



**Trinity Health Of New England**  
St. Mary's Hospital

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**MEDICAL STAFF BYLAWS**

**Part I: Governance**

[February 7, 2020](#)[July 21, 2023](#)[April 25, 2024](#)

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## Section 1. Medical Staff Purpose and Authority

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### 1.1 Purpose

The purpose of this Medical Staff is to organize the activities of physicians and other clinical practitioners who practice at Trinity Health Of New England hospital in order to carry out, in conformity with these bylaws, the functions delegated to the Medical Staff by the hospital Board of Directors.

### 1.2 Authority

Subject to the authority and approval of the Board of Directors the Medical Staff will exercise such power as is reasonably necessary to discharge its responsibilities under these bylaws and associated rules, regulations, and policies and under the corporate bylaws of the Trinity Health Of New England. Henceforth, whenever the term “the hospital” is used, it shall mean a facility of Trinity Health Of New England; and whenever the term “the Board” is used, it shall mean Board of Directors. Whenever the term “~~Hospital President~~Chief Administrative Officer” or “~~CAO~~Hospital President” is used, it shall mean the person appointed by the Board to act on its behalf in the overall management of the hospital. The term ~~Hospital President~~CAOPresident includes a duly appointed acting administrator serving when the ~~Hospital President~~CAOPresident is away from the hospital.

If Trinity Health of New England, or any of its member hospitals, is acquired, merged, dissolved, or assets acquired going forward, the current bylaws in effect at the time of that transition would continue until amended or revised by the medical staff and approved by the new board of directors.

### 1.3 Definitions

“Advanced Practice Professional” or “APP” means those individuals eligible for privileges but not medical staff membership who provide a level of service including the evaluation and treatment of patients including documentation in the medical record and the prescribing of medications. Individuals in this category are, but not limited to, clinical psychologists, physician assistants (PAs), doctors of physician assistant studies (DPAS), advance practice registered nurses (APRNs), doctors of nursing practice (DNP), and anesthesia assistants.

“Advanced Practice Registered Nurse” or “APRN” means those individuals who are doctors of nursing practice (DNP), certified nurse midwives (CNMs), certified registered nurse anesthetists (CRNAs), clinical nurse specialists or nurse practitioners (NPs).

“Adverse recommendation” means a recommendation to limit, restrict, or terminate privileges due to a reason related to competence or conduct.

“Allied Health Professional” or “AHP” means those individuals eligible for privileges but not medical staff membership who provide a limited scope of activity that require them to be privileged. Individuals in this category are, but not limited to, registered nurse first assistants (RNFAs) and scrub techs.

“Application” means an application for appointment and/or privileges to the Medical Staff of a ~~Trinity Health Of New England~~ ~~this Saint Mary’s~~ Hospital as described in Part III, Section 3 of the *Medical Staff Bylaws*.

“Appointee” means any medical or osteopathic physician, dentist, oral and maxillofacial surgeon, or podiatrist holding a current license to practice within the scope of his or her license who is a Member of the Medical Staff of a Hospital within Trinity Health Of New England.

~~“Chief Administrative Officer” or “CAO”-President” is the individual appointed by the Board of Directors to serve as the Board’s representative in the overall administration of the Hospital. The CAO may, consistent with his or her authority granted by the Hospital Bylaws, appoint a representative to perform certain administrative duties identified in these Bylaws.~~

“Chief Medical Officer” or “CMO” is the individual appointed by the ~~Hospital President~~CAO President to serve as a liaison between administration and the Medical Staff. If there is no CMO, the ~~Hospital President~~CAO-President shall serve in his/her stead.

“Clinical Privileges” or “Privileges” mean the permission granted to a Practitioner to render specific diagnostic, therapeutic, medical, dental or surgical services with the Hospital.

“Days” shall mean calendar days unless otherwise stipulated in the *Medical Staff Bylaws*.

“Dentist” means an individual who has received a Doctor of Dental Medicine or Doctor of Dental Surgery degree and is currently licensed to practice dentistry in the state(s) where the practitioner practices, as applicable.

“Department” means a grouping of like practitioners as note in Part I, Section 5 of the *Medical Staff Bylaws* and further defined in the *Organization and Functions Manual*.

“Department Chair” means an Active Medical Staff Member who has been selected in accordance with and has the qualifications and responsibilities for Department Chair as outlined in Part I, Section 5.2 of these Bylaws.

“Executive Committee” and “Medical Executive Committee” shall mean the Executive Committee of the Medical Staff of ~~a Trinity Health of New England~~this Saint Mary’s Hospital as provided for in Part I, Section 6 of the *Medical Staff Bylaws*.

“Good Standing” means having no adverse actions, limitations, or restriction on privileges or medical staff membership at the time of inquiry based on a reason of competence or conduct.

“Governing Body”, “Board of Directors” or “Board” means the Board of Directors of Trinity Health Of New England.

“Hearing Committee” means the committee appointed to conduct an evidentiary hearing pursuant to a request properly filed and pursued by a Practitioner in accordance with Part II, Section 5 of these *Medical Staff Bylaws*.

“Hospital” means a facility of Trinity Health Of New England.

“Hospital Bylaws” mean those Bylaws established by the Board of Directors.

~~“Hospital President” is the individual appointed by the Board of Directors to serve as the Board’s representative in the overall administration of the Hospital. The Hospital President may,~~

~~consistent with his or her authority granted by the Hospital Bylaws, appoint a representative to perform certain administrative duties identified in these Bylaws.~~

“Medical Staff or “Staff” means an individual who is either a medical physician, osteopathic physician, dentist, oral and maxillofacial surgeon, or podiatrist who have obtained membership status and have been granted privileges that allow them to attend patients and/or to provide other diagnostic, therapeutic, teaching or research services at ~~a Trinity Health Of New England~~this Hospital.

“*Medical Staff Bylaws*” means these Bylaws covering the operations of the Medical Staff of a Hospital of Trinity Health Of New England.

“Medical Staff Rules and Regulations” means the rules and regulations adopted by the Medical Executive Committee and approved by the Board.

“Medical Staff Year” is defined as the 12-month time period beginning on January 1<sup>st</sup> of each year and ending on December 31<sup>st</sup>.

“Member” is a physician, dentist, oral and maxillofacial surgeon, or podiatrist who has been granted this status by the Board of Directors of ~~a Trinity Health Of New England~~this Saint Mary’s Hospital.

“Oral and Maxillofacial Surgeon” means a licensed dentist with advanced training qualifying him for board certification by the American Board of Oral and Maxillofacial Surgery. The term “dentist” as used in these Bylaws includes oral surgeons.

“Physician” means an individual who has received a Doctor of Medicine or Doctor of Osteopathy degree and is currently fully licensed to practice medicine in the state(s) where the practitioner practices, as applicable.

“Podiatrist” means an individual who has received a Doctor of Podiatric Medicine degree and is currently licensed to practice podiatry in the state(s) where the practitioner practices, as applicable.

