

Medical Staff Bylaws

TRIHEALTH SURGERY CENTER ANDERSON

A Medical Staff Document

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PREAMBLE

The Center is an outpatient/ambulatory surgery center affiliated with TriHealth Hospital and the TriHealth System.

Subject to the ultimate authority of the Governing Body, the Medical Staff of the Center is accountable for the oversight and uniform quality of the patient care, treatment, and services provided by Practitioners and APPs with Privileges at the Center.

The cooperative efforts of the Medical Staff, the Manager, and the Governing Body are necessary to fulfill the Center's obligation to its patients.

The Practitioners granted Medical Staff appointment and Privileges at the Center hereby organize themselves into the Center Medical Staff in conformity with these Bylaws.

DEFINITIONS

“Advanced Practice Provider” or “APP” means those physician assistants, advanced practice registered nurses, and other eligible allied health professionals, as designated in the APP Policy, who have applied for and/or been granted Privileges to practice at the Center in collaboration with, or under the supervision of, a Physician with Medical Staff appointment and Privileges at the Center.

"Adverse" means a recommendation or action of the Medical Executive Committee or Governing Body that denies, limits, or otherwise restricts a Practitioner's Medical Staff appointment and/or Privileges at the Center on the basis of professional conduct or clinical competence or as otherwise defined in the Medical Staff Bylaws.

“Affiliate Hospital” means TriHealth Hospital, Inc. which operates TriHealth Evendale Hospital.

“Applicant” means a Practitioner who seeks Medical Staff appointment and/or Privileges at the Center.

“Appointee” means a Practitioner who has been appointed to the Medical Staff. An Appointee must also have applied for and been granted Privileges unless the appointment is to a Medical Staff category without Privileges or unless otherwise provided in these Bylaws.

“Bylaws” means the bylaws of the Medical Staff of the Center, including the attachments and amendments thereto, that constitute the basic ruling documents of the Center's Medical Staff.

“Center” means the TriHealth Surgery Center Anderson located in Cincinnati, Ohio.

“Federal Healthcare Program” means Medicare, Medicaid, TriCare, or any other federal or state program providing healthcare benefits that is funded directly or indirectly by the United States government.

“Good Standing” means that an Appointee has not received a suspension or restriction of his/her Medical Staff appointment and/or Privileges in the previous twelve (12) months and is not in arrears in dues payments.

“Governing Body” means the Board of Directors of TriHealth Hospital, Inc.

“Manager” means the individual responsible for overall management of the Center.

“Medical Executive Committee” or “MEC” means the executive committee of the Center's Medical Staff.

“Medical Director(s)” means the Practitioner(s) designated by the Center to provide oversight and direction of the medical care, treatment, and services provided at the Center. The Medical Director(s) shall report to the applicable TriHealth System Clinical Chief.

“Medical Staff” means those Practitioners who are granted Medical Staff appointment at the Center.

“Medical Staff Policies” means those additional Medical Staff governing documents approved by the Medical Executive Committee and Governing Body including, but not limited to, the Advanced Practice Provider Policy.

“Patient Encounter” means a procedure performed at the Center.

“Physician” means an individual with a doctor of allopathic or doctor of osteopathic medicine or surgery degree who holds a current, valid license to practice medicine/surgery in Ohio.

“Podiatrist” means an individual with a doctor of podiatric medicine degree who holds a current, valid license to practice podiatric medicine/surgery in Ohio.

“Practitioner” means a Physician or Podiatrist who has applied for and/or been granted an appointment and/or Privileges at the Center.

“Privileges” or “Clinical Privileges” means the permission granted to a Practitioner (pursuant to these Bylaws) or APP (pursuant to the APP Policy) to provide specific patient care, treatment, and/or clinical services for the Center based upon the individual's professional license, education, training, experience, clinical competence, ability, and judgment.

“Professional Liability Insurance” means professional liability insurance coverage of such kind, in such amount, and underwritten by such insurers as required and approved by the Governing Body.

“Special Notice” means written notice sent by (a) certified mail, return receipt requested; or (b) personal delivery service with signed acknowledgement of receipt.

OTHER

Designee. Whenever an individual is authorized to perform a duty by virtue of his/her position (*e.g.*, the Medical Director, *etc.*), then reference to the individual shall also include the individual's designee.

Time Computation. Unless otherwise provided, in computing any period of time set forth in the Medical Staff governing documents, the date of the act from which the designated period of time begins to run shall not be included. The last day of the period shall be included unless it is a Saturday, Sunday, or legal holiday in which event the period runs until the end of the next day which is not a Saturday, Sunday, or legal holiday. When the period of time is less than seven (7) days, intermediate Saturdays, Sundays, and legal holidays shall be excluded.

Not a Contract. These Bylaws are not intended to and shall not create any contractual rights between the Center and a Practitioner. Any and all contracts of association or employment shall control contractual and financial relationships between the Center and a Practitioner.

ARTICLE I NAME AND PURPOSES

1.1 NAME

1.1-1 The name of this organization shall be the Medical Staff of the TriHealth Surgery Center Anderson.

1.2 PURPOSES

1.2-1 To establish accountability of the Medical Staff to the Governing Body for the professional conduct and competence of those Practitioners and APPs granted Privileges to practice at the Center.

1.2-2 To monitor the quality of health care services provided by Practitioners and APPs who practice at the Center through the appropriate delineation of Privileges and professional practice evaluation of each Practitioner's/APP's performance at the Center.

ARTICLE II

MEDICAL STAFF CATEGORIES

2.1 MEDICAL STAFF CATEGORIES

The Medical Staff shall be divided into the following appointment categories: active with privileges and active without privileges. Only qualified Practitioners are eligible for appointment to the Center Medical Staff.

2.1-1 ACTIVE MEDICAL STAFF WITH PRIVILEGES

- (a) Qualifications. Active Appointees with Privileges shall:
 - (1) Meet the basic qualifications set forth in Section 3.6 for Medical Staff appointment and Privileges.
 - (2) Have Patient Encounters at the Center and participate in the transaction of Medical Staff affairs.
- (b) Prerogatives. Active Appointees with Privileges may:
 - (1) Exercise the Privileges granted.
 - (2) Attend meetings of the Medical Staff and vote on Medical Staff matters presented at such meetings.
 - (3) Serve as a member or chair of a Center Medical Staff committee with vote.
- (c) Obligations. Active Appointees with Privileges shall:
 - (1) Satisfy the responsibilities set forth in Section 3.7.
 - (2) Provide patient care, treatment, and services that meet(s) the quality and professional standards established by the Medical Staff and Governing Body.
 - (3) Timely pay Medical Staff dues, fees, and assessments.
 - (4) Satisfy such other obligations as the MEC may recommend and the Governing Body may approve from time to time.

2.1-2 ACTIVE MEDICAL STAFF WITHOUT PRIVILEGES

- (a) Qualifications. Active Appointees without Privileges shall:

- (1) Have an active appointment with Privileges at an Affiliate Hospital.
 - (2) Appointments to this category shall be automatic upon appointment to the active Medical Staff with Privileges at an Affiliate Hospital and shall be without Privileges at the Center (with the exception set forth in subsection (3) below). The primary purpose of this category is to provide for broad collaboration between the Center and Affiliate Hospital medical staffs to promote and further effective peer review and quality of care for patients.
 - (3) Practitioners automatically appointed to this category who wish to practice at the Center may, alternatively, apply for Medical Staff appointment with Privileges at the Center provided that they qualify and desire to do so.
- (b) Prerogatives. Active Appointees without Privileges may:
- (1) Not be granted Privileges at the Center.
 - (2) Not chair a Center Medical Staff committee.
 - (3) Not vote on Medical Staff matters with the exception that active Appointees without Privileges may serve on Center Medical Staff committees with vote.
- (c) Obligations. Active Appointees without Privileges shall:
- (1) Fulfill such obligations as recommended by the MEC and approved by the Governing Body.
 - (2) Not be assessed Medical Staff dues.

ARTICLE III MEDICAL STAFF APPOINTMENT, REAPPOINTMENT, AND PRIVILEGING

3.1 NATURE OF APPOINTMENT AND PRIVILEGES

Appointment to the Medical Staff and the granting of Privileges shall be extended, as applicable, only to professionally competent Practitioners who continually demonstrate that they meet the qualifications, standards, and requirements set forth in these Bylaws.

3.2 NON-DISCRIMINATION

No Practitioner shall be denied appointment and/or Privileges on the basis of: race; color; sex (including pregnancy); sexual orientation; gender identity; gender expression; transgender status; age (40 and older); religion; marital, familial, or health status; national origin; ancestry; disability; genetic information; veteran or military status; or any other characteristic(s) or class protected by applicable law.

3.3 NO ENTITLEMENT

No Practitioner shall be entitled to appointment to the Medical Staff or to the performance of particular Clinical Privileges at the Center merely by virtue of the fact that he or she holds a certain degree; is duly licensed to practice in this or any other State; is certified by any clinical board; is a member of any professional organization; had in the past, or presently has, an appointment and/or similar Privileges at another hospital or healthcare entity; or is employed by or contracts with the Center.

3.4 DURATION OF MEDICAL STAFF APPOINTMENT AND PRIVILEGES

Granting of appointment, reappointment, and Privileges/regrant of Privileges shall be for a period of not more than two (2) years. An appointment, reappointment, or grant/regrant of Privileges of less than two (2) years shall not be deemed Adverse for purposes of these Bylaws.

3.5 RESOURCES

Requests for Medical Staff appointment and/or Privileges must be compatible with the policies, plans and objectives formulated by the Governing Body concerning: the Center's patient care needs and the care, treatment, and/or services provided by the Center; the Center's ability to provide the facilities, equipment, personnel, and financial resources necessary if the application is approved; and the Center's decision to contract exclusively for the provision of certain medical/professional services with a Practitioner or group of Practitioners other than the Applicant. To the extent an Applicant believes he/she may require resources beyond those normally offered by the Center to Practitioners with, as applicable, similar appointment and/or Privileges, the Applicant is responsible for indicating such requests on his/her application.

3.6 QUALIFICATIONS

Unless otherwise provided in these Bylaws, only those Practitioners who meet the following requirements upon application, and continuously thereafter, shall be deemed to possess the basic qualifications for Medical Staff appointment and/or Privileges:

3.6-1 Baseline Qualifications

- (a) Provide documentation of having successfully completed the professional education and training required to obtain and maintain Ohio licensure to practice his/her profession.
- (b) Provide, if applicable, documentation of successful completion of an approved residency in the specialty or specialties in which the Applicant seeks Privileges. Applicants shall also provide documentation of successful completion of other training programs, internships, and/or fellowships, as applicable.
- (c) Have and maintain a current, valid Ohio license to practice his/her respective profession and meet the continuing education requirements to maintain such licensure as determined by the applicable State licensure board.
- (d) Have and maintain, if necessary for the Privileges requested, a current, valid Drug Enforcement Administration (“DEA”) and Ohio OARRS registration.
- (e) Have and maintain Professional Liability Insurance.
- (f) Be able to read and understand the English language, to communicate effectively and intelligibly in English (written and verbal), and be able to prepare medical record entries and other required documentation in a legible and professional manner.
- (g) Participate or be eligible to participate in Federal Healthcare Programs.
- (h) Provide, if necessary for the Privileges requested, documentation of board eligibility or certification and maintenance of certification in his/her area(s) of practice at the Center by the appropriate specialty/subspecialty board(s).

3.6-2 Additional Qualifications

- (a) Have and maintain a provider number for Medicare issued by the United States Department of Health and Human Services and a provider number for Medicaid issued by the Ohio Department of Medicaid.

- (b) Provide documentation evidencing and demonstrate a current ability to exercise the Privileges requested safely and competently with or without a reasonable accommodation.
- (c) Provide documentation evidencing and demonstrate an ability to work with others in a cooperative and professional manner.
- (d) Participate equitably in the discharge of Medical Staff obligations appropriate to the Practitioner's Medical Staff category and/or Privileges granted.
- (e) Comply with the Center's conflict of interest policy, if any, as applicable.
- (f) Comply with the Medical Staff requirements regarding criminal background checks.
- (g) Satisfy such other qualifications as are set forth in the applicable Medical Staff category, Delineation of Clinical Privileges, and/or as otherwise recommended by the MEC and approved by the Governing Body.

