

BYLAWS

OF THE

MEDICAL STAFF

OF

SAINT AGNES MEDICAL CENTER

AMENDED AND RESTATED EFFECTIVE: January 27, 2012

FOURTH AMENDMENT EFFECTIVE: July 27, 2018

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PREAMBLE

MISSION AND VISION OF THE MEDICAL STAFF OF SAINT AGNES MEDICAL CENTER

The Medical Staff of Saint Agnes Medical Center aspires to create an effective partnership with Saint Agnes Medical Center to serve our community. We strive for excellence while providing compassionate and medically appropriate care. We desire to provide an environment that fosters the autonomy of patients and physicians and respect for the healing of mind, body and spirit. The Medical Staff strives to preserve the practice and art of medicine while allowing for personal and professional growth.

PURPOSES OF THE BYLAWS

These Bylaws are adopted in order to provide for the organization of the Medical Staff of Saint Agnes Medical Center and to provide a framework for self-government in order to permit the Medical Staff to discharge its responsibilities in matters involving the quality of medical care at Saint Agnes Medical Center and any of its facilities, subject to the ultimate authority of the Board of Trustees. These Bylaws provide the professional and legal structure for Medical Staff operations, organized Medical Staff relations with the Board of Trustees and Hospital Administration, and relations with applicants and Members of the Medical Staff. These Bylaws provide mechanisms for communication among the Medical Staff, Board of Trustees and the Administration of Saint Agnes Medical Center.

DEFINITIONS

1. "Hospital" means Saint Agnes Medical Center or its facilities wherever located.
2. "Board of Trustees" means the governing body of Saint Agnes Medical Center.
3. "Administrator" means the President and Chief Executive Officer of the Saint Agnes Medical Center, or designee. The Administrator is the Board of Trustees' representative and is responsible for the day-to-day operations of the Hospital.
4. Physician means an individual with a M.D. or D.O. degree.
5. "Medical Staff" or "Staff" means those physicians, dentists, and podiatrists who are Members of the Medical Staff pursuant to the terms of these Bylaws.
6. "Medical Executive Committee" means the Executive Committee of the Medical Staff. The Medical Executive Committee constitutes the governing body of the Medical Staff as described in these Bylaws.
7. "Member" means, unless otherwise expressly defined, any physician, dentist or podiatrist who is a Member of the Medical Staff. A "Limited Licensed Member" means a dentist or podiatrist.
8. "Clinical Privileges" or "Privileges" means the permission granted to render specific patient services.
9. "Medical Staff Year" means the period from January 1 to December 31.
10. "President" means the Chief Officer of the Medical Staff, or designee, elected by Members of the Active Medical Staff.
11. "Investigation" means a process specifically instigated by the Medical Executive Committee to determine the validity, if any, to a concern or complaint raised against a Member of the Medical Staff, and does not include activity of the Physician Well-Being Committee.
12. "Authorized Representative" or "Hospital's Authorized Representative" means the individual designated by the Hospital and approved by the Medical Executive Committee to provide information to and request information from the National Practitioner Data Bank according to the terms of these Bylaws.
13. "In Good Standing" means a Member is currently not the subject of a formal corrective action investigation, the subject of a peer review hearing or appeal, under suspension or serving with any limitation of voting or other prerogatives imposed by operation of these Bylaws, the Medical Staff and departmental Rules or Regulations, and the Policies and Procedures of the Medical Staff.
14. All references to the masculine gender shall mean the masculine or feminine gender.

15. All references to “written,” in these Bylaws, Medical Staff or Department Rules and Regulations or Policies when relating to the Electronic Health Record shall mean “electronically created, documented and recorded.”

ARTICLE I

1. NAME

The name of this organization is the Medical Staff of Saint Agnes Medical Center (the "Medical Staff").

ARTICLE II

2. MEMBERSHIP

2.1 NATURE OF MEMBERSHIP

Membership on the Medical Staff is a privilege, which shall be extended only to those individuals who meet and continue to meet the standards, and requirements set forth in these Bylaws. No practitioner, by reason of said membership, shall be deemed an agent of the Hospital or of any other Member of the Medical Staff.

No physician, dentist or podiatrist, including those in a medical administrative position by virtue of a contract with the Hospital, shall admit or provide medical or health related services to patients in the Hospital unless he or she is a Member of the Medical Staff or has been granted temporary Clinical Privileges in accordance with the procedures set forth in these Bylaws. Appointment to the Medical Staff shall confer only such Clinical Privileges and prerogatives as have been granted in accordance with these Bylaws.

Medical Staff Members under contract to the Hospital for specific services shall not have their membership or Clinical Privileges terminated without the same due process provided other Staff Members, provided that some or all of such a Member's Clinical Privileges may be rendered ineffective in accordance with the terms of an exclusive hospital-based physician contract entered into by the Hospital.

Medical Staff Members are considered by the Hospital as participants in an Organized Health Care Arrangement ("OHCA") as defined under Federal HIPAA Regulations (45 CFR 164.506), so that: (1) Medical Staff Members and the Hospital may use and disclose protected health information for providing services to inpatients and outpatients at the Hospital, and (2) a single joint privacy notice may be used.

2.2 CLOSURE TO NEW MEMBERSHIP

Closure of a clinical department, a division thereof, or the entire Medical Staff to new applicants can be recommended to the Board of Trustees only after being approved by a two-thirds majority of voting Members of the Active Medical Staff.

2.3 QUALIFICATIONS FOR MEMBERSHIP

2.3-1 GENERAL QUALIFICATIONS

Only physicians, dentists and podiatrists who can document the following are eligible for Medical Staff membership:

- (a) their (1) current licensure, (2) adequate experience, education and training, (3) current professional competence, (4) good judgment, and (5) adequate physical and mental health status, so as to demonstrate to the satisfaction of the Medical Executive Committee that they are professionally competent and that patients treated by them can reasonably expect to receive quality medical care (this requirement does not apply to the Honorary Staff);
- (b) are determined (1) to adhere to the ethics of their respective professions, and the Ethical and Religious Directives of Catholic Health Care Services, (2) to work cooperatively with others so as not to adversely affect patient care, (3) to participate in and properly discharge responsibilities of Medical Staff membership and (4) to keep as confidential, as required by law, all information or records received in the physician-patient relationship and all information and records to which access is authorized for peer review purposes in accordance with these Bylaws and applicable law and/or regulation;
- (c) continuously maintain in force professional liability insurance in not less than the minimum amounts, as from time to time may be determined by the Board of Trustees and the Medical Executive Committee. (This requirement does not apply to the Honorary Staff); and
- (d) are located closely enough (office and residence) to the Hospital to provide continuous care to their patients. Areas which are close enough to the Hospital shall be defined in the Rules and Regulations and established on the basis of a period of time within which a practitioner should be able to respond depending upon the Staff category and Clinical Privileges which are involved and the feasibility of arranging alternative coverage. (This requirement shall not apply to the Temporary, Affiliate, and Honorary Staff.)

2.3-2 PARTICULAR QUALIFICATIONS

- (a) Physicians: An applicant for physician membership on the Medical Staff must hold a M.D. or D.O. degree issued by a medical or osteopathic school approved at the time of the issuance of such degree by the Medical Board of California or the Board of Osteopathic Examiners of the State of California and must also

hold a valid and unsuspended certificate to practice medicine issued by the Medical Board of California or the Board of Osteopathic Examiners of the State of California.

- (b) Dentists: An applicant for dental membership on the Medical Staff must hold a D.D.S. or equivalent degree issued by a dental school approved at the time of the issuance of such degree by the Board of Dental Examiners of California and must also hold a valid and unsuspended certificate to practice dentistry issued by the Board of Dental Examiners of California.
- (c) Podiatrists: An applicant for podiatric membership on the Medical Staff must hold a D.P.M. degree conferred by a school approved at the time of issuance of such degree by the Medical Board of California and must also hold a valid and unsuspended certificate to practice podiatry issued by the Medical Board of California.
- (d) Subject to Paragraph 2.3-2(e) below, all Members of the Medical Staff must have completed a residency program (or its podiatric or dental equivalent) and be certified or progressing towards board certification as required by this Article, by (1) a board that is duly organized and recognized by an American Board of Medical Specialties; or (2) a board or association with equivalent requirements approved by the Medical Board of California or the Osteopathic Medical Board of California or the Board of Podiatric Medicine or the Board of Dental Examiners. Such board certification must be relevant to the Member's then-current practice. Certification in a subspecialty is not required when the Member is certified in an appropriate specialty. Each new applicant or applicant for reappointment who is progressing toward board certification must become board certified within five (5) years of the initial granting of Medical Staff membership. Except as provided in these Bylaws, a Member's failure to become board certified or, after becoming board certified, a Member's failure to maintain such board certification continuously thereafter, or fails to become recertified if required by a specialty board, shall be cause for termination of such Member's Medical Staff membership. If a Member's Medical Staff membership is terminated for failure to maintain such board certification, the Member shall have the right to a hearing in accordance with Article VII. The scope of the hearing shall be limited to whether or not the Member, without good cause, failed to become board certified in the time frames set forth in these Bylaws or after becoming board certified, whether or not, without good cause, the Member failed to maintain such board certification continuously thereafter.

Members or Applicants to the Medical Staff who were not, as of January 22, 1998, the original date of the adoption of the amendment, mandating board certification, either board certified or progressing toward board certification, and who cannot reasonably be expected to pursue board certification, as required by Section 2.3.2(d), shall be considered for initial application or renewal of Medical Staff membership only if they can document sufficient training, experience, and competence, and otherwise meet the requirements of Medical Staff membership. This documentation of sufficient training, experience and competence shall be required of a Member only once and if approved a permanent board certification waiver shall be granted to the Member by the Medical Executive Committee. The Member shall be required to meet all other current Medical Staff membership requirements. This requirement applies to all staff categories except Dentists and Affiliate and Honorary Staff.

- (e) Periodic recertification is required in accordance with the recertification requirements of each specialty board. Once the Member reaches the age of sixty (60), this recertification requirement shall no longer apply, provided the Member meets all the following criteria:
- The Member submits a written request for waiver of board recertification to the President of the Medical Staff.
 - The Member is at least fifty-nine (59) years old at the time of the request.
 - The Member has been a Member in good standing for at least five (5) years.
 - The Member is eligible for board recertification.
 - The Member has had no corrective action, as described in Article VI of these Bylaws, within the previous five (5) years of the request for waiver of board recertification.

Once these criteria have been met, the MEC may recommend that the Board of Trustees grant a waiver of the periodic recertification requirement contained in these Bylaws. The Medical Staff Member may be required to complete additional proctoring to confirm the Member's clinical and technical competence in accordance with the policies established by each department. This recertification requirement applies to all staff categories except Dentists and Affiliate and Honorary Staff.

2.4 EFFECT OF OTHER AFFILIATIONS

No person shall be entitled to membership in the Medical Staff merely because he or she holds a certain degree, is licensed to practice in this or any other state, is a member of any professional organization, is certified by any clinical board, or because such person had, or presently has, staff membership or privileges at another health care facility. Medical Staff membership or Clinical Privileges shall not be conditioned or determined on the basis of an individual's participation or non-participation in contracts with a third party which contracts with this Hospital.

2.5 NONDISCRIMINATION

No aspect of Medical Staff membership or particular Clinical Privileges shall be denied on the basis of gender, color, national origin, race, religious creed, age, sexual orientation, marital status, or a physical or mental impairment that does not pose a threat to the quality of patient care and cannot be eliminated with reasonable accommodations.

2.6 BASIC RESPONSIBILITIES OF MEDICAL STAFF MEMBERSHIP

The ongoing responsibilities of each Member of the Medical Staff include:

- (a) providing patients with the quality of care meeting the professional standards of the Medical Staff;
- (b) abiding by these Bylaws, the Medical Staff Rules and Regulations, the departmental Rules and Regulations, and the Policies and Procedures of the Medical Staff;
- (c) discharging in a responsible and cooperative manner such reasonable responsibilities and assignments imposed upon the Member by virtue of Medical Staff membership, including committee assignments;
- (d) preparing and completing accurate and complete medical records including electronic records, if applicable according to the policy established by the Medical Executive Committee in a timely fashion for all the patients to whom the Member provides care in the Hospital;
- (e) assuring the completion of a physical examination and medical history ("H&P") no more than thirty (30) days before or twenty-four (24) hours after an admission for each patient by a physician and assure the completion of a complete H&P work-up in the chart for each patient prior to a surgical or invasive procedure. (See Medical Staff Policy/Procedure (MS-139) for more complete details.)

- (f) assuring an updated medical history and physical examination of the patient, including any changes in the patient's condition, must be completed and documented within twenty-four (24) hours after admission or registration, but prior to surgery or a procedure requiring anesthesia services, when the H&P are completed within thirty (30) days before admission or registration. The updated examination of the patient, including any changes in the patient's condition, must be completed and documented by a physician, an oral maxillofacial surgeon, or other qualified licensed and privileged individual in accordance with state law, these Bylaws, the Medical Staff Rules & Regulations and hospital policy.
- (g) abiding by the values and principles inherent in the medical moral teachings of the church as promulgated by the National Conference of Catholic Bishops (Ethical and Religious Directives for Catholic Health Care Services), the local Ordinary, and the Trinity Health Corporation or Successor;
- (h) aiding in any Medical Staff approved educational programs for medical students, interns, resident physicians, resident dentists, staff physicians and dentists, nurses and other personnel;
- (i) working cooperatively with other Members, nurses, Hospital administration and others so as not to adversely affect patient care;
- (j) making appropriate arrangements for coverage for his or her patients as determined by the Medical Executive Committee;
- (k) complying with all Federal and State statutes related to:
 - (1) patient care,
 - (2) documentation and referral,
 - (3) billing practices, and
 - (4) any other business or financial relationship with the Hospital, its corporate entities or affiliates;
- (l) participating in such emergency service coverage or consultation panels as may be determined by the Medical Executive Committee;
- (m) discharging such other Staff obligations as may be lawfully established from time to time by the Medical Executive Committee;

- (n) paying of such dues and assessments as may be decided upon by the Medical Executive Committee;
- (o) providing information to and/or testifying on behalf of the Medical Staff or an accused practitioner regarding any matter under an investigation pursuant to Article VI, or those which are the subject of a hearing pursuant to Article VII;
- (p) agreeing to respect and maintain confidentiality of all information related to patients, physicians, and Hospital employees; and
- (q) notifying the department chair or President of the Medical Staff through the Medical Staff Office within the time frames listed below in the event of any of the following circumstances:
 - (1) Final adverse judgments or settlements in professional liability cases: fourteen (14) business days following the effective date of the judgment or settlement.
 - (2) Voluntary or involuntary denial, revocation, suspension, reduction, or relinquishment of medical staff membership or privileges at any hospital or of any license or registration: the same day that Member receives notice of such decision.
 - (3) Other professional disciplinary actions: two (2) business days following the effective date of such action.
 - (4) Change in coverage of professional liability insurance below the minimal amounts as determined by the Medical Executive Committee: the same day that the Member receives notice of change in coverage.
 - (5) Medicare or Medi-Cal Sanction: the same day that the Member receives notice of such sanction.
- (r) Cooperate with hospital efforts to improve documentation of patient acuity to support accurate health information coding and other professional standards.
- (s) Participate in any medical staff approved educational activities for medical students, interns, residents, fellows, and nurses, and other personnel as required by the Departments and Clinical Services of which they are members. Medical Students or persons in medical training outside of Saint Agnes Medical Center may participate in accordance to GME guidelines.

2.7 DISRUPTIVE BEHAVIOR AND HARASSMENT PROHIBITED

It is a basic responsibility of Medical Staff membership to work cooperatively with physicians, nurses, Hospital administration and others so as to not adversely affect patient care. Disruptive behavior includes verbal abuse or behavior that compromises the delivery of patient care or the functioning of the healthcare team.

Discrimination or harassment by a Member of the Medical Staff against any individual (e.g., against another Medical Staff member, house staff, Hospital employee, patient or visitor) on the basis of sex, race, color, ancestry, religious creed, national origin, physical disability (including HIV and AIDS), mental disability, medical condition, age, sexual orientation, or marital status is prohibited by Federal and/or State law, as well as by the Medical Staff and the Hospital.

"Sexual harassment" includes unwelcome verbal or physical conduct of a sexual nature, which may include verbal harassment, physical harassment, or visual harassment. Sexual harassment also includes unwelcome advances, requests for sexual favors, and any other verbal, visual, or physical conduct of a sexual nature when (1) submission to or rejection of this conduct by an individual is used as a factor in decisions affecting hiring, evaluation, retention, promotion, or other aspects of employment, or (2) this conduct substantially interferes with the individual's employment or creates an intimidating, hostile, or offensive work environment.

All allegations of disruptive behavior, discrimination and/or harassment shall be immediately reported to the President of the Medical Staff, the Chief Medical Officer, the chair of the department of the involved individual, and the Administrator or the Administrator's designee. A determination will be made whether the disruptive behavior, discrimination and/or harassment allegations are concerning physical violence or conduct, which is seriously disruptive, or threatening to others. If found to be so, the individual who is the subject of the complaint may immediately be placed on summary suspension pending further investigation. However, all allegations of disruptive behavior, discrimination and/or harassment, if confirmed, will result in appropriate corrective action, ranging from reprimands up to and including termination of Medical Staff privileges or membership, if determined to be warranted by the facts.

ARTICLE III

3. CATEGORIES OF THE MEDICAL STAFF

The Medical Staff categories shall be Active, Courtesy, Provisional, Affiliate, Temporary, Honorary and Interns, Residents and Fellows. Appointment to a particular category (except Temporary Staff appointments) shall be made by the Board of Trustees. At each time of reappointment, the Member's Staff category shall be determined.

3.1 ACTIVE MEDICAL STAFF

- (a) Appointees to the Active Medical Staff shall consist of those practitioners who practice in the community and who have completed a period of satisfactory membership on the Provisional Staff for no less than six months and who have signified a desire to be active in the work of the Medical Staff.
- (b) Attendance at Medical Staff department and general staff meetings is encouraged but not required.
- (c) Active Medical Staff Members shall be eligible to transact all significant organizational and administrative duties pertaining to the Medical Staff and, in addition, to vote and hold office.
- (d) Active Medical Staff Members will continue to participate in patient care activities at the Hospital by admitting patients or referring patients for admission, or providing other diagnostic or therapeutic services to patients at any Hospital facility. Members who do not refer or provide care for at least twelve (12) patients per year at the Hospital will not be eligible to remain on the Active Medical Staff.

3.2 COURTESY MEDICAL STAFF

- (a) Appointment to the Courtesy Staff shall be made from either the Provisional or Active Medical Staff.
- (b) The Courtesy Medical Staff shall consist of practitioners who, by virtue of the nature of their professional activities, or because of their geographic location, or because the major portion of their hospital activity is located at another hospital, shall be privileged to render medical care in the Hospital on an occasional basis. Any practitioner who participates actively in the care of twelve (12) inpatients or more or renders eighty (80) patient care days per year or more, whether as primary physician or on consulting basis, cannot be considered for Courtesy Staff membership.
- (c) Members of the Courtesy Staff shall not be required to have assigned duties. They may, at their request, serve on committees but shall not be entitled to hold office or to vote.

3.3 PROVISIONAL STAFF

- (a) New applicants for membership on the Medical Staff, except for the Temporary, Honorary, Affiliate Staff and Interns, Residents and Fellows categories, must first apply for and serve on the Provisional Medical Staff for at least six months.

- (b) Each Provisional Staff Member shall undergo a period of observation by a designated proctor as described in Article V. The observation shall be to evaluate the Member's:
 - (1) proficiency in the exercise of Clinical Privileges initially granted; and
 - (2) overall eligibility for continued Staff membership and advancement within Staff categories.

Observation of Provisional Staff Members shall follow the frequency and format each department determines is appropriate to evaluate adequately the Provisional Staff Member including, but not limited to, concurrent or retrospective chart review, mandatory consultation, and/or direct observation. Appropriate records of the monitoring process shall be maintained in the Members' credentials file. The results of the observation shall be communicated by the department chair to the Medical Executive Committee.

- (c) If sufficient utilization has not occurred for such evaluation, the Member's Provisional Staff status may be continued for additional six (6)-month periods, up to an aggregate of twenty-four (24) months; such continuance, however, is subject to the requirement for reappointment as called for in Article IV.
- (d) If a Provisional Staff Member's utilization at the Hospital is predictably low due to the nature of his/her practice, the department may elect to supplement the Hospital data with information from other local sources.
- (e) Members of the Provisional Medical Staff shall be encouraged but are not required to attend general Medical Staff meetings. Members of the Provisional Staff may, at their request, serve on committees but shall not be entitled to hold office or to vote.

3.4 AFFILIATE STAFF

- (a) The Affiliate Staff shall include practitioners who, because of the nature of their professional activities or because of their geographic location, do not intend to provide any patient care activities at the Hospital or hold Clinical Privileges to do so. Practitioners in this category are not required to first serve on the Provisional Staff.
- (b) Affiliate Staff Members shall have no Clinical Privileges to perform clinical services in the Hospital, nor may they admit patients to the Hospital. They may not hold office or vote.

- (c) Affiliate Staff Members who have not previously served a Provisional Staff membership would be required to do so if they transfer to Active or Courtesy Staff. Members requesting Clinical Privileges must request a change of staff status.
- (d) Members of the Affiliate Staff shall meet the particular qualifications outlined in Article II.

3.5 TEMPORARY STAFF

- (a) The Temporary Staff shall consist of practitioners who do not actively practice at the Hospital but who are determined to be necessary to assist on a temporary basis with Medical Staff performance improvement or peer review activities. Such persons shall be qualified to perform the functions for which they are made Members of the Temporary Staff. The performance improvement and peer review activities would include, but not be limited to, reviewing medical records, rendering opinions regarding the medical and/or surgical care provided in a given case and serving and voting as a member or alternate on a Judicial Review Committee.
- (b) Temporary Medical Staff Members shall be entitled to attend all meetings of committees to which they have been appointed for the limited purpose of carrying out performance improvement or peer review functions. They shall have no Clinical Privileges to perform clinical services in the Hospital. They may not admit patients to the Hospital or hold office in the Medical Staff organization. They may, however, serve on designated committees with or without vote at the discretion of the Medical Executive Committee, and they may attend other Medical Staff meetings upon invitation.

