

# **PRESBYTERIAN HEALTHCARE**

## **BYLAWS OF THE MEDICAL STAFF**

**Approved by the Medical Staff: January 23, 2006**  
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## **PREAMBLE**

Recognizing that the best interests of patients are protected by a concerted effort, the physicians and oral surgeons practicing in the Hospital and its affiliates, hereby organize themselves under the authority contained in Article V, Section II, of the Bylaws of the Presbyterian Hospitals, as adopted by the Board of Trustees. If any provision of these bylaws is found to conflict with the Hospital Bylaws, the Hospital Bylaws supersede the provisions of the Medical Staff Bylaws. It shall be the policy of the organized Medical Staff as set forth in these Bylaws not to discriminate on the basis of race, sex, creed, age, disability, and/or national origin.

## **ARTICLE I. NAME**

The name of this organization shall be the Medical Staff of the Presbyterian Hospitals.

## **ARTICLE II. PURPOSES, RIGHTS AND RESPONSIBILITIES**

### **2.1 PURPOSES**

The purposes of the Medical Staff are:

- a. To insure that all patients admitted to the Hospital or treated in the Hospital receive a level of care that meets acceptable community standards.
- b. To provide a means whereby medical and administrative problems may be discussed by the Medical Staff, Trustees and Administration.
- c. To adopt and maintain Rules and Regulations (see Attachment A) and a policy on Appointment, Reappointment and Clinical Privileges (see Attachment B) and such other policies and procedures as may be necessary for the governance of the medical staff.
- d. To foster education and to maintain educational standards.

### **2.2 RIGHTS OF THE MEDICAL STAFF**

Medical Staff members have the following rights which can be exercised when a specified percentage of the medical staff concurs:

- a. Each physician on the medical staff has the right to an audience with their department chair. In the event a practitioner is unable to resolve a difficulty working with his or her respective department chair, the physician has the right to an audience with the Chief of Staff. The physician may, upon presentation of a written notice, meet with the Medical Board Executive

Committee to discuss the issue if the issue is not resolved through discussion with the Chief of Staff.

- b. Each physician on the medical staff has the right to initiate a recall election of a medical staff officer and/or department/division chair. For a Medical Staff Officer, a petition for such recall must be signed by at least 10% of Active Staff Physicians. For a Department Chairman, a petition for such recall must be signed by at least 10% of the Active Staff of the Department. Upon presentation of such valid petition, the Medical Board will schedule a special general staff meeting to discuss the issue and, if appropriate, entertain a no-confidence vote by the Active Medical Staff or the Active Staff members of the Department as appropriate.
- c. Each physician has the right to call a general staff meeting, after first discussing the issue with his Department Chair and the Chief of Staff. If the issue cannot be resolved through discussion with the Department Chair and the Chief of Staff, the physician has the right to petition the Medical Board Executive Committee for a meeting on the issue. Upon presentation of a petition signed by 10% of the members of the Active Staff, the Medical Board Executive Committee will meet with the petitioners and, if the issue cannot be resolved, schedule a general staff meeting for the specific purpose addressed by the petitioners. No business other than that in the petition may be conducted.
- d. Each physician has the right to raise a challenge to any rule or policy the Medical Board establishes. In the event a rule, regulation, or policy is felt to be inappropriate, any physician may submit a petition signed by 10% of the members of the active staff. When the Medical Board Executive Committee receives a petition, it will (1) provide the petitioners with information clarifying the intent of the rule, regulation, or policy, and/or (2) schedule a meeting with the petitioners to discuss the issue.
- e. Any section/subspecialty group may request a department meeting when a majority of the members/sub-specialists believe a meeting is needed.
- f. Each physician has the right to credentialing, hearing and appeal procedures as more fully described in the policy on Appointment, Reappointment and Clinical Privileges (see Attachment B).

### **2.3 RESPONSIBILITIES OF THE MEDICAL STAFF**

The responsibilities of the Medical Staff are to:

- a. Account for the quality and efficiency of patient care provided by all practitioners authorized to practice in the Hospital through the following measures:

- (1) Review and evaluation of the quality and efficiency of patient care through an organized, ongoing, comprehensive quality improvement and outcome management process.
  - (2) An organizational structure and mechanisms that allow on-going monitoring, evaluation and improvement in patient care practices.
  - (3) A credentials program, including mechanisms for appointment and reappointment and the matching of clinical privileges to be exercised with the verified credentials and current demonstrated performance of the applicant, Medical Staff member or allied health professional.
  - (4) A continuing education program, fashioned at least in part on the needs demonstrated through the quality improvement process.
  - (5) A utilization review program to provide for the allocation of inpatient and outpatient health services to patients and to assess that utilization.
- b. Recommend to the Trustees action with respect to appointments, reappointments, Medical Staff category and clinical department assignments, clinical privileges, and specified services for allied health professionals.
  - c. Recommend to the Trustees programs for the establishment, maintenance, continuing improvement and enforcement of professional standards in the delivery of health care within the Corporation.
  - d. Account to the Trustees for the quality and efficiency of patient care through regular reports and recommendations concerning the implementation, operation and results of the quality improvement and outcome management process.
  - e. Initiate and pursue corrective action with respect to Health Practitioners, when warranted.
  - f. Develop and administer, recommend amendments to, and seek compliance with these Bylaws, the Rules and Regulations and Policies of the Medical Staff and other Hospital policies.
  - g. Assist in identifying community health needs and in setting appropriate institutional goals and implementing programs to meet those needs.
  - h. Exercise the authority granted by these Bylaws as necessary to adequately fulfill the foregoing responsibilities.

## ARTICLE III. CATEGORIES OF THE MEDICAL STAFF

### 3.1 CATEGORIES

The Medical Staff shall include Active, Courtesy, Consulting, Affiliate and Honorary categories.

### 3.2 ACTIVE MEDICAL STAFF

#### 3.2-1 Qualifications

The Active Medical Staff shall consist of physicians or oral surgeons each of whom:

- a. Meets the basic qualifications for Medical Staff membership as set forth in the Policy on Appointment, Reappointment and Clinical Privileges, Article II.A.2.
- b. Attends, admits or provides consultation for at least 25 inpatients or performs 25 outpatient procedures/surgeries per year at each hospital at which clinical privileges are maintained. Emergency Department patients who are seen and not admitted will not be counted toward determination of staff level. Evaluation of this standard will be made in accordance with the Policy on Appointment, Reappointment and Clinical Privileges. Referrals by Active Staff members to the Inpatient Care Specialists for treatment of inpatients will be credited to the referring physician for purposes of calculating inpatient activity level for continuation of Active Staff privileges.

#### 3.2-2 Prerogatives

The prerogatives of an Active Medical Staff member shall be to:

- a. Admit patients within the limitation of his/her approved clinical privileges, unless otherwise provided in the Medical Staff Bylaws, Rules and Regulations and/or Policies.
- b. Exercise such clinical privileges as are granted to him/her by the Board of Trustees.
- c. Vote on all matters presented at general and special meetings of the Medical Staff, department/division of his/her clinical service of which he/she is an appointee. However, Medical Staff appointees who are still serving their provisional period may not vote, unless otherwise provided by resolution of the Medical Staff, department/division or committee, and approved by the Medical Board.

- d. Hold office in the Medical Staff organization and the department/division of his/her clinical service. However, Medical Staff appointees who are still serving their provisional period may not hold office, unless otherwise provided by resolution of the Medical Staff, his/her department/division, or committee, and approved by the Medical Board.
- e. Hold office and/or vote on all matters presented at general and special committee meetings to which he/she has been assigned, unless otherwise provided by resolution of the Medical Staff, department or committee, and approved by the Medical Board.
- f. Receive priority in scheduling patients for admission, surgery, or diagnostic procedure(s).
- g. Elect to be exempt from unassigned patient coverage after attaining age 62.
- h. Be eligible for advancement from provisional status to full Active Medical Staff status after satisfactorily completing one year on the Medical Staff. Failure to fulfill the responsibilities specified in section 3.2-3 shall be grounds for denial of advancement to Active Medical Staff status and may be grounds for denial of continued Medical Staff appointment.

### 3.2-3 Responsibilities

Each member of the Active Medical Staff shall:

- a. Meet the basic undertakings and requirements as set forth in the Policy on Appointment, Reappointment and Clinical Privileges, Article II.C.2.
- b. Retain responsibility within his/her area of professional competence for the provision of continuous care and supervision of each patient in the Hospital for whom he/she is providing services, or arrange a suitable alternative for such care and supervision.
- c. Actively participate in patient care evaluations, utilization review and other quality evaluation and monitoring activities required by the Medical Staff, supervising initial appointees of his/her same specialty, and discharging such other Medical Staff functions as may be required from time to time.
- d. Satisfy the requirements set forth in Article VII for attendance at meetings of the Medical Staff and of the department and committees of which he/she is a member.
- e. Attend unassigned patients as required by the Rules and Regulations in each Hospital at which clinical privileges are maintained.