3.7 RESPONSIBILITIES OF PRACTITIONERS

3.7-1 Practitioners with Medical Staff appointment and/or Privileges shall as applicable to the Medical Staff appointment and/or Privileges granted to each such Practitioner:

- (a) Provide continuous care and supervision of his or her patients or make alternative Practitioner coverage arrangements.
- (b) Provide patients with care, treatment, and/or clinical services consistent with applicable professional standards of care.
- (c) Call for consultation and/or assistance, as needed, in the care of patients; and, provide consultation and assistance in his/her respective area of expertise and for which he/she has Clinical Privileges when requested.
- (d) Abide by the Medical Staff Bylaws, Policies, and Center policies and procedures (including, but not limited to, the Center's conflict of interest, corporate responsibility/compliance, and HIPAA related policies), the ethical principles of his or her profession, accreditation standards, and applicable laws, rules, and regulations.
- (e) Discharge such Medical Staff duties including, but not limited to, serving on Medical Staff committees, and Center functions for which he or she is responsible.

- (f) Work cooperatively with other Practitioners, APPs, and Center staff and not engage in disruptive behavior with respect to other Practitioners, APPs, Center staff, patients, and patients' families.
- (g) Timely complete his/her medical records in accordance with Center policy and procedures.
- (h) Comply with such notification requirements as set forth in the Medical Staff Bylaws and Policies.
- (i) Participate in/cooperate with peer review/professional practice evaluation, quality assurance, performance improvement, and utilization review activities at the Center as requested by the Medical Staff.
- (j) Fulfill such other responsibilities as may be recommended by the MEC and approved by the Governing Body from time to time.

3.7-2 Failure to satisfy any of the aforementioned responsibilities may be grounds for denial of Medical Staff reappointment and/or regrant of Privileges or corrective action pursuant to these Bylaws.

3.8 APPLICATION FOR MEDICAL STAFF APPOINTMENT AND/OR PRIVILEGES

3.8-1 Each Applicant will be apprised of the appointment/privileging process upon request for an application for Medical Staff appointment and/or Privileges. All applications for appointment to the Medical Staff and/or Clinical Privileges shall be in writing, signed by the Applicant, and submitted on a form prescribed by the Center.

3.8-2 Unless otherwise provided, the application shall request information regarding the following:

- (a) Information regarding undergraduate education, professional school(s), and postgraduate training (*e.g.*, internships, residencies, fellowships, *etc.*) including the name of each institution, degree(s) granted, program(s) completed, dates attended, and name(s) of Practitioners responsible for monitoring the Applicant's performance.
- (b) Evidence of a current, valid Ohio professional license to practice and of participation in continuing education activities at the level required by the Applicant's licensing board. The Center, in its discretion, has the right to audit and verify the Applicant's participation in any such continuing education activities at any time
- (c) If necessary for the Privileges requested, evidence of a current, valid Drug Enforcement Administration (DEA) registration and attestation regarding Ohio OARRS registration.

- (d) Documentation of satisfaction of board certification requirements, as applicable.
- (1) Unless otherwise provided herein, all Practitioners shall at the time of initial application for Medical Staff appointment and/or Privileges be board-eligible or board certified by the American Board of Medical Specialties or American Osteopathic Association board applicable to their specialty/sub-specialty.
 - (2) A Practitioner who is a qualified candidate for board certification at the time of initial application for Medical Staff appointment and/or Privileges shall have five (5) years (or such other time period as set by the applicable certifying board) from the date board eligibility was first attained to become board certified unless a waiver is otherwise granted.
 - (3) Practitioners for whom board certification is required shall continuously maintain board certification as specified by the applicable specialty/subspecialty board.
 - (4) A written request for a waiver may be submitted to the MEC for consideration. The Practitioner must supply all information as requested by the MEC. The MEC may, in its discretion, consider the specific qualifications of the Practitioner in question (*e.g.*, comparable competence, *etc.*), input from the Medical Director, the best interests of the Center and the patients served, the application form, and other information supplied by the Practitioner. The Practitioner's specialized expertise to meet a patient care need may also be considered.
 - (5) The MEC will make a recommendation to the Governing Body regarding whether to grant or deny the request for a waiver. Any recommendation to grant a waiver must include the basis and criteria relied upon for such recommendation. Upon receipt of the MEC's recommendation the Governing Body shall either grant or deny the waiver request.
 - (6) Once a waiver is granted, it shall remain in effect from the time it is granted for a period of time as recommended by the MEC and approved by the Governing Body.
 - (7) No Practitioner is entitled to a waiver. A determination by the Governing Body not to grant a Practitioner's request for a waiver; or, the Center's inability to process an application; or termination of a Practitioner's appointment and Privileges based upon failure to satisfy the board certification requirements does

not create any procedural rights nor does it create a reportable event for purposes of federal or state law.

- (8) Unless a waiver is requested and subsequently granted, a Practitioner's failure to:
 - (i) Satisfy the requirement of board certification (or board eligibility, as applicable) at the time of initial application shall result in the Center's inability to process the application as a result of the Practitioner's failure to meet baseline qualifications.
 - (ii) Continuously satisfy the requirement of board certification (or board eligibility, as applicable) following attainment of Medical Staff appointment and/or Privileges shall result in an automatic termination of Medical Staff appointment and Privileges for failure to meet baseline qualifications.
- (e) Request for the Medical Staff category and/or Clinical Privileges for which the Applicant wishes to be considered.
- (f) At least two (2) peer recommendations are obtained and evaluated for all new Applicants for Privileges.
 - (1) Peer recommendations are obtained from Practitioners in the same professional discipline (*e.g.*, M.D./D.O., D.P.M., *etc.*) as the Applicant with personal knowledge of the Applicant's ability to practice. Reasonable efforts will be made to obtain at least one (1) recommendation from a Practitioner in the same specialty as the Applicant.
 - (2) Peer recommendations should be provided by professionals who have worked with the Applicant within the past three (3) years; who have directly observed the Applicant's professional performance over a reasonable period of time; and, who can provide reliable information regarding the Applicant's current clinical competence, ethical character, and professional conduct. Peer recommendations may not be provided by the Applicant's relatives and only one (1) of the two (2) references may be a current partner or associate of the Applicant.
 - (3) One reference should be received from the director of the Practitioner's training program or a medical staff leader (*e.g.*, chief of staff/medical staff president, department chair, section chief, *etc.*) at a hospital at which the Applicant holds clinical privileges and address the Practitioner's ability to safely and

competently perform the Clinical Privileges requested at the Center, with or without a reasonable accommodation.

- (4) Peer recommendations include written information regarding the Applicant's current: medical/clinical knowledge; technical and clinical skills; clinical judgment; interpersonal skills; communication skills; and professionalism.
- (5) Peer recommendations may be in the form of written documentation reflecting informed opinions on each Applicant's scope and level of performance, or a written peer evaluation of Practitioner-specific data collected from various sources for the purpose of validating current competence.
- (6) Sources for peer recommendations may include the following:
 - (i) An organization performance improvement committee, the majority of whose members are the Applicant's peers.
 - (ii) A reference letter(s), written documentation, or documented telephone conversation(s) about the Applicant from peer(s) who is knowledgeable about the Applicant's professional performance and competence.
 - (iii) A department or major clinical service chair who is a peer.
 - (iv) A medical staff executive committee.
- (7) Upon regrant of Privileges, when insufficient Practitioner-specific data are available, the Medical Staff obtains and evaluates peer references.
- (g) The nature and specifics of any pending or completed action involving denial, revocation, termination, suspension, reduction, limitation, non-renewal, or voluntary (while under investigation or to avoid investigation for conduct or clinical competency concerns) or involuntary relinquishment of:
 - (1) License to practice any profession in any jurisdiction.
 - (2) DEA registration or other required credentials with respect to prescriptive authority.
 - (3) Membership or fellowship in local, state, or national professional organizations.
 - (4) Specialty or sub-specialty board certification or eligibility.

- (5) Faculty membership at any medical or other professional school.
- (6) Medical staff appointment or clinical privileges at any other hospital, clinic, or health care institution.
- (7) The Practitioner's provider status with a Federal Healthcare Program or any third party payer including insurance companies, HMOs, PPOs, MSOs, and PHOs.
- (h) Affirmation and demonstrated evidence that the Practitioner is able to safely and competently exercise the Privileges requested with or without a reasonable accommodation.
- (i) Except as otherwise provided in the Medical Staff Bylaws, all Practitioners who are granted Clinical Privileges must be able to provide continuous care to their patients, emergency care to their patients when needed, and arrange for back-up Practitioner coverage.
- (j) Evidence of adequate Professional Liability Insurance coverage, as required by the Governing Body, and information for the last five (5) years on professional liability claims history and experience (*e.g.*, suits filed, pending, and concluded; settlements made; *etc.*) including the names of present and past insurance carriers.
- (k) An explanation of any: lawsuits (in addition to the professional liability claims history provided pursuant to subsection (j) above) in which the Applicant is/has been a party including the status or resolution of each such lawsuit; criminal charges (other than routine traffic tickets) of which the Applicant was found guilty or to which the Applicant plead guilty or no contest; pending criminal investigations; and, past criminal convictions including settlements.
- (l) Information regarding the Applicant's previous affiliations and work history including: names and addresses of current and prior professional practices with which the Applicant is or was associated and inclusive dates of such associations; and, names and locations of all other hospitals, clinics, or health care institutions where the Applicant provides or provided clinical services with the inclusive dates of each affiliation, status held, and general scope of clinical privileges.
- (m) Information as to whether the Applicant is, or has been, the subject of investigation by a Federal Healthcare Program and, if so, the status/outcome of such investigation.
- (n) Such information, if any, as may be required by the Center's conflict of interest policy.

- (o) Current, valid government-issued photo identification to verify that the Applicant is, in fact, the individual requesting appointment and/or Privileges.
- (p) Information necessary to complete a criminal background check on the Applicant.
- (q) Such other information as the MEC may recommend and the Governing Body may require from time to time.

3.9 EFFECT OF APPLICATION

- 3.9-1 The Applicant will be given the opportunity to go through the qualifications and other requirements for appointment/Privileges with a Center representative either in person, by telephone, or in writing.
- 3.9-2 Upon receipt of the application and required application fee, a credentials file will be created and maintained by (or on behalf of) the Center.
- 3.9-3 By signing and submitting an application for Medical Staff appointment and/or Privileges, each Applicant:
 - (a) Acknowledges and attests that the application is correct and complete and that any material misstatement, misrepresentation, or omission is grounds for denial/termination of appointment and Privileges.
 - (b) Signifies his or her willingness to appear for interviews in regard to the application.
 - (c) Understands and agrees that if Medical Staff appointment and/or Privileges are denied based upon the Applicant's conduct or competence, the Applicant may be subject to reporting to the National Practitioner Data Bank and/or state authorities.
 - (d) Acknowledges and accepts the scope and extent of the provisions in Article IX that relate to authorization, as necessary, to obtain and release information, confidentiality of information, immunity for reviews and actions taken, and release of liability for obtaining and sharing information.
 - (e) Acknowledges and agrees that if/when an Adverse ruling is made with respect to his or her Medical Staff appointment and/or Clinical Privileges, the Applicant will exhaust the administrative remedies afforded by these Bylaws before resorting to formal legal action.
 - (f) Agrees to fulfill the obligations set forth in Section 3.7 and such other responsibilities as set forth in the applicable Medical Staff category and/or Privilege set.

- (g) Agrees to immediately notify the Center, during the application process and at all times while the Practitioner is an Appointee of the Medical Staff and/or has Privileges at the Center, of any changes with respect to the information regarding his/her application at the time such change(s) take(s) place. The foregoing obligation shall be a continuing obligation of the Applicant so long as he/she is a Medical Staff Appointee and/or has Privileges at the Center.
- (h) Acknowledges that he/she has received (or has access to) the Medical Staff Bylaws, Policies, and applicable Center policies and procedures, and agrees to be bound by the terms thereof.
- (i) Acknowledges that the Center and Affiliate Hospital are part of the TriHealth System and that information is shared within the System. As a condition of appointment and/or grant of Privileges, the Applicant recognizes and understands that any and all information relative to his/her appointment and/or exercise of Privileges may be shared between the Center and Affiliate Hospital including peer review that is maintained, received, and/or generated by either of them. The Applicant further understands that this information may be used as part of the Center's and/or Affiliate Hospital's quality assessment and improvement activities and can form the basis for corrective action.