3.6 HONORARY STAFF

- (a) The Honorary Staff shall include Medical Staff Members who formerly met the general qualifications for membership as set forth in Article II, but who have retired from the active practice of medicine, osteopathy, dentistry or podiatry.
- (b) The Honorary Staff shall have no Clinical Privileges to perform clinical services in the hospital, nor may they admit patients to the Hospital. They may not hold office or vote.

3.7 INTERNS, RESIDENTS AND FELLOWS

The terms interns, residents, and fellows (referred to collectively as House Staff) as used in these Bylaws refers to practitioners who are enrolled in the Saint Agnes

Physician Residency Program or a graduate medical education program approved by the Medical Executive Committee and the Board of Trustees and who, as part of their educational program, will provide health care services at the Hospital. All House Staff practitioners shall be approved by the Medical Executive Committee prior to beginning their rotation at the Hospital. House Staff shall not be eligible for Clinical Privileges or Medical Staff membership, shall not be considered licensed independent practitioners, and shall not be entitled to any of the rights of hearing or appeals under these Bylaws, unless required by law. House Staff rotating from other institutions shall be qualified by the sponsoring medical or osteopathic school or training program, in accordance with provisions in a written affiliation agreement between the Hospital and the school or program. House Staff practitioners may render patient care services at the Hospital pursuant to and limited by the following:

- (a) Each House Staff practitioner must have a valid California medical, dental or podiatric license or obtain such license as soon as the practitioner is eligible.
- (b) Post-doctoral trainees who are enrolled in accredited residency training programs shall be appointed to the House Staff. Members of the House Staff are not eligible to hold office within the medical staff, but may participate in the activities of the medical staff through membership on medical staff committees with the right to vote within committees if specified at the time of appointment, and non-voting attendance at medical staff meetings.
- (c) All medical care provided by House Staff is under the supervision of members of the Active or Courtesy staff. Such care shall be in accordance with the provision of a program approved by and in conformity with the Accreditation Council on Graduate Medical Education of the American Medical Association, the American Osteopathic Association or the American Dental Association's Commission on Dental Accreditation. Residents must be supervised by teaching staff in such a way that the trainee assumes progressively increasing responsibility for patient care according to their level of training, ability and experience.
- (d) Policies, procedures, and protocols shall be established by the Graduate Medical Education Committee, defining the House Staff's authority, the mechanism for the supervision of the House Staff practitioner, and any other condition imposed upon the House Staff by the Hospital and the Medical Staff.
- (e) Appointment to the House Staff shall be for one year and may be renewed annually. House Staff membership may not be considered as the observational period required to be completed by

provisional staff. House Staff membership terminates with termination from the training program.

- (f) The House Staff practitioner shall be accountable at all times to the supervising physician who shall be a Member of the Medical Staff.
- (g) While functioning in the Hospital, House Staff practitioners shall abide by all provisions of the Medical Staff Bylaws, Rules & Regulations, along with Medical Staff and Hospital policies and procedures. House Staff practitioners are not subject to, nor may they invoke the provisions of Article VI, "Corrective Action," or Article VII, "Hearings and Appellate Reviews," of the Medical Staff Bylaws. For House Staff practitioners with grievances for non-renewal of contract and grievances for non-termination/non-suspension recommendations and grievances for termination/suspension recommendations the sole remedy for these types of grievances is the Saint Agnes Medical Center Graduate Medical Education – "Grievance Policy of Residents/Fellows."

3.8 GENERAL EXCEPTIONS TO PREROGATIVES

Regardless of the category of membership in the Medical Staff, unless otherwise required by law, limited license Members:

- (a) shall have the right to vote only on matters within the scope of their licensure. In the event of a dispute over voting rights, that issue shall be determined by the chair of the meeting, subject to final decision by the Medical Executive Committee;
- (b) shall exercise Clinical Privileges only within the scope of their license and as set forth in Article V.

3.9 TRANSFERS BETWEEN STAFF CATEGORIES

- (a) Transfer from Provisional Staff to either Active or Courtesy shall at minimum be six (6) months following the initial Medical Staff appointment and the initial Provisional Staff period may be extended up to a total of twenty-four (24) months with the recommendation of the department to which the Member is assigned.
- (b) On its own, upon recommendation of a department, or pursuant to a request by a Member, the Medical Executive Committee may recommend a change in the Medical Staff category of a Member consistent with the requirements of these Bylaws.

- (c) The Board of Trustees, having the recommendation of the Medical Executive Committee, shall be the final judge of the appropriate Staff category for any Staff Members.

ARTICLE IV

4. APPOINTMENT AND REAPPOINTMENT

4.1 GENERAL

Except as otherwise specified herein, no person (including persons engaged by the Hospital in administratively responsible positions) shall exercise Clinical Privileges in the Hospital unless and until he or she applies for and receives appointment to the Medical Staff or is granted temporary Clinical Privileges as set forth in these Bylaws. By applying to the Medical Staff for appointment or reappointment (or, in the case of Members of the Affiliate and Temporary Staff, by accepting an appointment to that category), the applicant acknowledges responsibility to first review these Bylaws and agrees that throughout any period of membership he or she will comply with the responsibilities of Medical Staff membership and with these Bylaws and the Rules and Regulations and Policies and Procedures of the Medical Staff as they exist and as they may be modified from time to time. Appointment to the Medical Staff shall confer on the appointee only such Clinical Privileges as have been granted in accordance with these Bylaws.

4.2 BURDEN OF PRODUCING INFORMATION

In connection with all applications for appointment, reappointment, advancement or transfer, the applicant shall have the burden of: (i) producing information for an adequate evaluation of the applicant's qualifications and suitability for the Clinical Privileges and Staff category requested, (ii) resolving any reasonable doubts about these matters, and (iii) satisfying requests for information. The applicant's failure to sustain this burden shall be grounds for denial of the application. This burden may include submission to a medical, psychological or psychiatric examination, at the applicant's expense, if deemed appropriate by the Medical Executive Committee. The applicant may select the examining physician from a panel of three physicians chosen by the Medical Executive Committee.

4.3 APPOINTMENT AUTHORITY

Appointments, denials and revocations of appointments to the Medical Staff shall be made by the Board of Trustees as set forth in these Bylaws, but only after there has been a recommendation from the Medical Executive Committee.

4.4 DURATION OF APPOINTMENT AND REAPPOINTMENT

Initial appointments to the Medical Staff shall not exceed two (2) years. Reappointments shall be for a period of not more than two (2) years.

4.5 APPLICATION FOR INITIAL APPOINTMENT AND REAPPOINTMENT

4.5-1 APPLICATION FORM

An application form shall be approved by the Medical Executive Committee. The form shall require detailed information, which shall include, but not be limited to, information concerning:

- (a) the applicant's qualifications, including, but not limited to, professional training and experience, current licensure, current DEA registration, if applicable, and continuing medical education information related to the Clinical Privileges to be exercised by the applicant;
- (b) references from peers familiar with the applicant's professional competence and ethical character;
- (c) requests for membership categories, departments, and Clinical Privileges;
- (d)
 - (1) past, pending or current professional disciplinary action by a licensing authority;
 - (2) past, pending or current Medicare or Medi-Cal sanction/exclusion;
 - (3) past, pending or current professional disciplinary actions, including, but not limited to, denial, revocation, suspension, restriction or relinquishment of Medical Staff membership, Clinical Privileges or contractual participation or employment by a medical organization, whether voluntary or involuntary, at any health care entity. For the purpose of this section, "voluntary actions" shall only include those taken while under investigation for possible incompetence or improper professional conduct, or in return for such an investigation not being conducted;
 - (4) changes to or loss of, or restriction of, DEA registration or of any medical licensure;
- (e) current physical and mental health status;
- (f) professional liability insurance; and
- (g) any filed and served cases pending, and final judgments or settlements made against the applicant in professional liability cases within the past five (5) years.

Each application for initial appointment to the Medical Staff shall be in writing, submitted on the prescribed form with all provisions completed (or accompanied by an explanation of why answers are unavailable), and signed by the applicant. When an applicant requests an application form, he or she shall be given a copy of these Bylaws, the Medical Staff Rules and Regulations, and summaries of any other applicable policies relating to clinical practice in the Hospital, if any.

4.5-2 EFFECT OF APPLICATION

In addition to the matters set forth in Article IV, by applying for appointment to the Medical Staff each applicant:

- (a) signifies his or her willingness to appear for interviews in regard to the application;
- (b) authorizes consultation with others who have been associated with him or her and who may have information bearing on his or her competence, qualifications and performances, and authorizes such individuals and organizations to provide all such information; and authorizes obtaining a report of a background investigation by appropriate independent agencies in the business of conducting background investigations and consents to the use of such information in evaluating the applicant;
- (c) consents to inspection of records and documents that may be material to an evaluation of his or her qualifications and ability to carry out Clinical Privileges requested, and authorizes all individuals and organizations in custody of such records and documents to permit such inspection and copying;
- (d) releases from any liability, to the fullest extent permitted by law, all persons for their acts performed in connection with investigating and evaluating the applicant;
- (e) releases from any liability, to the fullest extent permitted by law, all individuals and organizations who provide information regarding the applicant, including otherwise confidential information;
- (f) consents to the disclosure to other hospitals, medical associations, licensing boards, and to other similar organizations as required by law, any information regarding his or her professional or ethical standing that the Hospital or Medical Staff may have, and releases the Medical Staff and the Hospital from liability for so doing to the fullest extent permitted by law; and

- (g) agrees to be bound by all responsibilities of Medical Staff membership as required in Article II; and
- (h) must sign the application and attest to the accuracy of all information furnished and acknowledge that any material misstatement or omission would constitute grounds for denial of appointment to, or for dismissal from, the Medical Staff.

4.5-3 VERIFICATION OF INFORMATION

The applicant shall deliver a completed application form to the Medical Staff office and an advance payment of fees, as required. The Administrator shall be notified of the application. When completed, the application and all supporting materials shall be transmitted to the appropriate department and the Credentials Committee. The application shall be considered complete only when the application form is completed and when all necessary supporting data are received and verifications made. The applicant shall be notified of any problems in obtaining the information required, and it shall be the applicant's obligation to obtain the required information. The Hospital's Authorized Representative shall query at a minimum the National Practitioner Data Bank, the Medical Board of California, the Office of Inspector General's "List of Excluded Individuals," and perform a background check in regards to the applicant or Member and submit any resulting information for inclusion in the applicant's or Member's credentials file.

4.5-4 DEPARTMENT ACTION

After receipt of the application from the Medical Staff Office, the chair or appropriate committee of each department to which the application is submitted shall review the application and supporting documentation, and may conduct a personal interview with the applicant at the chair's or committee's discretion. The chair or appropriate committee shall evaluate all matters deemed relevant to a recommendation, including information concerning the applicant's provision of services within the scope of Clinical Privileges requested, and shall transmit to the Medical Executive Committee a written report and recommendation as to the appointment and, if appointment is recommended, as to membership category, department affiliation, Clinical Privileges to be granted, and any special conditions to be attached. The chair may also request that the Medical Executive Committee defer action on the application.

4.5-5 CREDENTIALS COMMITTEE ACTION

At the next meeting of the Credentials Committee, the application and all documentation regarding training, licensure, letters of recommendation, and additional relevant material shall be reviewed and a determination

made as to the qualifications of the applicant to be appointed to the Medical Staff. This recommendation shall be forwarded to the Medical Executive Committee.

4.5-6 MEDICAL EXECUTIVE COMMITTEE ACTION

At its next regular meeting after receipt of the Credentials Committee and departmental reports and recommendations, or as soon thereafter as is practicable, the Medical Executive Committee shall consider the report and any other relevant information. The Medical Executive Committee may request additional information, return the matter to the relevant department for further examination, consideration or investigation, and/or elect to interview the applicant. The Medical Executive Committee shall forward to the Board of Trustees a written report and recommendation as to Medical Staff appointment, and if appointment is recommended, as to membership category, department affiliation, Clinical Privileges to be granted, and any special conditions to be attached to the appointment. The Committee may also defer action on the application. The reasons for deferral or denial shall be stated.

4.5-7 EFFECT OF MEDICAL EXECUTIVE COMMITTEE ACTION

- (a) Favorable Recommendation: When the recommendation of the Medical Executive Committee is favorable to the applicant, it shall be promptly forwarded, together with supporting documentation, to the Board of Trustees.
- (b) Adverse Recommendation: When a final recommendation of the Medical Executive Committee is adverse to the applicant, the Board of Trustees and the applicant shall be promptly informed by written notice. The applicant shall then be entitled to the procedural rights as provided in Article VII.

4.5-8 BOARD OF TRUSTEES ACTION ON THE APPLICATION

The Board of Trustees may accept or reject the recommendation of the Medical Executive Committee or may refer the matter back to the Medical Executive Committee for further consideration, stating the purpose for such referral and setting a reasonable time limit for making a subsequent recommendation. The following procedures shall apply with respect to action on the application:

- (a) If the Medical Executive Committee issues a favorable recommendation, the Board of Trustees may affirm the recommendation of the Medical Executive Committee if the Medical Executive Committee's decision is supported by a preponderance of the evidence or may reject the recommendation

of the Medical Executive Committee and state the reasons for the rejection.

- (1) If the Board of Trustees concurs in the recommendation, the decision of the Board of Trustees shall be deemed to be final.
 - (2) If the tentative action of the Board of Trustees is unfavorable, the matter shall be referred to the Joint Conference Committee. If the tentative action of the Board of Trustees remains unfavorable after consultation with the Joint Conference Committee, the Administrator shall give the applicant written notice of the tentative adverse recommendation and the applicant shall be entitled to the procedural rights set forth in Article VII. If such procedural rights are waived by the applicant, the decision of the Board of Trustees shall be deemed final action.
- (b) In the event the recommendation of the Medical Executive Committee, or any significant part of it, is unfavorable to the applicant, the procedural rights set forth in Article VII shall apply.
- (1) If procedural rights are waived by the applicant, the recommendations of the Medical Executive Committee shall be forwarded to the Board of Trustees for final action. The Board of Trustees may affirm the recommendation of the Medical Executive Committee if the Medical Executive Committee's decision is supported by a preponderance of the evidence or may reject the recommendation of the Medical Executive Committee and state the reasons for the rejection.
 - (2) If the applicant requests a hearing following the adverse Medical Executive Committee action, or following an adverse Board of Trustees tentative action, the Board of Trustees shall take final action only after the applicant has exhausted all procedural rights as established by Article VII.

4.5-9 NOTICE OF FINAL DECISION

- (a) Notice of the final decision shall be given to the President of the Medical Staff, the Medical Executive Committee, the chair of the appropriate department, the applicant, and the Administrator.
- (b) A decision and the notice of appointment or reappointment shall include, if applicable:

- (1) the Staff category to which the applicant is appointed;
- (2) the department to which he or she is assigned;
- (3) the Clinical Privileges granted; and
- (4) any special conditions attached to the appointment.

4.5-10 REAPPLICATION AFTER ADVERSE APPOINTMENT DECISION

An applicant or a Member who has received a final adverse decision regarding appointment, or reappointment to the Medical Staff or a request for Clinical Privileges shall not be eligible to reapply for appointment or reappointment to the Medical Staff or to request those same Clinical Privileges for a period of four (4) years from the date of said final decision. Any such reapplication for reappointment or request for Clinical Privileges shall be processed as an initial application, including, if applicable, the application fee. The applicant shall submit such additional information as may be required to demonstrate that the basis for the earlier adverse action no longer exists.

4.5-11 TIMELY PROCESSING OF APPLICATIONS

Applications shall be considered in a timely and good faith manner by all individuals and groups required by these Bylaws to act thereon and, except for good cause, should be processed within the time periods specified herein. After all information collection and verification tasks are completed and all relevant materials have been received, the application should be reviewed by the appropriate department chair. In the event the relevant materials are not received within sixty (60) days after the application is received, the applicant shall be notified, and the application shall remain pending until the materials are received by the Medical Staff office. Applications, which are not completed within six months after receipt shall automatically be removed from consideration and the applicant informed. The department chair should make a recommendation within forty-five (45) days after receiving the application. The Credentials Committee should make a recommendation within forty-five (45) days after receiving the application. The Medical Executive Committee shall review the application and, if favorable, make its recommendation to the Board of Trustees within forty-five (45) days after receiving the report from the department. The Board of Trustees should then take final action on the application at its next regular meeting. The time periods specified herein are to assist those named in accomplishing their tasks and shall not be deemed to create any right for the applicant to have the application processed within those periods.

4.6 REAPPOINTMENTS AND REQUESTS FOR MODIFICATIONS OF STAFF STATUS OR CLINICAL PRIVILEGES

4.6-1 APPLICATION

- (a) At least four (4) months prior to the expiration date of the current Staff appointment (except for Temporary appointments), a reappointment application form approved by the Medical Executive Committee shall be mailed or delivered to the Member. If an application for reappointment is not received by the Medical Staff office at least sixty (60) days prior to the expiration date, written notice shall be promptly sent to the applicant advising that the application has not been received and that the Member's current appointment shall expire on its expiration date if the Member fails to submit a completed application for reappointment at least thirty (30) days before the expiration date. At least thirty (30) days prior to the expiration date, each Medical Staff Member shall submit to the Medical Staff Office the completed application form for renewal of appointment to the Staff for an additional two (2) years, and for renewal or modification of Clinical Privileges. The application shall include all information necessary to update and evaluate the qualifications of the applicant including, but not limited to, the matters set forth in Article IV, as well as other relevant matters. Upon receipt of the application, the information shall be processed as set forth commencing in Article IV.
- (b) A Medical Staff Member who seeks a change in Medical Staff status or modification of Clinical Privileges may submit such a request at any time upon a form approved by the Medical Executive Committee, except that such application may not be filed within two (2) years of the time a similar request has been denied.

4.6-2 EFFECT OF APPLICATION

The effect of an application for reappointment or modification of Staff status or Clinical Privileges is the same as that set forth in Article IV.

4.6-3 STANDARDS AND PROCEDURE FOR REVIEW

When a Staff Member submits the first application for reappointment, and every two (2) years thereafter, or when the Member submits an application for modification of Staff status or Clinical Privileges, the Member shall be subject to an in depth review generally following the procedures set forth in Article IV.

4.6-4 SHORT-TERM REAPPOINTMENT

If an application for reappointment has not been fully processed by the expiration date of the Member's current appointment, the Medical Executive Committee and the Board of Trustees may approve a time-and-member specific reappointment of the Member's status and Clinical Privileges until such time as the processing is completed. However, if the delay is due to the Member's failure to complete and return the reappointment application form at least thirty (30) days prior to the expiration date of the current Medical Staff reappointment or failure to provide other documentation or cooperate in a timely fashion, the reappointment shall expire on its expiration date. A short-term reappointment pursuant to this section does not create a vested right in the Member for continued reappointment through the entire next term but only until such time as processing of the application is concluded.

4.6-5 FAILURE TO FILE REAPPOINTMENT APPLICATION

If a Member, without good cause, fails to submit a completed application for reappointment at least thirty (30) days before the expiration date of the current Medical Staff appointment, the current appointment shall expire on the expiration date and the Member shall be deemed to have resigned membership in the Medical Staff as a result of the Member's voluntary refusal to timely file a completed application for reappointment. In the event membership expires for the reasons set forth herein, the procedures set forth in Article VII shall not apply.

4.7 LEAVE OF ABSENCE

4.7-1 LEAVE STATUS

At the discretion of the Medical Executive Committee, a Medical Staff Member may obtain a voluntary leave of absence from the Staff upon submitting a written request to the Medical Executive Committee stating the approximate period of leave desired, which may not exceed two (2) years. During the period of the leave, the Member shall not exercise Clinical Privileges at the Hospital, and membership rights and responsibilities shall be inactive, but the obligation to pay dues, if any, shall continue, unless waived by the Medical Executive Committee.

4.7-2 TERMINATION OF LEAVE

At least thirty (30) days prior to the termination of the leave of absence, or at any earlier time, the Medical Staff Member may request reinstatement of Clinical Privileges by submitting a written notice to that effect to the Medical Executive Committee. If the Member's current Staff appointment expired during the leave, he or she must submit an application for reappointment upon termination of leave. The Member shall submit a

summary of relevant activities during the leave, if the Medical Executive Committee so requests. The Medical Executive Committee shall make a determination concerning the reinstatement of the Member's Clinical Privileges and prerogatives, and the procedure provided in Article IV shall be followed.

4.7-3 MEDICAL LEAVE OF ABSENCE

The Medical Executive Committee shall determine the circumstances under which a Medical Staff Member may be granted a leave of absence for the purpose of obtaining treatment for a medical condition or disability. At the discretion of the Medical Executive Committee, unless the leave of absence is in reality a reportable restriction of Clinical Privileges, the leave of absence shall be deemed a "medical leave" which is not granted for a medical disciplinary cause or reason.

4.7-4 TERMINATION OF A MEDICAL LEAVE OF ABSENCE

The Member who is on a medical leave of absence shall request reinstatement of his or her Clinical Privileges in writing to the Medical Executive Committee with a letter from the Member's attending physician confirming that the Member is able to resume Medical Staff obligations and advise whether any limitations are required. The Medical Executive Committee may request the Member to submit to a physical or mental examination by a third-party physician, who is not the Member's attending physician. Failure, without good cause, to submit to a physical or mental examination by a third-party physician shall be grounds to deny the Member's request for reinstatement of his or her Clinical Privileges.