“Practitioner” means an appropriately licensed medical physician, osteopathic physician, dentist, oral and maxillofacial surgeon, podiatrist, Advanced Practice Professional or Allied Health Professional who has been granted clinical privileges.

“Prerogative” means the right to participate, by virtue of Staff category or otherwise, granted to a practitioner, and subject to the ultimate authority of the Board and the conditions and limitations imposed in these Bylaws and in other Hospital and Medical Staff policies.

“Provider-based Clinic” is a clinic that is considered to be part of ~~a Trinity Health Of New England~~Saint Mary’s this Hospital by either: 1) working under the tax identification number of the Hospital, 2) working under the Medicare certification number (CCN) of the Hospital, or 3) is part of the Hospital survey by an accreditation agency.

“Representative” or “Hospital Representative” means the Board of Directors and any trustee or committee thereof; the ~~Hospital President~~CAOPresident or his or her designee; other employees

of the Hospital; a Medical Staff organization or any member, officer, Department or Section or committee thereof; and any individual appointed or authorized by any of the foregoing Representatives to perform specific functions related to gathering, analysis, use of dissemination of information.

“Special Notice” means written notice sent via certified mail, return receipt requested, by overnight delivery with confirmation of delivery, or by hand delivery evidenced by a receipt signed by the Practitioner to whom it is directed.

## Section 2. Medical Staff Membership

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### 2.1 Nature of Medical Staff Membership

Membership on the Medical Staff of ~~a Trinity Health Of New England~~ ~~this~~ Saint Mary's Hospital is a privilege that shall be extended only to professionally competent physicians (M.D. or D.O.), dentists, oral and maxillofacial surgeons, and podiatrists who continuously meet the qualifications, standards, and requirements set forth in these bylaws and associated rules, regulations, policies, and procedures of the Medical Staff and the Hospital.

### 2.2 Qualifications for Membership

The qualifications for Medical Staff membership are delineated in Part III of these bylaws (Credentials Procedures Manual).

### 2.3 Nondiscrimination

The Hospital shall not discriminate in granting Membership and/or clinical privileges on the basis of national origin, race, gender, gender identification, sexual orientation, religion, color, age, veteran status, marital status, disability unrelated to the provision of patient care or required medical staff responsibilities, or any other basis prohibited by applicable law.

### 2.4 Conditions and Duration of Appointment

The Board shall make initial appointment and reappointment to the Medical Staff. The Board shall act on appointment and reappointment only after the Medical Staff has had an opportunity to submit a recommendation from the Medical Executive Committee (MEC) except for temporary, emergency and disaster privileges. Appointment and reappointment to the Medical Staff shall be for no more than ~~twenty-four (24)~~ ~~thirty-six (36)~~ calendar months.

### 2.5 Medical Staff Membership and Clinical Privileges

Requests for Medical Staff membership and/or clinical privileges will be processed only when the potential applicant meets the current minimum qualifying criteria approved by the Board. Membership and/or privileges will be granted and administered as delineated in Part III (Credentials Procedures Manual) of these bylaws.

### 2.6 Medical Staff Members Responsibilities

- 2.6.1 Each staff member must provide for appropriate, timely, and continuous care of his/her patients at the level of quality and efficiency generally recognized as appropriate by medical professionals in the same or similar circumstances. This includes alternate coverage by a practitioner with similar privileges at this Hospital that can care for the practitioner's patients when the practitioner is absent.
- 2.6.2 Each staff member and practitioner with privileges must participate, as assigned or requested, in quality/performance improvement/peer review activities and in the discharge of other Medical Staff functions (including service on appropriate Medical Staff committees) as may be required.
- 2.6.3 Each staff member, consistent with his/her granted clinical privileges, must participate in the on-call coverage of the emergency department or in other hospital coverage programs as determined by the ~~MSOC~~-MEC and the Board and documented in the rules and regulations, after receiving input from the appropriate clinical specialty, to assist in meeting the patient care needs of the community.

- 2.6.4 Each staff member and practitioner with privileges must submit to any pertinent type of health evaluation as requested by any ~~of the Officers of the Medical Staff, CMO (local or regional), or Hospital President if no CMO, and/or their Department Chair~~ two (2) individuals from the following (Medical Staff Officer, Department Chair, CAO, CMO, or administrator on call) when it appears necessary to protect the well-being of patients and/or staff, or when requested by the MEC or Credentials Committee as part of an evaluation of the member's or practitioner's ability to exercise privileges safely and competently, or as part of a post-treatment monitoring plan consistent with the provisions of any Medical Staff and hospital policies addressing physician health or impairment.
- 2.6.5 Each staff member and practitioner with privileges must abide by the Medical Staff bylaws and any other rules, regulations, policies, procedures, and standards of the Medical Staff and Hospital, including the Ethical and Religious Directives for Catholic Health Care Services.
- 2.6.6 Each staff member and practitioner with privileges must provide evidence of professional liability coverage of a type and in an amount established by the Board. In addition, staff members shall comply with any financial responsibility requirements that apply under state law to the practice of their profession. Each staff member and practitioner with privileges shall notify the CMO (local or regional), or ~~Hospital President~~ CAO-President if no CMO, or designee immediately, within seven (7) days, of any and all malpractice claims or notices of intent to sue against the Medical Staff member or practitioner with privileges.
- 2.6.7 Each applicant for privileges or staff member or practitioner with privileges agrees to release from any liability, to the fullest extent permitted by law, all persons acting in good faith and without malice for their conduct in connection with investigating and/or evaluating the quality of care or professional conduct provided by the Medical Staff member and his/ her credentials.
- 2.6.8 Each staff member and practitioner with privileges shall prepare and complete in timely fashion, according to Medical Staff and hospital policies, the medical and other required records for all patients to whom the practitioner provides care in the hospital, or within its facilities, Sections, or departments.
- a. A medical history and physical examination shall be completed no more than thirty (30) days before or twenty-four (24) hours after admission or registration, but prior to surgery or a procedure requiring anesthesia services. The medical history and physical examination must be completed and documented by a physician, an oral and maxillofacial surgeon, dentist, podiatrist, APRN, PA, or other qualified licensed individual in accordance with State law and hospital policy.
  - b. An updated examination of the patient, including any changes in the patient's condition, shall 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 medical history and physical examination is 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 and maxillofacial surgeon, dentist, podiatrist, APRN, PA, or other qualified licensed individual in accordance with State law and hospital policy.