3.10 APPOINTMENT AND PRIVILEGING PROCESS

The completed application shall be submitted to the Center's Credentialing Verification Organization (CVO) and processed in accordance with the procedure set forth below.

3.10-1 CREDENTIALING COLLECTION AND VERIFICATION

- (a) The CVO shall be responsible for collecting and verifying all qualification information received, and for promptly notifying the Applicant of any problems with obtaining required information. Upon notification of any problems or concerns, the Applicant must obtain and furnish the required information. If the Applicant fails to furnish the requested information within thirty (30) days of written request therefore, the application shall be deemed to have been voluntarily withdrawn without right to a hearing or appellate review and the Applicant shall be so informed.
- (b) The credentials of all Applicants shall be checked through the National Practitioner Data Bank prior to acting upon a request for appointment and/or Privileges. The CVO shall also check the OIG Cumulative Sanction report, the General Services Administration List of Parties Excluded from Federal Procurement and Non-Procurement Programs, and any other appropriate sources to determine whether the Applicant has been convicted of a health care related offense, or debarred,

excluded or otherwise made ineligible for participation in a Federal Healthcare Program.

- (c) The Applicant shall have the burden of producing adequate information and documentation for a proper evaluation of his or her qualifications for Medical Staff appointment and/or Privileges and for resolving any doubts about such qualifications or any other concerns which the Medical Staff or Center may have.

3.10-2 ACTION BY MEC

- (a) At such time as all requested information has been received and appropriately verified by the CVO, the application shall be deemed complete. The MEC shall thereafter review the application and accompanying materials and make a written recommendation to the Governing Body as to whether the Applicant meets the necessary qualifications for appointment to the Medical Staff and/or the Privileges requested.
- (b) The MEC's written report, which may be included in meeting minutes, shall include an assessment of whether the Applicant should be (1) appointed to the Medical Staff and/or granted Clinical Privileges, (2) denied appointment to the Medical Staff and/or Clinical Privileges, or (3) deferred for further consideration.
- (c) All recommendations to appoint must specify the Clinical Privileges to be granted, if any, which will include the focused professional practice evaluation conditions relating to such Clinical Privileges.

- (d) Favorable Recommendation by the MEC

When the recommendation of the MEC is favorable to the Applicant, the Medical Director shall promptly forward the recommendation and related documentation to the Governing Body.

- (e) Adverse Recommendation

- (1) When the recommendation of the MEC is Adverse to the Applicant, the Medical Director shall promptly notify the Applicant by Special Notice.
- (2) No such Adverse recommendation need be forwarded to the Governing Body until after the Applicant has exercised or has been deemed to have waived his or her right, if any, to the procedural due process set forth in these Bylaws.

- (f) Defer Recommendation

When the recommendation of the MEC is to defer the application for further consideration, that recommendation must be followed within thirty (30) days by a subsequent MEC recommendation.

3.10-3 GOVERNING BODY ACTION

(a) Favorable MEC Recommendation

- (1) At its next regular meeting after receipt of a favorable recommendation from the MEC, the Governing Body shall act on the matter. The Governing Body may adopt or reject any portion of the MEC's recommendation that was favorable to an Applicant or refer the recommendation back to the MEC for additional consideration. In such event, the Governing Body shall state the reason(s) for the requested reconsideration and set a time limit within which a subsequent recommendation by the MEC must be made.
- (2) If the Governing Body's decision is favorable, such action shall be effective as its final decision.
- (3) If the Governing Body's decision is Adverse to the Applicant, the Medical Director shall promptly notify the Applicant of such Adverse decision, by Special Notice, and such Adverse decision shall be held in abeyance until the Applicant has exercised or has been deemed to have waived his or her rights, if any, to the procedural due process set forth in these Bylaws. The fact that the Adverse decision is held in abeyance shall not be deemed to confer appointment and/or Privileges where none existed before.

(b) Adverse MEC Recommendation

At its next regular meeting after the Applicant's procedural rights, if any, have been exhausted or waived pursuant to these Bylaws, the Governing Body shall act in the matter. The Governing Body's decision shall be final.

(c) Without Benefit of MEC Recommendation

If the Governing Body does not receive a MEC recommendation within the time period specified, the Governing Body may, after notifying the MEC of the Governing Body's intent and allowing a reasonable period for response by the MEC, take action on the Governing Body's own initiative using the same type of criteria considered by the MEC. If such action is favorable, it shall become effective as the final decision of the Governing Body. If such action is Adverse, the Medical Director shall promptly notify the Applicant of such Adverse decision, by Special Notice, and such Adverse decision shall be held in abeyance until the

Applicant has exercised or has been deemed to have waived his or her procedural rights, if any, pursuant to these Bylaws. The fact that the Adverse decision is held in abeyance shall not be deemed to confer appointment and/or Privileges where none existed before.

3.10-4 FINAL DECISION

When the Governing Body's decision is final, it shall send notice of such decision, through the Medical Director, to the Applicant by Special Notice. Notice shall also be provided to the Center Manager and staff, as appropriate.

3.11 TIME PERIOD FOR PROCESSING

The following time periods are considered guidelines and do not create any rights for an Applicant to have his/her application processed within these precise periods; provided; however, that this provision shall not apply to the time periods contained in Article VII. When Article VII is activated by an Adverse recommendation or action as provided herein, the time requirements set forth therein shall govern the continued processing of the application.

<u>Individual/Group</u>	<u>Time</u>
Credentialing Process	60 days
MEC	Next regular meeting
Governing Body	Next regular meeting

3.12 PROCESS FOR REAPPOINTMENT/REGRANT OF PRIVILEGES

3.12-1 Prior to the expiration date of a Practitioner’s current Medical Staff appointment and/or Privilege period, a form prescribed by the Center for Medical Staff reappointment and/or regrant of Privileges shall be provided to the Practitioner.

3.12-2 Evidence of the following will be considered for each Practitioner requesting Medical Staff appointment and/or Privileges.

- (a) Continued satisfaction of the qualifications for Medical Staff appointment and/or Privileges as set forth in Section 3.6 and the applicable Medical Staff category and/or Privilege set.
- (b) The same information requested upon initial application as set forth in Section 3.8-2 and any updates and changes to such information as necessary to bring the Practitioner’s credentials file current.
- (c) Professional practice evaluation data.
- (d) Fulfillment of the responsibilities set forth in Section 3.7.

- (e) Request for any change in Medical Staff category or Privileges.
 - (f) Such other information as the MEC and Governing Body deems applicable.
- 3.12-3 The review and action of the CVO, the MEC and Governing Body for an application for reappointment/regrant of Privileges shall proceed in a similar fashion to the process in Section 3.10 as applicable. For purposes of reappointment/regrant of Privileges, the terms "Applicant" and "appointment/Privileges" as used in Section 3.10 shall be read, as "Practitioner" and "reappointment/regrant of Privileges," respectively.
- 3.12-4 If an application for reappointment/regrant of Privileges has not been fully processed by the expiration date of the Practitioner's current appointment and/or Privilege period, the Practitioner's appointment and Privileges, as applicable, shall terminate as of the last date of his/her current appointment/Privilege period. A Practitioner whose appointment/Privileges are so terminated shall not be entitled to the procedural rights provided in these Bylaws. If the Practitioner qualifies, he/she may be granted temporary Privileges to meet an important patient care need pursuant to Section 4.1.

3.13 MODIFICATION OF APPOINTMENT AND PRIVILEGES

- 3.13-1 The Practitioner may, either in connection with reappointment/regrant of Privileges or at any other time, request modification of his/her Medical Staff category or Privileges by submitting a written request to the MEC on the prescribed form.
- 3.13-2 A request for modification of Medical Staff category or Privileges is processed in the same manner as an application for reappointment/regrant of Privileges.
- 3.13-3 Requests for new Privileges during a current appointment/Privilege period requires evidence of appropriate education, training, and experience supportive of the request and will be subject to focused professional practice evaluation if granted.

3.14 RESIGNATIONS AND TERMINATIONS

- 3.14-1 Resignation of Medical Staff appointment and/or Privileges and the reason for such shall be submitted in writing to the MEC through the Medical Director who shall make copies available to the Governing Body. For information purposes, notice of the resignation shall also be provided to the Medical Staff and Center Manager and staff as appropriate.
- 3.14-2 In those cases when a Practitioner moves away from the area without submitting a forwarding address or the Practitioner's written intentions with regard to his or her Medical Staff appointment and/or Privileges, the Practitioner's Medical Staff

appointment/Privileges shall be terminated after approval by the MEC and the Governing Body.

- 3.14-3 In those cases where a Practitioner moves away from the area and a forwarding address is known, the Practitioner will be asked his or her intentions with regard to the Medical Staff appointment and/or Privileges. If the Practitioner does not respond within thirty (30) days, the Practitioner's name will be submitted to the MEC and the Governing Body for approval of termination of Medical Staff appointment/Privileges. The Medical Director will inform the Practitioner, by Special Notice, of the approved termination.
- 3.14-4 A Practitioner who resigns his/her Medical Staff appointment and/or Privileges is obligated to complete all medical records for which he/she is responsible prior to the effective date of the resignation. In the event a Practitioner fails to do so, consideration may be given by the Center to contacting the applicable State licensing board regarding the Practitioner's actions.
- 3.14-5 Provided a resignation or termination pursuant to this Section 3.14 is determined by the Governing Body to be voluntary, resignation or termination under this section does not give rise to any procedural rights pursuant to these Bylaws.

3.15 REAPPLICATION

- 3.15-1 A Practitioner who has received a final Adverse decision regarding appointment/reappointment and/or grant/regrant of Privileges shall not be eligible to reapply for Medical Staff appointment and/or Privileges for a period of at least one (1) year from the latter of the date of the notice of the final Adverse decision or final court decision.
- 3.15-2 A Practitioner whose Medical Staff appointment and Privileges are automatically terminated pursuant to Section 6.5-1 of these Bylaws shall not be eligible to reapply for Medical Staff appointment and/or Privileges for a period of at least one (1) year from the effective date of the automatic termination.
- 3.15-3 A Practitioner who has resigned his/her Medical Staff appointment and/or Privileges or withdrawn an application for appointment/reappointment and/or Privileges/regrant of Privileges while under investigation or to avoid an investigation for professional conduct or clinical competency concerns shall not be eligible to reapply for Medical Staff appointment and/or Privileges for a period of at least one (1) year from the effective date of the resignation or application withdrawal
- 3.15-4 An application submitted following the waiting period set forth in this Section 3.15 shall be processed as an initial application and the Applicant shall submit such additional information as the MEC and the Governing Body may require to demonstrate that the basis for the Adverse decision, automatic termination, or resignation/withdrawal has been resolved or no longer exists. If such

information is not provided, the reapplication will be considered incomplete and voluntarily withdrawn and will not be further processed.

3.16 PROFESSIONAL PRACTICE EVALUATION

- 3.16-1 The Center's focused professional practice evaluation (FPPE) process is set forth, in detail, in the Medical Staff Peer Review Policy and shall be implemented for all: (i) Practitioners requesting initial Privileges; (ii) existing Practitioners requesting new Privileges during the course of an appointment/Privilege period; and, (iii) in response to concerns regarding a Practitioner's ability to provide safe, high quality patient care. The FPPE period shall be used to determine the Practitioner's current clinical competence and ability to perform the requested Privileges.
- 3.16-2 Upon conclusion of the FPPE period, ongoing professional practice evaluation ("OPPE") shall be conducted on all Practitioners with Privileges. The Center's OPPE process is set forth, in detail, in the Medical Staff Peer Review Policy and requires the Center to gather, maintain, and review data on the performance of all Practitioners with Privileges on an ongoing basis.