4.7-5 MILITARY LEAVE OF ABSENCE

Requests for leave of absence to fulfill military service obligations shall be granted upon notice and review by the Medical Executive Committee. Reactivation of membership and Clinical Privileges previously held shall be granted but may be subject to monitoring and/or proctoring as determined by the Medical Executive Committee.

4.8 FAILURE TO REQUEST REINSTATEMENT

Failure, without good cause, to request extension of leave of absence or reinstatement shall be deemed a voluntary resignation from the Medical Staff and shall result in automatic termination of membership, Clinical Privileges, and prerogatives. A Member whose membership is automatically terminated shall be entitled to the procedural rights provided in Article VII for the sole purpose of determining whether the failure to request reinstatement was unintentional or excusable, or otherwise. A request for Medical Staff membership subsequently received from a

Member so terminated shall be submitted and processed in the manner specified for applications for initial appointments.

ARTICLE V

5. CLINICAL PRIVILEGES

5.1 EXERCISE OF CLINICAL PRIVILEGES

A practitioner providing clinical services at this Hospital, in connection with such practice and except as otherwise provided in Article V, shall be entitled to exercise only those Clinical Privileges specifically granted to him or her by the Board of Trustees. Said Clinical Privileges and services must be Hospital specific, within the scope of any license, certificate, or other legal credential authorizing him or her to practice in the State of California and consistent with any restrictions thereon, and shall be subject to the Rules and Regulations of the clinical department and the authority of the department chair and the Medical Executive Committee.

5.2 DELINEATION OF CLINICAL PRIVILEGES IN GENERAL

5.2-1 REQUESTS

Each application for appointment or reappointment to the Medical Staff must contain a request for the specific Clinical Privileges desired by the applicant. A request by a Member for a modification of Clinical Privileges or department assignment may be made at any time. All such requests must be supported by documentation of training and/or experience supportive of the request.

5.2-2 CRITERIA FOR CLINICAL PRIVILEGES DETERMINATION

- (a) Requests for Clinical Privileges shall be evaluated on the basis of the Member's education, training, experience, current demonstrated professional competence and judgment, clinical performance, and such documentation or observation of results of patient care, current health status, and other quality review and monitoring which the Medical Executive Committee deems appropriate. Privilege determinations may also be based on pertinent information concerning current clinical performance obtained from other sources, especially other institutions and health care settings where the Member exercised Clinical Privileges.
- (b) An applicant who fails to produce the necessary information that would meet the basic requirements of membership, the Clinical Privileges being requested or department assignment as described in these Bylaws or the Medical Staff or departmental Rules and Regulations or the Policies and Procedures of the Medical Staff shall be deemed to have failed the application process. This shall

not be deemed an adverse action as described in Article VII. This will not be considered a denial of Clinical Privileges for a medical disciplinary cause or reason, and, therefore, will not be considered a reportable occurrence to either the National Practitioner Data Bank or the Medical Board of California, unless otherwise required by law. The applicant shall have grounds for a hearing as described in Article VII. The scope of the hearing shall be limited to determining whether or not the applicant failed to produce the necessary information that would meet the basic requirements of membership, Clinical Privileges or department assignment as described in these Bylaws or the Medical Staff or departmental Rules and Regulations.

5.3 PROCTORING

5.3-1 GENERAL PROVISIONS

Except as otherwise recommended by the Medical Executive Committee and approved by the Board of Trustees, all practitioners initially appointed to the Medical Staff shall complete a period of proctoring as prescribed by the appointee's department. Proctoring may include direct observation of the practitioner's performance and chart review. Proctoring may be accomplished in other ways but the intent is to review technical, professional and clinical judgment through a methodology or policy approved by the Medical Executive Committee, as prescribed by the appointee's department. Proctoring plays an essential role in assuring and maintaining the professional competence of the Members of the Medical Staff. The role of the individual proctor is not to supervise or assist the proctored physician; it is simply to observe and report. Clinical Privileges requested in any other department shall also be subject to the proctoring required by that department. Proctors are not required to supervise or assist in any case that they are proctoring. However, if a proctor wishes to serve as an assistant in any given case the proctor will be held to the standard of care required of an assistant in the case. In other words, when the proctor functions as an assistant, the proctor's role expands beyond simply observing and reporting. An initial appointee shall remain subject to proctoring until the Medical Executive Committee has been furnished with a report indicating that the proctoring process has been satisfactorily completed.

5.3-2 MEDICAL STAFF ADVANCEMENT

The failure to meet the requirement for any specific Clinical Privilege shall not, of itself, preclude advancement in Medical Staff category of any Member. If such advancement is granted absent, such required information, continued proctoring of the appointee's activities relative to

the uncertified specific Clinical Privilege shall be continued for a specified time period determined by the department.

5.4 SPECIAL CONDITIONS APPLICABLE TO DENTAL AND PODIATRIC CLINICAL PRIVILEGES

5.4-1 ADMISSIONS

Dentists and podiatrists who are Members of the Medical Staff may admit patients only if a physician Member of the Medical Staff conducts the admitting history and physical examination (except the portion related to dentistry or podiatry), and assumes responsibility for the care of the patient's medical problems present at the time of admission or those which may arise during any hospitalization and which are outside of the dentist's or podiatrist's lawful scope of practice. However, oral and maxillofacial surgeons who are qualified by their training and permitted by their state license to perform history and physical exams may admit patients without a co-admitting physician.

5.4-2 SURGERY

Surgical procedures performed by dentists and podiatrists shall be under the overall supervision of the chair of the department of surgery.

5.4-3 MEDICAL APPRAISAL

All patients admitted for care in the Hospital by a dentist or podiatrist shall receive the same basic medical appraisal as patients admitted to other services, and a physician Member shall determine the risk and effect of any proposed treatment or surgical procedure on the general health status of the patient except where the admitting practitioner is a qualified oral and maxillofacial surgeon, as described in Article V. Podiatrists are permitted to perform medical appraisals for outpatient procedures if the podiatrist has been granted privileges to do so. Where a dispute exists regarding proposed treatment between a physician Member and a dentist or podiatrist based upon medical or surgical factors outside of the scope of licensure of the dentist or podiatrist, the treatment will be suspended insofar as possible while the dispute is resolved by the appropriate department(s).

5.4-4 SPECIAL CONDITIONS APPLICABLE TO SURGICAL ASSISTANTS

(a) Limited Applicability:

This section applies to practitioners whose request is restricted to assisting in surgery and who specifically do not propose to admit or provide other professional services to patients.

(b) Proctoring:

During his or her Provisional Staff tenure, a practitioner seeking only surgical assisting Clinical Privileges will not be assigned a formal proctor, but will submit at the request of his or her department chair a list of those surgeons whom he or she has assisted; reports as to his or her competence and performance and suitability for Staff membership will then be solicited from such surgeons.

(c) Advancement:

Upon satisfactory completion of Provisional Staff tenure, practitioners choosing to limit their activity to surgical assisting may be eligible for advancement to the Courtesy or Active Medical Staff.

(d) Additional Clinical Privileges:

Application at any subsequent time for any Clinical Privileges other than surgical assisting will require the usual period of proctoring, such as would apply to any other applicant.

5.5 TEMPORARY CLINICAL PRIVILEGES

5.5-1 CIRCUMSTANCES

Upon the review of the completed application and written concurrence of the Administrator, the chair of the department where the Clinical Privileges will be exercised, the chair of the Credentials Committee, and the President of the Medical Staff, the Administrator may grant temporary Clinical Privileges to a practitioner, subject to the conditions set forth in Article V.

In all cases temporary Clinical Privileges shall be granted only (1) on applicant files that are: awaiting Medical Executive Committee and Board of Trustees approval, (2) after the department and Credentials Committee have acted favorably upon the clean and complete application, (3) after a written request for temporary Clinical Privileges has been received, (4) after a favorable report from the Medical Board of California and the National Practitioner Data Bank has been received, (5) after verification of licensure and professional liability insurance has been received, and (6) after other requirements have been met in accordance with Article II.

The following are circumstances under which temporary Clinical Privileges may be granted:

- (a) Pending Application for permanent Medical Staff membership: The application for appointment must be complete and a written request for specific temporary Clinical Privileges is required.
- (b) Locum Tenens: Temporary Clinical Privileges may be granted to a person serving as a locum tenens for (1) a current Member of the Medical Staff or (2) a medical group providing patient care services in the Hospital. Such person may attend only patients of the Member(s) for whom he or she is providing coverage, for a period not to exceed sixty (60) days per calendar year, unless the Medical Executive Committee recommends a longer period for good cause.
- (c) Care of Specific Patients: Upon receipt of a written application for specific temporary Clinical Privileges, where good cause exists, a practitioner who is not an applicant for membership may be granted temporary Clinical Privileges for the care of one or more specific patients. Such Clinical Privileges shall be restricted to the treatment of not more than five (5) patients or five (5) days whichever is the greater in any one (1) year. Out of state practitioners may be granted temporary Clinical Privileges subject to the limitations of California Business and Professional Code 2060. Practitioners requesting permission to attend more than five (5) patients or five (5) in any one (1) year shall be required to apply for membership in the Medical Staff before being granted the requested Clinical Privileges.
- (d) Proctors: Temporary Clinical Privileges may be granted to a person serving as a proctor for so long as that person needs to complete a proctoring assignment, but not to exceed one (1) year.

5.5-2 CONDITIONS

Temporary Clinical Privileges may be granted only when the practitioner has submitted a written application for appointment or a written request for temporary Clinical Privileges and the information available reasonably supports a favorable determination regarding the requesting practitioner's license, qualifications, ability, and judgment to exercise the Clinical Privileges requested, and only after the practitioner has satisfied the requirement in Article II regarding professional liability insurance. The chair of the department to which the practitioner is assigned shall be responsible for supervising the performance of the practitioner granted

temporary Clinical Privileges or designating a department Member who shall assume this responsibility. Special requirements of consultation and reporting may be imposed by that chair. Before temporary Clinical Privileges are granted, the practitioner must acknowledge in writing that he or she has received or been given access to the Medical Staff Bylaws and Rules and Regulations and that he or she agrees to be bound by the terms thereof in all matters relating to his temporary Clinical Privileges.

5.5-3 TERMINATION

On the discovery of any information, or the occurrence of any event, of a nature which raises reasonable doubt about a practitioner's professional qualifications, ability to exercise any of the temporary Clinical Privileges granted, or compliance with these Bylaws and the Medical Staff and departmental Rules and Regulations and the Policies and Procedures of the Medical Staff or other special requirements, the Chief Medical Officer, Administrator or the President of the Medical Staff may, after consultation with the department chair responsible for supervision, terminate any or all of such practitioner's temporary Clinical Privileges. Where a patient's life or well being is determined to be endangered by continued treatment by the practitioner, the termination may be effected by any person entitled to impose summary suspensions under Article VI. In the event of any such termination, the practitioner's patients then in the Hospital shall be assigned to another practitioner by the department chair responsible for supervision. The wishes of the patient shall be considered where feasible, in choosing a substitute practitioner.

5.6 SPECIAL CONDITIONS APPLICABLE TO ALLIED HEALTH PROFESSIONALS

Allied Health Professional or AHP means an individual, other than a licensed physician, dentist, or podiatrist, who exercises independent judgment within the areas of his or her professional competence and the limits established by the Board of Trustees, the Medical Staff, The Interdisciplinary Practices Committee, and the applicable State Practice Act, who is qualified to render direct or indirect medical, dental, or podiatric care under the supervision or the direction of a Medical Staff member possessing privileges to provide such care in the Hospital, and who may be eligible to exercise privileges and prerogatives in conformity with the rules adopted by the Board of Trustees, the Allied Health Professional Policy Procedure Manual, and these Bylaws. AHPs are not eligible for Medical Staff membership.

5.6-1 GENERAL POLICIES APPLICABLE TO ALLIED HEALTH PROFESSIONALS

An AHP may apply for service authorization to Saint Agnes Medical Center within the scope of his/her license. No person shall be entitled to

perform services solely because he or she holds a certain degree, is licensed to practice in this, or any other State, is a member of any professional organization, is certified by any clinical board, or because such person had, or presently has, been able to perform services at another health care facility.

Each category of AHP shall have a qualifications statement and task list approved by the Interdisciplinary Practices Committee ("IPC"). Additionally, professionals who are required by law to provide a scope of practice, shall be responsible for providing same to the IPC.

The AHP shall sign an agreement to abide by the Hospital and Medical Staff Policies/Procedures and the Bylaws of the Medical Staff.

It is expressly noted that AHPs are not entitled to due process and the judicial review provisions as written in the Medical Staff Bylaws.

AHPs will be allowed the opportunity to present their concerns either in person, or in writing, to the Interdisciplinary Practices Committee when any previously approved service authorization is rescinded. Only the AHP and/or their sponsoring physician may present their concerns. The subsequent decision of the Interdisciplinary Practices Committee is final. No such opportunity will be granted when initial requests for service authorization is denied.

5.6-2 PROCESSING INITIAL APPLICATIONS FOR ALLIED HEALTH PROFESSIONALS

All applications for service authorization shall be in writing, shall be signed by the applicant, and shall be submitted on the prescribed form. The application will require documentation of the following information:

- (a) The applicant's qualifications, including, but not limited to, professional training and experience, current licensure, demonstrated ability, and judgment with sufficient adequacy to demonstrate that any patient he or she treats will receive care of the generally recognized professional level of quality and efficiency established in the Hospital, and he or she is qualified to exercise approved clinical tasks within the Hospital;
- (b) The names of at least three (3) persons who have had extensive experience in observing and working with the applicant and who can provide adequate references pertaining to the applicant's professional competence and ethical character;
- (c) Information as to whether the applicant's employment or approved clinical tasks have ever been denied, revoked, suspended, or reduced at any other hospital or institution;

- (d) Information as to whether the applicant's membership in local, state, or national professional societies, or his or her license to practice in any jurisdiction has ever been denied, not renewed, suspended, or terminated;
- (e) Professional liability insurance in the amounts of \$1,000,000 each claim and \$3,000,000 aggregate. Information regarding professional liability suits/settlements will also be requested. Professional liability coverage must be provided by a company that is admitted by the California Insurance Commissioner. Failure to provide coverage from a company admitted by the California Insurance Commissioner shall be grounds for automatic suspension of a Member's service authorization. If within 90 days after written warning of delinquency the Member does not provide evidence of required professional liability insurance, the Member's service authorization shall be automatically terminated.
- (f) Information regarding the applicant's health status; and
- (g) The applicant must be determined, on the basis of documented references, to adhere strictly to the lawful ethics of his or her profession, to work cooperatively with others in the Hospital setting so as not to adversely affect patient care, to be willing to participate in and properly discharge responsibilities as determined by the Medical Staff.

The applicant shall have the burden of producing, within the established timeframe, adequate information for a proper evaluation of his or her competence, character, ethics, and other qualifications, and for resolving any doubts about such qualifications.

Once the application is determined to be complete, it will be forwarded to the IPC for consideration. The IPC retains the authority to make all recommendations for service authorizations to the Medical Executive Committee. However, the IPC values the input of Medical Staff departments. The AHP's application shall be forwarded to the department chair or his designee to which the AHP's supervising physician is assigned for review. If the AHP does not have a supervising physician, the application will be forwarded to the department to which the AHP would be assigned for review.

Upon receipt of the application from the IPC, the department chair shall evaluate the AHP based upon the credentialing criteria defined above. The department chair, or designee, may meet with the AHP as well as the sponsoring or supervising practitioner to further investigate the AHP's request for service authorization. The IPC will make a recommendation to

the Medical Executive Committee regarding the applicant's qualifications to exercise requested tasks.

Thereafter, the application shall be processed by the Medical Executive Committee and the Board of Trustees in a manner parallel to the processing of Medical Staff applications.

5.6-3 INITIAL APPOINTMENTS OF ALLIED HEALTH PROFESSIONALS SHALL BE PROVISIONAL

All initial appointments to the Allied Health Professional staff shall be provisional. The provisional AHP appointment shall last a minimum of six (6) months.

Provisional AHP members shall be assigned to a department where their performance shall be observed by the supervising/sponsoring physician or the chair of the department, or designee, to determine the eligibility of the AHP for regular Allied Health Professional staff membership and for exercising the clinical tasks provisionally granted to them.

Monitoring of provisional AHP members shall include peer review, proctoring by nursing service as indicated by task list, and evaluation by the AHP's supervising physician. All members of the AHP staff are subject to the Hospital's and Medical Staff's performance improvement program and are required to participate in peer review or performance improvement activities.

5.6-4 ALLIED HEALTH PROFESSIONALS ARE ELIGIBLE FOR TEMPORARY SERVICE AUTHORIZATION

Allied Health Professionals are eligible for temporary service authorization. The AHP may not exercise clinical tasks that require a new standardized procedure until approval is granted by the Board of Trustees. There are no exceptions to this policy.

5.6-5 ALLIED HEALTH PROFESSIONALS' RENEWAL OF SERVICE AUTHORIZATION

AHPs shall be granted service authorization for no more than 24 months. Renewals of Service Authorization shall be processed every other year. The AHP will complete the Renewal of Service Authorization application and provide any requested documentation. The completed application with all supporting documentation will be reviewed by the IPC and forwarded to the appropriate department for review. The IPC will make a recommendation to the Medical Executive Committee regarding renewal of service authorization. Final determination of the renewal of service authorization will be made by the Board of Trustees. Following

determination by the Board of Trustees, the applicant will receive written notice of the action.

Failure to file application for renewal of service authorization before expiration of current appointment shall result in the automatic termination of the AHP's service authorization, and the AHP shall be deemed to have resigned membership in the Allied Health Profession Staff.

5.6-6 LEAVE OF ABSENCES FOR ALLIED HEALTH PROFESSIONALS

Allied Health Professionals employed by a supervising physician who is a Member of the Medical Staff may request a Leave of Absence for up to ninety (90) days if the employment relationship terminates. If the Allied Health Professional is unable to establish a new employment relationship with another Member of the Medical Staff within ninety (90) days, the service authorization terminates.

5.6-7 FOCUSED PROFESSIONAL PRACTICE EVALUATIONS OF ALLIED HEALTH PROFESSIONALS

Allied Health Professionals shall undergo focused professional practice evaluation at the time of initial appointment.

- (a) At the time of initial appointment to Provisional Allied Health Professional Staff.
 - (1) During the six-month provisional period, Allied Health Professionals who have supervising physicians, either by employment or supervision, will be required to have six (6) cases reviewed by their supervising physician;
 - (2) Each review shall be documented on an AHP Case Review Checklist and/or Skills Monitoring Form and submitted to the Interdisciplinary Practices Committee;
 - (3) The six-month provisional period may be extended for Allied Health Professionals not performing at least six (6) cases for review during that time. The six month provisional period may be extended if patient care issues are identified and additional monitoring is warranted. The provisional period may not exceed a total of twenty-four (24) months pursuant to Medical Staff Bylaws Article V; and
 - (4) The Allied Health Professional may be advanced from provisional status upon recommendation of the Interdisciplinary Practices Committee and the Medical Executive Committee to the Board of Trustees.

- (b) At the time of reappointment

Allied Health Professionals with authorization to perform standardized procedures will be required to provide activity data (numbers only) on all procedures beyond the basic scope of practice for the previous two (2) years.

5.6-8 ONGOING PROFESSIONAL EVALUATION OF ALLIED HEALTH PROFESSIONALS

Competency will be evaluated annually from appointment date and at time of reappointment. Ongoing professional practice evaluation shall include:

- (a) review of occurrence reports involving Allied Health Professionals for the past twelve (12) months; and
- (b) evaluation of clinical practice and competence by a Departmental Director or designee knowledgeable of the practitioner's skills and competence.

5.6-9 OCCURRENCE REPORTS INVOLVING ALLIED HEALTH PROFESSIONALS

- (a) The chair of the Interdisciplinary Practices Committee will review all Occurrence Reports involving Allied Health Professionals.
- (b) Medical/clinical issues will be referred to the chair of the responsible Medical Staff department.
- (c) Procedural issues related to scope of practice will be addressed by the Interdisciplinary Practices Chair/Committee.

5.6-10 RESPONSIBILITIES OF THE SUPERVISING PHYSICIAN

Any supervising physician or group which employs or contracts with the Allied Health Professional agrees to the following:

- (a) that the Allied Health Professional is solely his, her or its employee or agent and not the Hospital's employee or agent;
- (b) that the supervising physician or group is accountable for the quality of work done by the Allied Health Professional, and therefore, is required to provide ongoing monitoring and evaluation of the Allied Health Professional who has received authorization to perform approved tasks in the Hospital. Monitoring by the supervising physician is in addition to the peer review and performance improvement activities directed by the Interdisciplinary Practices Committee;

- (c) that the supervising physician or group which employees or contracts with the AHP agrees to indemnify the Hospital against any expense, loss, or adverse judgment it may incur as a result of allowing an AHP to practice at the Hospital or as a result of denying or terminating the AHP's service authorization;
- (d) that the supervising physician is expected to be either present or available within the time frame outlined in the standardized procedure for any task performed by an Allied Health Professional that could result in sudden deterioration or instability of patient condition;
- (e) that the supervising physician or covering physician must always be available within thirty (30) minutes;
- (f) that the supervising physician or covering physician will see and perform a physical examination and medical history (H&P") on patients admitted to the hospital for non-elective and/or emergent reasons. If a physician requests a consultation or asks another physician to perform the H&P, said consultation or H&P will be performed by the consulting physician, unless the requesting and consulting physicians both agree that an AHP may provide the consultation or perform the H&P. However, for scheduled surgical cases and other elective admissions the H&P from the office may be dictated by the AHP;
- (g) that the supervising physician or covering physician is required to personally see, evaluate and write a meaningful note every forty-eight (48) hours; however, the patient will still be required to be seen daily by the supervising physician, covering physician or AHP; and
- (h) that all AHP notes or orders will be electronically cosigned by the supervising physician or covering physician every forty-eight (48) hours, or earlier if required by medical record keeping requirements.