- c. The content of complete and focused history and physical examinations is delineated in the rules and regulations.
- 2.6.9 Each staff member and practitioner with privileges will use confidential information only as necessary for treatment, payment, or healthcare operations in accordance with HIPAA laws and regulations, to conduct authorized research activities, or to perform Medical Staff responsibilities. For purposes of these bylaws, confidential information means patient information, peer review information, and the hospital's business information designated as confidential by the hospital or its representatives prior to disclosure.
- 2.6.10 Each staff member and practitioner with privileges must participate in any type of competency evaluation when determined necessary by the MEC and/or Board in order to properly delineate that member's clinical privileges.
- 2.6.11 Each Medical Staff leader shall disclose to the Medical Staff any ownership or financial interest that may conflict with, or have the appearance of conflicting with, the interests of the Medical Staff or hospital. Medical Staff leadership will deal with conflict of interest issues per the Trinity Health System Conflict of Interest policy.
- 2.6.12 Acceptance of a unified medical staff. If the Trinity Health Of New England Board of Directors elects to have a unified medical staff, then the medical staff of each affected separately certified Hospital must vote, by majority, in accordance with medical staff Bylaws, whether to accept unification or remain a separate Medical Staff. Votes for unification of the medical staffs shall occur no more frequently than every two (2) years. Each Active member of the medical staff will be eligible to vote on the proposed unification via printed or secure electronic ballot in a manner determined by the MEC. All Active members of each medical staff shall receive at least thirty (30) days advance notice of the proposed unification. The proposed unification shall be considered approved by each medical staff:
- If the vote is taken at a meeting, when the proposed unification amendment receives a simple majority (fifty percent plus one) of those present and eligible to vote, or
  - If the vote is taken solely by ballot, when the proposed unification amendment receives a simple majority (fifty percent plus one) of the ballots cast.
- 2.6.13 Once there is a unified medical staff, the Active members at each Hospital in which the Members have clinical privileges, has the ability to vote to "opt out" of the unified medical staff. This would require a petition signed by ten percent (10%), but not less than two (2), of the members who would qualify for voting privileges at that Hospital. Upon presentation of such a petition, a medical staff meeting will be scheduled. Each Active member who would qualify for voting privileges at that Hospital will be eligible to vote on the proposed "opt out" proposal. Each Active member of the medical staff at each Hospital will be eligible to vote on the proposed amendment via printed or secure electronic ballot in a manner determined by the MEC. All Active members of each Hospital's medical staff shall receive at least thirty (30) days advance notice of the proposed changes. The amendment shall be considered approved by each Hospital's medical staff:
- when the proposed de-unification amendment receives a simple majority (fifty percent plus one) of those present and eligible to vote, or

when the proposed de-unification amendment receives a simple majority (fifty percent plus one) of the ballots cast. If the medical staff of a hospital has voted to “opt out” of the unified medical staff, the medical staff will need to approve bylaws to take effect after opting out. These bylaws may, or may not be, the bylaws that were in effect at the time of medical staff unification, based on the vote of the medical staff that is opting out.

## **2.7 Medical Staff Member Rights**

- 2.7.1 Each staff member in the Active category has the right to a meeting with the MEC on matters relevant to the responsibilities of the MEC that may affect patient care or safety. In the event such practitioner is unable to resolve a matter of concern after working with his/her Department Chair or other appropriate Medical Staff leader(s), that practitioner may, upon written notice to the President of the Medical Staff two (2) weeks in advance of a regular meeting, meet with the MEC to discuss the issue.
- 2.7.2 Each staff member in the Active category has the right to initiate a recall election of a Medical Staff officer by following the procedure outlined in Section 4.7 of these bylaws, regarding removal and resignation from office.
- 2.7.3 Each staff member in the Active category may initiate a call for a general staff meeting to discuss a matter relevant to the Medical Staff by presenting a petition signed by twenty percent (20%) of the members of the Active category. Upon presentation of such a petition, the MEC shall schedule a general staff meeting for the specific purposes addressed by the petitioners. No business other than that detailed in the petition may be transacted.
- 2.7.4 Each staff member in the Active category may challenge any rule, regulation, or policy established by the MEC exempting those policies mandated by Trinity Health System, law, or regulatory standard. In the event that a rule, regulation, or policy is thought to be inappropriate, any Medical Staff member may submit a petition signed by twenty percent (20%) of the members of the Active category. Upon presentation of such a petition, the adoption procedure outlined in Section 9.3 will be followed.
- 2.7.5 Each staff member in the Active category may call for a Department meeting by presenting a petition signed by twenty percent (20%) of the members of the Department. Upon presentation of such a petition the Department Chair will schedule a Department meeting.
- 2.7.6 The above sections 2.7.1 to 2.7.5 do not pertain to issues involving individual peer review, formal investigations of professional performance or conduct, denial of requests for appointment or clinical privileges, or any other matter relating to individual membership or privileges. Part II of these bylaws (Investigations, Corrective Action, Hearing and Appeal Plan) provides recourse in these matters.
- 2.7.7 Any practitioner eligible for Medical Staff appointment has a right to a hearing/appeal pursuant to the conditions and procedures described in the Medical Staff’s hearing and appeal plan (Part II of these bylaws).

## **2.8 Staff Dues**

Annual Medical Staff dues, if any, shall be determined by the MEC. Failure of a Medical Staff member to pay dues shall be considered a voluntary resignation from the Medical Staff.

## 2.9 Indemnification

- 2.9.1 Members of the Medical Staff are entitled to the applicable immunity provisions of state and federal law for the credentialing, peer review and performance improvement work they perform on behalf of the hospital and Medical Staff.
- 2.9.2 Subject to applicable law, the hospital shall indemnify against reasonable and necessary expenses, costs, and liabilities incurred by a Medical Staff member in connection with the defense of any pending or threatened action, suit, or proceeding to which he is made a party by reason of his having acted in an official capacity in good faith on behalf of the hospital or Medical Staff. However, no member shall be entitled to such indemnification if the acts giving rise to the liability constituted willful misconduct, breach of a fiduciary duty, self-dealing or bad faith.

## 2.10 Indemnification for Training Purposes

Member may supervise the professional training programs for Medical Staff and the professional conduct of house officers and non-physician personnel, other than nurses, engaged in the delivery of patient care.

- 2.10.1 Members of the Medical Staff may participate in formal teaching programs and provide training opportunities for interns, residents and fellows (herein collectively referred to as ("Residents") through the hospital's teaching programs, and during these training opportunities, the Residents are actively engaged in patient care activities under the supervision of participating members of the Medical Staff.
- 2.10.2 In any claim, suit, or proceeding arising out of the care of a patient of the Hospital, as between the Hospital and the Attending Physician, the Hospital shall assume all liability for the actions or inactions of the Resident(s) in the proportion, if any, that the conduct of the Resident(s) is determined to be negligent and the cause of a patient's injuries and/or damages under applicable law ("Resident Liability"). The Hospital shall satisfy any financial obligation arising out of any such Resident Liability.
- 2.10.3 With regard to any such claim, suit, or proceeding, the Hospital shall not bear the portion of the liability or damages, if any, which is determined to result from the attending physician 's own negligence in providing medical care to the patient or in supervising the Resident in accordance with applicable standards of care. This provision does not apply with respect to Attending Physicians whose medical liability insurance is provided by Saint ~~Francis-Mary's Hospital and Medical Center~~.
- 2.10.4 These provisions are intended for the benefit of only the Hospital and the Attending Physician, and are not intended to confer any right or benefit on any other person or party.
- 2.10.5 These provisions shall apply retroactively to pending claims, suits or proceedings.