### 3.3 COURTESY MEDICAL STAFF

#### 3.3-1 Qualifications

The Courtesy Medical Staff shall consist of physicians or oral surgeons, each of whom:

- a. Meets the basic qualifications set forth in the Policy on Appointment, Reappointment and Clinical Privileges, Article II.A.2.
- b. Attends, admits or provides consultation for no more than 24 inpatients or performs 24 outpatient procedures/surgeries per year at each Hospital at which clinical privileges are maintained. Emergency Department patients seen and not admitted will not be counted toward determination of Medical Staff level. Evaluation of this standard will be made in accordance with the Policy on Appointment, Reappointment and Clinical Privileges. Referrals to the Inpatient Care Specialists for treatment of inpatients will be credited to the referring physician for purposes of calculating inpatient activity level.

#### 3.3-2 Prerogatives

The prerogatives of a Courtesy Medical Staff member shall be to:

- a. Admit patients to the Hospital under the conditions as specified for Active Medical Staff members, AFTER patients of Active Medical Staff members have been accommodated,
- b. Consult on patients admitted to the Hospital by other members of the Medical Staff.
- c. Exercise such clinical privileges as are granted by the Board of Trustees.

#### 3.3-3 Responsibilities

Each member of the Courtesy Medical Staff shall:

- a. Not be eligible to vote or hold office in this Medical Staff organization.
- b. Not be required to provide ER coverage for unassigned patients but may be included on the unassigned call list if desired.
- c. Not be required to attend general Medical Staff, department or special meetings.
- d. Not include the right to vote at general Medical Staff or department or special meetings.

- e. Attend any meeting wherein a case treated by the member shall be presented or discussed.

### **3.4 CONSULTING MEDICAL STAFF**

The Consulting Medical Staff shall primarily consist of physicians or oral surgeons who are recognized specialists and who have signified their willingness to accept such an appointment. These consultants shall be subject to the invitation of Medical Staff members, in order to make available their unique expertise for the benefit of the Hospital and its patients.

Physicians or oral surgeons desiring Medical Staff appointment, who meet the qualifications set forth in the Policy on Appointment, Reappointment and Clinical Privileges, Article II.A.2., but who will not be the physician primarily responsible for patient care may apply for this limited category.

#### **3.4-1 Qualifications**

The Consulting Medical Staff shall consist of physicians or oral surgeons each of whom:

- a. Meets the basic qualifications for Medical Staff membership set forth in the Policy for Appointment, Reappointment and Clinical Privileges, Article II.A.2.
- b. Are appointed for the specific purpose of providing consultation in the diagnosis and treatment of patients.

#### **3.4-2 Prerogatives**

The prerogatives of a Consulting Medical Staff member shall:

- a. NOT include admission of patients or assumption of primary responsibility for patient care,
- b. NOT include eligibility for voting or holding office.
- c. NOT include the responsibility to care for unassigned patients or accept emergency service care.
- d. Include the exercise of clinical privileges as are granted to him/her by the Medical Staff and the Board of Trustees.

- e. Include the right to attend Medical Staff meetings, but are not required to do so.

#### 3.4-3 Responsibilities

Each member of the Consulting Medical Staff shall:

- a. Meet the basic undertakings and requirements set forth in the Policy on Appointment, Reappointment and Clinical Privileges, Article II.C.2.

### **3.5 AFFILIATE MEDICAL STAFF**

#### 3.5-1 Qualifications

The Affiliate Medical Staff shall consist of physicians or oral surgeons, each of whom:

- a. Meet all other qualifications for appointment to the Medical Staff as set forth in the Policy on Appointment, Reappointment and Clinical Privileges, Article II.A.2., except for geographic location, cross-coverage, and/or board certification requirements.
- b. Wish to be involved in the functions of the Medical Staff and the Hospital.

#### 3.5-2 Prerogatives

The prerogatives of the Affiliate Medical Staff:

- a. Shall include the exercise of clinical privileges as are granted to him/her by the Medical Staff and the Board of Trustees.
- b. Shall include the opportunity to transfer to another category of the Medical Staff once geographic, board certification, and cross-coverage requirements are met.
- c. May include involvement in the care of patient(s) on the concurrence of the attending physician or oral surgeon, but NOT include admission of patients or assumption of primary responsibility for patient care.
- d. May assist when his/her approved clinical privileges permit, but NOT be the primary operator on any diagnostic or surgical procedure.
- e. May participate in committee and department/division meetings, but NOT vote or hold office.

- f. Be eligible for advancement from provisional status to full Affiliate Medical Staff status after satisfactorily completing one year on the Medical Staff. Failure to fulfill the responsibilities specified in section 3.5-3 shall be grounds for denial of advancement to Affiliate Medical Staff status and may be grounds for denial of continued Medical Staff appointment.

#### 3.5-3 Responsibilities

- a. Fulfill the undertakings and requirements set forth in the Policy on Appointment, Reappointment and Clinical Privileges, Article II.C.2.

### **3.6 HONORARY MEDICAL STAFF**

The Honorary Medical Staff shall consist of physicians or oral surgeons who are not active in the Hospital, and who are honored by the emeritus position. Honorary Medical Staff may be individuals who have retired from active Hospital service following long-standing service to the Hospital, or other noteworthy contribution to the health and medical sciences.

#### 3.6-1 Prerogatives

Members are not eligible to admit patients to the Hospital or to exercise privileges in the Hospital. They may however attend Medical Staff and department meetings and any Medical Staff or Hospital educational meeting. Honorary Medical Staff members shall not be eligible to vote or to hold office in the Medical Staff organization.

### **3.7 LIMITATION OF PREROGATIVES**

The prerogatives set forth under each Medical Staff category are general in nature and may be subject to limitation by special conditions attached to a physician's or oral surgeon's Medical Staff membership, by other sections of these Bylaws, and by other policies of the Hospital.

### **3.8 WAIVER OF QUALIFICATIONS**

Any qualification may be waived at the discretion of the Trustees upon determination that such waiver will serve the best interests of the patients.

## **ARTICLE IV. CLINICAL DEPARTMENTS**

### **4.1 ORGANIZATION OF CLINICAL DEPARTMENTS AND DIVISIONS**

Each clinical department shall be organized as a distinct part of the Medical Staff and shall have a chairperson who is selected by the Trustees and has the authority, duties, and responsibilities as specified in Article V.

A clinical specialty may be organized as a specialty division within a service, shall be directly responsible to the department within which it functions, and shall have a chairperson appointed biannually by the Trustees in the same manner as department chair, and has the authority, duties, and responsibilities as specified in Article V.

A campus department may be organized as a subsidiary of a clinical department at Hospitals, other than Presbyterian Hospital, which have been approved by the Hospital Medical Board and Trustees as a Campus Hospital. Each campus department shall have a chairperson who is appointed by a committee composed of the Campus Hospital Chief of Staff, Assistant Chief of Staff and Administrator, subject to approval of the Trustees of the Campus Hospital. Campus departments shall have the authority, duties and responsibilities specified in this Article and in the Rules and Regulations.

## **4.2 DESIGNATION**

### **4.2-1 Current Departments And Specialty Divisions**

The current Hospital departments are:

Family Practice	General Surgery
Internal Medicine	Neurological Surgery
Obstetrics-Gynecology	Ophthalmology
Oral Surgery	Orthopedics
Otolaryngology	Pediatrics
Plastic Surgery	Psychiatry
Thoracic-Cardiovascular Surgery	Urology
Anesthesia	Emergency Medicine
Pathology/Laboratory Medicine	Radiology
Radiation Oncology	

In addition to the foregoing, there shall be divisions under the Internal Medicine Department for Neurology, Cardiology, Oncology, Pain Management, Gastroenterology, Nephrology, Pulmonary/Critical Care Medicine and Dermatology.

The following campus departments may be created by each Campus Hospital Medical Board, subject to approval of the Campus Trustees:

Medicine Department (including Internal Medicine and Family Practice, Nephrology, Neurology, Dermatology, Oncology, Pain Management and Psychiatry)

Surgery (including Oral Surgery, General Surgery, Neurological Surgery, Ophthalmology, Orthopedic Surgery, Otolaryngology, Plastic Surgery, Urology and Thoracic/Cardiovascular Surgery)

Obstetrics/Gynecology  
Pediatrics  
Anesthesia  
Radiology  
Emergency Medicine  
Pathology/Laboratory Medicine  
Cardiology  
Pulmonary/Critical Care Medicine

Any specialty or subspecialty not identified above may be assigned to a campus department by the Hospital Credentials Committee.