5.7 EMERGENCY CLINICAL PRIVILEGES

For the purposes of this section, an "emergency" is defined as a condition in which a patient is in imminent danger of serious or permanent harm or death and any delay in administering treatment would add to that danger. In the case of an emergency, any practitioner, to the degree permitted by his or her license and regardless of department, Medical Staff status, or Clinical Privileges shall be permitted to do, and shall be assisted by Hospital personnel in doing, everything possible to save a patient from such danger. When an emergency situation no longer exists, such practitioner must request the necessary Clinical Privileges if he

or she is to continue to treat the patient. In the event such Clinical Privileges are either not requested or denied, the patient shall be assigned to an appropriate Member of the Staff by the President of the Medical Staff.

5.8 DISASTER PRIVILEGES

5.8-1 PURPOSE

To ensure that physicians, dentists, podiatrists and allied health professionals who do not possess Medical Staff membership and clinical privileges or task authorizations at Saint Agnes Medical Center may be allowed to work at the Hospital during a disaster situation.

5.8-2 PROCEDURE

- (a) The Administrator or the President of the Medical Staff (or their designees) shall initiate disaster privileging procedures when the emergency management plan has been activated and Hospital organization is unable to meet immediate patient needs.
- (b) A physician, dentist, podiatrist or allied health professional may present to the Hospital and request disaster privileges.
- (c) The person will be directed to the Medical Staff Office or to the Physician Center to process disaster privileges or disaster authorizations. A request for Temporary Disaster Privileges or Temporary Disaster Authorization must be completed.
- (d) The person must present a valid photo I.D. issued by a state, federal or regulatory agency and at least one of the following:
 - (1) a current picture hospital I.D. card clearly identifying professional designation;
 - (2) a current license to practice medicine and primary source verification of the license; or
 - (3) identification that indicates that the person is a member of a Disaster Medical Assistance Team (“DMAT”), or MRC, ESAR-VHP, or other recognized state or federal organizations or groups.
- (e) The Hospital representative will record the request for disaster privileges or disaster authorization, the key identification document provided, name of current hospital affiliations, and the name of the professional liability carrier.

- (f) If possible, copies should be made of the license and photo identification.
- (g) Current professional licensure of those providing care under disaster authorizations is verified from the primary source as soon as the immediate emergency situation is under control or within 72 hours from the time the volunteer physician, dentist, podiatrist or allied health professional presents himself or herself to the Hospital, whichever comes first. If primary source verification cannot be completed within 72 hours of the person's arrival due to extraordinary circumstances, the Hospital representative shall document all of the following:
 - (1) the reason(s) verification could not be performed within 72 hours of the person's arrival;
 - (2) evidence of the person's demonstrated ability to continue to provide adequate care, treatment and services; and
 - (3) evidence of an attempt to perform primary source verification as soon as possible.
- (h) With approval of the Administrator (or designee) and President of the Medical Staff or department chair (or their designees), temporary disaster privileges or disaster authorizations may be granted.
- (i) Approval shall be noted in writing that the person has been granted disaster privileges or disaster authorization for a period of time not to exceed 72 hours. Such approval may be renewed if necessary.

5.8-3 SUPERVISION

Members of the Medical Staff shall oversee those granted disaster privileges. An allied health practitioner affiliated with the Hospital may oversee a similarly licensed allied health practitioner who has been granted a disaster authorization.

5.9 MODIFICATION OF CLINICAL PRIVILEGES OR DEPARTMENT ASSIGNMENT

On its own, upon recommendation of a department, or pursuant to a request under Article IV, the Medical Executive Committee may recommend a change in the Clinical Privileges or department assignment of a Member. The Medical Executive Committee may also recommend that the granting of additional Clinical Privileges to a current Medical Staff Member be made subject to monitoring in accordance with procedures similar to those outlined in Article V.

5.10 LAPSE OF APPLICATION

If a Medical Staff Member requesting a modification of Clinical Privileges or department assignment fails to furnish the information necessary in a timely manner to evaluate the request, the application shall automatically lapse, and the applicant shall not be entitled to a hearing as set forth in Article VII.

ARTICLE VI

6. CORRECTIVE ACTION

6.1 CORRECTIVE ACTION

6.1-1 CRITERIA FOR INITIATION

Any person may provide information to the Medical Staff about the conduct, performance, or competence of its Members. When reliable information indicates a Member may have exhibited acts, demeanor, or conduct, either within or outside the Hospital, reasonably likely to be (1) detrimental to patient safety or to the delivery of quality patient care within the Hospital; (2) unethical; (3) contrary to these Medical Staff Bylaws and/or Rules and Regulations; (4) disruptive of Hospital operations; (5) constitute discrimination or harassment; (6) constitute fraud or abuse; or (7) below applicable professional standards, a request for an investigation or action against such Member may be initiated by the President of the Medical Staff, department chair, or the Medical Executive Committee.

6.1-2 INITIATION

A request for an investigation must be in writing, submitted to the Medical Executive Committee and supported by reference to specific activities or conduct alleged. If the Medical Executive Committee initiates the request, it shall make an appropriate record of the reasons. The President of the Medical Staff shall promptly notify the Administrator of all proposals for corrective action so initiated and shall keep the Member informed of actions taken in conjunction therewith.

6.1-3 INVESTIGATION

If the Medical Executive Committee concludes an investigation is warranted, it shall direct an investigation to be undertaken. The Medical Executive Committee may conduct the investigation itself or may assign the task to an appropriate Medical Staff officer, Medical Staff Department, or standing or ad hoc committee of the Medical Staff. Should circumstances warrant, the Medical Executive Committee, in its discretion may appoint practitioners who are not otherwise Members of the Medical Staff as Members of the Temporary Medical Staff for the sole purpose of

serving on a standing or ad hoc committee. However, these practitioners shall not be granted temporary Clinical Privileges. If the investigation is delegated to an officer or committee other than the Medical Executive Committee, such officer or committee shall proceed with the investigation in a prompt manner and shall forward a written report of the investigation to the Medical Executive Committee as soon as practicable. The report may include recommendations for appropriate corrective action. The Member shall be notified that an investigation is being conducted and shall be given an opportunity to provide information in a manner and upon such terms as the investigating body deems appropriate. The body investigating the matter may, but is not obligated to, conduct interviews with persons involved; however, such investigation shall not constitute a "hearing" as that term is used in Article VII, nor shall the procedural rules with respect to hearings or appeals apply. Despite the status of any investigation, at all times the Medical Executive Committee shall retain the authority and discretion to take whatever action may be warranted by the circumstances, including, but not limited to, summary suspension or termination of the investigative process.

6.1-4 EXECUTIVE COMMITTEE ACTION

As soon as practicable after the conclusion of the investigation, the Medical Executive Committee shall take action, which may include, without limitation:

- (a) determining no corrective action needs to be taken and, if the Medical Executive Committee determines there was no credible evidence for the complaint in the first instance, removing any adverse information from the Member's file;
- (b) deferring action for a reasonable time where circumstances warrant;
- (c) issuing letters of admonition, censure, reprimand, or warning, although nothing herein shall be deemed to preclude department chairs from issuing informal written or oral warnings outside of the formal mechanism for corrective action. In the event such letters are issued, the affected Member may make a written response which shall be placed in the Member's file;
- (d) recommending the imposition of terms of probation or special limitation upon continued Medical Staff membership or exercise of Clinical Privileges, including, without limitation, requirements for co admissions, mandatory consultation, or monitoring;
- (e) recommending modification, suspension or revocation of Clinical Privileges;

- (f) recommending reduction of membership status or limitation of any prerogatives directly related to the Member's delivery of patient care;
- (g) recommending suspension, revocation or probation of Medical Staff membership; or
- (h) taking other actions deemed appropriate under the circumstances.

6.1-5 PROCEDURAL RIGHTS AND OTHER ACTIONS

- (a) Procedural Rights.

Any recommendation by the Medical Executive Committee pursuant to Article VI, which constitutes grounds for a hearing as set forth in Article VII shall entitle the practitioner to the procedural rights as provided in Article VII. In such cases, the President of the Medical Staff shall give the Member Notice of the adverse recommendation and of his or her right to request a hearing in the manner specified in Article VII.

- (b) Other Action.

- (1) If the Medical Executive Committee's recommended action is an admonition, reprimand or warning, the Member may request an interview with the Medical Executive Committee. The Medical Executive Committee has the discretion to grant or refuse the request.
- (2) If the Medical Executive Committee's recommended action constitutes "grounds for hearing," as that term is defined in Article VII, and the Member requests a hearing, the Board of Trustees shall take a final action only after the Member has exhausted all the procedural rights set forth in Article VII.
- (3) Should the Board of Trustees determine that the Medical Executive Committee's failure to investigate or impose disciplinary action is contrary to the preponderance of the evidence, the Board of Trustees shall submit the matter to a Joint Conference Committee for review and recommendation before initiating its own investigation or taking disciplinary action. Any recommendation or action by the Board of Trustees, which constitutes grounds for a hearing as set forth in Article VII, shall entitle the Member to the procedural rights as provided in Article VII. In such cases, the Board of Trustees shall give the Member written notice of the tentative adverse recommendation and of his

or her right to request a hearing in the manner specified in Article VII.

6.2 SUMMARY RESTRICTION OR SUSPENSION

6.2-1 CRITERIA FOR INITIATION

Summary restriction or suspension may be initiated whenever a Member's conduct appears to require that immediate action be taken to protect the life or well being of patient(s) or to reduce an imminent danger to the health, or safety of any patient, prospective patient, or other person. The President of the Medical Staff, the Medical Executive Committee, the chair of the department in which the Member holds Clinical Privileges may summarily restrict or suspend the Medical Staff membership or Clinical Privileges of a Member. Unless otherwise stated, such summary restriction or suspension shall become effective immediately upon imposition, and the person or body responsible shall promptly give written notice to the Member, the Board of Trustees, the Medical Executive Committee, the Administrator, and the chair of the department in which the Member holds Clinical Privileges. The summary restriction or suspension may be limited in duration and shall remain in effect for the period stated or, if none, until resolved as set forth herein. Unless otherwise indicated by the terms of the summary restriction or suspension, the Member's hospitalized patients shall be promptly assigned to another Member by the department chair or by the President of the Medical Staff, considering, where feasible, the wishes of the patient in the choice of a substitute Member.

6.2-2 WRITTEN NOTICE OF SUMMARY SUSPENSION

Within two (2) working days after imposition of a summary suspension, the affected Member shall be provided with written notice of such suspension. This initial written notice shall include a statement of facts demonstrating that the suspension was necessary because failure to suspend or restrict the practitioner's Clinical Privileges summarily could reasonably result in an imminent danger to the health of patient, prospective patient or other person. The statement of facts provided in this initial notice shall also include a summary of one or more particular incidents giving rise to the assessment that danger may result if the restraint is not imposed. This initial notice shall not substitute for, but is in addition to, the notice required under Article VII (which applies in all cases where the Medical Executive Committee does not immediately terminate the summary suspension). The notice under Article VII may supplement the initial notice provided under this section, by including any additional relevant facts supporting the need to summary suspension or other corrective action. The written notice shall inform the suspended practitioner:

- (a) of his or her right to an informal interview upon his or her written request;
- (b) that if a summary suspension remains in effect for longer than fourteen (14) days, that the action will be reported pursuant to California Business and Professions Code, Section 805; and
- (c) that the summary suspension could also be reportable to the National Practitioner Data Bank if it becomes final action.

6.2-3 MEDICAL EXECUTIVE COMMITTEE ACTION

Within one week after such summary restriction or suspension has been imposed, the Medical Executive Committee, or a subcommittee of the Medical Executive Committee appointed by the President of the Medical Staff, shall review and consider the action. Upon request, the Member may attend and make a statement concerning the issues, on such terms and conditions as the Medical Executive Committee may impose, although in no event shall any meeting of the Medical Executive Committee with or without the Member, constitute a "hearing" within the meaning of Article VII, nor shall any Article VII procedural rules apply. The Medical Executive Committee may modify, continue, or terminate the summary restriction or suspension, but in any event it shall furnish the Member with notice of its decision within two (2) working days after such meeting.

6.2-4 PROCEDURAL RIGHTS

Unless the Medical Executive Committee, or such subcommittee, promptly terminates the summary restriction or suspension, the Member shall be entitled to the procedural rights afforded by Article VII.

6.2-5 INITIATION BY HOSPITAL'S ADMINISTRATOR

If the President of the Medical Staff, members of the Medical Executive Committee and the chair of the department in which the Member holds Clinical Privileges are not available to summarily restrict or suspend the member's membership or Clinical Privileges, the Hospital's Administrator or Board of Trustees may immediately restrict or suspend a Member's Clinical Privileges if a failure to restrict or suspend those Clinical Privileges may result in an imminent danger to the health of any patient, prospective patient, or other person, provided that the Hospital's Administrator or Board of Trustees, or designee, made reasonable attempts to contact the President of the Medical Staff, members of the Medical Executive Committee and/or the chair of the department in which the Member exercises Clinical Privileges before imposing the summary suspension or restriction.

Such a summary suspension or restriction is subject to ratification by the Medical Executive Committee. If the Medical Executive Committee does not ratify such a summary suspension within two (2) working days, excluding weekends and holidays, the summary suspension shall terminate automatically. If the Medical Executive Committee does ratify the summary suspension, all other provisions of Article VII of these Bylaws will apply. In this event, the date of imposition of the summary restriction or suspension shall be considered to be the date of ratification by the Medical Executive Committee for the purposes of compliance with notice and hearing requirements.

6.3 AUTOMATIC SUSPENSION OR LIMITATION

In the following instances, the Member's Clinical Privileges and/or membership may be suspended or limited as described, and a hearing, if requested, shall be limited to the question of whether the grounds for automatic suspension, revocation, or restriction as set forth below, have occurred.

6.3-1 LICENSURE

- (a) Revocation and Suspension: Whenever a Member's license or other legal credential authorizing practice in California is revoked or suspended, the Member's Medical Staff membership and Clinical Privileges shall be automatically revoked or suspended as of the date such action becomes effective.
- (b) Restriction: Whenever a Member's license or other legal credential authorizing practice in California is limited or restricted by the applicable licensing or certifying authority, any Clinical Privileges which the Member has been granted at the Hospital and which are within the scope of said 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.
- (c) Probation: Whenever a Member is placed on probation by the applicable California licensing or certifying authority, his or her Medical Staff membership status and Clinical Privileges shall automatically become subject to the same terms and conditions of the probation as of the date such action becomes effective and throughout its term.
- (d) Expiration. Whenever a Member's license authorizing practice in California has expired, Medical Staff membership and Clinical Privileges shall be automatically suspended as of the date the license is considered expired.
- (e) Temporary Restraining Order or Other Court Order. Whenever a Member's license or other legal credential authorizing practice in

California are subject to a temporary restraining order, other court order or other legal restriction, the Member's Membership and Clinical Privileges shall be automatically limited or restricted in a similar fashion, as of the date the action becomes effective and throughout its term.

6.3-2 DRUG ENFORCEMENT ADMINISTRATION

If the Hospital receives notice that a Member's right or license to prescribe or obtain controlled substances or medications has not been renewed, or has been suspended, revoked or otherwise restricted by the applicable governmental agency, the Administrator shall immediately impose a temporary suspension of the Member's Clinical Privileges to prescribe or obtain controlled substances or other medications at or through the Hospital or any of its facilities. Such automatic suspension shall include only those controlled substances or medications suspended or revoked by the governmental agency and shall be effective until the governmental agency reinstates the Member's right or license in question. If a Member's right or license to prescribe or obtain controlled substances or medication is subject to an order of probation, the Member's Clinical Privileges to prescribe or obtain controlled substances or other medications at or through the Hospital or any of its facilities shall automatically become subject to the terms of the probation effective upon and for at least the terms of the probation.

6.3-3 FAILURE TO SATISFY SPECIAL APPEARANCE REQUIREMENT

A Member who fails without good cause to appear and satisfy the requirements of Article XI may be automatically suspended.

6.3-4 MEDICAL RECORDS

Members of the Medical Staff are required to complete medical records within such reasonable time as may be prescribed by the Medical Executive Committee. A limited suspension, in the form of withdrawal of admitting and other Clinical Privileges until medical records are completed, shall be imposed by the President of the Medical Staff after notice of delinquency for failure to complete medical records within such period. For the purpose of this section, "Clinical Privileges" means voluntary on-call service for the emergency room, scheduling or performing inpatient or outpatient procedures or tests, and inpatient consulting. Care of patients admitted to the Hospital prior to the suspension may continue, including scheduling and performing surgery. Bona fide vacation or illness may constitute an excuse subject to approval by the President of the Medical Staff. Members whose Clinical Privileges have been suspended for delinquent records may admit patients only in life threatening situations or as a consequence of the performance of

mandatory on call service for the emergency room. A failure to complete the medical records within sixty (60) days from the date a suspension became effective, pursuant to this section, shall be deemed to be a voluntary resignation of the practitioner's Medical Staff membership.

6.3-5 PROFESSIONAL LIABILITY INSURANCE

Failure to maintain professional liability insurance from a company admitted by the California Insurance Commissioner or approved by Trinity Health Corporation or its successor, and to provide evidence of such coverage as required by these Bylaws, Rules and Regulations or Hospital policy shall be grounds for automatic suspension of Medical Staff Membership. Such automatic suspension shall remain in effect until the Member provides evidence to the Medical Executive Committee that he or she has secured professional liability insurance in the amounts required. Failure to provide such evidence within ninety (90) days after the date the automatic suspension became effective shall be deemed a voluntary resignation from the Medical Staff. Alternatively, a Member may meet this requirement by maintaining insurance with a physician cooperative as defined in Section 1280.7 of the California Insurance Code and providing the same minimum amounts of coverage.

6.3-6 FAILURE TO PAY DUES

For failure to pay dues, as required under Articles II and XIII, a practitioner's Medical Staff membership and Clinical Privileges, after written warning of delinquency, shall be automatically suspended and shall remain so suspended until the practitioner pays the delinquent dues. A failure to pay such dues within six months after the date the automatic suspension became effective shall be deemed to be a voluntary resignation of the practitioner's Medical Staff membership.

6.3-7 FELONY CONVICTION

A Member who has been convicted of, or pled "guilty" or pled "no contest" or its equivalent to a felony in any jurisdiction shall be automatically suspended by the President of the Medical Staff or the Administrator. Such suspension shall become effective immediately upon the Member's such conviction or plea regardless of whether an appeal is filed. Such suspension shall remain in effect until the matter is resolved by consideration and subsequent action of the Medical Executive Committee.

6.3-8 EXCLUSION FROM FEDERAL AND STATE HEALTHCARE PROGRAMS

Whenever a Member is excluded from any Federal or State governmental health care program, such Member's Medical Staff membership and

Clinical Privileges shall be automatically terminated as of the date said exclusion becomes effective.

6.3-9 FAILURE TO PROVIDE DOCUMENTATION OF PPD STATUS

For failure to provide current PPD documentation, as required in Medical Staff Policy & Procedure MS-109, Medical Staff Tuberculosis Control Plan, a practitioner's Medical Staff membership and Clinical Privileges, after written warning of delinquency, shall be automatically suspended and shall remain so suspended until the practitioner provides current documentation of PPD status. Failure to provide documentation within six months after the date of the automatic suspension became effective shall be deemed to be a voluntary resignation of the practitioner's Medical Staff membership.

6.3-10 NOTICE OF AUTOMATIC SUSPENSION OR RESTRICTION: TRANSFER OF PATIENTS.

Whenever a Member's Clinical Privileges are automatically suspended or restricted in whole or in part, Notice of such suspension shall be given to the Member, the Medical Executive Committee, the Administrator, and the Board of Trustees. Giving of such notice shall not, however, be required in order for the automatic suspension to become effective. In the event of any such suspension, the Member's patients whose treatment by such Member is terminated by the automatic suspension shall be assigned to another practitioner by the department chair or by the President of the Medical Staff. The wishes of the patient shall be considered, where feasible, in choosing a substitute Member.

6.3-11 MEDICAL EXECUTIVE COMMITTEE DELIBERATION

As soon as practicable after action is taken or warranted as described in Article VI, the Medical Executive Committee shall convene to review and consider the facts, and may recommend such further corrective action as it may deem appropriate following the procedure generally set forth commencing at Article VI. Members whose Medical Staff membership and/or Clinical Privileges are automatically terminated, suspended and/or restricted, and/or who have been deemed to have automatically resigned their Medical Staff membership or Clinical Privileges shall be entitled to a hearing only if the termination, suspension and/or restriction is reportable to the Medical Board of California, or other California licensing board having jurisdiction over the Member, or to the National Practitioner Data Bank. The hearing, if requested, shall be limited to the question of whether the grounds for automatic termination, suspension or restriction have occurred. The reasons that caused the government entity to take action are not subject to review.

6.4 DRUG TESTS AND PHYSICAL/MENTAL EXAMS

At any time that there is reasonable suspicion that a practitioner is impaired due to current drug or alcohol abuse, the Medical Staff Drug and Alcohol Policy and Testing for Reasonable Suspicion shall be followed.

In addition, if there is reasonable suspicion that a Member is impaired in his or her conduct or the performance of Clinical Privileges at the Hospital, the President of the Medical Staff, the Member's department chair and/or Professional Practice Committee may require that the Member submit to physical and mental examinations, conducted by physicians designated by the Medical Staff. The Medical Staff Policy regarding the Medical Staff Disruptive Behavior Policy shall be followed. Refusal to provide an appropriate sample or to submit to such mental or physical examinations shall be grounds for corrective action under Article VI, including summary suspension. In the event the Member requests a hearing as authorized under these Bylaws, the hearing with regard to the refusal shall be limited to the issue of whether or not there was reasonable suspicion to request the sample or examination.