3.17 LEAVE OF ABSENCE

3.17-1 REQUEST

- (a) At the discretion of the MEC and subject to the approval of the Governing Body, a Practitioner may, for good cause (which may include, but not be limited to, illness, injury, military duty, or educational sabbatical), obtain a voluntary leave of absence by giving written notice to the Medical Director stating the approximate period of time of the leave which may not exceed one (1) year or the ending date of the Practitioner's current appointment and/or Privilege period, whichever occurs first.
- (b) Prior to a leave of absence being granted, the Practitioner shall have made arrangements acceptable to the MEC and Governing Body for the care of his/her patients during the leave.
- (c) During the period of the leave, the Practitioner's Privileges, appointment Prerogatives, and Medical Staff responsibilities shall be inactive.
- (d) In order to qualify for reinstatement following a leave of absence, the Practitioner must maintain Professional Liability Insurance coverage during the leave or purchase tail coverage for all periods during which the Practitioner held Privileges at the Center. The Practitioner shall provide information to demonstrate satisfaction of continuing Professional Liability Insurance coverage or tail coverage as required by this provision upon request for reinstatement of Privileges.

3.17-2 TERMINATION OF LEAVE OF ABSENCE STATUS

- (a) At least thirty (30) days prior to the termination of the leave of absence, the Practitioner must request reinstatement of his/her Medical Staff appointment and Privileges by sending a written notice to the Medical Director.
- (b) The Practitioner must submit a written summary of relevant activities during the leave. The Practitioner shall provide such additional information as requested by the MEC in order to determine whether the Practitioner is qualified for reinstatement of his/her Medical Staff appointment and/or Privileges.
- (c) Once the Practitioner's request for reinstatement is deemed complete, the procedures for regrant of Medical Staff appointment and Privileges set forth in Section 3.12 of this Policy shall, as applicable, be followed in evaluating and acting on the reinstatement request.

3.17-3 FAILURE TO REQUEST REINSTATEMENT

- (a) If a Practitioner fails to request reinstatement of Medical Staff appointment and Privileges upon the termination of a leave of absence, the MEC shall make a recommendation to the Governing Body as to how the failure to request reinstatement should be construed.
- (b) If such failure is determined to be a voluntary resignation, it shall not give rise to any procedural rights pursuant to Article VII of these Bylaws.

ARTICLE IV

TEMPORARY, EMERGENCY, AND DISASTER PRIVILEGES

4.1 TEMPORARY PRIVILEGES

4.1-1 CONDITIONS

Temporary Clinical Privileges may be granted only in the circumstances and under the conditions described in Section 4.1-2 below. Special requirements of consultation and reporting may be imposed by the Medical Director. Under all circumstances, the Practitioner requesting temporary Clinical Privileges must agree in writing to abide by the Medical Staff Bylaws and Policies and applicable Center policies and procedures in all matters relating to his or her activities at the Center.

4.1-2 CIRCUMSTANCES

- (a) Upon recommendation of the Medical Director, the Manager may grant temporary Clinical Privileges on a case-by-case basis to Practitioners:
 - (1) Requesting new Privileges at the Center; or,
 - (2) To meet important patient care needs.
- (b) Criteria for granting temporary Privileges:
 - (1) Receipt of a complete application that raises no concerns.
 - (2) Primary source verification of training, current licensure, and current competency.
 - (3) Evaluation of Practitioner specific information from an NPDB query.
 - (4) Confirmation that the Applicant has not been subject to the involuntary termination of his/her medical staff appointment at another organization.
 - (5) Confirmation that the Applicant has not been subject to the involuntary limitation, reduction, denial, or loss of his/her clinical privileges.
 - (6) Verification of DEA registration and attestation of Ohio OARSS registration, if applicable to the Privileges requested.
 - (7) Verification of Professional Liability Insurance.

- (8) Verification that Applicant is eligible to participate in Federal Healthcare Programs.
- (c) Temporary Privileges may be granted for a period of time not to exceed 120 days.

4.2 EMERGENCY PRIVILEGES

- 4.2-1 In the case of an emergency, any Medical Staff Appointee with Clinical Privileges is permitted to provide any type of patient care, treatment, and services necessary as a life-saving measure or to prevent serious harm – regardless of the Practitioner’s Medical Staff status or Clinical Privileges – provided that the care, treatment, and services provided are within the scope of the Practitioner’s license.
- 4.2-2 A Practitioner exercising emergency Privileges must obtain all consultative assistance deemed necessary and arrange for appropriate post-emergency care. When the emergency necessitating this action is no longer present, the Practitioner acting pursuant to this section must relinquish care of the patient to the Practitioner of record or other designated Practitioner with Medical Staff appointment and appropriate Privileges at the Center.
- 4.2-3 For purposes of this section, an "emergency" is defined as a situation where serious permanent harm to a patient is imminent or in which the life of a patient is in immediate danger and delay in administering treatment could increase the danger to the patient.

4.3 DISASTER PRIVILEGES

- 4.3-1 Disaster Privileges may be granted by the Manager, the Medical Director, or a member of the MEC. Disaster Privileges may be granted to licensed, volunteer Practitioners during a disaster when the Center activates its emergency management plan and cannot handle immediate patient needs. The responsible Center representative is not required to grant disaster Privileges to any Practitioner and is expected to make such decisions on a case-by-case basis at his or her discretion.
- 4.3-2 The Manager, Medical Director, or member of the MEC, as applicable, may grant disaster Privileges upon receipt of a current/valid, government issued photo identification (*e.g.* driver's license or passport) in addition to at least one (1) of the following:
 - (a) A current photo identification (ID) card from a health care organization that clearly identifies the Practitioner’s professional designation.
 - (b) A current license to practice.
 - (c) Primary source verification of licensure.

- (d) Identification indicating that the Practitioner is a member of a state or federal Disaster Medical Assistance Team ("DMAT"), the Medical Reserve Corps ("MRC"), the Emergency System for Advance Registration of Volunteer Health Professionals ("ESAR-VHP"), or other recognized state or federal response organization or group.
 - (e) Identification indicating that a government entity has granted the Practitioner the authority to provide patient care, treatment, or services in disaster circumstances.
 - (f) Presentation by a current Center staff member or Medical Staff Appointee or APP with personal knowledge of the volunteer Practitioner's identity and clinical ability.
- 4.3-3 Primary source verification of licensure shall occur as soon as the disaster is under control or within seventy-two (72) hours from the time the volunteer Practitioner presents to the Center, whichever comes first. If primary source verification of licensure cannot be completed within seventy-two (72) hours due to extraordinary circumstances (for example, no means of communication or lack of resources), the Center shall document all of the following: reason(s) primary source verification could not be performed within seventy-two (72) hours of the Practitioner's arrival; evidence of the Practitioner's demonstrated ability to continue to provide adequate care, treatment and services; and, evidence of the Center's attempt to perform primary source verification as soon as possible.
- 4.3-4 Based upon its oversight of each volunteer Practitioner, the Center shall determine within seventy-two (72) hours of the Practitioner's arrival if granted disaster Privileges should be continued.
- 4.3-5 The Manager or Medical Director shall be informed of any problems or concerns regarding a volunteer Practitioner.
- 4.3-6 Disaster Privileges may be granted for a period of up to thirty (30) days.
- 4.3-7 It is anticipated that disaster Privileges may be granted to state-wide and out-of-state Practitioners as necessary.
- 4.3-8 All Practitioners who receive disaster Privileges must, at all time while at the Center, wear a photo identification badge from the facility at which they otherwise hold Privileges. If the Practitioner does not have such identification, he or she will be issued a badge identifying him or her and designating the Practitioner as a volunteer Practitioner disaster care provider.
- 4.3-9 The professional performance of Practitioners who receive disaster Privileges shall be managed by and under the direct observation of a Practitioner (designated by the Center Medical Director) with Medical Staff appointment and Privileges at the Center.

- 4.3-10 Disaster Privileges shall cease upon alleviation of the circumstances of disaster as determined by the Center Manager.

4.4 TERMINATION OF TEMPORARY OR DISASTER PRIVILEGES

- 4.4-1 The Medical Director may at any time revoke all, or any portion, of a Practitioner's temporary or disaster Privileges.
- 4.4-2 Where the life or well-being of a patient is determined to be endangered, a Practitioner's temporary or disaster Privileges may be terminated by any person entitled to impose a summary suspension pursuant to the Medical Staff Bylaws.
- 4.4-3 In the event a Practitioner's temporary or disaster Privileges are revoked, the Practitioner's patients shall be assigned to another Practitioner by the Medical Director. The wishes of the patient will be considered, where feasible, in choosing a substitute Practitioner.

4.5 EFFECT OF TERMINATION

- 4.5-1 A Practitioner who has been granted temporary or disaster Privileges is not, by virtue of such Privileges, an Appointee of the Medical Staff and is not entitled to any of the procedural rights for Medical Staff Appointees.
- 4.5-2 A Practitioner shall not be entitled to the procedural rights afforded by these Bylaws because the Practitioner's request for temporary or disaster Privileges is refused, in whole or in part; or, because all or any portion of the Practitioner's temporary or disaster Privileges are terminated, not renewed, restricted, suspended, or limited in any way.

4.6 RECOGNITION OF NEW SERVICE OR PROCEDURE; AMENDMENT OF EXISTING PRIVILEGE SET

- 4.6-1 Requests for Privileges for a service or procedure that has not yet been recognized at the Center by the Governing Body shall be processed as follows:
- (a) The Practitioner must submit a written request for Privileges for a new service or procedure to the Medical Director who shall notify the MEC. The request should include a description of the Privileges being requested, the reason why the Practitioner believes the Center should recognize such Privileges, and any additional information that the Practitioner believes may be of assistance to the Medical Staff and Governing Body in evaluating the request.
 - (b) If the MEC recommends that the new service or procedure be recognized at the Center and determines that the new service or procedure can or should be included in an existing Privilege set, the MEC will provide the basis for its determination.

- (c) If the MEC recommends that the new service or procedure be recognized at the Center and determines that a new Privilege set is required, the MEC shall develop privileging criteria based upon: a determination as to what specialties are likely to request the Privileges; the positions of specialty societies, certifying boards, *etc.*; the available training programs; and criteria required by other hospitals/healthcare facilities with similar resources and staffing. The MEC must provide in its report the recommended standards to be met with respect to the following: education; training; fellowship/board status; experience; whether proctoring/monitoring should be required; and, if so, the number of cases/procedures that should be performed during an appointment/Privilege period to establish current competency.
- (d) The MEC shall forward its recommendation regarding the new service or procedure, whether favorable or not favorable, to the Governing Body for approval.
 - (1) If the Governing Body approves the new service or procedure, requests for Privileges for such service/procedure may be acted upon consistent with the these Bylaws.
 - (2) If the Governing Body does not approve the new service or procedure, the requesting Practitioner(s) will be so notified. A decision by the Governing Body not to recognize a new service or procedure does not constitute an appealable event for purposes of Article VII.

4.6-2 Delineation of Privileges (*i.e.*, Privilege sets) for care, treatment, and/or services provided at the Center may be adopted and amended following recommendation of the MEC and approval of the Governing Body.

ARTICLE V MEDICAL STAFF COMMITTEES

5.1 DESIGNATION

The MEC shall be the Center's sole standing Medical Staff committee unless otherwise specified. Special or *ad hoc* committees may be created by the MEC (or the MEC's designee) to perform specified tasks.

Center and Affiliate Hospital Medical Staff committees may meet separately or together as deemed necessary and appropriate by the Center and Affiliate Hospitals based upon specific needs and circumstances.

In addition, the Medical Director (or a Medical Staff representative of the Center) may serve on Affiliate Hospital joint committees as needed.

5.2 GENERAL PROVISIONS

5.2-1 SELECTION OF COMMITTEE MEMBERS/CHAIRS

- (a) The composition of the MEC shall be as set forth in these Bylaws.
- (b) Unless otherwise specified, the chair and Practitioner members of all Medical Staff committees shall be appointed by the Medical Director in consultation with the MEC.
- (c) The Center Manager shall be an *Ex Officio* member of all Medical Staff committees and shall be notified of all Medical Staff and Medical Staff committee meetings.

5.2-2 TERM OF COMMITTEE MEMBERS/CHAIRS

Unless otherwise specified, Practitioner committee members and chairs shall be appointed for a term of two (2) years and shall serve until the end of this period or until the member's/chair's successor is appointed, unless the member/chair sooner resigns or is removed from the committee.