**Commented [HMM1]:** Is this needed only at Saint Francis Medical Center?

## Section 3. Categories of the Medical Staff

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### 3.1 The Active Category

#### 3.1.1 Qualifications

Members of this category must have served on the Medical Staff for one (1) year and be involved in either:

At least ~~forty (40)~~sixty (60) patient contacts per ~~two (2)~~three (3) years, on average (i.e., a patient contact is defined as an inpatient admission, consultation, an inpatient or outpatient surgical procedure, shifts performed by an emergency department practitioner, hospitalist, pathologist, radiologist, anesthesiologist, or practitioner in a provider-based clinic), **OR**

Have attended at least ~~twelve (12)~~eighteen (18) Medical Staff or hospital meetings or CME meetings in the Hospital per ~~two (2)~~three (3) years, on average.

In the event that a member of the Active category does not meet the qualifications for reappointment to the Active category, and if the member is otherwise abiding by all bylaws, rules, regulations, and policies of the Medical Staff and hospital, the member may be appointed to another Medical Staff category if s/he meets the eligibility requirements for such category.

#### 3.1.2 Prerogatives

Members of this category may:

- a. Attend Medical Staff, Department, and Section meetings of which s/he is a member and any Medical Staff or hospital education programs;
- b. Vote on all matters presented by the Medical Staff, Department, Section, and committee(s) to which the member is assigned; and
- c. Hold office and sit on or be the chair of any committee in accordance with any qualifying criteria set forth elsewhere in the Medical Staff bylaws or Medical Staff policies.

#### 3.1.3 Responsibilities

Members of this category shall:

- a. Contribute to the organizational and administrative affairs of the Medical Staff;
- b. Actively participate as requested or required in activities and functions of the Medical Staff, including quality/performance improvement and peer review, credentialing, risk, and utilization management, medical records completion and in the discharge of other staff functions as may be required; and
- c. Fulfill or comply with any applicable Medical Staff or hospital policies or procedures.

### 3.2 The Courtesy/Consulting Category

#### 3.2.1 Qualifications

The Courtesy/Consulting category is reserved for Medical Staff members who do not meet the eligibility requirements for the Active category and who are granted clinical privileges.

#### 3.2.2 Prerogatives

Members of this category may:

- a. Attend Medical Staff, Department, and Section meetings of which s/he is a member and any Medical Staff or hospital education programs;
- b. Not vote on matters presented by the entire Medical Staff, Department, or Section or be an officer of the Medical Staff; and
- c. Serve on Medical Staff committees, other than the MEC, and may vote on matters that come before such committees.

#### 3.2.3 Responsibilities

Members of this category shall have the same responsibilities as Active Category Members.

### 3.3 The Community Category

#### 3.3.1 Qualifications

The Community category is reserved for Medical Staff members who do not meet the eligibility requirements for the Active category and who are not granted clinical privileges. The Community Physician Category is restricted to those individuals recommended by the MEC. Appointment to this category is meant for those physicians who refer patients to the hospital and require access to the computerized medical record. These community physicians maintain an active practice in the state but have no intention of obtaining privileges at this institution, nor do they intend to become active in medical staff matters. There shall be no requirement for them to be board certified in their specialty.

#### 3.3.2 Prerogatives

Members of this category may:

- d. Attend Medical Staff, Department, and Section meetings of which s/he is a member and any Medical Staff or hospital education programs;
- e. Not vote on matters presented by the entire Medical Staff, Department, or Section or be an officer of the Medical Staff; and
- f. Serve on Medical Staff committees, other than the MEC, and may vote on matters that come before such committees.

#### 3.3.3 Responsibilities

Members of this category shall have the same nonclinical responsibilities as Active Category Members.

### **3.4 Emeritus Recognition**

Emeritus Recognition is restricted to those individuals recommended by the MEC and approved by the Board. This recognition is entirely discretionary and may be rescinded at any time. Practitioners granted Emeritus Recognition shall be those members who have retired from active hospital practice, who are of outstanding reputation, and have provided distinguished service to the hospital. They may attend Medical Staff and Department meetings, continuing medical education activities, and may be appointed to committees. They shall not hold clinical privileges, hold office or be eligible to vote on Medical Staff or Department matters although they may vote on matters in committees to which they are assigned. They do not pay dues. Emeritus recognition does not require recredentialing.

## Section 4. Officers and At-Large Members of the Medical Staff

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### 4.1 Officers of the Medical Staff

4.1.1 For ~~Saint Francis Hospital and Medical Center, Mercy Medical Center, and~~ Saint Mary's Hospital

- a. President of the Medical Staff
- b. Vice President of the Medical Staff
- c. Secretary/Treasurer
- d. Immediate Past President of the Medical Staff

~~4.1.2 For Johnson Memorial Hospital~~

- ~~a. President of the Medical Staff~~
- ~~b. Vice President of the Medical Staff~~

~~4.1.3 For Mount Sinai Rehabilitation Hospital~~

- ~~a. President of the Medical Staff~~
- ~~b. Vice President of the Medical Staff~~
- ~~e. Secretary~~

### 4.2 Qualifications of Officers

4.2.1 Officers must be members in good standing of the Active category and be actively involved in patient care in the hospital; indicate a willingness and ability to serve; have no pending adverse recommendations concerning Medical Staff appointment or clinical privileges; have at least two (2) years' leadership experience; and be in compliance with the professional conduct policies of the hospital. An Officer cannot simultaneously serve in as ~~CEO-CAO~~ or CMO. The Medical Staff Nominating committee will have discretion to determine if a staff member wishing to run for office meets the qualifying criteria.

4.2.2 Officers, ~~MSOC at-large members~~, and MEC at-large members may not simultaneously hold a leadership position (position on the MEC or Board) on another hospital's medical staff or in a facility that is directly competing with the hospital. Noncompliance with this requirement will result in the officer being automatically removed from office.

### 4.3 Election of Officers

4.3.1 The Nominating Committee of each Hospital, as defined in the Rules and Regulations, shall nominate at least one (1) candidate for each of the positions of President of the Medical Staff, Vice President of the Medical Staff, ~~and~~ Secretary/Treasurer, ~~and MSOC At-Large Members~~, as applicable. The President of the Medical Staff automatically succeeds to the position of Immediate Past President of the Medical Staff when their term is completed. Nominations must be announced, and the names of the nominees announced at least six (6) weeks prior to the election.

- 4.3.2 Any Active Member may add nomination(s) to the ballot, with the written consent of the individual(s) being nominated. The Medical Staff Member must submit such a petition to the Medical Staff Office at least four (4) weeks prior to the election for the nominee(s) to be placed on the ballot. The Nominating committee must determine if the candidate meets the qualifications in section 4.2 above before he/she can be placed on the ballot.
- 4.3.3 Ballots will be ~~mailed-delivered, on paper or electronically,~~ to all Active Members at least two (2) weeks prior to the election. Elections shall take place by ballots cast by Active Medical Staff Members returned to the Medical Staff Office within ten (10) days. The Officers will be voted upon by all Active Members. The nominee(s) who receives a plurality of votes cast will be elected.
- 4.3.4 In the event that a Member is elected to two positions, the elected Member shall choose one position and a second election shall be held to fill the vacated position.

