others who furnish information to them or cooperate with them, for requesting, receiving, considering, discussing, furnishing to others, or acting upon information as authorized above in connection with the peer review functions of this Health System and its Medical Staff or of other Health Systems and their medical staffs, so long as they act in good faith and without malice;
- d. Agrees to furnish upon request all information in his or her possession which may be relevant to peer review of another applicant or member of the Medical Staff, and to fulfill assigned responsibilities under these Bylaws in the peer review functions of this Health System and its Medical Staff; and
- e. Pledges to maintain the confidentiality of the minutes, records, and work product of the Health System and its Medical Staff related to peer review. This provision will not be construed to prohibit mandatory disclosures under state or federal law, or disclosures required under these Bylaws, or disclosures to government or professional associations made

the context of peer review.

SECTION 3. SCOPE OF REVIEW. Each officer and committee of the Medical Staff and each individual member of the Medical Staff, who is assigned individual peer review responsibility, is hereby constituted a peer review committee. Each such officer, individual, and committee, plus their agents (including the Chief Executive Officer and his or her designees) are directed to engage in peer review activity and to investigate and make recommendations to the Medical Staff concerning applicants or members of the Medical Staff on all matters coming to their attention and within their areas of primary or delegated responsibility reflecting adversely on the credentials, performance, quality of practice or quality of patient care, or suggesting violation of these Medical Staff bylaws. Each other practitioner or officer or employee of the Health System, and each other committee of the Medical Staff, shall furnish, upon request, such investigating body or committee with such relevant information as is in his, her, or its possession which bears on the matter under investigation.

As used in this subsection, the term "this Health System or Health System and its authorized representatives" means Palo Alto County Health System, the members of its Board and their appointed representatives, the Chief Executive Officer and his or her designee(s), any Hearing Officer, Presiding Officer, and all members of any hearing committee, consultants to the Health System, the Health System's attorney and his or her staff and partners, and all members of the Medical Staff. The term also includes any other health professional and Health System employees who have responsibility for obtaining, giving, evaluating, or acting upon information in the peer review context or who otherwise participate or provide information.

SECTION 4. INFORMATION PRIVILEGED. All statements, disclosures, reports, recommendations, and other communications made in connection with peer review activities of the Health System shall, to the fullest extent permitted by law, be confidential and privileged from further disclosure, except as otherwise provided in these Bylaws.

SECTION 5. EXHAUSTION OF ADMINISTRATIVE REMEDIES. Every applicant to and member of the Medical Staff agrees that he or she will exhaust all administrative remedies and opportunities afforded practitioners under these Bylaws as a precondition to filing a lawsuit or otherwise pursuing legal claims against the Health System, the Medical Staff, or any of its organizational units or committees, the individual Medical Staff and Health System representatives and their agents, employees, or representatives.

ARTICLE XVIII **RULES AND REGULATIONS**

The Medical Staff may adopt such rules and regulations as may be necessary for the proper conduct of its work. Such rules and regulations may be adopted and amended without previous notice by the majority vote of those members of the Medical Staff present and voting, at any Medical Staff meeting. The rules and regulations will become effective upon approval by the Board; the Board will defer to the properly exercised judgment of the Staff with respect to any aspects of the rules and regulations addressing scientific/clinical standards, and will not withhold approval of any rule or regulation adopted by the Medical Staff without discussing the matter with the Chief of Staff. The rules and regulations will be construed in a manner consistent with these Bylaws, and in the event of any irreconcilable inconsistency, these Bylaws will control.

ARTICLE XIX
AMENDMENTS

These Medical Staff Bylaws may be amended following written notice of such amendments given to each member of the Medical Staff, either (i) upon receiving a two-thirds vote of those members of the Active Staff present and voting at each of two (2) properly convened Active Staff meetings, or (ii) upon the unanimous approval of all Staff members eligible to vote. The amendments to the Medical Staff Bylaws shall become effective upon approval by the Board. Notwithstanding the above, the Medical Staff shall have the authority to adopt amendments to these Bylaws that do not materially change any Bylaw provision and are solely for the technical modifications or clarifications, reorganization or renumbering, or to correct grammatical, spelling, or punctuation errors. Such amendments shall be effective when approved by the Board.

ARTICLE XX
ADOPTION AND EFFECTIVENESS OF MEDICAL STAFF
BYLAWS AND AMENDMENTS

These Medical Staff Bylaws and any amendments here to shall become effective when approved by the Medical Staff and the Board of Trustees, and when so adopted and approved shall have full force and effect, replacing all previous Medical Staff Bylaws of the Health System.

ADOPTED by the Medical Staff on _____

Chief of Staff

Secretary-Treasurer of the Medical Staff

APPROVED by the Board of Trustees on _____

President of the Board

Secretary of the Board