5.2-3 RESIGNATION

A Practitioner member or chair of a Medical Staff committee may resign at any time by giving written notice to the Medical Director. Such resignation shall take effect on the date of receipt or at any later time specified in the notice.

5.2-4 REMOVAL OF COMMITTEE MEMBERS/CHAIRS

Unless otherwise provided, a Practitioner member/chair of a Medical Staff committee may be removed by the Medical Director in consultation with the MEC.

5.2-5 VACANCIES

Unless otherwise specifically provided, vacancies on any committee shall be filled in the same manner in which an original selection was made.

5.3 MEDICAL EXECUTIVE COMMITTEE

5.3-1 COMPOSITION

- (a) The MEC shall consist of the following persons: the Center Medical Director (with vote); the Center Manager (without vote) and three (3) MEC members-at-large.
- (b) The Center Medical Director shall serve as chair of the MEC.
- (c) MEC members-at-large:
 - (1) MEC members-at-large shall have and maintain an active appointment to the Center Medical Staff with Clinical Privileges.
 - (2) Qualified Practitioners interested in serving as an MEC member-at-large shall notify the Center Medical Director who shall work with the MEC to prepare a slate of eligible nominees.
 - (3) The MEC members-at-large shall be elected by a majority vote of the voting members of the Center Medical Staff from the slate of nominees.
 - (4) Each MEC member-at-large shall serve a two (2) year term unless he/she sooner resigns or is removed from the position; provided, however, that terms may be staggered, as needed, (*i.e.*, the initial term of the MEC members-at-large may be less than two (2) years) to facilitate continuity of leadership experience on the MEC.
 - (5) An MEC member-at-large may resign at any time by giving written notice to the MEC. Such resignation shall take effect on the date of receipt or at any later time specified in the written resignation notice.
 - (6) MEC members-at-large may be removed from their position by a majority vote of the voting members of the Center Medical Staff. The Practitioner subject to the removal action shall be given ten (10) days prior written notice of the Medical Staff meeting at which removal will be considered and shall be given an opportunity to speak on his/her own behalf at such meeting prior to a vote being taken. Grounds for removal include, without limitation:

- (i) Failure or inability to perform the duties of the position.
 - (ii) Conduct or statements damaging to the best interest of the Medical Staff or Center.
 - (iii) Imposition of an automatic suspension, summary suspension, or corrective action resulting in a final Adverse decision.
- (7) Failure to continuously satisfy the qualifications for the position or imposition of an automatic termination pursuant to Section 6.5-1 shall result in automatic removal of an MEC member-at-large from his/her position.

5.3-2 DUTIES

- (a) The duties of the MEC shall include, but not be limited to:
- (1) Representing and acting on behalf of the Medical Staff in the intervals between Medical Staff meetings, subject to such limitations as may be imposed by these Bylaws.
 - (2) Coordinating the activities of the Medical Staff.
 - (3) Receiving and acting upon reports and recommendations from other Medical Staff committees, if any, and assigned activity groups.
 - (4) Recommending action to the Governing Body on Medical Staff matters; including, but not limited to: (1) the Medical Staff's structure, (2) the process used to review credentials and delineate Privileges, (3) the delineation of Privileges for each Practitioner/APP privileged through the Medical Staff, (4) Medical Staff appointment, (5) Medical Staff committees, (6) Medical Staff peer review, quality assurance, and performance improvement activities, (7) the mechanism for termination of Medical Staff appointment/Privileges and (8) procedural rights.
 - (5) Participating in the development and implementation of Medical Staff and Center policies.
 - (6) Taking reasonable steps to promote professional conduct and competent clinical performance by Practitioners and APPs with Privileges at the Center including the initiation of corrective action when warranted.
 - (7) Overseeing development of continuing education activities and programs for the Medical Staff.

- (8) Reporting to the Medical Staff at each Medical Staff meeting.
- (9) Assisting in obtaining and maintaining Center accreditation.
- (10) Appointing such special or *ad hoc* committees as may seem necessary or appropriate to assist the MEC in carrying out its functions and those of the Medical Staff.
- (11) Performing the duties related to the Medical Staff governing documents set forth in Article XI.
- (12) Reviewing applications of Practitioners/APPs requesting Medical Staff appointment and Privileges at the Center and making recommendations to the Governing Body.
- (13) Performing the following quality related duties:
 - (i) Evaluating the medical/professional care, treatment, and/or services rendered to patients at the Center by Practitioners and APPs with Privileges at the Center.
 - (ii) Reviewing the quality and appropriateness of services provided by contract Practitioners (if any).
 - (iii) Approving plans for maintaining quality patient care, treatment, and services within the Center.
 - (iv) Coordinating peer review, performance improvement, and quality assurance activities applicable to Practitioners and APPs with Privileges at the Center.
 - (v) Providing education with respect to morbidity and mortality.
- (14) Requesting evaluation of Practitioners and APPs in instances where there is doubt about the Practitioner's or APP's ability to perform the Privileges requested.

5.3-3 MEETINGS

The MEC shall meet as often as necessary at the call of its chair and shall maintain a record of its proceedings and actions.

5.4 PEER REVIEW COMMITTEES

- 5.4-1 The Medical Staff as a whole and each committee provided for by these Bylaws is hereby designated as a peer review committee as that term is defined in Ohio Revised Code Section 2305.25 *et seq.* The Medical Staff, through its

committees, shall be responsible for evaluating, maintaining, and/or monitoring the quality and utilization of the Center's health care services.

- 5.4-2 In carrying out his/her duties under these Bylaws, whether as a committee member or chair, Medical Director, or otherwise, each Practitioner shall be acting in his/her capacity as a peer review committee member and designated agent of the Medical Staff/applicable peer review committee.
- 5.4-3 Such peer review committees and designated agents may, from time to time and/or as specifically provided herein, appoint Center administrative personnel as their agent in carrying out such peer review duties.

ARTICLE VI

COLLEGIAL INTERVENTION, INFORMAL REMEDIATION, CORRECTIVE ACTION, SUMMARY SUSPENSION, AUTOMATIC SUSPENSION AND TERMINATION

6.1 COLLEGIAL INTERVENTION & INFORMAL REMEDIATION

- 6.1-1 Prior to initiating corrective action against an Appointee for professional conduct or competency concerns, the Medical Director may elect, but is not obligated, to attempt to resolve the concern(s) informally. Any such informal/collegial attempts shall be documented and retained in the Appointee's quality file.
- 6.1-2 An appropriately designated Medical Staff committee may enter into a voluntary remedial agreement with an Appointee, consistent with the Medical Staff's Peer Review/Professional Practice Evaluation Policy, to resolve potential clinical competency or conduct issues. If the affected Appointee fails to abide by the terms of an agreed-to remedial agreement, the affected Appointee will be subject to the formal corrective action procedures set forth in Section 6.2.
- 6.1-3 Nothing in this Section shall be construed as obligating the Center or Medical Staff to engage in collegial intervention or informal remediation prior to implementing formal corrective action on the basis of a single incident.

6.2 CORRECTIVE ACTION

- 6.2-1 Any Practitioner may provide information through the designated Medical Staff/Center reporting mechanism(s) regarding the professional conduct or clinical competence of another Practitioner.
- 6.2-2 Corrective action against an Appointee may be initiated whenever the Appointee engages in or exhibits conduct, either within or outside the Center, that is, or is reasonably likely to be:
 - (a) Contrary to the Medical Staff Bylaws, Policies, or applicable Center policies and/or procedures.
 - (b) Detrimental to patient safety or to the quality or efficiency of patient care in the Center.
 - (c) Disruptive to Center operations.
 - (d) Damaging to the Medical Staff's or the Center's reputation.
 - (e) Below the applicable standard of care.

- 6.2-3 Any of the following may request that corrective action be initiated:
- (a) Medical Director
 - (b) MEC or the chair thereof
 - (c) Manager
 - (d) Governing Body or the chair thereof
- 6.2-4 All requests for corrective action shall be submitted to the MEC in writing, which writing may be reflected in minutes.
- (a) The request must include reference to the specific activities or conduct that constitute(s) the grounds for the request.
 - (b) In the event the request for corrective action is initiated by the MEC, it shall reflect the basis for its recommendation in its minutes.
 - (c) The Medical Director shall promptly notify the Manager in writing of all such requests.
- 6.2-5 Upon receipt of a request for corrective action, the MEC shall act on the request. The MEC may:
- (a) Determine that no corrective action is warranted and close the matter.
 - (b) Determine that no corrective action is warranted and remand the matter for collegial intervention or informal resolution consistent with the Medical Staff governing documents.
 - (c) Initiate a formal corrective action investigation in accordance with the requirements set forth in this section.
- 6.2-6 A matter shall be deemed to be under formal investigation upon the following event, whichever occurs first:
- (a) The Appointee is notified by an appropriate Center or MEC representative (either verbally or by Special Notice) that a request for corrective action has been submitted to the MEC.
 - (b) The start of the MEC meeting at which a request for corrective action is being presented.
- 6.2-7 For the sole purpose of determining whether there is a potential reportable event, the matter will be deemed to be under formal corrective action until the end of the MEC meeting at which the issue is presented; provided, however, that if the MEC determines to proceed with a formal corrective action investigation, the matter shall remain under formal corrective action

investigation until such time as the MEC rejects the request for corrective action, closes the investigation, or a final decision is rendered by the Governing Body.

- 6.2-8 The affected Practitioner shall be provided with written notice of a determination by the MEC to initiate a corrective action investigation.
- 6.2-9 The MEC may conduct such investigation itself; assign the task to the Medical Director, an *ad hoc* committee, or may refer the matter to the Governing Body for investigation and resolution.
- (a) This investigative process is not a "hearing" as that term is used in Article VII and shall not entitle the Appointee to the procedural rights provided in Article VII.
 - (b) The investigating individual/group will proceed with its investigation in a prompt manner. The investigative process may include, without limitation, a meeting with the Appointee involved who may be given an opportunity to provide information in a manner and upon such terms as the investigating individual/group deems appropriate; with the individual or group who made the request; and/or with other individuals who may have knowledge of or information relevant to the events involved.
 - (c) If the investigation is conducted by a group or individual other than the MEC or the Governing Body, that group or individual shall submit a written report of the investigation, which may be reflected by minutes, to the MEC as soon as is practical after its receipt of the assignment. The report should contain such detail as is necessary for the MEC to rely upon it including recommendations for appropriate corrective action or no action at all (and the basis for such recommendations).
 - (d) The MEC may at any time in its discretion and shall, at the request of the Governing Body, terminate the investigative process and proceed with action as provided below.
- 6.2-10 As soon as practical following completion of its report (which may be reflected by minutes), or receipt of a report from the investigating individual or group, the MEC shall act upon the request for corrective action. Its action may include, without limitation, the following:
- (a) A determination that no corrective action be taken.
 - (b) Issuance of a verbal warning or a letter of reprimand.
 - (c) Imposition of a focused professional practice evaluation period with retrospective review of cases but without a requirement for prior or concurrent consultation or direct supervision.

- (d) Recommendation of imposition of a focused professional practice evaluation period requiring prior or concurrent consultation, direct supervision, or other form of monitoring/evaluation that limits the Appointee's ability to continue to exercise previously exercised Privileges.
- (e) Recommendation of additional training or experience.
- (f) Recommendation of reduction, suspension, or revocation of all, or any part, of the Appointee's Privileges.
- (g) Recommendation of reduction of Medical Staff category or limitation of any Medical Staff Prerogatives directly related to the Appointee's delivery of patient care.
- (h) Such other recommendation or action as permitted and deemed appropriate under the circumstances.

6.2-11 If the recommendation of the MEC is Adverse to the Appointee, the Medical Director shall promptly notify the affected Appointee in writing, by Special Notice, and the Appointee shall be entitled, upon timely and proper request, to the procedural rights set forth in Article VII. The Medical Director shall then hold the Adverse recommendation until the Appointee has exercised or waived the right to a hearing and appeal after which the final MEC recommendation, together with all accompanying information, shall be forwarded to the Governing Body for action.

6.2-12 If the MEC (i) refers the matter to the Governing Body; or (ii) fails to act on a request for corrective action within an appropriate time as determined by the Governing Body, the Governing Body may proceed with its own investigation or determination, as applicable to the circumstances. In the case of (ii), the Governing Body shall make such determination after informing the MEC of the Governing Body's intent and allowing a reasonable period of time for response by the MEC.