#### 4.4 Term of Office

All officers serve a term of two (2) years. They shall take office on January 1<sup>st</sup> following their election. An individual may not be reelected to a successive term unless it occurs by a two-thirds (2/3rds) supermajority vote of the ballots cast. An officer may run again for the same position after having not been an officer for one two-year cycle. Each officer shall serve in office until the end of his/her term of office or until a successor is appointed/elected or unless s/he resigns sooner or is removed from office.

#### 4.5 Vacancies of Office

The MEC shall fill vacancies of office via appointment during the Medical Staff year, except the office of the President of the Medical Staff. If there is a vacancy in the office of the President of the Medical Staff, the Vice President of the Medical Staff shall serve the remainder of the term.

#### 4.6 Duties of Officers

- 4.6.1 **President of the Medical Staff:** The President of the Medical Staff is the chair of the Medical Executive Committee. The President of the Medical Staff shall represent the interests of the Medical Staff to the MEC and the Board. The President of the Medical Staff is the primary elected officer of the Medical Staff and is the Medical Staff's advocate and representative in its relationships to the Board and the administration of the hospital. The President of the Medical Staff, jointly with the MEC, provides direction to and oversees Medical Staff activities related to assessing and promoting continuous improvement in the quality of clinical services and all other functions of the Medical Staff as outlined in the Medical Staff bylaws, rules, regulations, and policies. Specific responsibilities and authority of the President of the Medical Staff, or designee, are to:
- a. Call and preside at all general and special meetings of the Medical Staff;
  - b. Serve as chair of the MEC and as ex officio member of all other Medical Staff standing committees without vote, and to participate as invited by the CMO or ~~Hospital President~~ CAO if no CMO, or the Board on hospital or Board committees;
  - c. Serve as the individual assigned the responsibility for the organization and conduct of the hospital's medical staff;
  - d. Enforce Medical Staff bylaws, rules, regulations, and Medical Staff/hospital policies;



- e. Except as stated otherwise, appoint regional committee chairs and all members of regional Medical Staff standing and ad hoc committees; in consultation with the chair of the Board, appoint the Medical Staff members to appropriate Board committees when those are not designated by position or by specific direction of the Board or otherwise prohibited by state law;
  - f. Support and encourage Medical Staff leadership and participation on regional interdisciplinary clinical performance improvement activities;
  - g. Report to the Board the MEC's recommendations concerning appointment, reappointment, delineation of clinical privileges or specified services, and corrective action with respect to practitioners who are applying for appointment or privileges, or who are granted privileges or providing services in the hospital;
  - h. Continuously evaluate and periodically report to the MEC and the Board regarding the effectiveness of the credentialing and privileging processes;
  - i. Review and enforce, in conjunction with Hospital medical staff leadership, compliance with standards of ethical conduct and professional demeanor among the practitioners on the Medical Staff in their relations with each other, the Board, hospital management, other professional and support staff, and the community the hospital serves;
  - j. Communicate and represent the opinions and concerns of the Medical Staff and its individual members on organizational and individual matters affecting hospital operations to the MEC and the Board;
  - k. Attend Board meetings, with vote;
  - l. Attend Board committee meetings as invited by the Board;
  - m. Ensure that the decisions of the Board are communicated and carried out within the Medical Staff; and
  - n. Perform such other duties, and exercise such authority commensurate with the office, as are set forth in the Medical Staff bylaws.
- 4.6.2 **Vice President of the Medical Staff:** In the absence of the President of the Medical Staff, the Vice President of the Medical Staff shall assume all the duties and have the authority of the President of the Medical Staff. S/he shall perform such further duties to assist the President of the Medical Staff as the President of the Medical Staff may request from time to time.
- 4.6.3 **Secretary/Treasurer, if applicable:** This officer will collaborate with the hospital's medical staff office, assure maintenance of minutes, attend to correspondence, act as medical staff treasurer, and coordinate communication within the medical staff. S/he shall perform such further duties to assist the President of the Medical Staff as the President of the Medical Staff may request from time to time.
- 4.6.4 **Immediate Past President of the Medical Staff, if applicable:** This officer will serve as a consultant to the President of the Medical Staff and Vice President of the Medical Staff.
- 4.6.5 **MEC At-Large Members:** These members will advise and support the medical staff officers and are responsible for representing the needs/interests of the entire medical staff, not simply representing the preferences of their own clinical specialty.

#### 4.7 Removal and Resignation from Office

- 4.7.1 **Removal by Vote of the Medical Staff:** Criteria for removal are failure to meet the responsibilities assigned within these bylaws, failure to comply with policies and procedures of the Medical Staff, or for conduct or statements that damage the hospital, its goals, or programs. The Medical Staff may initiate the removal of any officer if at least twenty percent (20%) of the Active members sign a petition advocating for such action. Removal shall become effective upon an affirmative vote by two-thirds (2/3rds) supermajority of those Active staff members casting ballot votes.
- 4.7.2 **Removal by Vote of the Medical Executive Committee:** Criteria for removal are failure to meet the responsibilities assigned within these bylaws, failure to comply with policies and procedures of the Medical Staff, or for conduct or statements that damage the hospital, its goals, or programs. The Medical Executive Committee may initiate the removal of any officer if at least twenty percent (20%) of the MEC members sign a petition advocating for such action. Removal shall become effective upon an affirmative vote by two-thirds (2/3rds) supermajority of those MEC members casting ballot votes.
- 4.7.3 **Automatic Removal:** Automatic removal shall be for failure to meet or maintain any of the qualifications, as noted in Section 4.2.1, for being an Officer. This removal is not discretionary and is effectuated by the President of the Medical Staff.
- 4.7.4 **Resignation:** Any elected officer may resign at any time by giving thirty (30) days' written notice to the MEC. Such resignation takes effect on the date of receipt, when a successor is elected, or any later time specified therein.

## Section 5. Medical Staff Organization

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### 5.1 Organization of the Medical Staff

5.1.1 The Medical Staff shall be organized into Departments, no Department shall have fewer than three (3) Members. The Medical Staff may create Sections within a Department in order to facilitate Medical Staff activities. A list of Departments organized by the Medical Staff and formally recognized by the MEC is listed in the Organization and Functions Manual which is part of the Rules and Regulations.

The MEC, with approval of the Board, may designate new Medical Staff Departments or Sections or dissolve current Departments or Sections as it determines will best promote the Medical Staff needs for promoting performance improvement, patient safety, and effective credentialing and privileging.