#### 4.2-2 Future Departments And Divisions

When deemed appropriate, the Medical Board and the Trustees, by their joint action, may create anew, eliminate, subdivide, further subdivide or combine departments and/or divisions, including campus departments and/or divisions at one or more member Hospitals designed to allow Medical Staff members at Campus Hospitals to act with a reasonable degree of freedom, subject to these Bylaws and applicable Rules and Policies.

### **4.3 ASSIGNMENT TO CLINICAL DEPARTMENT**

Each member of the Medical Staff shall be assigned membership in only one clinical department, but may be granted limited clinical privileges in one or more of the other departments or divisions on application to the chairperson of other departments. The exercise of clinical privileges or the performance of specified services within any department or division shall be subject to the Rules and Regulations of that department or division and the authority of the department chairperson and division chairperson.

### **4.4 FUNCTIONS OF CLINICAL DEPARTMENTS**

The primary responsibility delegated to each clinical department is to implement and conduct specific review and evaluation activities that contribute to the preservation and improvement of the quality and efficiency of patient care provided in the department.

To carry out this responsibility, each department shall:

- a. Conduct concurrent and other patient care reviews for the purpose of analyzing, reviewing and evaluating the quality of care within the department in such a manner as to assure the Board of Trustees that the quality of care rendered within the department is acceptable. The number of such reviews to be conducted during the year shall not be less than the number currently required by the Joint Commission on Accreditation of Healthcare Organizations or the number required by law. Each department shall review all clinical work performed under its jurisdiction whether or not

any particular practitioner whose work is subject to such review is a member of that department.

- b. Establish guidelines for the granting of clinical privileges and the performance of specified services within the department and submit the recommendations as provided in the Policy on Appointment, Reappointment and Clinical Privileges, Article II.E.1., regarding the specific privileges each Medical Staff member or applicant may exercise and the specified services each allied health professional may provide.
- c. Conduct or participate in, and make recommendations regarding the need for, continuing education programs pertinent to changes in the practice of medicine and to findings of review, evaluation and monitoring activities.
- d. Monitor, on a continuing and concurrent basis, adherence to: (1) Medical Staff and Hospital policies and procedures; (2) requirements for alternate coverage and for consultations; (3) sound principles of clinical practice.
- e. Coordinate the patient care provided by the department's members with nursing and ancillary patient care services and with administrative support departments.
- f. Submit reports to the Medical Board as appropriate concerning: (1) findings of the department's review, evaluation and monitoring activities, actions taken thereon, and the results of such action; (2) recommendations for maintaining and improving the quality of care provided in the department and the Hospital; and (3) such other matters as may be requested from time to time by the Medical Board; and maintain records reflecting Quality Assurance activities.
- g. Meet as required for the purpose of receiving and considering patient care review findings and the results of the departments other review, evaluation and monitoring activities and performing or receiving reports on other departments and Medical Staff functions.
- h. Establish such committees or other mechanisms as are necessary and desirable to properly perform the functions assigned to it.

#### **4.5 CAMPUS DEPARTMENTS**

Campus clinical departments may be created at Campus Hospitals, other than Presbyterian Hospital, for the purpose of enhancing the quality and efficiency of patient care and to provide a framework within which the Medical Staff members of the Campus Hospital can act with a reasonable degree of freedom and confidence to better serve the needs of the Campus Hospital and its patients in a manner which does not conflict with the functions of the clinical departments and divisions as outlined in these Bylaws. The

specific functions of the campus departments shall be determined by the Campus Medical Board, in consultation with the Hospital Medical Board. Such functions may include, but are not limited to, development of campus-specific Rules, policies and procedures, the maintenance of campus-specific call schedules and other functions specified in the Rules and Regulations. Any questions regarding the scope of authority granted to campus departments and/or divisions which cannot be jointly resolved by the Medical Board and the Campus Medical Board shall be resolved by a majority vote of all of the members of a committee consisting of the Hospital Chief of Staff and Assistant Chief of Staff, the Campus Chief of Staff and Assistant Chief of Staff and the Hospital President or his designee, subject to ratification of the Hospital Trustees.

#### **4.6 FUNCTIONS OF DIVISIONS**

Each division shall perform the functions assigned to it by the department chairperson. Such functions may include, without limitation, retrospective and concurrent patient care reviews, the continuous monitoring and evaluation of patient care practices, credentials review and privileges delineation and continuing education programs. The division shall transmit regular reports to the department chairperson on the conduct of its assigned functions.

### **ARTICLE V. OFFICERS**

#### **5.1 GENERAL OFFICERS OF THE MEDICAL STAFF**

##### **5.1-1 Identification**

The general officers of the Medical Staff and of the Medical Board shall be:

- a. Chief of Staff
- b. Assistant Chief of Staff

##### **5.1-2 Qualifications**

General officers will be members of the Medical Board for the term of their election and must remain in good standing during their term of office. Failure to maintain such status shall immediately create a vacancy in the office involved. The Chief and the Assistant Chief must be physicians with demonstrated competence in their fields of practice and demonstrated qualifications on the basis of training and board certification, experience and ability to direct the medico-administrative aspects of Hospital and Medical Staff activities. The Chief shall not be eligible again for election to that post until he/she has ceased to hold any office listed in Section 5.1-1 for a period of one year.

### 5.1-3 Vacancy

Should any office become vacant, the Medical Board at its next regular meeting, shall as its first order of business, appoint a qualified member of the Medical Staff to complete the unexpired term of office.

### 5.1-4 Term Of Office

Each officer shall serve a two-year term, commencing on the first day of the month following his/her election. Each officer shall serve until the end of his/her term and until a successor is elected, unless he/she shall sooner resign or be removed from office.

## **5.2 DUTIES OF GENERAL OFFICERS**

### 5.2-1 Chief Of Staff

The Chief of Staff shall serve as the chief medical officer of the Hospital. As such, he/she shall fulfill the duties as set forth in this section. As the principal elected official of the Medical Staff, the Chief of Staff shall:

- a. Aid in coordinating the activities and concerns of the Hospital Administration and of the nursing and other patient care departments with those of the Medical Staff.
- b. Communicate and represent the opinions, policies, concerns, needs and grievances of the Medical Staff to the Trustees, the Hospital President, and other officials of the Medical Staff.
- c. Be responsible for the enforcement of Medical Staff Bylaws, Rules and Regulations and Policies, for implementation of sanctions where these are indicated, and for the Medical Staff's compliance with procedural safeguards in all instances where corrective action has been requested against a physician/oral surgeon.
- d. Call, preside at and be responsible for the agenda of all general meetings of the Medical Staff.
- e. Appoint the members of all committees except the Medical Board.
- f. Serve as the Chair of the Medical Board, as a member of the Board of Trustees and as an ex officio member (with vote) of all other Medical Staff committees.
- g. Attend meetings of the Board of Trustees and exercise such voting privileges as approved by the Board of Trustees.

- h. Consult with the Hospital President on matters of special concern to Medical Staff members and maintain liaison to assist in settling grievances and problems of the Medical Staff.
- i. Have general supervision over all of the professional work of the Hospital.
- j. Act for the Medical Board in consideration and resolution of issues which occur between meetings of the Medical Board.

#### 5.2-2 Assistant Chief Of Staff

In the absence - temporary or permanent - of the Chief of Staff, the Assistant Chief of Staff shall assume all of the duties and have the authority of the Chief. He/she shall perform such additional duties as may be assigned to him/her by the Chief of Staff, the Medical Board, or the Trustees. In addition, the Assistant Chief of Staff will be responsible for the keeping of accurate and complete minutes of all meetings of the Medical Staff and of the Medical Board, shall call meetings on order of the Chief of Staff, attend to all correspondence and perform other administrative duties as required. These administrative duties, but not the responsibility to perform these duties, may be delegated to Hospital Administration. The Assistant Chief of Staff shall also:

- a. Serve as the Assistant Chair of the Medical Board, and as a member of the Board of Trustees.
- b. Attend meetings of the Board of Trustees and exercise such voting privileges as approved by the Board of Trustees.
- c. Serve as Chair of the Quality Council and report the findings and recommendations of the Council to the Medical Board and the Board of Trustees.

#### 5.2-3 Campus Chief of Staff

The Campus Chief of Staff shall serve as the chief medical officer of the Campus hospital and shall fulfill the duties as set forth in this section. As the principal elected official of the Campus Medical Staff, the Campus Chief of Staff shall:

- a. Aid in coordinating the activities and concerns of the Campus hospital administration and of the nursing and other patient care Campus departments with those of the Medical Staff.
- b. Communicate and represent the opinions, policies, concerns, needs and grievances of the Campus Medical Staff to the Campus Administration, Medical Board, Trustees, and to the Hospital Medical Board, Administration and Trustees.