ARTICLE VII

7. HEARINGS AND APPELLATE REVIEWS

7.1 GENERAL PROVISIONS

7.1-1 INTRA-ORGANIZATIONAL REMEDIES

The intra-organizational remedies and the hearing and appellate review bodies provided for in this Article VII are quasi-judicial in structure, and said bodies shall have no power or authority to hold legislative, notice and comment type hearings or to make legislative determinations, or determinations as to the substantive validity of these Bylaws, the Medical Staff Rules and Regulations or Policies and Procedures. Whenever the substantive validity of the Medical Staff Bylaws, Rules and Regulations or Policies and Procedures is the sole issue presented, the petitioner must first present the case to the Medical Executive Committee with subsequent appeal to the Board of Trustees or the Executive Committee of the Board of Trustees. The petitioner may not seek judicial review until the Board of Trustees has issued a final decision.

7.1-2 EXHAUSTION OF REMEDIES

If adverse action described in Article VII is taken or recommended, the applicant or Member must exhaust the remedies afforded by these Bylaws before resorting to formal legal action challenging any recommendation or decision, the procedures used to arrive at the recommendation or decision, or asserting any claim against the Hospital or Members of the Medical

Staff or participants in the investigation and/or the decision-making process.

7.1-3 APPLICATION OF ARTICLE

For purposes of this Article, the term "Member" may include "applicant," as it may be applicable under the circumstances.

7.1-4 SUBSTANTIAL COMPLIANCE

Technical, insignificant, or non-prejudicial deviations from the procedures and deadlines set forth in these Bylaws shall not be grounds for invalidating the action taken.

7.2 GROUNDS FOR HEARING

Except as otherwise specified in these Bylaws, any one or more of the following actions or recommended actions, taken for a medical disciplinary cause or reason, as defined in Section 805 of the California Business and Professions Code shall be deemed actual or potential adverse action and constitute grounds for a hearing:

- (a) denial of initial appointment to the Medical Staff;
- (b) denial of requested advancement in Staff membership category;
- (c) denial of Medical Staff reappointment;
- (d) demotion to lower Medical Staff category or membership status;
- (e) suspensions of Medical Staff membership;
- (f) revocation or termination of Medical Staff membership;
- (g) denial of requested Clinical Privileges;
- (h) involuntary reduction of current Clinical Privileges;
- (i) suspension of Clinical Privileges;
- (j) termination of Clinical Privileges;
- (k) involuntary imposition of significant consultation, co-admitting or monitoring requirements (excluding monitoring incidental to Provisional Status, and other regular proctoring in compliance with the Medical Staff Bylaws, Rules and Regulations or department Rules and Regulations), which restrict a Member's exercise of Clinical Privileges; or

- (l) any other action or recommendation, which requires a report to be made to the Medical Board of California or to the State licensing board having jurisdiction of the Member in accordance with Section 805 of the Business and Professions Code, or requires a report to be made to the National Practitioner Data Bank.

7.3 REQUEST FOR HEARING

7.3-1 NOTICE OF ACTION OR PROPOSED ACTION

In all cases in which action specified in Article VII has been taken or recommended, the person or body taking or recommending such action shall give the Member or applicant prompt written notice of the action or recommendation. Such notice shall include all of the following:

- (a) Generally state the reasons for the action or recommended action;
- (b) That the Member or applicant has a right to request a hearing on the action or recommended action;
- (c) Advise the Member that such request for a hearing must be in writing and received by the President of the Medical Staff within thirty (30) days after the affected Member's or applicant's receipt of the Notice of Action or Proposed Notice of Action;
- (d) Contain a summary of the Member's rights or attach Article VII of the Bylaws;
- (e) If the action taken is a summary suspension, advise the Member that if the summary suspension remains in effect for fourteen (14) consecutive days, it will be reported to the Medical Board of California, or to the State licensing board having jurisdiction over the Member; and
- (f) If the recommendation or final proposed action will adversely affect the Member's Medical Staff membership or Clinical Privileges for longer than thirty (30) days and is based on a medical disciplinary cause or reason, the written Notice of Action or Notice of Proposed Action shall state that the action or recommendation, if adopted, will be reported to the Medical Board of California, or to the State licensing board having jurisdiction over the Member, and the National Practitioner Data Bank.

7.3-2 REQUEST FOR HEARING

The Member shall have thirty (30) days following receipt of notice of such action to request a hearing. The request shall be in writing addressed to the Medical Executive Committee with a copy to the Administrator. In

the event the Member does not request a hearing within the time and in the manner described, he or she shall be deemed to have accepted the recommendation, decision, or action involved and it shall thereupon become the final recommendation or action of the Medical Staff.

7.3-3 TIME AND PLACE FOR HEARING/NOTICE OF HEARING

Upon receipt of a request for a hearing, the President of the Medical Staff shall schedule a hearing within thirty (30) days from the date he or she receives a request for a hearing. The President of the Medical Staff shall give notice to the Member of the time, place and date of the hearing, which shall not be earlier than thirty (30) days after the notice is given. The date for commencement of the hearing shall be not less than thirty (30) days, nor more than sixty (60) days from the date of receipt by the Medical Executive Committee of the request for a hearing; provided, however, that when the request is received from a Member who is under summary suspension the hearing shall be held as soon as the arrangements may reasonably be made, but not to exceed forty-five (45) days from the date of receipt of the request. However, the date of the hearing may be delayed upon the stipulation of both parties.

7.3-4 NOTICE OF CHARGES

As part of, or together with, the notice of hearing required by Article VII, the President of the Medical Staff, on behalf of the Medical Executive Committee shall state in writing the reasons for the proposed action taken or recommended, including the acts or omissions with which the applicant or Member is charged, and a list of the charts being questioned or, where applicable, the grounds on which the application for Medical Staff membership was denied. Amendments to the Notice of Charges may be made from time to time, but not later than the close of the case by the Medical Staff representative at the hearing. Such amendments may delete, modify, or add to the acts, omissions, charts or reasons specified in the original Notice of Charges. Notice of such amendment shall be given to the Hearing Officer and each party. If the applicant or Member under review promptly requests a postponement from the Hearing Officer, he/she shall be entitled to a reasonable postponement of the hearing but only if necessary to prepare a response or defense to any such amendment that adds acts, omissions, charts, or reasons to the original Notice of Charges. The Hearing Officer shall give prompt notice to the parties and the members of the Judicial Review Committee of each such postponement.

7.3-5 JUDICIAL REVIEW COMMITTEE

When a hearing is requested, the President of the Medical Staff shall appoint a Judicial Review Committee, which shall be composed of no

fewer than three (3) members. Alternate candidates for membership on the Judicial Review Committee, usually two (2) in number, shall also be appointed by the President of the Medical Staff. Alternate candidates will replace members who become unavailable or are disqualified. The members and alternates selected for the Judicial Review Committee shall gain no direct financial benefit from the outcome of the hearing, and shall not have acted as an accuser, investigator, fact finder, initial decision maker or otherwise have actively participated in the consideration of the matter leading up to the recommendation or action. However, knowledge of the matter involved shall not preclude a Member of the Medical Staff from serving as a member or alternate on the Judicial Review Committee. In the event that it is not feasible to appoint a Judicial Review Committee from the Active Medical Staff, the Medical Executive Committee may appoint Members from other Staff categories or practitioners who are not Members of the Medical Staff. Such appointments shall include designation of the chair. Membership on a Judicial Review Committee shall consist of at least one (1) member who shall have the same healing arts licensure as the accused, and where feasible, include an individual practicing the same specialty as the Member. All other members shall have M.D. or D.O. licenses. Upon close of the hearing, the alternates may be excused and the members shall proceed with their deliberations. If during deliberation, one of the members is unable to complete deliberations, one of the alternates may be recalled to substitute for that member. When an alternate substitutes for a member, deliberations must start over.

7.3-6 FAILURE TO APPEAR OR PROCEED

The applicant's or Member's failure, without good cause, to attend such a hearing personally or to proceed in an efficient and orderly manner shall be deemed to constitute voluntary acceptance of the recommendation(s) or action(s) involved, which shall then become the final recommendation or action of the Medical Staff.

7.3-7 POSTPONEMENTS AND EXTENSIONS

Once a request for hearing is initiated, continuances and extensions of time beyond the times permitted in these Bylaws shall be granted upon agreement of the parties or by the Hearing Officer on a showing of good cause.

7.4 HEARING PROCEDURE

7.4-1 PREHEARING PROCEDURE

- (a) A Member or applicant shall have the right to inspect and copy at his or her expense any documentary information relevant to the

charges which the Medical Staff has in its possession or under its control, as soon as practicable after the receipt of the request for a hearing. The Medical Executive Committee shall have the right to inspect and copy at the Medical Executive Committee's expense any documentary information relevant to the charges which the Member or applicant has in his or her possession or control as soon as practicable after receipt of the Medical Executive Committee's request. The failure of either party to provide access to this information at least thirty (30) days before the hearing shall constitute good cause for a continuance. The right to inspect and copy by either party does not extend to confidential information referring to individually identifiable physicians, other than the Member or applicant under review.

- (b) If a party's request for access to information is denied, either party may request a ruling by the Hearing Officer, who shall consider and rule upon such request and may impose safeguards for the protection of the peer review process. When ruling upon such requests, the Hearing Officer, among other factors, shall consider the following:
 - (1) whether the information sought may be introduced to support or defend the charges;
 - (2) the exculpatory or inculpatory nature of the information sought, if any;
 - (3) the burden imposed on the party in possession of the information sought, if access is granted; and
 - (4) any previous request for access to information submitted or resisted by the parties to the same proceeding.
- (c) At the request of either side, the parties shall exchange lists of witnesses expected to testify and copies of all documents expected to be introduced at the hearing. Failure to disclose the identity of a witness or produce copies of all documents expected to be produced at least ten (10) days before the commencement of the hearing shall constitute good cause for a continuance.
- (d) If any document contains individually identifiable patient information, the copy of such document shall omit patient-identifying information by replacing the patient's name with a chart number and obliterating other patient-identifying information such as patient's address, spouse, relatives or other representatives, and place of employment.

- (e) It shall be the duty of the Member or applicant and the Medical Executive Committee or its designee to exercise reasonable diligence in notifying the Hearing Officer of any pending or anticipated procedural disputes as far in advance of the scheduled hearing as possible, in order that decisions concerning such matters may be made in advance of the hearing. Objections to any prehearing decisions may be made succinctly at the hearing.
- (f) *Voir dire*: The Member shall be entitled to a reasonable opportunity to question and challenge the impartiality of Judicial Review Committee members and alternates and the Hearing Officer. Challenges to the impartiality of any Judicial Review Committee member or the Hearing Officer shall be ruled on by the Hearing Officer.

7.4-2 REPRESENTATION

The hearings provided for in these Bylaws are for the purpose of intraprofessional resolution of matters bearing on professional conduct, professional competency, or character.

The Member shall receive notice of the right to obtain representation by an attorney at law. The Member, at his or her own expense, may choose to be represented by legal counsel in any phase of the hearing. In the absence of legal counsel, the Member shall be entitled to be accompanied by and represented at the hearing only by a practitioner licensed to practice in California, who is not also an attorney at law, and who preferably is a Member in good standing of the Medical Staff. In the absence of legal counsel, the Medical Executive Committee shall appoint a representative, who is not an attorney, to present its action or recommendation, the materials in support thereof, examine witnesses, and respond to appropriate questions. The Medical Executive Committee shall not be represented by an attorney at law if the Member is not so represented.

7.4-3 THE HEARING OFFICER

The President of Medical Staff shall appoint a Hearing Officer to preside at the hearing. The Hearing Officer shall be an attorney-at-law qualified to preside over a quasi judicial hearing and preferably with experience in Medical Staff matters. An attorney who has been previously utilized by the Hospital, or by the Medical Staff, for legal advice regarding its affairs and activities shall not be eligible to serve as Hearing Officer. The Hearing Officer shall gain no direct financial benefit from the outcome of the hearing. The Hearing Officer must not act as a prosecuting officer or as an advocate for the Member or the Medical Executive Committee. The Hearing Officer shall preside over the *voir dire* process and may question

panel members directly, and shall make all rulings regarding service by the proposed hearing panel members/alternates and the hearing officer. The Hearing Officer shall endeavor to assure that all participants in the hearing have a reasonable opportunity to be heard and to present relevant oral and documentary evidence in an efficient and expeditious manner, and that proper decorum is maintained. The Hearing Officer shall be entitled to determine the order of, or procedure for, presenting evidence and argument during the hearing and shall have the authority and discretion to make all rulings on questions, which pertain to matters of law, procedure or the admissibility of evidence. The Hearing Officer's authority shall include, but not be limited to, making rulings with respect to requests and objections pertaining to the production of documents, requests for continuances, designation and exchange of proposed evidence, evidentiary disputes, witness issues, including disputes regarding expert witnesses and setting reasonable schedules for timing and/or completion of all matters related to the hearing. If the Hearing Officer determines that either side in a hearing is not proceeding in an efficient and expeditious manner, the Hearing Officer may take such discretionary action as seems warranted by the circumstances, including, but not limited to, limiting the scope of examination and cross-examination and setting fair and reasonable time limits on either side's presentation of its case. If requested by the Judicial Review Committee, the Hearing Officer may participate in the deliberations of such committee and be a legal advisor to it, but the Hearing Officer shall not be entitled to vote. In all matters, the Hearing officer shall act reasonably under the circumstances and in compliance with applicable legal principles. In making rulings, the Hearing Officer shall endeavor to promote a less formal, rather than more formal, hearing process and also to promote the swiftest possible resolution of the matter consistent with the standards of fairness set forth in these Bylaws. When no attorney is accompanying any party to the proceedings, the Hearing Officer shall have the authority to interpose any objections to and to initiate rulings necessary to ensure a fair and efficient process.

7.4-4 RECORD OF THE HEARING

A certified court reporter shall be present to make a record of the hearing proceedings, and the prehearing proceedings if deemed appropriate by the Hearing Officer. The cost of attendance of the court reporter shall be borne by the Hospital, but the cost of the transcript, if any, shall be borne by the party requesting it. The Judicial Review Committee may, but shall not be required to, order that oral evidence shall be taken only on oath administered by any person.

7.4-5 RIGHTS OF THE PARTIES

- (a) Both sides at the hearing shall have all of the following rights:

- (1) To ask Judicial Review Committee members and the Hearing Officer questions which are directly related to determining whether they are impermissibly biased and to challenge the impartiality of any member or the presiding officer. Any challenge directed at one or more members, or the Hearing Officer, shall be ruled on by the Hearing Officer;
 - (2) To call and examine witnesses;
 - (3) To introduce exhibits or other documents;
 - (4) To cross-examine or otherwise attempt to impeach any witness who shall have testified orally on any matter relevant to the issues, and otherwise to rebut any evidence; and
 - (5) To be provided with all information made available to the Judicial Review Committee.
- (b) The Member may be called by the Medical Executive Committee and examined as if under cross-examination.

7.4-6 MISCELLANEOUS RULES

Judicial rules of evidence and procedure relating to the conduct of a hearing, examination of witnesses, and presentation of evidence shall not apply to a hearing conducted under this Article. Any relevant evidence, including hearsay, shall be admitted if it is the sort of evidence on which responsible persons are accustomed to rely in the conduct of serious affairs, regardless of the admissibility of such evidence in a court of law. The Judicial Review Committee may interrogate the witnesses or call additional witnesses if it deems such action appropriate. Each party shall have the right to present oral argument at the conclusion of the case. At its discretion, the Judicial Review Committee may request or permit both sides to file written arguments following conclusion of the presentation of oral testimony. The Medical Executive Committee may object to the introduction of evidence that was not provided during an appointment, reappointment, or Privilege application review or during corrective action despite the requests of the peer review body for such information. The information will be barred from the hearing by the Hearing Officer unless the Member or applicant can prove that he or she previously acted diligently and could not have submitted the information.

7.4-7 BURDENS OF PRESENTING EVIDENCE AND PROOF

- (a) At the hearing, the Medical Executive Committee shall have the initial duty to present evidence, which supports the charge, action

or recommended action. The Member or applicant shall present evidence in response. The presenter for the Medical Executive Committee shall be provided an opportunity to rebut the Member's or applicant's response.

- (b) An initial applicant for Medical Staff membership shall bear the burden of persuading the Judicial Review Committee by preponderance of the evidence of his or her qualifications by producing information, which allows for adequate evaluation and resolution of reasonable doubts concerning his or her current qualifications for Clinical Privileges and/or Medical Staff membership. An initial applicant shall not be permitted to introduce information not produced upon request of the Medical Staff during the application process, unless the initial applicant establishes that the information could not have been produced previously in the exercise of reasonable diligence.
- (c) Except as provided above for initial applicants, the Medical Executive Committee shall bear the burden of persuading the Judicial Review Committee by a preponderance of the evidence that the action or recommendation is reasonable and warranted.

7.4-8 ADJOURNMENT AND CONCLUSION

After consultation with the chair of the Judicial Review Committee, the Hearing Officer may adjourn the hearing and reconvene it at the convenience of the participants. Upon conclusion of the presentation of the oral and written evidence and argument, the hearing shall be closed. The Judicial Review Committee shall thereupon, outside the presence of any other person, except the Hearing Officer, conduct its deliberations and render a decision and accompanying report.

7.4-9 BASIS FOR DECISION

The decision of the Judicial Review Committee shall be based on the evidence introduced at the hearing, including all logical and reasonable inferences therefrom.

7.4-10 DECISION OF THE JUDICIAL REVIEW COMMITTEE

Within thirty (30) days after final adjournment of the hearing or within fifteen (15) days after final adjournment of the hearing if the Member is currently under suspension, the Judicial Review Committee shall render a written decision, which shall include findings of fact and a conclusion articulating the connection between the evidence produced at the hearing and the decision reached. The written decision shall be accompanied by a photocopy of the procedure specified in Article VII for appealing the decision. A copy of the decision shall be simultaneously forwarded to the

Member or applicant, the Medical Executive Committee, the Administrator and the Board of Trustees. The decision of the Judicial Review Committee shall be considered final, subject only to such rights of appeal or review as described in Article VII. The final decision of the Judicial Review Committee must be sustained by a majority vote of the members voting. If the final action must be reported to the Medical Board of California, or other state licensing authority having jurisdiction over the Member or applicant, or the National Practitioner Data Bank, said written decision shall state that the decision, if adopted by the Board of Trustees, will be reported to the appropriate entity or entities.

7.5 APPEALS TO THE BOARD OF TRUSTEES

7.5-1 TIME FOR APPEAL

Within ten (10) days after receipt of the decision of the Judicial Review Committee, either the Member or the Medical Executive Committee may request an appellate review by the Board of Trustees. A written request for such review shall be delivered or mailed to the Administrator and the other side in the hearing. Said request shall be delivered either in person, or by certified or registered mail, return receipt requested. If a request for appellate review is not delivered or so mailed within such period, that action or recommendation shall thereupon become the final action of the Medical Staff. Such actions or recommendations shall be considered by the Board of Trustees within forty-five (45) days, or the next regularly scheduled meeting of the Board of Trustees.

7.5-2 GROUNDS FOR APPEAL

A written request for an appeal shall include an identification of the grounds for appeal, and a clear and concise statement of the facts in support of the appeal. The grounds for appeal from the hearing shall be:

- (a) substantial failure of any person to comply with the procedures required by these Bylaws or applicable law in the conduct of the hearing and the rendering of the decision so as to deny petitioner a fair hearing; and/or
- (b) the lack of substantive validity of a Medical Staff Bylaw, Rule or Regulation or Policy and Procedure relied upon by the Judicial Review Committee in reaching its decision; and/or
- (c) the action recommended by the Judicial Review Committee is not supported by a preponderance of the evidence; and/or
- (d) the action or recommendation was arbitrary, unreasonable or capricious.

7.5-3 TIME, PLACE AND NOTICE

If an appellate review is properly requested, the Appeal Board shall, within thirty (30) days after the Administrator's receipt of notice of appeal, schedule a review date and cause each side to be given notice of the place, date and time of the appellate review. The date of appellate review shall not be less than thirty (30) nor more than sixty (60) days from the date of such notice; provided, however, that when a request for appellate review concerns a Member who is under suspension which is then in effect, the appellate review shall be held as soon as the arrangements may reasonably be made, not to exceed thirty (30) days from the date of the notice setting the review date. The time for appellate review may be extended for good cause by the Board of Trustees, its chair or designee, or Appeal Board (if any).

7.5-4 APPEAL BOARD

The Board of Trustees may sit as the Appeal Board or, alternatively the chair of the Board of Trustees may appoint an Appeal Board that shall be composed of not less than three (3) members of the Board of Trustees, one of whom shall be designated as the chair of the Appeal Board. Alternate candidates for the Appeal Board may also be appointed by the chair of the Board of Trustees. Alternate candidates will replace members who become unavailable or are disqualified. Knowledge of the matter involved shall not preclude any person from serving as a member of the Appeal Board, so long as that person did not take part in a prior hearing on the same matter. The members of the Appeal Board shall gain no financial benefit from the outcome, and shall not have acted as accuser, investigator, fact finder, initial decision maker, nor have actively participated in the consideration of the matter leading up to the recommendation or action. The Appeal Board may select an attorney to assist it in the proceeding, but that attorney shall not be entitled to vote with respect to the appeal. The attorney selected by the Board of Trustees shall be neither the attorney nor the attorney's firm that represented either party at the hearing before the Judicial Review Committee nor the attorney who served as the Hearing Officer in that case. An attorney used by the Hospital or the Medical Staff in connection with the matter on appeal shall not be eligible to serve as the attorney for the Appeal Board.

7.5-5 APPEAL PROCEDURE

The proceeding by the Appeal Board shall be in the nature of an appellate hearing based upon the record of the hearing before the Judicial Review Committee, provided that the Appeal Board may accept additional oral or written evidence, subject to a foundational showing that such evidence could not have been made available to the Judicial Review Committee in the exercise of reasonable diligence and subject to the same rights of cross

examination or confrontation provided at the Judicial Review committee hearing; or the Appeal Board may remand the matter to the Judicial Review Committee for the taking of further evidence and for decision.