### 5.2 Qualifications, Selection, Term, and Removal of ~~Hospital~~ Department Chairs, and Section Chiefs

5.2.1 Appointment of ~~System Hospital~~ Department Chairs, and Section Chiefs.

- a. Qualifications for Department Chairs and Section Chiefs: All Chairs and Chiefs must be members of the Active medical staff have relevant clinical privileges and be certified by an appropriate specialty board or have affirmatively established comparable competence through the credentialing process. In addition, Department Chairs and Section Chiefs shall indicate a willingness and ability to serve, have no pending adverse recommendations concerning medical staff appointment or clinical privileges, and be in compliance with the professional conduct policies of the hospital. Department Chairs and Section Chiefs may not simultaneously hold a leadership position (any position in which the Member serves on the MEC or the Board) on another hospital's medical staff. Noncompliance with this requirement will result in the Department Chair or Section Chief being automatically removed from office.
- b. Selection of Department Chairs and Section Chiefs
  - i. ~~Hospital~~ Department Chairs: The ~~Hospital~~ Department Chairs are appointed by the ~~Hospital President~~ Chief Administrative Officer, in consultation with the Medical Staff and Hospital CMO, if available. All Department Chairs are ratified by majority vote of the MEC.
  - ii. Section Chiefs: The Sections Chiefs are appointed by the Hospital Department Chair.

5.2.2 Removal of Department Chairs or Section Chiefs

- a. Automatic Removal of ~~Hospital~~ Department Chairs and Section Chiefs: A Department Chair or Section Chief may be automatically removed from his/her position if he/she no longer meets the qualifications of the position as defined in these bylaws.
- b. ~~Hospital~~ Department Chairs may be removed by the ~~Hospital President~~ CAOPresident, in consultation with the Medical Staff and Hospital CMO.
- c. Section Chiefs may be removed by the ~~Hospital~~ Department Chair.

- d. If a ~~Hospital~~ Department Chair, or Section Chief is removed, or a vacancy occurs for any other reason, a replacement will be selected using the process in Section 5.2.1.

### 5.3 Responsibilities of Department Chairs

The responsibilities of the ~~Hospital~~ Department Chairs are:

- a. To oversee all clinically-related activities of the Department;
- b. To oversee all administratively-related activities of the Department, unless otherwise provided by the hospital;
- c. To provide ongoing surveillance of the performance of all individuals in the Medical Staff Department who have been granted clinical privileges;
- d. To recommend to the Credentials Committee the criteria for requesting clinical privileges that are relevant to the care provided in the Medical Staff Department;
- e. To recommend clinical privileges for each member of the Department and other licensed independent practitioners practicing with privileges within the scope of the Department;
- f. To assess and recommend to the MEC and hospital administration off-site sources for needed patient care services not provided by the Medical Staff Department or the hospital;
- g. To integrate the Department into the primary functions of the hospital;
- h. To coordinate and integrate interdepartmental and intradepartmental services and communication;
- i. To develop and implement Medical Staff and hospital policies and procedures that guide and support the provision of patient care services and review and update these, at least triennially, in such a manner to reflect required changes consistent with current practice, problem resolution, and standards changes;
- j. To recommend to the CMO, or ~~Hospital President~~ CAO/President if no CMO, sufficient numbers of qualified and competent persons to provide patient care and service;
- k. To provide input to the CMO, or ~~Hospital President~~ CAO/President if no CMO, regarding the qualifications and competence of Department or service personnel who are not licensed independent practitioners (LIPs) but provide patient care, treatment, and services;
- l. To continually assess and improve of the quality of care, treatment, and services;
- m. To maintain quality control programs as appropriate;
- n. To orient and continuously educate all persons in the Department; and
- o. To make recommendations to the MEC and the hospital administration for space and other resources needed by the Medical Staff Department to provide patient care services.

### 5.4 Assignment to Department

The MEC will, after consideration of the recommendations of the Chair of the appropriate Department, recommend Department assignments for all members in accordance with their qualifications. Each member will be assigned to one primary Department. Clinical privileges are independent of Department assignment.

## Section 6. Committees

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### 6.1 Designation and Substitution

There shall be a Medical Executive Committee (MEC) and such other standing and ad hoc committees as established by the MEC and enumerated in the Organization and Functions Manual which is part of the Rules and Regulations. Meetings of these committees will be either regular or special. Those functions requiring participation of, rather than direct oversight by the Medical Staff may be discharged by Medical Staff representation on such hospital committees as are established to perform such functions. The President of the Medical Staff may appoint ad hoc committees as necessary to address time-limited or specialized tasks.

### 6.2 Medical Executive Committee

6.2.1 Committee Membership: The MEC shall be a standing committee consisting of the following members:

a. Voting members of the MEC:

~~i. Saint Francis Hospital and Medical Center: Officers, Department Chairs, Credentials Committee Chair, Quality Oversight Committee Chair, and five (5) At-Large Members elected by the Active Medical Staff.~~

~~ii. Mercy Medical Center: Officers, Department Chairs, [x] elected At-Large Members, and 1 Active Member appointed by and from Mercy Inpatient Medical Associates.~~

Saint Mary's Hospital: Officers, CMO (if Active status), Department Chairs, Credentials Committee Chair, Quality-Coordinating Council Chair, Peer Review Oversight Committee Chair, and four (4) At-Large Members.

~~iii. Johnson Memorial Hospital: Officers, Department Chairs, additional representative from the Department of Medicine, additional representative from the Department of surgery, and the Advanced Practice Professional Committee Chair.~~

~~iv. Mount Sinai Rehabilitation Hospital: Officers~~

b. Nonvoting members of the MEC:

~~i. Saint Francis Hospital and Medical Center: Hospital President or designee, CMO, CCO, CNO, and an APP representative invited by the President of the Medical Staff~~

~~ii. Mercy Medical Center: Hospital President, CMO, and the VP of Patient Care Services~~

Saint Mary's Hospital: ~~Hospital President~~CAO or designee, Vice President for Patient Care Services, ~~President of Trinity Medical Groups~~, and a representative of the Board

~~iii. Johnson Memorial Hospital: Hospital President, CMO or designee~~

~~iv. Mount Sinai Rehabilitation Hospital: Hospital President or designee~~

- c. Removal from MEC: A Medical Staff Officer or MEC At-Large Member who is removed from his/her position in accordance with Section 4.7 and/or Section 5.2 above will automatically lose his/her membership on the MEC.

6.2.2 Duties: The duties of the MEC, as delegated by the Medical Staff, shall be to:

- a. Serve as the final decision-making body of the Medical Staff in accordance with the Medical Staff bylaws and provide oversight for all Medical Staff functions;
- b. Submit recommendations to the Board concerning all matters relating to appointment, reappointment, staff category, Department assignments, clinical privileges, and corrective action;
- c. Report to the Board and to the staff for the overall quality and efficiency of professional patient care services provided by individuals with clinical privileges and coordinate the participation of the Medical Staff in organizational performance improvement activities;
- d. Make recommendations concerning the structure of the Medical Staff, the mechanism by which Medical Staff membership or privileges may be terminated, and the mechanisms for fair hearing procedures;
- e. The MEC is empowered to act for the organized Medical Staff between meetings of the organized Medical Staff;
- f. Coordinate the implementation of policies adopted by the Board;
- g. Take reasonable steps to encourage and monitor professionally ethical conduct and competent clinical performance on the part of practitioners with privileges including collegial and educational efforts and investigations, when warranted;
- h. Make recommendations to the Board on medical administrative and, as requested, on hospital management matters;
- i. Keep the Medical Staff up-to-date concerning the licensure and accreditation status of the hospital;
- j. Participate in identifying community health needs and in setting hospital goals and implementing programs to meet those needs;
- k. Review and act on reports from Medical Staff committees, Departments, and other assigned activity groups;
- l. Request evaluations of practitioners privileged through the Medical Staff process when there is question about an applicant or practitioner's ability to perform privileges requested or currently granted;
- m. Consult with administration on the quality, timeliness, and quality metrics of contracts for patient care services provided to the hospital by entities outside the hospital;
- n. Assist with that portion of the corporate compliance plan that pertains to the Medical Staff;
- o. Hold Medical Staff leaders, committees, and Departments accountable for fulfilling their duties and responsibilities; and

- p. Make recommendations to the Medical Staff for changes or amendments to the Medical Staff bylaws.