- c. Assist in the enforcement of Medical Staff Bylaws, Rules and Regulations and Policies and Procedures at the Campus level and make recommendations for the Campus Medical Staff's compliance with and implementation of sanctions where indicated.
- d. Call, preside at and be responsible for the agenda of all general meetings of the Campus Medical Staff. (or members of medical staff appropriate to that campus)
- e. Appoint the members of Campus committees except the Campus Medical Board.
- f. Serve as the Chair of the Campus Medical Board and as an ex officio member (with vote) of all other Campus Medical Staff committees.
- g. Consult with the Campus Administrator on matters of special concern to Campus Medical Staff members and maintain liaison to assist in settling grievances and problems of the Campus Medical Staff concerning that campus.
- h. Maintain general oversight over all of the professional work of the Campus Hospital.
- i. Act for the Campus Medical Board in consideration and resolution of issues which occur between meetings of the Campus Medical Board.

#### 5.2-4 Campus Assistant Chief of Staff

In the absence - temporary or permanent - of the Campus Chief of Staff, the Campus Assistant Chief of Staff shall assume all of the duties and have the authority of the Chief. He/she shall perform such additional duties as may be assigned to him/her by the Campus Chief of Staff, Medical Board and/or Trustees. In addition, the Campus Assistant Chief of Staff will be responsible for the keeping of accurate and complete minutes of all meetings of the Campus Medical Board, shall call meetings on order of the Campus Chief of Staff, attend to all correspondence and perform other administrative duties as required. These administrative duties, but not the responsibility to perform these duties, may be delegated to the Campus Hospital Administration. The Campus Assistant Chief of Staff shall also serve as the Assistant Chair of the Campus Medical Board.

#### 5.2-5 Succession

The officers of the Medical Staff shall not be eligible to succeed themselves in office. The chair shall call and preside at all meetings, shall be a member ex-officio of all

committees and shall have general supervision over all the professional work of the Hospital. He/she shall appoint the members of all committees except the Medical Board.

### **5.3 OTHER OFFICERS OF THE MEDICAL STAFF**

#### **5.3-1 Chair Of Clinical Departments**

##### **a. Qualifications**

A chairperson of a department will be an outstanding physician or oral surgeon who is board certified, interested in teaching and investigation, and qualified to administer the regular activities of the department. The chairperson shall have (a) served three consecutive years as a member of the Active Medical Staff of the Presbyterian Hospitals and shall currently be a member of the Active Medical Staff in good standing; provided that the Board of Trustees may, by a vote of two-thirds of the members of the Board of Trustees, reduce such period of total service in a given case if they deem such action warranted under the circumstances, but in no event change such period of total service to less than two years, (b) shall have demonstrated a continuous interest in the progress and development of the Presbyterian Hospitals, and his/her Hospital practice shall be sufficiently concentrated at the Presbyterian Hospitals so that his/her professional identification with the Hospital is well established.

##### **b. Duties**

Each department chair is responsible for communicating with Administration and assisting in the development of policies and procedures which address the following:

1. All clinically related activities of the department;
2. All administratively related activities of the department, unless otherwise provided for by the hospital;
3. Continuing surveillance of the professional performance of all individuals in the department who have delineated clinical privileges;
4. Recommending to the medical staff the criteria for clinical privileges that are relevant to the care provided in the department;
5. Recommending clinical privileges for each member of the department;
6. Assessing and recommending to the relevant hospital authority off-site sources for needed patient care services not provided by the department or the organization;

7. The integration of the department or service into the primary functions of the organization;
8. The coordination and integration of interdepartmental and intradepartmental services;
9. The development and implementation of policies and procedures that guide and support the provision of care, treatment and services;
10. The recommendations for a sufficient number of qualified and competent persons to provide care, treatment and service;
11. The determination of the qualifications and competence of department or service personnel who are not licensed independent practitioners and who provide patient care, treatment and services;
12. The continuous assessment and improvement of the quality of care, treatment and services provided;
13. The maintenance of quality control programs, as appropriate;
14. The orientation and continuing education of all persons in the department or service;
15. Recommendations for space and other resources needed by the department or service; and
16. Serve as liaison from the department/division to the Physicians' Health and Effectiveness Committee when needed.

#### 5.3-2 Campus Department Chairperson

##### a. Qualifications

Each Campus Chairperson shall meet the qualifications set forth in Section 5.3-1(a) and shall be a member of the Active Medical Staff and hold active clinical privileges at the Campus Hospital at which he/she is to serve. He/she should be qualified by training, experience and demonstrated ability in the clinical area covered by the campus department and shall be willing and able to discharge the administrative responsibilities of his/her office.

##### b. Duties

Each campus department chairperson shall work cooperatively with the Hospital department chairperson and shall perform such duties as are determined by the Campus Medical Board in consultation with the Hospital Medical Board and the

department chairperson, provided such duties support and do not conflict with the duties of the Hospital department chairperson as outlined in these Bylaws. Such duties may include:

1. All clinically related activities of the campus department;
2. All administratively related activities of the campus department, unless otherwise provided for by the campus hospital;
3. Continuing surveillance of the professional performance of all individuals in the campus department who have delineated clinical privileges;
4. Recommending to the medical staff the criteria for clinical privileges that are relevant to the care provided in the campus department;
5. Recommending clinical privileges for each member of the campus department;
6. The integration of the campus department or service into the primary functions of the organization;
7. The coordination and integration of campus interdepartmental and campus intradepartmental services;
8. The development and implementation of policies and procedures that guide and support the provision of care, treatment and services;
9. The recommendations for a sufficient number of qualified and competent persons to provide care, treatment and service;
10. The determination of the qualifications and competence of campus department or service personnel who are not licensed independent practitioners and who provide patient care, treatment and services;
11. The continuous assessment and improvement of the quality of care, treatment and services provided;
12. The maintenance of quality control programs, as appropriate;
13. The orientation and continuing education of all persons in the campus department or service;
14. Recommendations for space and other resources needed by the campus department or service; and

15. Serve as liaison from the campus department/division to the Physicians' Health and Effectiveness Committee when needed.

### 5.3-3 Division Chairperson

#### a. Qualifications

Each division chairperson shall be qualified as specified in 5.3-1(a) for chairperson and be a member of the division which he/she is to head. He/she shall be qualified by training, experience, interest and demonstrated current ability in the clinical area covered by the division, and shall be willing and able to discharge the administrative responsibilities of his/her office.

#### b. Duties

Each division chair shall, in addition to those duties assigned in 5.3-1:

1. Account to his/her department chairperson and to the Medical Board for the effective operation of his/her division and his/her division's discharge of all tasks delegated to it under Section 4.5;
2. Develop and implement, in cooperation with his/her department chairperson, programs to carry out the quality review, evaluation and monitoring functions assigned to his/her division;
3. Exercise general supervision over all clinical work performed within his/her division;
4. Conduct investigations and submit reports and recommendations to his/her department chairperson regarding the clinical privileges to be exercised within his/her division by members of or applicants to the Medical Staff and the specified departments to be provided by allied health professions;
5. Act as presiding officer at all division meetings; and
6. Perform such other duties commensurate with his/her office as may from time to time be reasonably requested by his/her department chairperson, by the Medical Board or by the Trustees.

### 5.3-4 Chair Of Hospital-Based Departments

#### a. Identification

1. **The Department of Pathology/Laboratory Medicine:** The Department of Pathology/Laboratory Medicine shall be under the full

time direction of a fully qualified pathologist appointed by the Board of Trustees.

2. **The Department of Radiology:** The Department of Radiology shall be under the full time direction of a fully qualified radiologist appointed by the Board of Trustees.
3. **The Department of Anesthesia:** The Department of Anesthesia shall be under the direction of a full time medical anesthesiologist who shall be fully qualified to discharge the duties of this department and shall be appointed by the Board of Trustees.
4. **The Department of Emergency Medicine:** The Department of Emergency Medicine shall be under the direction of a full time emergency medicine physician who shall be fully qualified to discharge the duties of this department and shall be appointed by the Board of Trustees.
5. **The Department of Radiation Oncology:** The Department of Radiation Oncology shall be under the full time direction of a fully qualified radiologist appointed by the Board of Trustees.

b. Qualifications

The chair of Hospital-based departments shall be qualified in all ways the same as the chair of clinical departments.

c. Selection & Appointment

The chairperson of Hospital-based departments (main Hospital and campus hospitals) shall be selected and appointed in the same manner as clinical department chairs, with the exception that Hospital-based chairs may be nominated by their respective Hospital-based medical groups with the approval of the Nominating Committee.