- (a) Each party shall have the right to be represented by legal counsel or any other representative designated by the party in connection with the appeal, to present a written statement in support of his or her position on appeal and, in its sole discretion, the Appeal Board may allow each party or representative to personally appear and make oral argument. The order of oral argument shall be: first the appellant, second the respondent, and the appellant shall be allowed a short rebuttal. The Appeal Board may thereupon conduct, at a time convenient to itself, deliberations outside the presence of the appellant and respondent and their representatives.
- (b) The final decision of the Appeal Board, or the Board of Trustees sitting as an Appeal Board, must be sustained by a majority vote of the members voting. The Appeal Board shall give great weight to the Judicial Review Committee's Decision and shall not act arbitrarily or capriciously. The Appeal Board may, however, exercise its independent judgment in determining whether the petitioner was afforded a fair hearing, whether the Decision of the Judicial Review Committee was reasonable and warranted, and whether any Medical Staff Bylaw provision, Rule or Regulation or Policy and Procedure relied upon by the Judicial Review Committee was unreasonable or unwarranted.
- (c) The decision shall specify the reasons for the action taken and shall provide findings of fact and conclusions articulating the connection between the evidence produced at the hearing and the appeal (if any) and the decision reached, if such findings and conclusions differ from those of the Judicial Review Committee.
- (d) If an Appeal Board is appointed, the Appeal Board shall present to the Board of Trustees its written recommendations as to whether the Board of Trustees should affirm, modify or reverse the decision of the Judicial Review Committee, or remand the matter to the Judicial Review Committee for further review and decision.
- (e) If no Appeal Board is appointed, the procedures outlined in this section shall apply to an appellate hearing before the Board of Trustees.

7.5-6 DECISION

- (a) Except as otherwise provided herein, within thirty (30) days after the conclusion of the appellate review proceeding, the Appeal

Board shall render to the Board of Trustees a decision in writing. The written decision shall contain the recommendations and shall specify the reasons for the action taken.

- (b) The Board of Trustees shall, at its next meeting, review the recommendation of the Appeal Board and affirm, modify, or reverse the decision of the Judicial Review Committee, or at its discretion remand the matter to the Judicial Review Committee for reconsideration.

Copies of the final decision of the Board of Trustees shall be delivered to the Member or applicant and to the Medical Executive Committee, by hand delivery or by certified or registered mail, return receipt requested.

- (c) Except where the matter is remanded for further review and recommendation, the final decision of the Board of Trustees following the appeal procedures set forth in this Article shall be effective immediately and shall not be subject to further review. However, in the event that the matter is remanded back to the Judicial Review Committee the Judicial Review Committee should promptly conduct its review and make its recommendations to the Board of Trustees. This further review process and the time required to report back shall in no event exceed forty-five (45) days in duration except as the parties may otherwise agree or for good cause as jointly determined by the chair of the Board of Trustees and chair of the Judicial Review Committee.
- (d) By requesting a hearing or appellate review under these Bylaws, a practitioner agrees to be bound by the provisions of the Medical Staff Bylaws relating to immunity from liability for the participants in the hearing process.

7.5-7 RIGHT TO ONE HEARING

No Member shall be entitled to more than one evidentiary hearing and one appellate review on any matter, which shall have been the subject of adverse action or recommendation.

7.6 EXCEPTIONS TO HEARING RIGHTS

7.6-1 MEDICAL ADMINISTRATIVE OFFICERS AND CONTRACT PHYSICIANS

The hearing and appeal procedures of Article VII do not apply to those Members serving the Hospital in a medico-administrative capacity or in closed departments. A "medico-administrative capacity" means a contractually-engaged physician who provides various administrative

services to the Hospital. Removal from office or termination of the contract of such Members shall instead be governed by the terms of their individual contracts and agreements with the Hospital. However, the hearing rights under Article VII of these Bylaws shall apply if any action is taken that must be reported pursuant to Business and Professions Code Section 805 et seq. or to the National Practitioner Data Bank, or if the Member's Medical Staff membership is terminated or if or any of the Member's Clinical Privileges that are independent of the Member's contract are restricted.

7.6-2 AUTOMATIC SUSPENSION OR LIMITATION OF PRACTICE CLINICAL PRIVILEGES

Members whose Medical Staff membership and/or Clinical Privileges are automatically terminated, suspended and/or restricted, and/or who have been deemed to have automatically resigned their Medical Staff membership or Clinical Privileges shall be entitled to a hearing only if the termination, suspension and/or restriction must be reported pursuant to Business and Professions Code Section 805 et sequens ("et seq.") or to the National Practitioner Data Bank. The hearing, if requested, shall be limited to the question of whether the grounds for automatic termination, suspension and/or restriction have occurred. If applicable, the underlying basis for the action of the governmental entity is not subject to review.

7.7 ACTIONS TAKEN BY THE BOARD OF TRUSTEES

- 7.7-1** In those instances in which the Medical Executive Committee's failure to investigate, or initiate disciplinary action, is contrary to the weight of the evidence, the Board of Trustees shall have the authority to direct the Medical Executive Committee to initiate an investigation or take a disciplinary action but only after consultation with the Medical Executive Committee. The Joint Conference Committee shall constitute the forum for that consultation to occur. The Board of Trustees shall not take any action in an unreasonable manner.
- 7.7-2** In those instances in which the Medical Executive Committee has made a recommendation that is favorable to an applicant or Member, but the Board of Trustees intends to disapprove that favorable recommendation, the Board of Trustees must first consult with the Medical Executive Committee. The Joint Conference Committee shall constitute the forum for that consultation. The Board of Trustees shall give great weight to the recommendation of the Medical Executive Committee and, in no event, shall act in any arbitrary or capricious manner.
- 7.7-3** In the event the Medical Executive Committee fails to take action in response to a direction from the Board of Trustees, the Board of Trustees shall have the authority to take action against an applicant or Member. Such action shall

only be taken after written notice to the Medical Executive Committee and shall fully comply with the procedures and rules applicable to peer review proceedings established by Business and Professions Code Sections 809.1 and 809.6, inclusive, and Article VII of the Bylaws.

7.7-4 In the event that a hearing is requested after a recommendation or action is taken by the Board of Trustees in accordance with Sections 7.7-2 and 7.7-3, all references in Article VII of the Bylaws to the “Medical Executive Committee” or “President of the Medical Staff” shall be deemed to refer instead to the “Board of Trustees, or designee.”

7.7-5 In the event that a hearing is requested after a recommendation or action is taken by the Board of Trustees in accordance with Sections 7.7-2 and 7.7-3, the hearing shall be held, as determined by the Board of Trustees, before a neutral trier of fact, which shall be an arbitrator or arbitrators selected by a process mutually acceptable to the applicant or Member and the Board of Trustees, or before a panel of unbiased individuals who shall gain no direct financial benefit from the outcome, who have not acted as an accuser, investigator, fact finder, or initial decision-maker, in the same matter, and which shall include, where feasible, an individual practicing in the same specialty as the licentiate. The panel of unbiased individuals may consist of physicians who are, or are not members of the Medical Staff.

ARTICLE VIII

8. OFFICERS

8.1 OFFICERS OF THE MEDICAL STAFF

8.1-1 IDENTIFICATION

The officers of the Medical Staff shall be the President, President Elect, Immediate Past President and Secretary/Treasurer.

8.1-2 QUALIFICATIONS

Officers must be physicians and Members of the Active Medical Staff at the time of their nominations and election, and must remain Members in good standing during their term of office. Failure to maintain Active Medical Staff Member status shall create a vacancy in the office involved. All officers must be licensed as physicians and surgeons.

8.1-3 NOMINATIONS AND NOMINATING COMMITTEE

- (a) The Medical Staff election year shall be each even numbered year. A Nominating Committee shall be appointed by the Medical Executive Committee not later than one hundred twenty (120) days prior to the annual Staff meeting to be held during the election year

or at least forty-five (45) days prior to any special election. The Nominating Committee shall consist of the incumbent President, the President Elect, one other member of the Medical Executive Committee, and two members from among the Active Medical Staff who are not then members of the Medical Executive Committee who are appointed by the chairs of the departments and approved by the Medical Executive Committee. The Nominating Committee shall nominate one or more nominees for each office. The nominations of the Nominating Committee shall be reported to the Medical Executive Committee at least (sixty) 60 days prior to the annual meeting and shall be delivered or mailed to the voting Members of the Medical Staff at least forty (40) days prior to the election.

- (b) Further nominations may be made for any office by any Member of the Active Medical Staff, provided that the name of the candidate is submitted in writing to the chair of the Nominating Committee, is endorsed by the signatures of at least five percent of the Active Medical Staff who are eligible to vote, and bears the candidate's written consent. These nominations shall be delivered to the chair of the Nominating Committee as soon as reasonably practicable, but at least twenty (20) days prior to the date of the election. If any nominations are made in this manner, the voting Members of the Medical Staff shall be advised by notice delivered or mailed at least ten (10) days prior to the meeting. Nominations from the floor will be recognized if the nominee is present, consents and if the nominee has signatures from five percent of the Active Medical Staff supporting that nomination.
- (c) All nominees for election or appointment to Medical Staff Office (including those nominated by petition) shall, at least ten (10) days prior to the election or appointment, disclose in writing to the Medical Executive Committee those personal, professional or financial affiliations or relationships of which they are reasonably aware that could foreseeably result in a conflict of interest with their activities or responsibilities on behalf of the Medical Staff. The Medical Executive Committee shall evaluate the significance of such disclosures and discuss any significant conflicts of interest with the nominee. If a nominee with a significant conflict of interest remains on the ballot, the nature of his or her conflict of interest shall be disclosed in writing and circulated with the ballot.
- (d) A person nominated from the floor shall be asked to verbally disclose conflicts of interest to those in attendance at the meeting, and the Medical Executive Committee, or its representative, shall have an opportunity to comment thereon, prior to any vote.

8.1-4 ELECTIONS

- (a) Nominees for President-Elect and Secretary/Treasurer shall be presented at the annual meeting of the Medical Staff, which falls during the election year. Only Active Medical Staff Members shall be eligible to vote. Voting shall be by authenticated, mailed ballot following the meeting. A nominee shall be elected upon receiving a majority of the valid votes cast. If no candidate for the office receives a majority vote on the first ballot, a runoff election shall be held promptly between the two candidates receiving the highest number of votes. In the case of a tie on the second ballot, the majority vote of the Medical Executive Committee at its next meeting or a special meeting called for that purpose shall decide the election. This vote shall be by secret written ballot.
- (b) At-large members of the Medical Executive Committee shall be elected as set forth above. The four nominees receiving the most votes will be elected.

8.1-5 TERM OF ELECTED OFFICE

Each officer shall serve a two (2)-year term commencing on the first day of the Medical Staff year following his or her election. Each officer shall serve in each office until the end of his or her term, or until a successor is elected, unless he or she shall sooner resign or be removed from office. At the end of his or her term, the President of the Medical Staff shall automatically assume the office of Immediate Past President of the Medical Staff and the President-Elect of the Medical Staff shall automatically assume the office of the President of the Medical Staff. No Member may hold the same office for more than two consecutive terms or hold more than one office concurrently.

8.1-6 RECALL OF OFFICERS

Any officer subject to election under these Bylaws may be removed for valid cause, including, but not limited to, gross neglect or misfeasance in office, or serious acts of moral turpitude. Except as otherwise provided, recall of a Medical Staff officer may be initiated by the Medical Executive Committee or shall be initiated by a petition signed by at least one third of the Members of the Active Medical Staff. Recall shall be considered at a special meeting called for that purpose. Recall shall require two-thirds of the Active Medical Staff Members voting. The vote shall be by an authenticated, mailed ballot following the meeting.

8.1-7 VACANCIES IN ELECTED OFFICE

A vacancy in the office of the President is filled by the automatic succession of the President Elect who shall serve out the remaining term

of the former President and then serve his or her own term as President. If the office of the President Elect becomes vacant, with more than six months remaining in the terms, there shall be a special election to fill the office. If less than six months remain, an interim President Elect will be appointed by the Medical Executive Committee, and both the President and President Elect will be elected at the next regular election. If the office of the Secretary/Treasurer becomes vacant, that office need not be filled by election but the Medical Executive Committee shall appoint an interim officer to fill the office until the next regular election. A vacancy in the office of Immediate Past President will not be filled.

8.2 DUTIES OF OFFICERS

8.2-1 PRESIDENT OF THE MEDICAL STAFF

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

- (a) enforcing the Medical Staff Bylaws, Rules and Regulations, and Policy and Procedures,
- (b) interacting with the Administrator and Board of Trustees in all matters of mutual concern;
- (c) calling, presiding at, and being responsible for the agenda of all meetings of the Medical Staff;
- (d) serving as ex officio member of all other Staff committees without a vote, unless his or her membership in a particular committee is required by these Bylaws;
- (e) serving as chair of the Medical Executive Committee;
- (f) performing such other functions as may be assigned by these Bylaws, the Medical Staff, or by the Medical Executive Committee;
- (g) appointing, in consultation with the Medical Executive Committee, committee members for all standing and special Medical Staff, liaison, or multi disciplinary committees, except where otherwise provided by these Bylaws and, except where otherwise indicated, designating the chair of these committees;
- (h) serving on liaison committees with the Board of Trustees and administration, as well as outside licensing or accreditation agencies;

- (i) representing the views and policies of the Medical Staff to the Board of Trustees and to the Administrator;
- (j) being a spokesman for the Medical Staff in external professional and public relations;
- (k) in the interim between Medical Executive Committee meetings, performing those responsibilities of the committee that, in his or her reasonable opinion, must be accomplished prior to the next regular or special meeting of the committee; and
- (l) implementing sanctions in accordance with these Bylaws, and promoting compliance with procedural safeguards where corrective action has been requested or initiated.

8.2-2 PRESIDENT ELECT OF THE MEDICAL STAFF

The President Elect 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 President Elect of the Medical Staff shall be a member of the Medical Executive Committee of the Medical Staff and of the Joint Conference Committee, 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 Medical Executive Committee. The President Elect of the Medical Staff shall also serve as an ex officio member of all other committees without vote, unless his or her membership in a particular committee is required by these Bylaws.

8.2-3 IMMEDIATE PAST PRESIDENT OF THE MEDICAL STAFF

The Immediate Past President of the Medical Staff shall assume all duties and authority of the President of the Medical Staff in the simultaneous absence of the President and President-Elect of the Medical Staff. The Immediate Past President of the Medical Staff shall be a member of the Medical Executive Committee and shall perform such duties as may be assigned by the President of the Medical Staff or delegated by these Bylaws or by the Medical Executive Committee.

8.2-4 SECRETARY TREASURER

The Secretary Treasurer shall be a member of the Medical Executive Committee. The responsibilities shall include, but not be limited to:

- (a) maintaining a roster of Members;
- (b) authenticating accurate and complete minutes of all Medical Executive Committee and Medical Staff meetings;

- (c) calling meetings on the order of the President of the Medical Staff or Medical Executive Committee;
- (d) attending to all appropriate correspondence and notices on behalf of the Medical Staff;
- (e) receiving, safeguarding and disbursing all funds of the Medical Staff;
- (f) performing such other duties as ordinarily pertain to the office or as may be assigned from time to time by the President of the Medical Staff or Medical Executive Committee; and
- (g) assuming all duties and authority of the President of the Medical Staff in the simultaneous absence of President, the President-Elect, and the Immediate Past President of the Medical Staff.

8.2-5 MEDICAL STAFF REPRESENTATIVE TO THE BOARD OF TRUSTEES

Each even-numbered year, the Medical Staff shall propose a list of candidates, which the Medical Staff recommends and endorses for service as a voting member of the Board of Trustees. These candidates shall be members of the Active medical staff and the list shall be provided to the Board of Trustees. The Board of Trustees shall give due consideration to such a list of candidates when it makes decisions or recommendations to fill the Board vacancies.

ARTICLE IX

9. CLINICAL DEPARTMENTS AND DIVISIONS

9.1 ORGANIZATION OF DEPARTMENTS AND DIVISIONS

The Medical Staff shall be divided into departments. Each department shall be organized as a separate component of the Medical Staff and shall have a chair and chair elect selected and entrusted with the authority, duties, and responsibilities specified in Article IX. When appropriate, the Medical Executive Committee may recommend to the Medical Staff the creation, elimination, modification, or combination of departments. The Medical Executive Committee may exercise its own discretion and suspend a department. The decision to suspend a department requires a two-third ($2/3^{\text{rd}}$) vote of the Medical Executive Committee.

A department may be further divided, as appropriate, into divisions, which shall be directly responsible to the department within which they function, and which shall have division chairs selected and entrusted with the authority, duties and responsibilities specified in Article IX. When appropriate, the Medical Executive Committee may recommend to the department the creation, elimination,

modification, or combination of divisions. The Medical Executive Committee may exercise its own discretion and suspend a division. The decision to suspend a division requires a two-third (2/3rd) vote of the Medical Executive Committee.

Subspecialties may form a division with a structure similar to the main departmental organization, subject to majority vote of the appropriate department and approval of the Medical Executive Committee. The divisions will be responsible to the department supervisory committee, and their chairs shall attend the meetings of the department's supervisory committee.

9.2 DEPARTMENTS OF THE MEDICAL STAFF

The departments are:

- (a) Department of Surgery
- (b) Department of Medicine
- (c) Department of Family & General Practice
- (d) Department of Obstetrics and Gynecology/Perinatology
- (e) Department of Anesthesia
- (f) Department of Imaging
- (g) Department of Pathology
- (h) Department of Emergency Medicine
- (i) Department of Cardiology

9.3 ASSIGNMENT TO DEPARTMENTS AND DIVISIONS

Each Member shall be assigned membership in one department, and to a division, if appropriate, within such department, but may also be granted Clinical Privileges in other departments or divisions.

9.4 FUNCTIONS OF DEPARTMENTS

The general functions of each department shall include:

- (a) Formulating and adopting rules and regulations for the management of the department's clinical activities, subject to approval of the Medical Executive Committee and the Board of Trustees. Such rules and regulations may be adopted or amended by a majority vote of the active Members present at any departmental meeting.

- (b) Conducting patient care reviews for the purpose of analyzing and evaluating the quality and appropriateness of care and treatment provided to patients within the department. The department shall routinely collect information about important aspects of patient care provided in the department and shall periodically assess this information. The criteria to be used in such review shall be objective and reflect current knowledge and clinical experience. Each department shall also identify action that should be taken in order to resolve identified problems in patient care and clinical performance and evaluate the effectiveness of action, which has been taken in resolving such problems. Patient care reviews shall include all clinical work performed under the jurisdiction of the department, regardless of whether the Member whose work subject to review is a Member of that department.
- (c) Recommending to the Medical Executive Committee guidelines for the granting and/or renewal of Clinical Privileges and the performance of specified services within the department.
- (d) Conducting, participating in and making recommendations regarding continuing education programs pertinent to departmental clinical practice.
- (e) Reviewing and evaluating departmental adherence to: (1) these Bylaws, the Medical Staff and departmental Rules and Regulations, and the Policies and Procedures of the Medical Staff; and (2) sound principles of clinical practice, including provision of alternate coverage and obtaining of consultation.
- (f) Coordinating patient care provided by the department's Members with nursing and ancillary patient care services.
- (g) Submitting written reports to the Medical Executive Committee concerning: (1) the department's review and evaluation activities, action taken thereon, and the results of such action; and (2) recommendations for maintaining and improving the quality of care provided in the department and the Hospital.
- (h) Meeting at least quarterly for the purpose of considering patient care review findings and the results of the department's other review and evaluation activities, as well as reports on other department and staff functions.
- (i) Establishing and appointing Members to such committees or other mechanisms as are necessary and desirable to perform properly the functions assigned to it, including developing proctoring policies.

- (j) Taking appropriate action when important problems in patient care and clinical performance arise or opportunities to improve care are identified.
- (k) Be responsible to the Medical Executive Committee for all professional and medical staff administrative activities within the Medical Staff.
- (l) Formulating and adopting departmental rules and regulations and/or policies that delineate the proctoring requirements within that department, subject to the review and approval of the Medical Executive Committee and the Board of Trustees. The proctoring requirements should be designed to review and measure the technical, professional and clinical judgment of all of the practitioners who exercise Clinical Privileges within the department.

9.5 FUNCTIONS OF DIVISIONS

Subject to approval of the Medical Executive Committee, each division shall perform the functions assigned to it by the department chair. Such functions may include, without limitation, retrospective patient care reviews, evaluation of patient care practices, Clinical Privileges delineation, and continuing education programs. The division shall transmit regular reports to the department chair on the conduct of its assigned functions.

9.6 DEPARTMENT OFFICERS

The officers shall generally consist of a chair and chair elect.

9.6-1 QUALIFICATIONS

Each department shall have a chair and chair elect who shall be a physician Member of the Active Medical Staff and shall be qualified by licensure, training, experience and demonstrated ability in at least one of the clinical areas covered by the department. The chair of each department shall be certified by an appropriate specialty board determined by the department to be relevant to the department.

9.6-2 SELECTION

A chair elect shall be elected every two (2) years. Only Active Medical Staff Members of the department shall be eligible to vote. For the purpose of this election, each department chair shall appoint a Nominating Committee consisting of three Active Medical Staff Members who are Members of the department, to include at least one Member who has not been chair. The committee shall be appointed in the last half of the election year. Recommendations of the Nominating Committee will be

circulated to the voting Members at least twenty (20) days prior to the election. Nominations may be made from the floor at the department meeting immediately preceding the election as long as the nominee is present and consents to the nomination. Election of chairs and vice-chairs shall be subject to ratification by the Medical Executive Committee. Ratification requires a 2/3rd vote of the members of the Medical Executive Committee voting. Ballots will be mailed with the proposed nominations, to be returned within fourteen (14) days and no later than December 1 of the election year. A nominee shall be elected upon receiving a majority of the votes cast. Should the chairship become vacant, the chair elect shall complete the unexpired term and the term to which he or she was elected. Should a vacancy occur in the chair elect position, another election shall be held as soon as practical to complete the unexpired term. In the event a department has too few Active Members to meet these requirements, the Medical Executive Committee shall appoint interim officers.