- (a) If the Governing Body's decision is not Adverse to the Appointee, the action shall be effective as its final decision and the Medical Director shall inform the Appointee of the Governing Body's decision by Special Notice.
- (b) If the Governing Body's decision is Adverse to the Appointee, the Medical Director shall inform the Appointee, by Special Notice, and the Appointee shall be entitled, upon timely and proper request, to the procedural rights set forth in Article VII.

6.2-13 The commencement of corrective action procedures against an Appointee shall not preclude the summary suspension or automatic suspension or termination of the Medical Staff appointment and/or all, or any portion of, the Appointee's Privileges in accordance with the procedures set forth in Sections 6.3, 6.4, or 6.5 of this Article.

6.3 SUMMARY SUSPENSION

6.3-1 Whenever a Practitioner's conduct is of such a nature as to require immediate action to protect, or to reduce the substantial likelihood of injury or imminent danger to the life, health or safety of any individual at the Center (*e.g.*, patient, employee, visitor, *etc.*), any of the following have the authority to summarily suspend, as applicable, the Medical Staff appointment and/or all, or any portion, of the Privileges of such Practitioner:

- (a) Medical Director
- (b) MEC
- (c) Governing Body or chair thereof

6.3-2 A summary suspension is effective immediately. The person or group imposing the suspension shall immediately inform the Medical Director and Manager of the suspension, and the Medical Director shall promptly give Special Notice thereof to the Practitioner.

6.3-3 As soon as possible, but in no event later than five (5) days after a summary suspension is imposed, the MEC, if it did not impose the summary suspension, shall convene to review and consider the need, if any, for corrective action pursuant to Section 6.2. Such a meeting of the MEC shall not be considered a "hearing" as contemplated in Article VII, even if the Practitioner involved attends the meeting, and no procedural requirements shall apply. The MEC may modify, continue, or terminate a summary suspension provided that the summary suspension was not imposed by the Governing Body.

6.3-4 In the case of a summary suspension imposed by the Governing Body, the MEC shall give its recommendation to the Governing Body as to whether such summary suspension should be modified, continued, or terminated. The Governing Body may accept, modify, or reject the MEC's recommendation.

6.3-5 Not later than fourteen (14) days following the original imposition of the summary suspension, the Practitioner shall be advised, by Special Notice, of the MEC's determination; or, in the case of a summary suspension imposed by the Governing Body, of the MEC's recommendation as to whether such suspension should be terminated, modified, or sustained, and of the Practitioner's rights, if any, pursuant to Article VII.

- 6.3-6 A summary suspension that is lifted within fourteen (14) days of its original imposition on the grounds that such suspension was not required shall not be deemed an Adverse action for purposes of Article VII.

6.4 AUTOMATIC SUSPENSION

6.4-1 GROUNDS FOR AUTOMATIC SUSPENSION/LIMITATION

(a) License

(1) Restriction

Whenever a Practitioner's license is restricted by the applicable licensing authority, those Privileges that are within the scope of said restriction shall be immediately and automatically restricted consistent with such action.

(2) Suspension

Whenever a Practitioner's license is suspended by the applicable licensing authority, his or her Medical Staff appointment and Privileges shall be automatically suspended.

(3) Probation

Whenever a Practitioner is placed on probation by the applicable licensing authority, his/her Medical Staff appointment and Privileges shall automatically become subject to the same terms and conditions of the probation.

(b) Drug Enforcement Administration (“DEA”)

(1) Suspension

Whenever a Practitioner's DEA registration is suspended, his/her Medical Staff appointment and Privileges shall be automatically suspended.

(2) Probation

Whenever a Practitioner is placed on probation insofar as the use of his or her DEA registration is concerned, the Practitioner's Privileges regarding prescribing medications covered by the registration shall automatically become subject to the same terms and conditions of the probation.

(c) Professional Liability Insurance

A Practitioner's Medical Staff appointment and Privileges shall be automatically suspended for failure to maintain Professional Liability Insurance in accordance with the requirements set forth in these Bylaws.

(d) Suspension From Federal Healthcare Program

Whenever a Practitioner is suspended from participation in a Federal Healthcare Program, the Practitioner's Medical Staff appointment and Privileges shall be automatically suspended.

(e) Delinquent Medical Records

A Practitioner's Medical Staff appointment and Clinical Privileges shall be automatically suspended for failure to complete medical records as provided for in applicable Center policy.

6.4-2 EFFECT OF AUTOMATIC SUSPENSION/LIMITATION

- (a) An automatic suspension or action under Section 6.4.1 does not give rise to any procedural rights under these Bylaws.
- (b) As soon as practical after an automatic suspension occurs, the MEC shall convene to review and consider the facts under which such action was taken and to determine if corrective action is necessary pursuant to Section 6.2.
- (c) During such period of time when a Practitioner's appointment and/or Privileges are suspended or limited, he/she may not, as applicable, exercise appointment Prerogatives or Privileges at the Center.
- (d) The lifting of the action or inaction that gave rise to an automatic suspension or limitation of the Practitioner's appointment and/or Privileges shall result in the automatic reinstatement of such appointment and/or Privileges.
- (e) The Practitioner shall be obligated to provide such information as reasonably requested by the Center to assure that all information in the Practitioner's credentials file is current.

6.5 AUTOMATIC TERMINATION

6.5-1 GROUNDS FOR AUTOMATIC TERMINATION

(a) License Revocation or Expiration

Whenever a Practitioner's license is revoked or expires, the Practitioner's Medical Staff appointment and Privileges shall automatically terminate.

(b) Drug Enforcement Administration (“DEA”)

Whenever a Practitioner's DEA registration is revoked, the Practitioner's Medical Staff appointment and Privileges shall automatically terminate.

(c) Exclusion From Federal Healthcare Program

Upon exclusion, debarment, or other prohibition from participation in any Federal Healthcare Program, the Practitioner's Medical Staff appointment and Privileges shall automatically terminate.

(d) Professional Liability Insurance

In the event that written proof of Professional Liability Insurance coverage is not provided to the Center within thirty (30) days of a Practitioner's automatic suspension pursuant to Section 6.4-1(c), the Practitioner's Medical Staff appointment and Privileges shall automatically terminate as of the thirty-first (31st) day.

(e) Plea of Guilty to Certain Offenses

If a Practitioner pleads guilty or no contest to, or is found guilty of a felony or other serious offense that involves (a) violence or abuse upon a person, conversion, embezzlement, or misappropriation of property; (b) fraud, bribery, evidence tampering, or perjury; or (c) a drug offense, the Practitioner's Medical Staff appointment and Privileges shall automatically terminate.

6.5-2 EFFECT OF AUTOMATIC TERMINATION

An automatic termination under Section 6.5-1 shall not give rise to any procedural rights under these Bylaws.

6.6 CONTINUITY OF PATIENT CARE

In the event of a summary suspension, or an automatic suspension or automatic termination, the Practitioner's patients then at the Center shall be assigned to another Practitioner by the Medical Director. The wishes of the patient shall be considered, when feasible, in choosing a substitute Practitioner.

6.7 CONSISTENCY OF ACTIONS/JOINT MEETINGS

6.7-1 CONSISTENCY OF ACTIONS

- (a) So that there is consistency between the Center and Affiliate Hospital regarding corrective action and the status of medical staff appointment and privileges considering that the Center and the Affiliate Hospital are part of the same health system, and that the Center and the Affiliate

Hospital have agreed to share information regarding appointment and/or privileges, the following automatic actions shall occur:

- (1) If a Practitioner's appointment and/or privileges are automatically suspended or terminated, in whole or in part, at an Affiliate Hospital, the Practitioner's appointment and/or Privileges at this Center shall automatically and immediately become subject to the same action without recourse to the procedural due process provisions set forth in these Bylaws.
 - (2) If a Practitioner's appointment and/or privileges are summarily suspended or if the Practitioner voluntarily agrees not to exercise privileges while undergoing an investigation at an Affiliate Hospital, such suspension or voluntary agreement not to exercise shall automatically and equally apply to the Practitioner's appointment and/or Privileges at the Center and shall remain in effect until such time as the Affiliate Hospital renders a final decision or otherwise terminates the process.
 - (3) If a Practitioner's appointment and/or privileges restricted, suspended or terminated at an Affiliate Hospital, in whole or in part, based on conduct or competency concerns, the Practitioner's appointment and/or Privileges at the Center shall automatically and immediately become subject to the same decision without recourse to the procedural due process provisions set forth in these Bylaws, unless otherwise provided in the final decision at the Affiliate Hospital.
- (b) In the event that there is a potential for corrective action against a Practitioner with appointment and/or Privileges at the Center and/or Affiliate Hospital; or in the event that there is a potential for denial of a Practitioner's request for appointment and/or Privileges at the Center and/or Affiliate Hospital, the Center and Affiliate Hospital may, in their sole discretion, elect to convene a joint meeting of the respective MECs to discuss and address the issue prior to forwarding the MECs' recommendations to the Center and Affiliate Hospital boards for action. Such joint meetings shall be protected peer review committee meetings.

ARTICLE VII

HEARINGS AND APPELLATE REVIEW

7.1 APPLICABILITY

The purpose of this Article is to provide a mechanism for resolution of matters Adverse to Practitioners who have been granted or who have requested Medical Staff appointment and Privileges at the Center.

7.2 EFFECT OF ADVERSE RECOMMENDATION/ACTION

7.2-1 By the MEC. Unless otherwise provided in these Bylaws, when a Practitioner receives notice of an Adverse recommendation of the MEC, the Practitioner shall be entitled to a hearing and appellate review, if applicable, in accordance with the procedures set forth in this Article.

7.2-2 By the Governing Body. Unless otherwise provided in these Bylaws, when a Practitioner receives notice of an Adverse recommendation or action of the Governing Body and such decision is not based upon a prior Adverse recommendation of the MEC with respect to which the Practitioner was entitled to a hearing, the Practitioner shall be entitled to a hearing and appellate review, if applicable, in accordance with the procedures set forth in this Article.

7.3 RECOMMENDATION OR ACTION OF MEC OR GOVERNING BODY

7.3-1 Types of Recommendations or Actions. Unless otherwise provided in the Bylaws, the following recommendations or actions of the MEC or Governing Body shall, if deemed Adverse, entitle the Practitioner to a hearing:

- (a) Denial of initial grant or regrant of Privileges.
- (b) Restriction, suspension, or termination of Privileges in excess of fourteen (14) days as part of a formal corrective action process.
- (c) Imposition of a focused professional practice evaluation resulting in a limitation on previously exercised Privileges in excess of fourteen (14) days as part of a formal corrective action process.

7.3-2 When Deemed Adverse: A recommendation or action listed in Section 7.3-1 shall be deemed Adverse, as such term is defined in these Bylaws, only when it has been:

- (a) Recommended by the MEC.
- (b) Taken by the Governing Body under circumstances where no prior right to a hearing existed.

7.3-3 Actions Which Do Not Give Right to Hearing. The following actions are not deemed to be Adverse, and shall not constitute grounds for or entitle the Practitioner to request a hearing.

- (a) Any action recommended/taken by the MEC or the Governing Body against a Practitioner where the action was recommended/taken solely for administrative or technical failings of the Practitioner (*e.g.* failure of a Practitioner to satisfy the basic qualifications for Medical Staff appointment and/or Privileges, or to provide requested information, *etc.*)
- (b) The denial, restriction, suspension, or termination of temporary, emergency, or disaster Privileges.
- (c) Ineligibility for Medical Staff appointment, reappointment, or the Privileges requested, because the Center is presently a party to an exclusive contract for such services.
- (d) Ineligibility for Medical Staff appointment and/or requested Privileges because of the Center's lack of facilities, equipment, or support services; because the Center has elected not to perform or does not provide the service which the Practitioner intends to provide or the procedure for which Privileges are sought; or, inconsistency with the Center's strategic plan.
- (e) An automatic suspension or automatic termination of appointment and/or Privileges as defined in the Bylaws.
- (f) An oral or written reprimand or warning.
- (g) Imposition of focused or ongoing professional practice evaluation (FPPE/OPPE) as part of the routine peer review process; provided, however, that if a Practitioner resigns while under an FPPE for quality of care/clinical competency concerns, then the Practitioner will be subject to reporting to the National Practitioner Data Bank.
- (h) Termination of the Practitioner's employment or other contract for services unless the employment or services contract provides otherwise.
- (i) Voluntary resignation of Medical Staff appointment and/or Privileges when such voluntary resignation is not in return for the Medical Staff or Governing Body refraining from conducting an investigation based upon professional conduct or clinical competence.
- (j) Any other recommendation/action taken by the MEC or Governing Body which does not relate to the professional conduct or clinical competence of a Practitioner unless the Bylaws specifically state such action to be Adverse.