## 5.4 ELECTION OF OFFICERS, DEPARTMENT, DIVISION AND CAMPUS CHAIRPERSONS

### 5.4-1 Nominating Committee

At least two (2) months before the Hospital Annual Medical Staff meeting, the Hospital Chief of Staff and the Chief of Staff for each campus hospital shall convene Nominating Committees. The Hospital Nominating Committee shall consist of the Chief of Staff, the Assistant Chief of Staff, the immediate past Chief of Staff, the President of the Hospital and the Executive Vice President of Medical Affairs. Each Campus Nominating Committee shall consist of the Hospital Chief of Staff, the Campus Chief of

Staff and Campus Assistant Chief of Staff, the Campus Administrator and the Executive Vice President of Medical Affairs.

5.4-2 Nomination And Election Of Officers, Department And Division Chairpersons

- a. Each Nominating Committee shall prepare a slate nominating one candidate for each office and for each applicable department/division/campus chairperson position that is open.
- b. All Active Medical Staff appointees shall be mailed the slate of candidates for each office and, where applicable, for their Department/Division/Campus Chairperson position that is open. This slate shall be mailed out one (1) month prior to the Annual Meeting. Any nomination made by a Medical Staff member other than the Nominating Committee must be submitted, in writing, to the Nominating Committee at least ten (10) days prior to the election and must be endorsed by five (5) Active Medical Staff members. In order to be included on the ballot as a candidate, a nominee must possess all the qualifications set forth in section 5.1-2, 5.3-1(a) and/or 5.3-2(a) of these Bylaws.
- c. If no additional nominees are nominated in accordance with section 5.4-2(b), these unopposed candidates are determined to be elected. If additional candidates are nominated for any office, the candidate who receives a majority vote of those Medical Staff appointees eligible to vote and present at the Annual Meeting at the time the vote is taken shall be elected. If additional candidates are nominated by the Department/Division/Campus members for their Department/Division/Campus Chair, ballots shall be sent to each member of the Department/Division/Campus until one candidate receives a majority of the ballots returned. In any election, if there are three (3) or more candidates for a position and no candidate receives a majority vote, there shall then be successive voting such that the name of the candidate receiving the fewest votes is omitted from each successive slate until a majority is obtained by one candidate.
- d. The election of each officer and Department/Division/Campus Chairperson shall become effective as soon as approved by the Board of Trustees.

#### 5.4-3 Vacancy

Should any office become vacant, the Medical Board or Campus Medical Board, as appropriate, at its next regular meeting, shall as its first order of business, appoint a qualified member of the Medical Staff to complete the remainder of the term of office.

#### 5.4-4 Term Of Office

Each officer and Department/Division/Campus Chair shall serve a two-year term. Each officer shall serve until the end of his /her term and until a successor is elected, unless he/she shall sooner resign or be removed from office.

#### 5.4-5 Removal Of Elected Officers

The Medical Board for each hospital, by a two-thirds vote, may remove a Medical Staff officer or Department/Division/Campus Chairperson from that respective hospital for failure to perform the duties of the position held, for conduct detrimental to the interests of the hospital, or for a physical or mental infirmity that renders the individual incapable of fulfilling the duties of that office. The individual must be provided with notice of the meeting at which such action shall be decided. The notice must be in writing and must be given at least ten (10) days prior to the date of the meeting. The Officer or Department/Division/Campus Chair shall be afforded an opportunity to speak prior to the taking of any vote on such removal. The removal shall be effective when approved by the applicable hospital Board of Trustees.

### **ARTICLE VI. COMMITTEES AND FUNCTIONS**

#### **6.1 DESIGNATION AND FUNCTION**

There shall be a Medical Board and such other standing and special committees of the Medical Staff responsible to the Medical Board as may from time to time be necessary and desirable to perform the Medical Staff functions listed in Section 6.3 and elsewhere in these Bylaws. The Medical Board may establish Medical Staff Committees, including Campus Medical Boards, to perform one or more of the required Medical Staff functions. Hospital functions requiring advice or participation of, rather than direct oversight by, the Medical Staff may be discharged by committees established by Hospital Administration to perform such function with representation by Medical Staff members selected by Hospital Administration with advice of the Chief of Staff.

#### **6.2 MEDICAL BOARD**

All members of the Medical Staff, regardless of specialty, who meet the qualifications outlined in Article V, 5.1-2 and 5.3-1(a) are eligible to be elected to serve on the Medical Board. The Medical Board shall consist of the Chief and Assistant Chief Staff, the immediate Past Chief of Staff, the Secretary of the Medical Staff, the Chair of Departments and Divisions, the Chair of the Hospital-based Departments of Anesthesia,

Emergency Medicine, Pathology/Laboratory Medicine, Radiation Oncology, and Radiology and the Medical Director of the Hospitalist Team (PICS). The Campus Chief of Staff of Presbyterian Hospital Matthews and the Chief of Staff of any other Campus Hospital which maintains a Campus Medical Board shall also serve as representatives to the Medical Board, along with the Chair of Credentials Committee. The Chief Executive Officer of the Hospital or his designee shall be an ex-officio member of the Medical Board. The Medical Board shall directly represent the Medical Staff in its dealings with the Administration of the Hospital and it shall also act in an advisory capacity on medico-administrative matters to the President of the Hospital and to the Board of Trustees. The Medical Board is empowered by the Medical Staff to consider and act on all matters pertaining to Medical Staff functions in the Hospital. The Medical Board shall meet quarterly or as required and shall forward written summaries of pertinent actions to the Medical Staff members following each meeting.

#### 6.2-1 Vacancies

Vacancies on the Medical Board will be filled for the remainder of the term in the same manner as in 5.4-3.

#### 6.2-2 Duties

The duties of the Medical Board shall be to:

- a. Receive and act upon reports and recommendations from the Medical Staff Departments/Divisions, Committees, Hospital Administration, and Officers of the Medical Staff concerning the patient care and other quality reviews, evaluation and monitoring functions, and recommend to the Trustees specific programs and systems for implementation.
- b. Coordinate the activities of and policies adopted by the Medical Staff, Departments/Divisions and Committees.
- c. To assist the Trustees by recommending to the Trustees all matters relating to Medical Staff appointments and reappointments, category, department/division assignments, clinical privileges and corrective action and to make recommendations on all matters pertaining to the privileges of Allied Health Professionals requesting privileges as described in the Policy on Appointment, Reappointment and Clinical Privileges, Article V.
- d. Account to the Trustees and to the Medical Staff for the overall quality and efficiency of patient care in the Hospital.
- e. Take reasonable steps to insure professionally ethical conduct and competent clinical performance on the part of all HP's, including initiating investigations and initiating and pursuing corrective action, when warranted, and create mechanisms for implementing the Fair Hearing Plan.

- f. Make recommendations on medico-administrative and Hospital management matters.
- g. Inform the Medical Staff of the accreditation program and the accreditation status of the Hospital.
- h. Represent and act on behalf of the Medical Staff, subject to such limitations as may be imposed by these Bylaws, in all matters relating to the Medical Staff, but in particular those detailed in Section 6.3.

#### 6.2-3 Executive Committee

The Executive Committee of the Medical Board shall consist of the Chief of Staff, the Assistant Chief of Staff, the immediate Past Chief of Staff, the Chief of Staff of any Campus Hospital, the Chair of Internal Medicine, the Chair of General Surgery, the Chair of Obstetrics and Gynecology, the Chair of Pediatrics, the Chair of Family Practice, the Chair of Orthopedics, one chairperson of a Hospital-based department, and four (4) at large representatives from the Medical Board as designated by the Chief of Staff to serve yearly terms.

- a. The Executive Committee shall meet as required. The presence of a majority of the members shall constitute a quorum for the transaction of business at all meetings. The chairperson of any department/division under discussion will be invited to attend this Executive Committee meeting.
- b. The Executive Committee shall meet to act on medico-administrative matters which require attention between Medical Board meetings. The decisions of the Executive Committee shall have full Medical Board authority subject to Medical Board approval at its next scheduled meeting.
- c. The Executive Committee shall serve in an advisory capacity to the Chief of Staff and the Medical Board to assist in policy development, quality improvement and outcomes management.
- d. The Executive Committee shall serve as the Bylaws Committee of the Medical Staff.

#### 6.2-4 Campus Medical Board

Campus Medical Boards shall be created at each Hospital, other than The Presbyterian Hospital, which maintain campus departments. Each Campus Medical Board shall consist of the Campus Department Chairs, the Campus Hospital Chief of Staff and Assistant Chief of Staff, the Campus Hospitalist Team (PICS) Representative nominated by the Medical Director of the Hospitalist Team with the approval of the Campus Chief of Staff, the Campus Administrator (ex officio, without vote), the Executive

Vice President of Medical Affairs (ex officio, without vote) and the Hospital President (ex officio, without vote). Campus Medical Boards shall serve as a liaison between the campus departments and divisions and the Hospital Medical Board and shall perform such duties as may be delegated by the Hospital Medical Board, provided such duties do not conflict with these Bylaws. Campus Medical Boards shall directly represent the Campus Medical Staff in its dealings with the Campus Hospital Administrator and shall also act in an advisory capacity on medico/administrative matters to the Campus Hospital Administrator. The specific duties of each Campus Medical Board shall be more particularly set forth in the Rules and Regulations of the Campus Hospital. Campus Medical Boards shall meet quarterly prior to the Hospital Medical Board meeting, or as required, and shall forward written summaries of pertinent recommendations or actions to the Hospital Medical Board and the Medical Staff of the Campus Hospital following each meeting.