6.2.3 Meetings: The MEC shall meet at least ten (10) times per year and more often as needed to perform its assigned functions. Permanent records of its proceedings and actions shall be maintained.

### **6.3 Regional Medical Advisory Council**

6.3.1 Voting Composition: President and Vice President from each Trinity Health of New England Hospital

6.3.2 Nonvoting Composition: CMO, ~~and~~ CCO, ~~and~~ Regional CEO.

6.3.3 Duties: The duties of the Regional Medical Advisory Council is to serve as a collaborative point for the development of system-wide policies and encourage their approval at each Hospital and 2) to elect one (1) of the Presidents to serve as the Medical Staff representative to the Board. Election will occur on an ~~annual~~-biennial basis.

6.3.4 Meetings: Meeting of the Regional Medical Advisory Council will be held at least four (4) times a year.

## **Section 7. Medical Staff Meetings**

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### **7.1 Medical Staff Meetings**

- 7.1.1 An annual meeting of the Medical Staff shall be held at a time determined by the MEC. Notice of the meeting shall be given to all Medical Staff members.
- 7.1.2 The action of a majority of the members present and voting at a meeting of the Medical Staff is the action of the group, except as otherwise specified in these bylaws. Action may be taken without a meeting of the Medical Staff by presentation of the question to each member eligible to vote, in person, via telephone, and/or by ~~mail or Internet~~ paper or electronically, and their vote recorded in accordance with procedures approved by the MEC. Such vote shall be binding so long as the question that is voted on receives a majority of the votes cast.
- 7.1.3 Special Meetings of the Medical Staff
- a. The President of the Medical Staff may call a special meeting of the entire Medical Staff at any time; the President of the Medical Staff may call a special meeting of the Hospital Medical Staff at any time. The President of the Medical Staff must call a special meeting if so directed by resolution of the MEC, the Board, or by a petition signed by twenty percent (20%) of the Active Medical Staff. Such request or resolution shall state the purpose of the meeting. The President of the Medical Staff shall designate the time and place of any special meeting.
  - b. Written or electronic notice stating the time, place, and purposes of any special meeting of the Medical Staff shall be conspicuously posted and shall be sent to each member of the Medical Staff at least three (3) days before the date of such meeting. No business shall be transacted at any special meeting, except that stated in the notice of such meeting.

### **7.2 Regular Meetings of Medical Staff Committees and Departments**

Committees, Departments, and Sections may, by resolution, provide the time for holding regular meetings without notice other than such resolution. Departments, Sections, and committees shall meet at least annually, unless otherwise stipulated in these bylaws. Attendance at meeting may be by physical presence or by videoconferencing from an approved hospital videoconferencing site. Telephonic participation is permitted when confidential items are discussed only when confidentiality is assured.

### **7.3 Special Meetings of Committees and Departments**

A special meeting of any committee, Department, or Section may be called by the committee chair or Chair or of the Department/Section thereof or by the President of the Medical Staff.

### **7.4 Quorum**

- 7.4.1 Medical Staff Meetings: There shall be a quorum of five percent (5%) of the Active Medical Staff that will constitute a quorum when unification of the Medical Staff is being voted upon. For all other issues, a quorum will consist of those present and eligible Active Medical Staff members voting on an issue.



7.4.2 MEC, Credentials Committee, and Peer Excellence Council: A quorum will exist when fifty percent (50%) of the voting members are present. When dealing with Category I requests for routine appointment, reappointment, and clinical privileges the MEC quorum will consist of at least two (2) members.

7.4.3 Department or Section meetings or Medical Staff committees other than those listed in 7.4.2 above: Those present and eligible Active Medical Staff members voting on an issue.

## 7.5 Attendance Requirements

7.5.1 Members of the Medical Staff are encouraged to attend meetings of the Medical Staff and of the Departments.

- a. MEC, ~~MSOC~~, Credentials Committee, and Peer Excellence Council meetings: Members of these committees are expected to attend at least two-thirds (2/3rds) of the meetings held. Failure to meet the attendance requirement may result in replacement on the committee.
- b. Special meeting attendance requirements: Whenever there is a reason to believe that a practitioner is not complying with Medical Staff or hospital policies or has deviated from standard clinical or professional practice, the President of the Medical Staff or the applicable Department Chair or Medical Staff committee chair may require the practitioner to confer with him/her or with a standing or ad hoc committee that is considering the matter. The practitioner will be given special notice of the meeting at least five (5) days prior to the meeting. This notice shall include the date, time, place, issue involved and that the practitioner's appearance is mandatory. Failure of the practitioner to appear at any such meeting twice, unless excused by the MEC for an adequate reason, will result in an automatic ~~termination-suspension~~ of the practitioner's membership and privileges. Such termination would not give rise to a fair hearing, but would automatically be rescinded if and when the practitioner participates in the previously referenced meeting.
- c. Nothing in the foregoing paragraph shall preclude the initiation of precautionary restriction or suspension of clinical privileges as outlined in Part II of these bylaws (Investigations, Corrective Action, Hearing and Appeal Plan).

## 7.6 Participation by the ~~Hospital President~~ CAO President and the CMO

The ~~Hospital President~~ CAO and the CMO or their designees may attend any general, committee, Department or Section meetings of the Medical Staff as an ex-officio member without vote. Committees may go into executive session, with medical staff members only, when desired.

## 7.7 Robert's Rules of Order

Medical Staff and committee meetings shall be run in a manner determined by the chair of the meeting. When parliamentary procedure is needed, as determined by the chair or evidenced by a majority vote of those attending the meeting, the latest abridged edition of Robert's Rules of Order shall determine procedure.

**7.8 Notice of Meetings**

Written or electronic notice stating the place, day, and hour of any special meeting or of any regular meeting not held pursuant to resolution shall be delivered or sent to each member of the Department or committee not less than three (3) days before the time of such meeting, unless otherwise deemed necessary, by the person or persons calling the meeting. The attendance of a member at a meeting shall constitute a waiver of notice of such meeting.

**7.9 Action of Committee or Department**

Only items noted on the agenda, posted at least three (3) days in advance of the meeting, may be voted upon at the meeting, with the exception of MEC, ~~MSOC~~, Credentials Committee, and Peer Excellence Council. The recommendation of a majority of its Active members present at a meeting at which a quorum is present shall be the action of a committee or Department. Such recommendation will then be forwarded to the MEC for action. The chair of a committee or meeting shall vote only in order to break a tie.