7.4 NATURE OF ADVERSE RECOMMENDATION OR ACTION; RIGHT TO REQUEST HEARING: WAIVER

7.4-1 Notice of Adverse Recommendation or Action. A Practitioner against whom an Adverse recommendation or action has been made/taken shall promptly be given Special Notice thereof by the Medical Director which shall include the following information:

- (a) Notice of the proposed Adverse recommendation or action and the nature of such recommendation or action.
- (b) The reasons for the proposed Adverse recommendation or action, including a concise statement of the Practitioner's alleged acts or omissions; a list of the specific or representative patient records in question, if applicable; and/or, any other information forming the basis for the Adverse recommendation or action which is the subject of the hearing.
- (c) The time frame and manner in which the Practitioner may submit a request for hearing on the proposed Adverse recommendation or action.
- (d) A summary of the Practitioner's hearing rights.
- (e) A statement that if the Practitioner fails to request a hearing, in the manner and within the time period prescribed, such failure shall constitute a waiver of his/her right to a hearing and to an appellate review on the issue that is the subject of the notice.

7.4-2 Request for Hearing. A Practitioner shall have thirty (30) days after his/her receipt of a notice pursuant to Section 7.4-1 to file a written request for a hearing. Such request shall be delivered to the Medical Director by Special Notice

7.4-3 Waiver by Failure to Request Hearing. A Practitioner who fails to request a hearing, within the time frame and in the manner specified, waives any right to such hearing and to any appellate review to which he/she might otherwise have been entitled. The Adverse recommendation and/or action shall thereafter be presented to the Governing Body for final decision. The Practitioner shall be informed of the Governing Body 's final decision by Special Notice.

7.5 RIGHT TO ONE HEARING AND APPELLATE REVIEW

Notwithstanding any other provision of this Article to the contrary, no Practitioner shall be entitled as a matter of right to more than one (1) hearing and one (1) appellate review on any matter for which there is a hearing right. Adverse recommendations or actions on more than one (1) matter may be consolidated and considered together or separately as the Governing Body shall designate in its sole discretion.

7.6 HEARING NOTICE AND PRE-HEARING REQUIREMENTS

- 7.6-1 Notice of Time and Place for Hearing: Upon receipt from a Practitioner of a timely and proper request for a hearing, the Medical Director shall deliver the request to the MEC if the request for hearing was prompted by an Adverse recommendation of the MEC, or to the chair of the Governing Body if the request for hearing was prompted by an Adverse recommendation or action of the Governing Body. The MEC or the chair of the Governing Body, as applicable, shall promptly schedule and arrange for a hearing. At least thirty (30) days prior to the hearing, the Medical Director shall send the Practitioner, by Special Notice, the date, time, and place of the hearing which date shall be not less than thirty (30) days after the date of the notice unless otherwise mutually agreed to by the parties. A hearing for a Practitioner who is under a summary suspension shall, at the request of the Practitioner, be held as soon as the arrangements may be reasonably made and provided that the Practitioner agrees to a waiver of the thirty (30) day advance notice requirement.
- 7.6-2 Witnesses and Documents. The hearing notice shall also include a list of witnesses, if any, expected to testify at the hearing in support of the proposed Adverse recommendation/action on behalf of the MEC or Governing Body as well as a time frame within which the Practitioner must provide the MEC or Governing Body, as applicable, his/her list of witnesses. The hearing notice shall also outline a schedule for exchange of documents upon which each party expects to rely at the hearing. Each party remains under a continuing obligation to provide to the other party any documents or witnesses identified after the initial exchange which the party intends to introduce at the hearing. The introduction of any documents not provided prior to the hearing, or the admissibility of testimony to be presented by a witness not so listed, shall be at the discretion of the presiding officer.
- 7.6-3 Center Employees. Neither the Practitioner, nor his/her attorney, or any other person on behalf of the Practitioner shall contact a Center employee while the employee is working at the Center. The Practitioner (or his/her attorney or other agent) may contact the Medical Director (or legal counsel to the MEC or Governing Body, as applicable, if representation has been obtained) to request assistance in talking with Center employees. Although Center employees will be encouraged to participate in the hearing process, all such participation shall be voluntary and the Center shall not have the authority to demand participation unless such participation is a part of the employee's job description. At his/her request, a Center employee may be accompanied by legal counsel (who may be the counsel who represents the MEC or Governing Body, as applicable) when meeting with the Practitioner or his/her attorney or other agent.

7.7 APPOINTMENT OF HEARING PANEL OR HEARING OFFICER

- 7.7-1 Determination. The hearing shall be conducted by either (i) a hearing officer, or (ii) a hearing panel, as determined by whichever body, the MEC or Governing

Body, made the Adverse recommendation or took the Adverse action that is the basis for the hearing.

- (a) Appointment of Hearing Officer. A hearing officer may be a Practitioner, an individual from outside the Center (such as an attorney), or other individual qualified to conduct the hearing. The hearing officer is not required to be a Medical Staff Appointee.
- (b) Appointment of Hearing Panel. A hearing panel shall consist of not less than three (3) individuals and shall be chosen by the MEC or the Governing Body, whichever body made the Adverse recommendation or took the Adverse action that is the basis for the hearing. The panel members may either be Practitioners or individuals from outside of the Center, or a combination thereof, as determined by the MEC or the Governing Body, as appropriate. The MEC or Governing Body, as appropriate, may appoint one (1) of the panel members as the chair of the panel. If the MEC or Governing Body, as appropriate, elects not to designate the panel's chair, one (1) of the panel members shall be appointed as chair pursuant to a majority vote of the panel members. The chair of the panel shall preside over the proceeding. In the alternative, the MEC or Governing Body, as appropriate, may appoint an active or retired attorney at law in addition to the hearing panel members to act as presiding officer; provided, however, that such individual shall not be entitled to vote on the hearing panel's recommendation.

7.7-2 Service as Hearing Officer or on Hearing Panel. Any person shall be disqualified from serving as a hearing officer, on a hearing panel, or as a presiding officer if the person directly participated in initiating the Adverse recommendation or action, or in investigating the underlying matter at issue; if the person has taken an active part in the matter contested; or, if the person is a direct economic competitor or otherwise has a conflict of interest with the Practitioner involved in the hearing. In the event that an attorney serves as the hearing officer, on the hearing panel, or as a presiding officer, he/she must not represent clients in direct economic competition with the individual who is the subject of the hearing.

7.8 HEARING PROCEDURE

7.8-1 Rights of the Parties. The parties shall have the following hearing rights:

- (a) To be represented by an attorney or other person of the party's choice.
- (b) To be provided with a list of witnesses and copies of documents which will be relied upon by the other side at the hearing.
- (c) To have a record made of the proceedings, copies of which may be obtained by the Practitioner upon payment of any reasonable charges associated with the preparation thereof.

- (d) To call, examine, and cross-examine witnesses.
- (e) To present and/or rebut evidence determined relevant by the hearing officer or hearing panel regardless of the admissibility of the evidence in a court of law.
- (f) To introduce exhibits
- (g) To impeach (challenge the credibility of) witnesses
- (h) To submit a written statement at the close of the hearing.
- (i) Upon completion of the hearing, to receive a copy of the written recommendation of the hearing officer or hearing panel (including a statement of the basis for the hearing officer's or hearing panel's recommendation(s)) and to receive a copy of the written decision of the Governing Body (including a statement of the basis for the Governing Body's decision.).

7.8-2 Personal Presence/Forfeiture of Hearing. The personal presence of the Practitioner who requested the hearing shall be required at the hearing. A Practitioner who fails, without good cause, to appear and proceed at such hearing shall be deemed to have waived his/her right to such hearing and to any appellate review to which he/she might otherwise have been entitled.

7.8-3 Presiding Officer. The hearing officer, the hearing panel chair, or other designated individual shall serve as the presiding officer and shall act to maintain decorum and to assure that all participants in the hearing process have a reasonable opportunity to present relevant oral and documentary evidence. The presiding officer shall make all rulings on procedure and the admissibility of evidence.

7.8-4 Representation. The Practitioner who requested the hearing shall be entitled to be accompanied by and represented at the hearing by an attorney or other person of the Practitioner's choice. The chair of the MEC or the chair of the Governing Body, depending upon whose Adverse recommendation or action prompted the hearing, may appoint an attorney or one of its members to represent it at the hearing, to present the facts in support of its Adverse recommendation or action, and to examine witnesses. If an attorney is chosen to represent the MEC or Governing Body, then either of those bodies, whichever the case may be, may still appoint one of its members to present the facts in support of its Adverse recommendation or action.

7.8-5 Practitioner Testimony. If the Practitioner who requested the hearing does not testify on his/her own behalf, he/she may be called and examined as if under cross examination.

- 7.8-6 Procedure and Evidence. At the hearing, the rules of law relating to examination of witnesses or presentation of evidence need not be strictly enforced, except that oral evidence shall be taken only on oath or affirmation administered by any person designated by the presiding officer and entitled to notarize documents in the State of Ohio. The hearing officer or hearing panel, as applicable, may consider any relevant matter upon which responsible persons customarily rely in the conduct of serious affairs regardless of whether such evidence would be admissible in a court of law.
- 7.8-7 Information Pertinent to Hearing. In reaching a decision, the hearing panel or hearing officer, as applicable, may take official note at any time for evidentiary purposes of any generally accepted technical or scientific principles relating to the matter at hand and of any facts that may be judicially noticed by Ohio courts. The parties to the hearing shall be informed of the principles or facts to be noticed and the same shall be noted in the hearing record. Any party shall be given the opportunity to request that a principle or fact be officially noticed or to refute any officially noticed principle or fact by evidence or by written or oral presentation of authority in such manner as determined by the hearing officer or panel.
- 7.8-8 Burden of Proof. At the hearing, the MEC or the Governing Body, as applicable, and the Practitioner may make opening statements. Following the opening statements, the body whose Adverse recommendation or action triggered the hearing shall present its evidence first, establishing the basis for its recommendation or action. The triggering body shall also have the right to present rebuttal witnesses following the presentation of the Practitioner's case. The Practitioner has the burden of proving, by clear and convincing evidence, that the Adverse recommendation or action lacks any substantial factual basis or that such basis, or the conclusions drawn therefrom, are arbitrary, capricious, or unreasonable. Each party shall, prior to or during the hearing, be entitled to submit memoranda concerning any issue of procedure or fact, and such memoranda shall become a part of the hearing record. The parties may make closing statements following the introduction of all of the evidence and submit a written statement at the close of the hearing.
- 7.8-9 Record of Hearing. A record of the hearing shall be kept of sufficient accuracy that an informed and valid judgment can be made by any group that may later be called upon to review the record and render a recommendation or decision in the matter. The hearing panel or hearing officer, as applicable, shall arrange for a court reporter to transcribe the hearing. Upon request, the Practitioner shall be entitled to obtain a copy of the record at his/her own expense.
- 7.8-10 Postponement. Prior to the beginning of the hearing, the Medical Director, in discussion with the hearing officer or hearing panel, shall determine whether requests for postponement of a hearing should be granted. The presumption shall be that the hearing will go forward on its scheduled date in the absence of a showing of good cause. Once the hearing has begun, the hearing officer or

hearing panel shall be responsible for determining whether any continuances should be granted based upon the same standard.

- 7.8-11 Recesses and Adjournment. The hearing panel or hearing officer, as applicable, may recess the hearing and reconvene it without additional notice for the convenience of the participants, to obtain new or additional evidence, or if consultation is required for resolution of the matter. When presentation of oral and written evidence is complete, the hearing shall be closed. The hearing shall be adjourned upon receipt of the transcript of the proceedings and any closing written statements, whichever occurs later. The hearing panel or officer shall deliberate outside the presence of the parties and at such time and in such location as is convenient.