Each Campus Medical Board shall have an Executive Committee consisting of the Campus Hospital Chief of Staff, Assistant Chief of Staff, and the immediate Past Chief of Staff. The Administrator and the Executive Vice President of Medical Affairs shall be ex officio members without vote. The Executive Committee may meet monthly or as needed and shall serve as the primary liaison between the Campus Medical Board and the Medical Board.

### **6.3 MEDICAL STAFF FUNCTIONS**

Provision shall be made in these Bylaws or by resolution of the Medical Board approved by the Trustees, either through assignment to the clinical departments/divisions, to Medical Staff committees, to the Medical Staff as a whole or to interdisciplinary Hospital committees, for the effective discharge of the Medical Staff functions specified in this Section 6.3 and of all other Medical Staff functions required by these Bylaws, Rules and Regulations and Policies, and of such other Medical Staff functions as the Medical Board or the Trustees shall reasonably require:

- a. Establish organization and mechanisms for Medical Staff's performance improvement activities with respect and caring for patients.
- b. Conduct review to improve performance of patient care by monitoring patient populations for efficacy, appropriateness, availability, timeliness, effectiveness, continuity and efficiency, which includes activities such as surgical and invasive procedures, blood usage, analysis of autopsies and risk analysis.
- c. Conduct, coordinate and review credentials investigations and recommendations regarding Medical Staff appointment, AHP appointments, grants of clinical privileges in specified departments.
- d. Use findings of performance improvement activities ongoing for monitoring and reappointments.

- e. Monitor and evaluate care provided in and participate in development of clinical policy for: special care areas, such as intensive or coronary care units; patient care support services, such as respiratory therapy, rehabilitation services and anesthesia; and emergency, outpatient surgery, home care, and other ambulatory care.
- f. Provide continuing education opportunities responsive to quality activity findings, new state-of-the-art developments and other perceived needs, and supervise the Hospital's professional library departments.
- g. Provide oversight for the management of patient specific information, including, but not limited to review for completeness, timeliness and clinical pertinence of patient medical data and related records.
- h. Develop and maintain surveillance over medication usage, the formulary, policies, practices and adverse drug reactions.
- i. Prevent, investigate, maintain surveillance and control of Hospital-acquired infections.
- j. Direct Medical Staff organizational activities, including Medical Staff Bylaws, Rules and Regulations and Policies review and revision, liaison with the Trustees and Hospital Administration, and review and maintenance of Hospital accreditation.
- k. Coordinate the care provided by physicians/oral surgeons with the care provided by the nursing department and with the activities of other Hospital patient care and administrative departments.

#### **6.4 PARTICIPATION ON MULTI-DISCIPLINARY HOSPITAL COMMITTEES**

Medical Staff functions and responsibilities relating to liaison with the Trustees and the Hospital Administration, Hospital accreditation, cancer care, disaster planning, facility and departments planning and financial management shall be discharged by the appointment of Medical Staff members to such Hospital committees as are established to perform those functions. Appointment of Medical Staff members to Hospital committees shall be made and such committees shall operate in accordance with the Hospital corporate Bylaws and the written policies of the Hospital and of the Medical Staff.

#### **6.5 COMMITTEES OF THE MEDICAL STAFF**

##### **6.5-1 Composition & Appointment**

A Medical Staff committee established to perform one or more of the Medical Staff functions required by these Bylaws shall be composed of members of the Medical Staff

and may include, where appropriate, allied health professionals and representation from Hospital Administration, nursing department, medical records department, pharmaceutical department, social services, and such other Hospital departments as are appropriate to the function(s) to be discharged. Unless otherwise specifically provided, the Medical Staff members and chairperson shall be appointed by the Chief of Staff, in collaboration with the Hospital President. Each committee shall, with the approval of the Medical Board, select its secretary where the same is not provided for in these Bylaws and shall establish its operating procedures for the effective accomplishment of its function. The Chief of Staff and the Hospital President or their respective designees, shall serve as ex-officio members without votes on all committees, unless otherwise expressly provided.

#### 6.5-2 Term & Prior Removal

Unless otherwise specifically provided, a Medical Staff committee member shall continue as such until the end of his/her normal period of Medical Staff appointment and until his/her successor is elected or appointed, or for two years whichever is the soonest, unless he/she shall sooner resign or be removed from the committee. A Medical Staff committee member, other than one serving ex-officio, may be removed by the Chief of Staff or designated chairperson of the committee when good cause is demonstrated, such as excessive absence. An administrative staff committee member shall serve for a term equivalent to that of a Medical Staff committee member and until his/her successor is elected or appointed, unless he/she shall sooner resign or be removed from the committee. An administrative staff committee member may be removed by action of the Hospital President.

#### 6.5-3 Vacancies

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

#### 6.5-4 Meetings

A Medical Staff committee established to perform one or more of the Medical Staff functions required by these Bylaws shall meet as often as is necessary to discharge its assigned duties.

#### 6.5-5 Profile/Charter

A Medical Staff committee is required to have a profile/charter and establish annual objectives.

## **ARTICLE VII. MEETINGS**

### **7.1 GENERAL MEDICAL STAFF MEETINGS**

#### **7.1-1 Annual Meeting**

The annual Medical Staff meeting shall be the meeting at which officers and department chairpersons shall be elected. At the discretion of the Medical Board, elections may be accomplished by mail vote of the Active Medical Staff. If such is the case, and there is no business needing to be conducted at the annual meeting, the annual meeting becomes optional and would be held at the discretion of the Medical Board.

#### **7.1-2 Agenda**

The agenda for the annual meeting and for any special meeting of the Medical Staff shall be set by the Chief of Staff. The Chief of Staff shall also conduct such meetings.

#### **7.1-3 Special Meetings**

Special meetings of the Medical Staff may be called at any time by the Trustees, the Chief of Staff, the Medical Board, or by the Active Staff as set forth in Article II, Section 2.2(c) of these Bylaws and shall be held at the time and place designated in the meeting notice. No business shall be transacted at any special meeting except that stated in the meeting notice. In the event that it is necessary for the Medical Staff to act on a question without being able to meet, the voting Medical Staff may be presented with the question by mail and their votes returned to the Chief of Staff by mail, providing that voting members are given at least twenty-one (21) days to return ballots. To be adopted by mail vote, a minimum of twenty percent (20%) of ballots sent out must be returned, and a question must receive a majority of the votes cast by the voting Medical Staff.

### **7.2 COMMITTEE AND CLINICAL DEPARTMENT MEETINGS**

#### **7.2-1 Regular Meetings**

Committees may, by resolution, provide the time for holding regular meetings and no notice other than such resolution shall then be required. The frequency of such meetings shall be dictated by the time necessary to accomplish the functions required by these Bylaws, or as required by legislative and/or accreditation bodies.

Departments shall meet as required at a time set by the Chairperson of the department to review and evaluate the clinical work of the department, to consider the findings of ongoing quality assessment, monitoring and evaluation activities, and to discuss any other matters concerning the department. The agenda for the meeting and its general conduct shall be set by the Chairperson. Each Department shall maintain a

record of its findings, proceedings and actions, and shall make a report thereof to the Medical Board as required.

#### 7.2-2 Educational Meetings

Each clinical inpatient department may also hold elective educational programs qualifying for recognition as continuing medical education by the appropriate accrediting authority.

### **7.3 NOTICE OF MEETINGS**

Written notice stating the place, day and hour of any general Medical Staff meeting, or any special meeting shall be delivered either personally or by mail to each person entitled to be present there at not less than three days nor more than thirty days before the date of such meeting, except for Amendment of Bylaws as provided in Section 10.2. Notice of department or committee meetings may be given orally. Personal attendance at a meeting shall constitute a waiver of notice of such meeting.

### **7.4 QUORUM**

#### 7.4-1 Medical Staff Meeting Quorum

At any regular or special meeting of the Medical Staff, for which proper notice has been given, twenty percent (20%) of the Active Medical Staff shall be present to constitute a quorum for transaction of business and for the purpose of amending these Bylaws. The Chief of Staff or his/her representative shall declare the quorum before business is conducted. Absent members of the Medical Staff shall be subject to the decisions made by a majority of those present at any meeting.