9.6-3 TERM OF OFFICE

Each department chair and chair elect shall serve a two (2)-year term which coincides with the Medical Staff year or until their successors are chosen, unless they shall sooner resign, be removed from office, or lose their Medical Staff membership or Clinical Privileges in that department. Department officers shall be eligible to succeed themselves.

9.6-4 REMOVAL OF ELECTED OFFICERS

Removal of a department officer may be initiated by the Medical Executive Committee for valid cause, including, but not limited to, gross neglect or misfeasance in office, or serious acts of moral turpitude, failure without good cause to attend two (2) meetings of the Medical Executive Committee during any twelve (12)-month period of time, failure to cooperatively and effectively perform the responsibilities of the office, or upon the written request of 1/3rd of the department Members eligible to vote for the office. If initiated by the Medical Executive Committee, such removal would require a 2/3rd vote of the Medical Executive Committee members voting. If initiated by written request by 1/3rd of the department Members eligible to vote for the office, then such removal would require a 2/3rd vote of the Active Medical Staff Members within that department voting and a subsequent 2/3rd vote of the Medical Executive Committee members voting. Voting on removal of an elected officer by the department shall be by written mail ballot. The written ballots shall be mailed to each voting Member at least fourteen (14) days before the voting date and returned by mailing no later than the voting date. The ballots shall be counted by the Vice President for Medical Staff Services and the Secretary Treasurer of the Medical Staff (except when he or she is the subject of the balloting, in which case the President of the Medical Staff shall substitute).

9.6-5 AUTHORITY, DUTIES, AND RESPONSIBILITIES

Each chair shall have the following authority, duties and responsibilities, and the chair elect, in the absence of the chair, shall assume all of them and shall otherwise perform such duties as may be assigned to him or her:

- (a) Act as presiding officer at departmental meetings and departmental supervisory meetings.
- (b) Report to the Medical Executive Committee and to the President of the Medical Staff regarding all professional and administrative activities within the department.
- (c) Generally monitor the quality of patient care and professional performance rendered by Members with Clinical Privileges in the department through a planned, continuous and systematic process, and oversee the effective conduct of the patient care, evaluation, and monitoring functions delegated to the department by the Medical Executive Committee, including the development and implementation of policies and procedures that guide and support the provision of patient care, treatment and services.
- (d) Generally facilitate the integration of the department into the primary functions of the Hospital.
- (e) Facilitate the coordination and integration of interdepartmental and intradepartmental services.
- (f) Develop and implement departmental programs for retrospective patient care review, ongoing monitoring of practice, maintenance of quality control programs, medical education, utilization review, performance improvement, credentials review and criteria for privilege delineation.
- (g) Be a member of the Medical Executive Committee, and give guidance on the overall medical policies of the Medical Staff and Hospital and make specific recommendations and suggestions regarding his or her department.
- (h) Transmit to the Medical Executive Committee recommendations concerning: applications and reapplications for Medical Staff membership; criteria for Clinical Privileges relevant to the department; granting and delineation of initial or renewal of Clinical Privileges and corrective action with respect to applicants to and Members of his or her department.

- (i) Endeavor to enforce these Bylaws and the Medical Staff Rules and Regulations and Policies and Procedures and the regulations and policies within his or her department.
- (j) Implement within his or her department appropriate actions taken by the Medical Executive Committee.
- (k) Participate in all phases of the administration of his or her department, including cooperation with the nursing service and the Hospital administration in matters such as personnel, supplies, physical plant requirements, special regulations, standing orders and techniques.
- (l) Participate in the determination of the qualifications and competence of department personnel who are not licensed independent practitioners and who provide patient care, treatment and services.
- (m) Perform such other duties commensurate with the office as may from time to time be reasonably requested by the President of the Medical Staff or the Medical Executive Committee.
- (n) Assess and recommend to the relevant Hospital authority off-site sources for needed patient care services not provided by the department or the Hospital.

9.7 DIVISION CHAIR

9.7-1 QUALIFICATIONS

Each division shall have a chair who shall be a Member of the Active Medical Staff and a Member of the division, which he or she is to head, and shall be certified by an appropriate specialty board. The chair of each division must be either an M.D. or D.O.

9.7-2 SELECTION

Each division chair shall be elected by a majority vote of the Members of the division.

9.7-3 TERM OF OFFICE

Each division chair shall serve a two (2)-year term which coincides with the Medical Staff year or until his or her successor is chosen, unless he or she shall sooner resign, or be removed from office, or lose his or her Medical Staff membership or Clinical Privileges in that division. Division chairs shall be eligible to succeed themselves.

9.7-4 REMOVAL

Removal of a division chair may be initiated by the Medical Executive Committee for valid cause, including but not limited to gross neglect or misfeasance in office, or serious acts of moral turpitude, failure to cooperatively and effectively perform the responsibilities of the office, or upon the written request of 1/3rd of the division Members eligible to vote for the office within that division. If initiated by the Medical Executive Committee, such removal would require a 2/3rd vote of the Medical Executive Committee members voting. If initiated by the written request of 1/3rd of the Members eligible to vote for the office, then such removal shall require a 2/3rd vote of the Active Medical Staff Members of the division voting and a subsequent 2/3rd vote of the Medical Executive Committee members voting. Voting on removal of the division chair shall be by written ballot; ballots shall be mailed to each voting Member at least fourteen (14) days before the voting date and returned by mailing no later than the voting date. The ballots shall be counted by the Vice President for Medical Staff Services and the Secretary Treasurer of the Medical Staff (except when he or she is the subject of the balloting, in which case the President of the Medical Staff shall substitute).

9.7-5 AUTHORITY, DUTIES, AND RESPONSIBILITIES

Each division chair shall:

- (a) Account to his or her department chair and to the Medical Executive Committee for the effective operation of his or her division.
- (b) Develop and implement, in cooperation with his or her department chair, programs to carry out the quality review, evaluation, and monitoring functions assigned to his or her division.
- (c) Exercise general supervision over all clinical work performed within his or her division.
- (d) Conduct investigations and submit reports and recommendations to his or her department chair regarding the Clinical Privileges to be exercised within his or her division by Members of, or applicants to, the Medical Staff.
- (e) Act as presiding officer at all division meetings.
- (f) Perform such other duties commensurate with his or her office as may from time to time be reasonably requested of him or her by his or her department chair, the President of the Medical Staff, the Medical Executive Committee or the Board of Trustees.

- (g) Serve as a member of the departmental supervisory committee.

9.8 DEPARTMENTAL COMMITTEES

- (a) The committees of each department shall generally consist of the nominating, supervisory and other such committees as may be necessary to carry out the functions of the department. Smaller departments may elect to perform any or all of these functions at their departmental meetings.
- (b) The supervisory committee will perform the functions of the department, and act on behalf of the department in the intervals between departmental meetings. A summary of any decisions, which do not pertain to peer review or other confidential information shall be presented at the next departmental meeting.
- (c) The supervisory committee shall consist of elected officers of the department, division chairs and at least three other such Members as may be elected by the department. The exact mechanism for the elections shall be determined in the departmental rules and regulations.

ARTICLE X

10. COMMITTEES

10.1 DESIGNATION

Medical Staff committees may include, but not be limited to, meetings of the Medical Staff as a committee of the whole, meetings of departments and divisions, meetings of committees established under this Article X, and meetings of ad hoc committees created by the Medical Executive Committee (pursuant to this Article X) or by departments. The committees described in this Article X shall be standing committees of the Medical Staff. A number of other standing committees are described in the Rules and Regulations. Ad Hoc committees may be created by the President of the Medical Staff 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. Medical Staff committees shall be responsible to the Medical Executive Committee.

10.2 GENERAL PROVISIONS

10.2-1 TERMS OF COMMITTEE MEMBERS

Unless otherwise specified, committee members shall be appointed for a term of two (2) 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.

10.2-2 REMOVAL

If a member of a committee ceases to be a Member in good standing of the Medical Staff, or suffers a loss or significant limitation of Clinical Privileges, or if a committee representative fails without good cause to attend seventy-five percent (75%) committee meetings during any twelve (12)-month period of time, or if any other good cause exists that Member may be replaced by the President of the Medical Staff. Any person, exclusive of members of the Medical Executive Committee, may be replaced from the committee, with or without cause, by the President of the Medical Staff.

10.2-3 VACANCIES

Unless otherwise specifically provided, vacancies on any committee shall be filled in the same manner in which an original appointment to such committee is made.

10.2-4 REPORTS

Each committee shall maintain a written report of its proceedings. Reports are submitted to the Medical Executive Committee either directly or through the Medical Staff Quality Council (see Article X).

10.2-5 CONFIDENTIALITY

Medical Staff Members agree to respect and maintain the confidentiality of all discussions, deliberations, records, and other information generated in connection with Medical Staff peer review activities, and to make no voluntary disclosures of such information except as authorized by these Bylaws. Failure to comply with the confidentiality clause shall be grounds for loss of Medical Staff membership.

10.2-6 COMMITTEE APPOINTMENT

Members of Medical Staff committees who are Members of the Medical Staff shall be appointed by the President of the Medical Staff. Other committee members will be appointed by Hospital Administrator.

10.3 MEDICAL EXECUTIVE COMMITTEE

10.3-1 COMPOSITION

The Medical Executive Committee shall consist of the following persons:

- (a) The officers of the Medical Staff;
- (b) The chairs of the Medical Staff Departments;

- (c) The Bylaws Committee chair will be an ex officio member without vote;
- (d) Four at large physician Members of the Active Medical Staff who shall be nominated and elected for a two (2)-year term in the same manner and at the same time as provided in Article VIII for the nomination and election of officers. Vacancies in any of these positions will be filled by appointment by the President of the Medical Staff.
- (e) The Administrator shall serve as a participating but non-voting member.

10.3-2 DUTIES

The duties of the Medical Executive Committee shall include, but not be limited to:

- (a) Representing and acting on behalf of the Medical Staff, subject to such limitations as may be imposed by these Bylaws.
- (b) Coordinating and implementing the professional and organizational activities and policies of the Medical Staff.
- (c) Reviewing and approving any proposed amendments to departmental and division rules and regulations or policies and procedures and, where necessary, having final authority to amend those departmental rules and regulations or policies and procedures following appropriate input from that department.
- (d) Receiving and acting upon reports and recommendations from Medical Staff departments, divisions, committees and assigned activity groups.
- (e) Recommending action to the Board of Trustees on matters of a medical-administrative nature. The Medical Executive Committee shall make recommendations to the Board of Trustees regarding quality of care issues related to exclusive arrangements for physician and/or professional services. The review and recommendations shall be focused on (1) quality of care (2) quality of service issues or concerns and (3) ability to positively and effectively interrelate with Members of the Medical Staff. Such input shall be requested by the Hospital at least sixty (60) days prior to entering into a new or renewal of an exclusive arrangement for physician and/or professional services. The Hospital shall use its best efforts to meet the sixty (60)-day notice period, but the Medical Executive Committee recognizes exigent circumstances may make it difficult, or impossible, to make that deadline. Under

exigent circumstances, the Hospital shall use its best efforts to give notice as soon as reasonably practicable. Prior to any decision being made, the Board of Trustees shall be required to give due consideration to the recommendations of the Medical Executive Committee.

- (f) Establishing the organization of performance improvement activities and mechanisms of the Medical Staff.
- (g) Evaluating the medical care rendered to patients in the Hospital.
- (h) Participating in the development of all Medical Staff and Hospital policy, practice, and planning, including a bi-annual review of these Bylaws and the Rules and Regulations of the Medical Staff.
- (i) Reviewing the qualifications, credentials, performance and professional competence and character of applicants and Staff Members and making recommendations to the Board of Trustees regarding Staff appointments and reappointments, assignments to departments, Clinical Privileges, and corrective action.
- (j) Taking reasonable steps to promote ethical conduct and competent clinical performance on the part of all Members, including the initiation of and participation in Medical Staff corrective or review measures when warranted.
- (k) Taking reasonable steps to develop continuing education activities and programs for the Medical Staff.
- (l) Reporting to the Medical Staff at each regular Staff meeting.
- (m) Assisting in the obtaining and maintaining of accreditation.
- (n) Developing and maintaining methods for the protection and care of patients and others in the event of internal or external disaster.
- (o) Appointing such ad hoc committees as may seem necessary or appropriate to assist the Medical Executive Committee in carrying out its functions and those of the Medical Staff. Existing ad hoc committees must be reviewed by the Medical Executive Committee near the end of each term of office; such committees whose functions are likely to be permanent should be recommended for inclusion in the Bylaws as standing committees; other committees may be perpetuated for another two (2) years by specific action of the Medical Executive Committee, but ad hoc committees not specifically perpetuated thus shall automatically cease to exist at the end of that Medical Executive Committee's term of office.

- (p) Approving or rejecting the appointment of committee chairs by the President.
- (q) Reviewing and approving the designation of the Hospital's Authorized Representative for National Practitioner Data Bank purposes.

10.3-3 MEETINGS

- (a) The chair of the Medical Executive Committee shall be responsible for the preparation of the agenda.
- (b) The Medical Executive Committee shall meet at least once each month, or more often if necessary to transact pending business. Additional meetings may be called by the chair, the Administrator or three Members of the committee.
- (c) Fifty percent of the committee membership eligible to vote shall be required for a quorum (Article XI).
- (d) The Secretary/Treasurer of the Medical Staff shall maintain reports of all meetings, which shall include the reports of the various committees and departments of the Medical Staff that are required to report directly to the Medical Executive Committee. Copies of all reports of the Medical Executive Committee shall be sent to the President and the Administrator routinely.
- (e) Voting members of the Medical Executive Committee can be called into a caucus by the chair of the Medical Executive Committee.

10.4 JOINT CONFERENCE COMMITTEE

10.4-1 COMPOSITION

The Joint Conference Committee shall be composed of an equal number of members of the Board of Trustees and the Medical Executive Committee, but the Medical Staff Members shall at least include the President of the Medical Staff, the President Elect, and the Immediate Past President. The chair of the committee shall be the chair of the Board of Trustees or his or her designee.

10.4-2 DUTIES

The Joint Conference Committee shall constitute a forum for the discussion of matters of Hospital and Medical Staff policy, practice, and planning, and a forum for interaction between the Board of Trustees and the Medical Staff on such matters as may be referred to the Joint

Conference Committee by the Medical Executive Committee or the Board of Trustees.

10.4-3 MEETINGS

The Joint Conference Committee shall meet as needed at the request of the President of the Medical Staff, Board of Trustees, or the Administrator and shall transmit written reports of its activities to the Medical Executive Committee, the Administrator and to the Board of Trustees. The Joint Conference Committee should meet as soon as is reasonably practical but not to exceed thirty (30) days following the request for a meeting.

10.5 CONFLICT BETWEEN THE MEDICAL STAFF AND THE MEDICAL EXECUTIVE COMMITTEE

10.5-1 AREAS OF CONFLICT

In addition to the petition procedures set forth in Articles XIII and XIV, this is a conflict resolution process that may be implemented to manage conflict between the Medical Staff and the Medical Executive Committee on issues, including, but not limited to, the Medical Staff Bylaws, the Medical Staff Rules and Regulations and the Medical Staff Policies and Procedures. Nothing in this section is intended to prevent Members of the Medical Staff from communicating directly with the Board of Trustees, provided the Member follows the procedures established by the Board of Trustees.

10.5-2 CHALLENGES TO THE MEDICAL STAFF BYLAWS, RULES AND REGULATIONS OR POLICIES AND PROCEDURES

Any Member of the Medical Staff in the Active Staff Category may submit to the President of the Medical Staff, in writing, a challenge to a Medical Staff Bylaws, Rules and Regulations or Policies and Procedures and the basis for the challenge, including any recommended changes to the Medical Staff Bylaws, Rules and Regulations or Policies and Procedures. At the next regularly scheduled meeting of the Medical Executive Committee following notification, the Medical Executive Committee shall discuss the challenge and determine whether it will recommend that changes be made to the Medical Staff Bylaws, Rules and Regulations or Policies or Procedures. At its sole discretion, the Medical Executive Committee may invite the person making the challenge to the meeting. The Medical Executive Committee may, but is not required to, appoint a Standing Committee or Ad Hoc Committee to review the challenge and make recommendations regarding any challenge to the Medical Staff Bylaws, Rules and Regulations or Policies and Procedures. The Medical Executive Committee will make a final recommendation on any challenge to the Medical Staff Bylaws, Rules and Regulations or Policies and

Procedures. If the Medical Executive Committee agrees to propose a change to the Medical Staff Bylaws, the procedures set forth in Article XIV of these Bylaws shall be followed. If the Medical Executive Committee agrees to propose a change to the Medical Staff Rules and Regulations or the Medical Staff Policies and Procedures, the procedures set forth in Article XIII of these Bylaws shall be followed.

ARTICLE XI

11. MEETINGS

11.1 ANNUAL MEETINGS

There shall be an annual meeting of the Medical Staff. At this meeting, the officers and committees shall make such reports as may be desirable and the officers for the ensuing term shall be elected during election years. Notice of this meeting shall be given to the Members by mailing or delivery at least fourteen (14) days prior to the meeting.

11.1-1 REGULAR MEETINGS

Regular meetings of the Members shall be held each quarter, except that the annual meeting shall constitute the regular meeting during the quarter in which it occurs. The place, date and time of the regular meetings shall be determined by the Medical Executive Committee, and adequate notice shall be given to the Members.

11.1-2 AGENDA

The order of business at meetings of the Medical Staff shall be determined by the President of the Medical Staff. The agenda shall include, insofar as feasible:

- (a) Review and acceptance of the minutes of the last regular and all special meetings held since the last regular meeting.
- (b) Reports from the President of the Medical Staff, the Administrator and such other committees and departments as appropriate.
- (c) Reports by responsible officers, committees and departments on the overall results of patient care, audits and other quality review, evaluation, and monitoring activities of the staff and on the fulfillment of other required staff functions.
- (d) Election of officers when required by these Bylaws.
- (e) Old Business

- (f) New Business

11.1-3 SPECIAL MEETINGS

Special meetings of the Medical Staff may be called at any time by the President of the Medical Staff or the Medical Executive Committee, or shall be called upon the written request of twenty-five percent (25%) Members of the Active Medical Staff. The person calling or requesting the special meeting shall state the purpose of such meeting in writing. The meeting shall be scheduled within thirty (30) days after receipt of such request. The notice shall include the stated purpose of the meeting and shall be mailed or delivered to the Members of the staff no later than ten (10) days prior to the meeting. No business shall be transacted at any special meeting except that stated in the notice calling the meeting.

11.2 COMMITTEE, DEPARTMENT, AND DIVISION MEETINGS

11.2-1 REGULAR MEETINGS

Except as otherwise specified in these Bylaws, the chairs of committees, departments and divisions may establish the times for holding of regular meetings. The chairs shall make every reasonable effort to ensure the meeting dates, times and places are disseminated to the Members with adequate notice.

11.2-2 SPECIAL MEETINGS

A special meeting of any Medical Staff committee, department or division may be called by the chair thereof, the Medical Executive Committee, or the President of the Medical Staff, and shall be called at the written request of ten percent of the current committee, department or division Members eligible to vote, but in no case fewer than three Members.

11.3 QUORUM

- (a) Medical Staff Meetings

The presence of twenty-five percent (25%) 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 Bylaws of the Medical Staff, or for the election or removal of Medical Staff officers. For all other actions, the presence of ten percent (10%) of the total Members of the Active Member Staff shall constitute a quorum.

(b) Medical Executive Committee

The Medical Executive Committee shall require fifty percent (50%) of the voting Members in attendance or by teleconference or other electronic communication to establish a quorum.

(c) Departments/Divisions

All department/division meetings are required to have a minimum of three (3) voting Members in attendance, of whom at least two are Members of the Active Member Staff to establish a quorum.

11.4 MANNER OF ACTION

(a) 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. Department, Division or 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 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 and signed by a majority of the members entitled to vote.

(b) Staff Reversal of Executive Committee Action

Proposed actions by the Medical Staff as a whole, which would alter or repudiate prior actions of the Medical Executive Committee require affirmation by a majority of eligible voters of the entire Medical Staff. Such proposed actions, if accepted by a majority vote of those present and voting at a regular or special Medical Staff meeting, will then be put before the entire Active Medical Staff by mailed ballot, and must be affirmed by a majority of all those eligible to vote.

11.5 MINUTES

Except as otherwise specified herein, minutes of meetings shall be prepared and retained. They shall include, at a minimum, a record of the 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 body to which the group is answerable and to the Medical Executive Committee.

11.6 ATTENDANCE REQUIREMENTS

11.6-1 REGULAR ATTENDANCE

All Medical Staff Members are encouraged but not required to attend general staff and departmental meetings.

11.6-2 ABSENCE FROM MEETINGS

Committee members are expected to attend at least seventy-five percent (75%) of each of their respective committee meetings, in order to maintain their committee membership and to satisfy the basic Medical Staff membership responsibilities. Failure to meet this requirement will be considered in the ongoing membership of this committee.

11.6-3 SPECIAL ATTENDANCE AND RESPONSE REQUIREMENTS

At the discretion of the chair or presiding officer, when a Member's practice or conduct is scheduled for discussion, or when the clinical management of a Member's patient is to be reviewed, at a regular department, division, or committee meeting, the Member may be required to attend or respond in writing. Appropriate notice shall be given to the Member. Failure of a Member to appear at any meeting with respect to which he or she was given such notice, or to respond within the time frame allowed where written response has been requested, unless excused upon a showing of good cause, shall result in the referral to the Medical Executive Committee for action, which could include automatic suspension of all Clinical Privileges. The automatic suspension will remain in effect until the Member has provided the information and/or satisfied the special attendance requirement, which had been made by a department, division or committee meeting. The Medical Executive Committee, in its sole discretion, will decide whether the Member has provided the information and/or satisfied the special attendance requirement.