**7.10 Rights of Ex Officio Members**

Except as otherwise provided in these bylaws, persons serving as ex officio members of a committee shall have all rights and privileges of regular members, except that they shall not vote, be able to make motions, or be counted in determining the existence of a quorum.

**7.11 Minutes**

Minutes of each regular and special meeting of a committee or department shall be prepared and shall include a record of the attendance of members and the vote taken on each matter. The presiding committee chair or Department Chair shall authenticate the minutes and copies thereof shall be submitted to the MEC or another designated committee. A file of the minutes of each meeting shall be maintained in accordance with document retention procedures.

## Section 8. Conflict Resolution

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### 8.1 Conflict Resolution

- 8.1.1 In the event the Regional Board acts in a manner contrary to a recommendation by the MEC, the matter may (at the request of the MEC) be submitted to a Joint Conference Committee composed of the officers of the Medical Staff and an equal number of members of the Board for review and recommendation to the full Board. The committee will submit its recommendation to the Board within thirty (30) days of its meeting.
- 8.1.2 To promote timely and effective communication and to foster collaboration between the Board, management, and Medical Staff, the chair of the Board, ~~Hospital President~~CAO, or the President of the Medical Staff may call for a meeting between appropriate leaders, for any reason, to seek direct input, clarify any issue, or relay information directly.
- 8.1.3 Any conflict between the Medical Staff and the Medical Executive Committee will be resolved using the mechanisms noted in Sections 2.7.1 through 2.7.5 of Part I of these bylaws.

## **Section 9. Review, Revision, Adoption, and Amendment**

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### **9.1 Medical Staff Responsibility**

- 9.1.1 The Medical Staff shall have the responsibility to formulate, review at least biennially, and recommend to the Board any Medical Staff bylaws, rules, regulations, policies, procedures, and amendments as needed. Amendments to the bylaws and rules & regulations shall be effective when approved by the Board. The Medical Staff can exercise this responsibility through its elected and appointed leaders or through direct vote of its membership.
- 9.1.2 Such responsibility shall be exercised in good faith and in a reasonable, responsible, and timely manner. This applies as well to the review, adoption, and amendment of the related rules, policies, and protocols developed to implement the various sections of these bylaws.

### **9.2 Methods of Adoption and Amendment to these Bylaws**

- 9.2.1 Proposed amendments to these bylaws may be originated by the MEC or by a petition signed by twenty percent (20%) of the members of the Active category of any Hospital within Trinity Health Of New England.
- 9.2.2 All proposed amendments will be forwarded to the Regional Medical Advisory Council to determine:
  - a. If the amendment applies only to a specific Hospital and should only be voted upon by the Active Members of that particular Hospital, or
  - b. If the amendment is applicable to more than one (1) Trinity Health Of New England Hospitals, the Regional Medical Advisory Council may modify the amendment based on the input of all applicable Medical Staffs.
- 9.2.3 Votes on the proposed amendment will be voted upon by all applicable Medical Staffs.
  - a. If the amendment applies to only one (1) specific Hospital Medical Staff, then the vote shall occur by the following process:
    - i. Each Active Member of the Medical Staff will be eligible to vote on the proposed amendment via printed or secure electronic ballot in a manner determined by the MEC. All Active Members of the Medical Staff shall receive at least thirty (30) days advance notice of the proposed changes.
    - ii. The amendment shall be considered approved by the Medical Staff if the amendment has at least two-thirds (2/3rd) approval of the Active Staff casting ballots.
    - iii. Amendments so adopted shall be effective when approved by the Board.
  - b. If the amendment applies to more than one (1) Hospital Medical Staff, then the vote shall occur using the following mechanism.
    - i. Each Active Member of each applicable Medical Staff will be eligible to vote on the proposed amendment via printed or secure electronic ballot in a manner determined by the MEC. All Active Members of each applicable Medical Staff shall receive at least thirty (30) days advance notice of the proposed changes.

- ii. The amendment shall be considered approved only if every applicable Medical Staff passes the amendment by at least a two-thirds (2/3rd) approval of the Active Staff casting ballots.
- iii. Amendments so adopted shall be effective when approved by the Board.

### **9.3 Methods of Adoption and Amendment to any Medical Staff Rules, Regulations, and Policies**

- 9.3.1 The Medical Staff may adopt additional rules, regulations, and policies as necessary to carry out its functions and meet its responsibilities under these bylaws. A Rules and Regulations and/or Policies Manual may be used to organize these additional documents.
- 9.3.2 When a new rule, regulation, or policy is proposed, the proposing party (either the MEC or the organized Medical Staff) will communicate the proposal to the other party prior to vote.
- 9.3.3 All proposed amendments will be forwarded to the Regional Medical Advisory Council to determine:
  - a. If the amendment applies only to a specific Hospital and should only be voted upon by the Active Members of that particular Hospital, or
  - b. If the amendment is applicable to more than one (1) Trinity Health Of New England Hospital, then the Regional Medical Advisory Council may modify the amendment based on the input of all applicable Medical Staffs.
- 9.3.4 Votes on the proposed amendment will be voted upon by all applicable MECs.
  - a. If the amendment applies to only one (1) specific Hospital Medical Staff, then the vote shall occur only by the applicable MEC. Once passed by the applicable MEC, the amendment will go to the Board for approval; or
  - b. If the amendment applies to more than one (1) Hospital Medical Staff, then the vote shall occur by vote of all applicable MECs. The amendment must pass at all applicable MECs to be presented to the Board for approval.
- 9.3.5 In addition to the process described in 9.3.3 above, the organized Medical Staff itself may recommend to the Board an amendment(s) to any rule, regulation, or policy by submitting a petition signed by twenty percent (20%) of the members of the Active category using the Conflict Resolution Mechanism noted in Section 8.1.3. Upon presentation of such petition, the adoption process outlined in 9.2.1 above will be followed.
- 9.3.6 In cases of a documented need for an urgent amendment to rules and regulations necessary to comply with law or regulation, the MEC may provisionally adopt and the Board may provisionally approve an urgent amendment without prior notification of the Medical Staff. In such cases, the MEC immediately informs the Medical Staff. The Medical Staff has the opportunity for retrospective review of and comment on the provisional amendment. If there is no conflict between the organized Medical Staff and the MEC, the provisional amendment stands. If there is conflict over the provisional amendment, the process for resolving conflict between the organized Medical Staff and the MEC is implemented. If necessary, a revised amendment is then submitted to the Board for action.

9.3.7—The MEC may adopt such amendments to these bylaws, rules, regulations, and policies that are, in the committee’s judgment, technical or nonsubstantive legal modifications, or clarifications. Such modifications may include reorganization or renumbering, punctuation, spelling, or other errors of grammar or expression and shall be effective when approved by the Board. Neither the organized Medical Staff nor the Board may unilaterally amend the Medical Staff bylaws or rules and regulations.

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