#### 7.4-2 Department/Division Meeting Quorum

Those members of the Active Medical Staff membership of a clinical or campus department/division present at any meeting for which proper notice has been given shall constitute a quorum for transaction of business at all meetings of that department/division. The chairperson shall declare a quorum before business is conducted. Absent members of the department/division shall be subject to the decisions made by a majority of those present at any meeting.

#### 7.4-3 Committee Meeting Quorum

The presence of a majority of the membership will constitute a quorum for transaction of business at all meetings of all Medical Board and committee meetings.

## **7.5 MANNER OF ACTION**

Except as otherwise specified, the action of a majority of the members voting at a meeting at which a quorum is present shall be the action of the group. Action may be taken without a meeting by a department/division by:

- a. A written ballot to voting members. Majority response by those returning ballots within a specified time period will determine the action(s) of the department/division; and/or
- b. A duly appointed committee of the department/division, authorized to conduct business for the department/division. Decision of the committee shall be reported to the department/division at their next meeting.

Action may be taken without a meeting by a committee by:

- a. A written ballot to voting members. Majority response by those returning ballots within a specified time period will determine the action(s) of the committee; and/or
- b. An oral response received by a majority of the voting members and documented by the surveyor.

## **7.6 MINUTES**

Minutes of all meetings shall be prepared by the secretary of the meeting or other person designated by the presiding officer and shall include a record of the attendance and the vote taken on each matter. Copies of such minutes shall be approved by the attendees, forwarded to the Medical Board and available to the Medical Staff. A permanent file of the minutes of each meeting shall be maintained.

## **7.7 ATTENDANCE REQUIREMENTS**

### 7.7-1 Regular Attendance

- a. All members of the Active Medical Staff should attend all department, annual or special meetings.
- b. Any member of any department of the Medical Staff who has attended a case that is to be presented for discussion at any meeting shall be notified by the department chair and shall be required to be present under penalty of forfeiting his/her membership on the Medical Staff. This requirement may be waived only in case of the member's physical inability to comply.

### 7.7-2.1 Special Appearance

A physician or oral surgeon whose patient's clinical course of treatment is scheduled for discussion at a regular service, committee or Medical Staff meeting shall be so notified. The chair of the meeting shall give the physician or oral surgeon at least ten days advance written notice of the time and place of the meeting. Whenever apparent or suspected deviation from standard clinical practice is involved, special notice shall be given and shall include a statement of the issue involved and that the physician's or oral surgeon's appearance is mandatory. Failure of a physician or oral surgeon to appear at any meeting with respect to which he/she was given such special notice shall, unless excused by the Medical Board upon a showing of good cause, result in an automatic suspension of all or such portion of the physician's or oral surgeon's clinical privileges as the Medical Board may recommend. Such suspension shall remain in effect until the matter is resolved by subsequent action of the Medical Board or of the Trustees or through corrective action, if necessary.

## **ARTICLE VIII. CONFIDENTIALITY, IMMUNITY AND RELEASES**

### **8.1 SPECIAL DEFINITIONS**

For the purposes of this Article, the following definitions shall apply:

- a. **INFORMATION** means records of proceedings, minutes, records, reports, memoranda, statements, recommendations, data and other disclosures whether in written or oral form relating to any of the subject matter specified in Section 8.5-2.
- b. **MALICE** means the dissemination of a known falsehood or of information with a reckless disregard for whether or not it is true or false.
- c. **REPRESENTATIVE** means the Presbyterian Hospitals and any of its officers, directors, employees, agents or committees; a Hospital President/Administrator or his/her designee; a member of the Medical Staff and any officer, department, or committee thereof; and any individual authorized by any of the foregoing to perform specific information gathering or dissemination or other functions authorized by these Bylaws, including any employee or agent of the Hospital.
- d. **THIRD PARTIES** means both individuals and organizations providing information to any representative.

### **8.2 AUTHORIZATIONS & CONDITIONS**

By applying for, or exercising, clinical privileges or by providing specified patient care services within this Hospital, a Health Practitioner:

- a. Authorizes representatives of the Hospital and the Medical Staff to solicit, provide and to act upon information bearing on his/her professional ability and qualifications.
- b. Agrees to be bound by the provisions of this Article and to waive all claims including legal or equitable relief, against the Hospital and any representative or third party.
- c. Acknowledges that the provisions of this Article are express conditions to his/her application for, or acceptance of, Medical Staff membership and the continuation of such membership or to his/her exercise of clinical privileges or to his/her provision of specified patient services at this Hospital.

### **8.3 CONFIDENTIALITY OF INFORMATION**

Information with respect to any Health Practitioner submitted, collected or prepared by any representative of this or any other health care facility or organization to the Medical Staff for the purpose of achieving and maintaining quality patient care, reducing morbidity and mortality, or contributing to clinical research shall be confidential to the fullest extent permitted by law and shall not be disseminated to anyone other than a representative or be used in any way except as provided herein or except as otherwise required by law. Such confidentiality shall also extend to information of like kind that may be provided by third parties. This information shall not become part of any particular patient's file or of the general Hospital records.

### **8.4 IMMUNITY FROM LIABILITY**

#### **8.4-1 For Action Taken**

No Representative shall be liable to a Health Practitioner for damages or other relief, including equitable or injunctive relief, for any action taken or statement or recommendation made within the scope of his/her duties as a representative, if such representative acts in good faith and without malice after a reasonable effort under the circumstances to ascertain the truthfulness of the facts and in the reasonable belief that the action, statement, or recommendation is warranted by such facts. Regardless of the provisions of State law, truth shall be an absolute defense in all circumstances.

#### **8.4-2 For Providing Information**

No Representative and no third party shall be liable to a Health Practitioner for damages or other relief, including equitable or injunctive relief, by reason of providing information, including otherwise privileged or confidential information, to a representative of this Hospital or the Medical Staff or to any other health care facility or organization of health professionals concerning a Health Practitioner who is or has been an applicant to or member of the Medical Staff or who does or did exercise clinical privileges or provide

specified services at this Hospital, provided that such representative or third party acts in good faith and without malice.

## **8.5 ACTIVITIES AND INFORMATION COVERED**

### **8.5-1 Activities**

The confidentiality and immunity provided by this Article shall apply to all acts performed and to all communications, reports, recommendations or disclosures 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, clinical privileges, or specified services.
- b. Periodic reappraisals for reappointment, clinical privileges, or specified departments.
- c. Corrective action.
- d. Hearings and appellate reviews.
- e. Patient care audits.
- f. Utilization reviews.
- g. Other Hospital, department, committee or Medical Staff activities related to monitoring and maintaining quality patient care and appropriate professional conduct.

### **8.5-2 Information**

The acts, communications, reports, recommendations, disclosures and other information referred to in this Article may relate to a Health Practitioner's professional qualifications, clinical ability, judgment, character, physical and mental health, emotional stability, professional ethics, or any other matter that might directly or indirectly affect patient care.

## **8.6 RELEASES**

Each Health Practitioner, upon request of the Hospital, shall execute general and specific releases in accordance with the tenor and import of this Article, subject to such requirements, including those of good faith, absence of malice and the exercise of a reasonable effort to ascertain truthfulness, as may be applicable under the laws and provisions of this State and the provisions of this Article. Execution of such releases (if requested) shall be for the purpose of reaffirming the waivers and other provisions of this

Article and the consent of the Health Practitioner thereto, and shall not be deemed a prerequisite to the effectiveness of this Article.

## **8.7 CUMULATIVE EFFECT**

Provisions in these Bylaws and in application forms relating to authorizations, confidentiality of information and immunities from liability shall be in addition to all other protection provided by law and not in limitation thereof.

## **ARTICLE IX. GENERAL PROVISIONS**

### **9.1 MEDICAL STAFF RULES & REGULATIONS, POLICY ON APPOINTMENT, REAPPOINTMENT AND CLINICAL PRIVILEGES AND OTHER MEDICAL STAFF POLICIES**

- a. Subject to approval by the Trustees, the Medical Board shall adopt such Rules and Regulations of the medical staff, a policy on Appointment, Reappointment and Clinical Privileges and such other policies, as may be necessary to implement more specifically the general principles found in these Bylaws. Campus Medical Boards may adopt and amend Campus-specific Rules and Regulations not inconsistent with the Bylaws. The Rules and Regulations of the Medical Staff and the Policy on Appointment, Reappointment and Clinical Privileges shall be part of these bylaws except that the rules and regulations may be amended or repealed by a majority vote at any regular meeting of the Medical Board (or campus medical board as applicable) at which a quorum is present. The Policy on Appointment, Reappointment and Clinical Privileges, may be amended or repealed by a majority vote at any regular meeting of the Medical Board (or campus medical board as applicable) at which a quorum is present, provided that the written recommendations of the Medical Board concerning the proposed amendments shall have first been received and reviewed by the Credentials Committee, and provided further that such changes are approved by the applicable Board of Trustees.
- b. The Rules and Regulations and other policies of the Medical Staff may also be amended by the Board of Trustees on its own motion provided that any such amendment is first submitted to the Medical Board of the Medical Staff for review and comment at least thirty (30) days prior to any final action by the Board of Trustees on such amendment. Instances where such action by the Board of Trustees is warranted shall include:
  1. Action to comply with changes in federal and state laws that affect this hospital and the hospital corporation, including any of its entities; and

2. Action to comply with state licensure requirements, JCAHO Accreditation Standards and Medicare/Medicaid Conditions of Participation for Hospitals.