11.7 CONDUCT OF MEETINGS

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

11.8 EXECUTIVE SESSION

An executive session is a Medical Staff committee meeting which only voting Medical Staff committee members may attend, unless others are expressly requested. An executive session may be called by the presiding officer, and shall be called by the presiding officer pursuant to a duly adopted motion. An executive session may be called to discuss peer review issues, personnel issues, or

any other sensitive issues requiring confidentiality. One representative of Hospital administration shall be included as a non-voting member at any executive session.

ARTICLE XII

12. CONFIDENTIALITY, IMMUNITY AND RELEASES

12.1 AUTHORIZATION AND CONDITIONS

By applying for or exercising Clinical Privileges within facilities of the Hospital, an applicant:

- (a) Authorizes representatives of the Hospital and the Medical Staff to solicit, provide, and act upon information bearing upon, or reasonably believed to bear upon, the applicant's professional ability and qualifications.
- (b) Authorizes persons and organizations to provide information concerning such practitioner to the Medical Staff.
- (c) Agrees to be bound by the provisions of these Bylaws and to waive all legal claims against any representative of the Medical Staff or the Hospital who acts in accordance with the provisions of these Bylaws.
- (d) Acknowledges that the provisions of this Article are express conditions to an application for Medical Staff membership, the continuation of such membership, and to the exercise of Clinical Privileges at the Hospital.

12.2 CONFIDENTIALITY OF INFORMATION

12.2-1 GENERAL

Records and proceedings of all Medical Staff committees having the responsibility for evaluation and improvement of quality of care rendered in the Hospital, including, but not limited to, meetings of the Medical Staff, meetings of departments and divisions, meetings of committees established under Article X, and meetings of special or ad hoc committees created by the Medical Executive Committee, the President or by department or division bodies or chairs and including information regarding any Member of or applicant to, this Medical Staff shall, to the fullest extent permitted by law, be confidential. Dissemination of such information and records shall be made only where expressly required by law, pursuant to officially adopted policies of the Medical Staff or, where no officially adopted policy exists, only with the express approval of the

Medical Executive Committee or its designee. A Member shall not voluntarily divulge such information in any court or other proceeding.

12.2-2 BREACH OF CONFIDENTIALITY

Inasmuch as effective peer review and consideration of the qualifications of Medical Staff Members and applicants to perform specific procedures must be based on free and candid discussions, any breach of confidentiality of the discussions or deliberations of Medical Staff departments, divisions, or committees, except in conjunction with other hospital, professional society, or licensing authority is outside appropriate standards of conduct for this Medical Staff, violates these Medical Staff Bylaws, and will be deemed disruptive to the operations of the Hospital. If it is determined that such a breach has occurred, the Medical Executive Committee may undertake such corrective action as it deems appropriate, including expulsion from the Medical Staff.

12.3 IMMUNITY FROM LIABILITY

12.3-1 FOR ACTION TAKEN

Each representative of the Medical Staff and Hospital shall be immune, to the fullest extent permitted by law, from liability to an applicant or Member for damages or other relief for any action taken or statements or recommendations made within the scope of duties exercised as a representative of the Medical Staff or Hospital.

12.3-2 FOR PROVIDING INFORMATION

Each representative of the Medical Staff and Hospital and all third parties shall be immune, to the fullest extent provided by law, from liability to an applicant or Member for damages or other relief by reason of providing information to a representative of the medical staff or hospital concerning such person who is, or has been, an applicant to or Member of the staff or who did, or does, exercise Clinical Privileges or provide services at the Hospital.

12.4 INDEMNITY FROM LIABILITY

As authorized by the California Nonprofit Public Benefit Corporation Law and the Hospital's Bylaws, the Hospital will indemnify defend and hold harmless the Medical Staff and any individual Medical Staff Member ("Indemnitee(s)") from and against losses and expenses (including reasonable attorneys fees, judgments, settlements, and all other costs direct and indirect) incurred or suffered by reason of or based upon any threatened, pending or completed action, suit, proceeding, investigation, or other dispute relating or pertaining to any alleged act or failure to act within the scope of peer review or quality assessment activities including, but not limited to: (1) as a member or witness for a Medical Staff department,

division, committee or hearing panel; (2) as a member or witness for the Board of Trustees or any hospital task force, group or committee; and (3) as a member providing information, which he or she reasonably believes to be true, to a representative of any medical staff, hospital, medical group or peer review committee of a professional society for the purpose of assisting that entity in the evaluation of the qualifications, fitness or character of a member of a medical staff or applicant.

The Hospital shall retain responsibility for the sole management and defense of any such claims, suits, investigations or other disputes against Indemnitees, including but not limited to selection of legal counsel to defend against any such actions. The indemnity set forth herein is expressly conditioned on Indemnitees acting in the good faith belief that their actions and/or communications are reasonable and warranted and in furtherance of the Medical Staff's peer review, quality assessment or quality improvement responsibilities, in accordance with the purposes of the Medical Staff set forth in these Bylaws and Rules and Regulations. In no event will the Hospital indemnify an Indemnitee for acts and omissions taken in bad faith or in pursuit of the Indemnitees' private economic interests.

12.5 ACTIVITIES AND INFORMATION COVERED

The confidentiality and immunity provided by this Article shall apply to all acts, communications, reports, writings, recommendations or disclosures performed or made in connection with this or any other health care facility's or organization's activities concerning, but not limited to:

- (a) Applications for appointment, reappointment, or Clinical Privileges;
- (b) Corrective action;
- (c) Hearings and appellate reviews;
- (d) Utilization reviews and root cause analysis;
- (e) Credentialing;
- (f) Peer Review;
- (g) Patient information;
- (h) Other department, or division, committee, or Medical Staff activities related to monitoring and maintaining quality patient care and appropriate professional conduct;
- (i) National Practitioner Data Bank queries and reports, peer review organizations, Medical Board of California, and similar reports.

“Writing” means handwriting, typewriting, printing, photostating, photocopying, transmitting by electronic mail or facsimile, and every other means of recording upon any tangible thing, any form of communication or representation, including letters, words, pictures, sounds, or symbols or combination thereof, and any record created, regardless of the manner in which the record has been stored.

ARTICLE XIII

13. GENERAL PROVISIONS

13.1 RULES AND REGULATIONS AND POLICIES AND PROCEDURES

13.1-1 RULES AND REGULATIONS

- (a) The Medical Staff shall adopt such Rules and Regulations as it may deem necessary for the proper conduct of its work and shall periodically review and revise its Rules and Regulations to assure appropriate Medical Staff practice. Proposed changes to the Rules and Regulations shall be submitted to the Medical Executive Committee for review and evaluation prior to presentation for consideration by the Medical Staff as a whole. A meeting of the Medical Staff shall be held within one hundred twenty (120) days after the Medical Executive Committee makes its recommendation on the proposed Rules and Regulations. Affirmation will require a positive vote by a majority of the Active Medical Staff present and voting. Following adoption, such Rules and Regulations shall become effective following approval of the Board of Trustees, which approval shall not be withheld unreasonably and automatically approved if no action of disapproval of the Board of Trustees is taken within one hundred twenty (120) days after the Board of Trustees is notified. Applicants and Members of the Medical Staff shall be governed by such Rules and Regulations as are properly initiated and adopted. If there is a conflict between these Bylaws and the Rules and Regulations, these Bylaws shall prevail. Except as set forth in Subsection (b) and Section 13.1-2, the mechanism described herein shall be the sole method for the initiation, adoption, amendment, or repeal of the Medical Staff Rules and Regulations.

- (b) Proposed amendments to the rules and regulations may be originated by a petition signed by twenty-five percent (25%) of the Members of the Medical Staff in good standing who are entitled to vote. The Medical Executive Committee shall be given an opportunity to review the proposed changes before they are submitted to the Medical Staff as a whole. As part of its review, the Medical Executive Committee may recommend that the language of the proposed changes be modified. If the proponent of

the changes consents to the modification, the process set forth in subparagraph (a), supra, should be followed. If the proponent of the changes rejects the modification, the proposed changes, without modification, shall be submitted to the Medical Staff as a whole. Thereafter, the usual and customary method of voting on amendments to bylaws shall be followed (Article XIV) and forwarded to the Board of Trustees for approval.

13.1-2 URGENT AMENDMENT OF RULES AND REGULATIONS

In cases of a documented need for an urgent amendment to the Rules and Regulations necessary to comply with law or regulation, the Medical Executive Committee is delegated by the Members of the Medical Staff with a vote, and may provisionally adopt and the Board of Trustees may provisionally approve an urgent amendment to the Rules and Regulations without prior notification to the Medical Staff. After adoption, these provisional amendments to the Rules and Regulations will be immediately communicated to the Medical Staff. If the provisional amendment is approved by a positive vote by a majority vote of the Active Medical Staff present and voting, the amendment will stand. If the Active Medical Staff present and voting do not approve the provisional amendment, this conflict between the Medical Staff and the Medical Executive Committee will be resolved using the conflict resolution process set forth in Article X. The provisional amendment will remain in effect pending completion of the conflict resolution process. If an alternate amendment to the Rules and Regulations is proposed, it will follow the usual approval process.

13.1-3 POLICIES AND PROCEDURES

- (a) The Medical Executive Committee may, from time-to-time, adopt, or amend, administrative protocols and policies to implement various sections of these Bylaws and/or Rules and Regulations, and/or to standardize various diagnostic or therapeutic procedures. Such policies and procedures are effective upon a majority vote of the Medical Executive Committee and approval of the Board of Trustees. Such policies and procedures shall become effective following approval of the Board of Trustees, which approval shall not be withheld unreasonably, and automatically approved if no action of disapproval of the Board of Trustees is taken within one hundred twenty (120) days after the Board of Trustees is notified. The Policies and Procedures Manual will be maintained in the Medical Staff Office. Appropriate notice of the adoption or amendment of such policies and procedures will be given to the Members of the Medical Staff. Applicants and Members of the Medical Staff shall be governed by these policies and procedures. If there is a conflict between these Policies and Procedures, these Bylaws and/or the Rules and Regulations shall prevail.

- (b) Proposed amendments to the policies and procedures, or amendments thereto, may be originated by a petition signed by twenty-five percent (25%) of the Members of the Medical Staff in good standing who are entitled to vote. The Medical Executive Committee shall be given an opportunity to review the proposed changes before they are submitted to the Medical Staff as a whole. As part of its review, the Medical Executive Committee may recommend that the language of the proposed changes be modified. If the proponent of the changes consents to the modification, the process set forth in subparagraph (a), supra, should be followed. If the proponent of the changes rejects the modification, the proposed changes, without modification, shall be submitted to the Medical Staff as a whole. Thereafter, the usual and customary method of voting on amendments to bylaws shall be followed (Article XIV) and forwarded to the Board of Trustees for approval.

13.2 DUES OR ASSESSMENTS

The Medical Executive Committee shall have the power to recommend the amount of annual dues or assessments, if any, for each category of Medical Staff membership, and to modify the amount of dues in individual cases where compelling reasons exist, and to determine the manner of expenditure of such funds received.

13.3 CONSTRUCTION OF TERMS AND HEADINGS

The captions or headings in these Bylaws are for convenience only and are not intended to limit or define the scope of or affect any of the substantive provisions of these Bylaws. These Bylaws apply with equal force to either gender regardless of the term used.

13.4 AUTHORITY TO ACT

Any Member or Members who act in the name of this Medical Staff without proper authority shall be subject to such disciplinary action as the Medical Executive Committee may deem appropriate.

13.5 ILLEGAL DIVISION OF FEES

Any illegal division of fees by Members of the Medical Staff is forbidden and any such division of fees shall be cause for exclusion or expulsion from the Medical Staff.

13.6 NOTICES

Except where specific notice provisions are otherwise provided in these Bylaws, any and all notices, demands, requests required or permitted to be mailed shall be

in writing, properly sealed, and shall be sent through United States Postal Service, first class postage prepaid. An alternative delivery mechanism may be used if it is reliable, as expeditious, and if evidence of its use is obtained. Notice to the Medical Staff, its officers or committees thereof, shall be addressed as follows:

Name of Officer, Department, Division, or Committee
c/o Director, Medical Staff Services
Saint Agnes Medical Center
1303 E. Herndon Avenue
Fresno, CA 93720

Mailed notices to a Member, applicant or other party shall be to the addressee at the address as it last appears in the official records of the Medical Staff or the Hospital.

13.7 DISCLOSURE OF INTEREST

All Medical Staff officers, department chairs and Members of the Medical Executive Committee shall annually disclose in writing to the Medical Executive Committee those personal, professional, or financial affiliations or relationships of which they are or reasonably should be aware which could foreseeably result in conflict of interest with their activities or responsibilities on behalf of the Medical Staff. Such officers or committee members shall abstain from voting on any issue specific to that conflict. Any or all Staff Members may, from time-to-time, be requested by the Medical Executive Committee to complete similar disclosure of interest statements.

Members who fail to submit a conflict of interest statement within forty-five (45) days of being given notice that the statement is required will be deemed out of compliance and will be removed from all Medical Staff, department, and division committees until the disclosure statement is completed and will be considered to have resigned from all elected or appointed offices.

13.8 MEDICAL STAFF CREDENTIALS FILES

13.8-1 INSERTION OF ADVERSE INFORMATION

The following applies to actions relating to requests for insertion of adverse information into the Medical Staff Member's credentials file:

- (a) As stated previously in Article VI, any person may provide information to the Medical Staff about the conduct, performance or competence of its Members.
- (b) When a request is made for insertion of adverse information into the Medical Staff Member's credentials file, the respective department chair and President of the Medical Staff shall review such a request.

- (c) After such review, a decision will be made by the respective department chair and President of the Medical Staff to:
 - (1) Not insert the information; or
 - (2) Notify the Member of the adverse information by a written summary and offer him or her the opportunity to rebut this assertion before it is entered into his or her file.
- (d) If such adverse information is inserted into the Member's file, the department chair and President of the Medical Staff will either:
 - (1) Make a notation that no further action is necessary; or
 - (2) Insert the information along with a notation that a request has been made to the Medical Executive Committee for an investigation as outlined in Article VI of these Bylaws.

13.8-2 REVIEW OF ADVERSE INFORMATION AT THE TIME OF REAPPRAISAL AND REAPPOINTMENT

The following applies to the review of adverse information in the Medical Staff Member's credentials file at the time of reappraisal and reappointment.

- (a) Prior to recommendation on reappointment, the appropriate departmental chair, as a part of its appraisal functions, shall review any adverse information in the credentials file pertaining to a Member.
- (b) Following this review, the department shall determine whether documentation in the file warrants further action.
- (c) With respect to such adverse information, if it does not appear that an investigation and/or adverse action on reappointment are warranted, the department shall so inform the Medical Executive Committee.
- (d) However, if an investigation and/or adverse action on reappointment are warranted, the department shall so inform the Medical Executive Committee.

13.8-3 CONFIDENTIALITY

The following applies to all records of the Medical Staff and its departments, divisions and committees responsible for the evaluation and improvement of patient care:

- (a) The records of the Medical Staff and its departments, divisions and committees responsible for the evaluation and improvement of the quality of patient care rendered in the Hospital shall be maintained as confidential.
- (b) Access to such records shall be limited to duly appointed officers and committees of the Medical Staff for the sole purpose of discharging Medical Staff responsibilities and subject to the requirement that confidentiality be maintained.
- (c) Information, which is disclosed to the Board of Trustees of the Hospital or its appointed representatives in order that the Board of Trustees may discharge its lawful obligations and responsibilities shall be maintained by the Board of Trustees as confidential.
- (d) Information contained in the credentials file of any Member may be disclosed with the Member's consent, or to any organized Medical Staff peer review committee, or professional licensing board, or as required by law. Any disclosures without the Member's consent shall require a notice to the Member and to the President of the Medical Staff.
- (e) A Medical Staff Member shall be granted access to his or her own credentials file, subject to the following provisions:
 - (1) Timely written notice of request for such access shall be made by the Member to the President of the Medical Staff or his or her designee;
 - (2) The Member may review, and receive a copy of, only those documents provided by or addressed personally to the Member. A summary of all other information, including peer review committee findings, letters of reference, proctoring reports, complaints, etc. shall be provided to the Member in writing by the designated officer of the Medical Staff at the time the Member reviews his or her credentials file, within three weeks after the request unless good cause exists to deny such information. Such summary shall disclose the substance, but not the source, of the information summarized and the substance may be withheld if to reveal it necessarily reveals a source, which has not consented to identification.
 - (3) The review by the Member shall take place in the Medical Staff office, during normal work hours, with an officer or designee of the Medical Staff present.

- (f) In the event a notice of action or proposed action or a Notice of Charges is filed against a Member, access to his or her own credentials file shall be governed by Article VII.

13.8-4 MEMBER'S OPPORTUNITY TO REQUEST CORRECTION/DELETION OF AND TO MAKE ADDITION TO INFORMATION IN FILE

- (a) When a Member has reviewed his or her file as provided under Article XIII, he or she may address to the President of the Medical Staff a written request for correction or deletion of information in his or her credentials file. Such request shall include a statement of the basis for the action requested.
- (b) The President of the Medical Staff shall review such a request within a reasonable time and shall recommend to the Medical Executive Committee, after such review, whether or not to make the correction or deletion requested. The Medical Executive Committee, when so informed, shall either ratify or initiate action contrary to this recommendation, by a majority vote.
- (c) The Member shall be notified promptly, in writing, of the decision of the Medical Executive Committee.
- (d) In any case, a Member shall have the right to add to his or her own credentials file, upon written notice to the Medical Executive Committee, a statement responding to any information contained in the file.

13.8-5 MEDICAL STAFF REPRESENTATION BY LEGAL COUNSEL

Upon the authorization of the Medical Staff, or of the Medical Executive Committee acting on its behalf, the Medical Staff may retain and be represented by independent legal counsel at the Medical Staff's own expense.

ARTICLE XIV

14. ADOPTION AND AMENDMENT OF BYLAWS

14.1 PROCEDURE

Upon the request of the Board of Trustees, the President of the Medical Staff, the Medical Executive Committee, or the Bylaws Committee or upon written petition signed by at least ten percent (10%) of the Members of the Medical Staff in good standing who are entitled to vote, consideration shall be given to the amendment or repeal of these Bylaws. The Bylaws Committee shall be given an opportunity to review the proposed changes before they are submitted to the Medical Staff as

a whole. As part of its review, the Bylaws Committee may recommend that the language of the proposed changes be modified. If the proponent of the changes consents to the modification, the proposed changes, as modified, shall be submitted to the Medical Staff as a whole. If the proponent of the changes rejects the modification, the proposed changes, without modification, shall be submitted to the Medical Staff as a whole. Such action shall be taken at a regular or special meeting of the Medical Staff provided written notice of the proposed change must be mailed to all Members at least fourteen (14) days prior to a regular or special Staff meeting, including the exact wording of the existing Bylaws language, if any, and the changes as originally proposed and the Bylaws Committee recommendation. The proposal is to be offered for discussion, but not amendment, at that meeting.

14.2 ACTION ON BYLAW CHANGE

Ballots must be returned within fourteen (14) days after originally postmarked. Approval shall require a positive response from 2/3rd of those voting.

14.3 APPROVAL

Bylaw changes thus favored by the Medical Staff shall become effective following approval by the Board of Trustees, which approval shall not be withheld unreasonably, and will be deemed automatically approved if no action of disapproval is taken by the Board of Trustees within one hundred twenty (120) days after the Board of Trustees receives written notice of final action taken by the Medical Staff. If approval by the Board of Trustees is withheld, the reasons for doing so shall be specified by the Board of Trustees in writing and shall be forwarded to the President of the Medical Staff, the Medical Executive Committee, and the Bylaws Committee. It is understood that these Bylaws do not modify or limit the Board's authority under California law and regulation to take such actions as it deems necessary to manage and advance the interests of the Hospital in any given instance.

14.4 EXCLUSIVITY

The mechanism described herein shall be the sole method for the initiation, adoption, amendment, or repeal of the Medical Staff Bylaws.

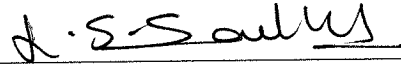
14.5 CONSISTENCY

Subject to the authority and approval of the Board of Trustees, the Medical Staff will exercise such power as is reasonably necessary to discharge its responsibilities under these Medical Staff Bylaws and associated Rules and Regulations and Policies and Procedures, and be compatible with the corporate bylaws and policies of the Hospital and in compliance with law and regulation.

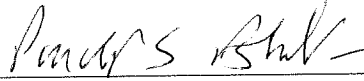
14.6 SUCCESSOR IN INTEREST

These Bylaws, and Clinical Privileges of individual Members of the Medical Staff accorded under these Bylaws, will be binding upon the medical staff and the board of trustees/directors of any successor in interest in this Hospital, except where hospital medical staffs are being combined.

ADOPTED by the Medical Staff on July 10, 2018

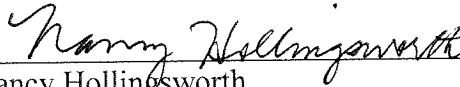


Lakhjit Sandhu, M.D.
President of the Medical Staff

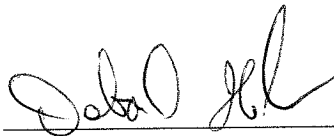


Pardeep Bhullar, M.D.
Secretary and Treasurer

APPROVED by the Board of Trustees and effective on July 27, 2018



Nancy Hollingsworth
President and CEO



Deborah Ikeda
Chair, Board of Directors

Replacing those Bylaws initially adopted on June 23, 1987 and revised on January 27, 2012, May 31, 2013, and March 28, 2014.