## **9.2 PROFESSIONAL LIABILITY INSURANCE**

Each Health Practitioner granted Medical Staff appointment or approved for clinical privileges in the Hospital shall maintain in force professional liability insurance in not less than one million dollars per incident/three million dollars aggregate. This amount may change from time to time as may be determined by resolutions of the Board of Trustees.

## **9.3 FORMS**

Application forms and any other prescribed forms required by these Bylaws for use in connection with Medical Staff appointments, reappointments, delineation of clinical privileges, corrective action, notices, recommendations, reports, and other matters shall be subject to adoption by the Trustees after considering the advice of the Medical Board.

## **9.4 CONSTRUCTION OF TERMS AND HEADINGS**

Words used in these Bylaws shall be read as a masculine or feminine gender and as the singular or plural, as the context requires. The captions or headings in these Bylaws are for convenience only and are not intended to limit or define the scope or effect of any provision of these Bylaws.

## **9.5 TRANSMITTAL OF REPORTS**

Reports and other information which these Bylaws require the Medical Staff to transmit to the Trustees shall be deemed so transmitted when delivered, unless otherwise specified, to the Hospital President.

## **9.6 DELEGATION OF DUTIES**

Whenever the President of the Hospital deems it appropriate, he/she may delegate the performance of certain duties to a designee.

# **ARTICLE X. ADOPTION AND AMENDMENT OF BYLAWS**

## **10.1 MEDICAL STAFF RESPONSIBILITY**

The Medical Staff shall have the initial responsibility to formulate, adopt and recommend to the Trustees Medical Staff Bylaws and amendments thereto which shall be effective when approved by the Trustees. Such responsibility shall be exercised in good faith at least annually, reflecting the interests of providing patient care of the generally recognized professional level of quality and efficiency and of maintaining a harmony of purpose and effort with the Board of Trustees and with the community.

## 10.2 METHODOLOGY

Medical Staff Bylaws may be adopted, amended, or repealed by the following combined action:

- a. The affirmative vote of two-thirds of the Active Medical Staff present and voting at any regular or special meeting at which a quorum was declared to be present, provided the proposed amendments or summaries have been distributed to the membership twenty-one (21) days in advance of the meeting. If summaries are distributed, the actual texts of the proposed amendments shall be made available. Active Medical Staff members who are unable to attend a meeting where a vote to amend these Bylaws is scheduled, may designate, in writing, another Active Medical Staff member to cast their proxy vote.
- b. In its discretion, the Medical Board may direct that vote on proposed amendments be taken by mail, providing that voting members of the Medical Staff are given at least twenty-one (21) days to return ballots. To be adopted by mail vote, a minimum of twenty percent (20%) of ballots sent out must be returned, and the amendment must receive 2/3 majority vote of the voting Medical Staff. Amendments adopted by either voting method shall be effective when approved by the Board of Trustees.
- c. The Medical Board shall have the power to adopt such amendments to the bylaws as are, in the committee's judgment, technical or legal modifications or clarifications, reorganization or renumbering, or amendments made necessary because of punctuation, spelling or other errors of grammar or expression. Such amendments shall be effective immediately and shall be permanent if not disapproved by the Medical Staff or the Board of Trustees within sixty (60) days of adoption by the Medical Board. The action to amend may be taken by a motion acted upon in the same manner as any other motion before the Medical Board. Immediately upon adoption, such amendments shall be sent to the President of the Hospital and posted on the Medical Staff bulletin board for fourteen (14) days.
- d. The affirmative vote of a majority of the Trustees. Provided, however, that in the event that the Medical Staff shall fail to exercise its responsibility and authority as required by Section 10.1, and after notice from the Trustees to such effect including a reasonable period of time for response, the Trustees may resort to its own initiative in formulating or amending Medical Staff Bylaws. In such event, Medical Staff recommendations and views shall be taken into account by the Trustees during its deliberations and its actions pursuant to this Section 10.2.

## DEFINITIONS

1. PRESBYTERIAN HEALTHCARE, PRESBYTERIAN HOSPITALS or HOSPITAL means, collectively, The Presbyterian Hospital (Charlotte, North Carolina), Presbyterian Orthopedic Hospital (Charlotte, North Carolina), Presbyterian Hospital Matthews (Matthews, North Carolina), Presbyterian Hospital Huntersville (Huntersville, North Carolina) and any other hospitals owned or controlled by the foregoing hospitals or by Novant Health Southern Piedmont Region, LLC, unless otherwise indicated.
2. BOARD OF TRUSTEES or TRUSTEES means The Hospital Board of Trustees who have the overall responsibility for the conduct of the Presbyterian Hospitals, unless otherwise indicated.
3. The PRESIDENT means the individual appointed by the Trustees to act on its behalf in the overall administrative management of the Hospital, and as used herein, the term "President" may also include the President's designated representative.
4. MEDICAL STAFF OR STAFF means the formal organization of physicians and oral surgeons who are privileged to attend patients in the Hospital(s).
5. MEDICAL BOARD means the executive committee of the Medical Staff as defined in Section 12.2.
6. PHYSICIAN means an individual with an M.D. or D.O. degree who is fully licensed to practice medicine in North Carolina.
7. ORAL SURGEON means those privileged to practice oral surgery in the Hospital(s) as a result of approved specialized training in oral surgery.
8. ALLIED HEALTH PROFESSIONAL (AHP) means, those dentists, psychologists, or other licensed non-physicians who are approved to provide patient care service in the Hospital.
9. MEDICO-ADMINISTRATIVE/MEDICAL DIRECTOR means a physician, employed by or otherwise serving the Hospital on a full- or part-time basis, whose duties include certain responsibilities which are both administrative and clinical in nature. Clinical responsibilities are defined as those involving professional capability as a physician, such as to require the exercise of clinical judgment with respect to patient care and include the supervision of professional activities of physicians, or AHPs, under his/her direction.
10. HEALTH PRACTITIONERS (HP) combines categories 6 – 9.

11. CLINICAL PRIVILEGES OR PRIVILEGES means the permission granted to a health professional to render specific diagnostic, therapeutic, medical, dental or surgical services.
12. PREROGATIVE means a participatory privilege granted, by virtue of Medical Staff category or otherwise, to a health professional and exercisable subject to the conditions imposed by these Bylaws and other Hospital and Medical Staff policies.
13. MEDICAL STAFF YEAR means the 12-month period from January 1 to December 31.
14. EX OFFICIO means service as a member of a body by virtue of an office or position held and, unless otherwise expressly provided, means without voting privileges.
15. SPECIAL NOTICE means written notification sent by certified or registered mail, return receipt requested.
16. CORPORATION means Novant Health Southern Piedmont Region, L.L.C., and any of its subsidiary/affiliated hospitals or services.
17. MEDICAL REVIEW COMMITTEES means the Medical Board, the Hearing Committee, the Credentials Committee, Peer Review Committees, and/or any other committee formed for the purpose of evaluating the quality, cost of, or necessity for hospitalization or health care, including Medical Staff credentialing, are medical review committees as defined by N.C.G.S. Section 131E-76.
18. HE, HIS or HIM means all individuals whether they are male or female.
19. RULES or RULES and REGULATIONS means those Rules and Regulations of the Medical Staff of The Presbyterian Hospital, Presbyterian Hospital Matthews and/or such other Campus Hospitals as are approved in accordance with these Bylaws, unless otherwise indicated.
20. CAMPUS means and refers to any Hospital within Presbyterian Healthcare, other than The Presbyterian Hospital, which maintains an emergency department, has established campus departments/divisions and a Campus Medical Board, and which has been approved as a Campus Hospital by the Hospital Medical Board and the Trustees in accordance with these Bylaws.
21. ADMINISTRATOR means the senior administrative officer at a Hospital or his designee, other than the President.
22. EXECUTIVE VICE PRESIDENT OF MEDICAL AFFAIRS means the Executive Vice President of Medical Affairs employed by Novant Health, Inc. or one of its subsidiaries or affiliates.