7.9 REPORT OF THE HEARING PANEL OR HEARING OFFICER

- 7.9-1 Hearing Officer/Panel. Within thirty (30) days after adjournment of the hearing, the hearing officer or hearing panel shall report in writing its findings and recommendations (including a statement of the basis for such recommendation) with specific references to the hearing record and shall forward the report, along with the record and other documentation introduced at the hearing and considered by the hearing officer/panel, to the body whose Adverse recommendation or action occasioned the hearing. The hearing recommendation shall be based exclusively upon the written and oral evidence presented at the hearing and any memoranda submitted by the parties.

- 7.9-2 Final Recommendation/Action. No later than its next regular meeting after receipt of the report of the hearing panel or hearing officer, the triggering body shall consider the same and affirm, modify, or reverse its recommendation or action in the matter.

(a) Favorable Recommendation or Action

- (1) When the MEC's recommendation is favorable to the Practitioner, the Governing Body may adopt or reject any portion of the MEC's recommendation that was favorable to the Practitioner or refer the matter back to the MEC for additional consideration. Any such referral shall state the reason(s) for the requested reconsideration, set a time limit within which a subsequent recommendation must be made to the Governing Body, and may include a directive that an additional hearing be conducted to clarify issues that are in doubt. After receipt of such subsequent recommendation, and any new evidence in the matter, the Governing Body shall take action.
- (2) A favorable determination by the Governing Body (whether as the triggering body or in affirmance of a favorable recommendation by the MEC) shall be effective as the

Governing Body's final decision and the matter shall be considered closed.

- (b) Adverse Recommendation/Action. If the recommendation of the MEC or action of the Governing Body is Adverse to the affected Practitioner after exhaustion of his/her hearing rights, the Practitioner shall be entitled, upon timely and proper request, to an appellate review before a final decision is rendered on the matter by the Governing Body.

7.9-3 Notice of Result. Such recommendation or action of the MEC and/or Governing Body shall be transmitted, together with the hearing record, the report of the hearing panel or hearing officer, and all other documentation introduced at the hearing and considered by the hearing officer/panel, to the Medical Director. The Medical Director shall promptly send a copy of the hearing panel's or hearing officer's report, together with a copy of the decision of the body whose Adverse recommendation or action triggered the hearing, to the affected Practitioner by Special Notice. In the event of an Adverse result, the notice shall inform the Practitioner of his/her right to request an appellate review by the Governing Body before a final decision regarding the matter is rendered.

7.10 INITIATION AND PREREQUISITES OF APPELLATE REVIEW

- 7.10-1 Request for Appellate Review. A Practitioner shall have fifteen (15) days after receiving notice of his/her right to request an appellate review to submit a written request for such review. Such request shall be directed to the Governing Body in care of the Medical Director by Special Notice. If the Practitioner wishes an attorney to represent him/her at any appellate review appearance permitted, his/her request for appellate review shall so state. The request shall also state whether the Practitioner wishes to present oral arguments to the appellate review body.
- 7.10-2 Waiver by Failure to Request Appellate Review. A Practitioner who fails to request an appellate review in accordance with Section 7.10-1 waives any right to such review.
- 7.10-3 Notice of Time and Place for Appellate Review. Upon receipt of a timely request for appellate review, the Medical Director shall deliver such request to the Governing Body. As soon as practicable, the Governing Body shall schedule and arrange for the appellate review. At least ten (10) days prior to the date of the appellate review, the Medical Director shall advise the Practitioner, by Special Notice, of the date, time, and place of the review and whether oral arguments will be permitted. The appellate review body may extend the time for the appellate review for good cause if such request is made as soon as is reasonably practicable. The date of the appellate review shall not be less than ten (10) days, nor more than thirty (30) days, from the date of the notice of appellate review except that when the Practitioner requesting the review is

under a suspension which is then in effect such review shall be scheduled as soon as arrangements for it may reasonably be made provided that the Practitioner agrees to waive the time requirements set forth in this section.

- 7.10-4 Appellate Review Body. The Governing Body shall determine whether the appellate review shall be conducted by the Governing Body as a whole or by an *ad hoc* or standing Governing Body committee. If a Governing Body committee is selected, one (1) of its members shall be designated as chair by the Governing Body chair.

7.11 APPELLATE REVIEW PROCEDURE

- 7.11-1 Nature of Proceedings. The proceedings by the review body shall be in the nature of an appellate review based upon the record of the hearing before the hearing panel/officer, the hearing panel's/officer's report, and all subsequent results and actions thereon for the purpose of determining whether the Practitioner was denied a fair hearing and/or whether the Adverse recommendation or action against the affected Practitioner was justified, as supported by substantial, credible evidence presented at the hearing, and not arbitrary, capricious or unreasonable. The appellate review body shall also consider any written statements submitted pursuant to Section 7.11-2 of this Section. The affected Practitioner shall have access to the report and record of the hearing panel/officer and the MEC and/or the Governing Body, as applicable, and all other material, favorable or unfavorable, that was considered in making the Adverse recommendation or taking the Adverse action against the Practitioner.
- 7.11-2 Written Statements. The appellate review body shall set a date by which written statements must be submitted to it, through the Medical Director, and to the opposing party. The Practitioner's statement should describe the facts, conclusions, and procedural matters with which he/she disagrees and the reasons for such disagreement. The body whose Adverse recommendation/action occasioned the review should discuss the basis upon which it believes its Adverse recommendation/action should be upheld and may submit a written statement in support of its action.
- 7.11-3 Oral Arguments. The appellate review body may, at its discretion, allow the parties or their representatives to appear and make oral statements. The decision to permit oral arguments shall be in the sole discretion of the appellate review body. The body shall further decide what time limits, if any, should be placed upon the arguments and whether the arguments will be presented separately or with representatives of both parties in the room. Parties or their representatives appearing before the review body must answer questions posed to them by the review body.

- 7.11-4 Presiding Officer. The chair of the appellate review body shall preside over the appellate review including determining the order of procedure, making all required rulings, and maintaining decorum during all proceedings.
- 7.11-5 Consideration of New/Additional Evidence.
- (a) If a party wishes to introduce new/additional evidence not raised or presented during the original hearing and not otherwise reflected in the record, the party must make such request in writing at the time he/she submits a request for appellate review pursuant to Section 7.10-1.
 - (b) The party may introduce such evidence at the appellate review only if expressly permitted by the appellate review body, in its sole discretion, and only upon a clear showing by the party requesting consideration of the evidence that it is new, relevant evidence not previously available at the time of the hearing, or that a request to admit relevant evidence was previously erroneously denied.
 - (c) In the exceptional circumstance where the appellate review body determines to hear such evidence, the appellate review body shall further have the ability to recess appellate review and remand the matter back to the hearing officer/panel.
 - (d) In such event, the hearing shall be reopened as to this evidence only and the evidence shall be subject to submission and cross-examination and/or counter-evidence.
 - (e) The hearing officer/panel shall then prepare a supplemental report and submit it to the triggering body. The triggering body will then notify the appellate review body, in writing through the Medical Director, as to whether the triggering body will or will not be amending its Adverse recommendation or action; and, if so, the nature of the amendment or reason for non-amendment.
 - (f) The Medical Director shall then provide a copy of the hearing officer's/panel's supplemental report and the triggering body's recommendation/action to the Practitioner and the appellate review process shall recommence.
- 7.11-6 Recesses and Adjournments. The appellate review body may recess the review proceeding and reconvene the same without additional notice if it deems such recess necessary for the convenience of the participants, to obtain new or additional evidence, or if consultation is required for resolution of the matter. Upon conclusion of oral statements, if allowed, the appellate review shall be closed. The review body shall then deliberate outside the presence of the parties at such time and in such location as is convenient to the review body. The appellate review shall be adjourned at the conclusion of the review body's deliberations.

7.11-7 Action Following Conclusion of Appellate Review

- (a) If the appellate review is conducted by the Governing Body as a whole, it may affirm, modify or reverse its prior decision; accept or reject the recommendation of the MEC; or refer the matter back to the MEC for further review and recommendation. Such referral may include a request that the MEC arrange for a further hearing to resolve specified disputed issues and a specified time period in which to do so and report back to the Governing Body.
- (b) If the appellate review is conducted by a Governing Body committee, such committee shall, within fifteen (15) days after adjournment of the appellate review, issue a written report recommending that the Governing Body affirm, modify, or reverse its prior decision; accept or reject the recommendation of the MEC; or refer the matter back to the MEC for further review and recommendation. Such referral may include a request that the MEC arrange for a further hearing to resolve disputed issues and a specified time period in which to do so and report back to the Governing Body.

7.11-8 Final Decision of the Governing Body.

- (a) No later than thirty (30) days after adjournment of the appellate review, the Governing Body shall reach a final decision. The Governing Body's final decision shall be immediately effective and the matter shall not be subject to any further referral or review.
- (b) The Medical Director will promptly send a copy of the Governing Body's written decision, with a statement of the basis for the decision, to the affected Practitioner, by Special Notice, and to the MEC.

7.11-9 Reporting. The Medical Director shall report any final action taken by the Governing Body pursuant to these Bylaws to the appropriate authorities as required by law and in accordance with applicable Center procedures regarding the same.

7.12 GENERAL PROVISIONS

7.12-1 Waiver: If at any time after receipt of notice of an Adverse recommendation, action, or result, the affected Practitioner fails to satisfy a request, make a required appearance, or otherwise fails to comply with this Article, he/she shall be deemed to have voluntarily waived all rights to which he/she might otherwise have been entitled with respect to the matter involved.

7.12-2 Exhaustion of Remedies: A Practitioner must exhaust the remedies afforded by this Article before resorting to any form of legal action.

- 7.12-3 Release: By requesting a hearing or appellate review under these Bylaws, the Practitioner agrees to be bound by the provisions set forth in Article IX regarding confidentiality, reporting immunity, and release of liability.
- 7.12-4 Representation by Counsel. At such time as the Practitioner, MEC, or Governing Body is represented by legal counsel, then all notices required to be sent herein may be served upon legal counsel, and the requirement that such notices be sent by Special Notice is hereby waived. Rather, such notices may thereafter be sent by regular first class U.S. mail, telefax, e-mail, or such other manner as is mutually agreeable to the parties.

ARTICLE VIII MEETINGS

8.1 MEETINGS

8.1-1 MEDICAL STAFF

- (a) Meetings of the Medical Staff may be called at any time by the Medical Director and shall otherwise be held at the request of the Governing Body, the Manager, the MEC, or upon the written request of a majority of the Appointees to the active Medical Staff with Privileges in Good Standing.
- (b) Sufficient advance notice of a Medical Staff meeting shall be provided in such manner as determined by the Medical Director.

8.1-2 MEDICAL STAFF COMMITTEES

- (a) Meetings of a Medical Staff committee may be called at any time by the committee chair and shall otherwise be held in accordance with the requirements set forth in these Bylaws.
- (b) Sufficient advance notice of a Medical Staff committee meeting shall be provided in such manner as determined by the committee chair.

8.2 QUORUM

8.2-1 MEDICAL STAFF MEETINGS

The presence of at least two (2) active Medical Staff Appointees with Privileges in Good Standing will constitute a quorum for any Medical Staff meeting.

8.2-2 MEDICAL STAFF COMMITTEE MEETINGS

- (a) The presence of at least fifty percent (50%) of the voting members of the MEC, in Good Standing, will constitute a quorum for purposes of any MEC meeting.
- (b) The presence of at least two (2) voting members of the Medical Staff committee, in Good Standing, will constitute a quorum for purposes of any Medical Staff committee meeting.

8.3 CONDUCT OF MEETINGS

Common sense, as determined by the Medical Director or committee chair, as applicable, shall be applied in the conduct of meetings. To the extent there is a disagreement as to procedure, the latest edition of Robert's Rules of Order may be consulted for guidance.

8.4 MINUTES

Minutes of all meetings shall be prepared and shall include a record of those in attendance, the activities of the group, and the vote taken on each matter. The minutes shall be approved by the group and signed by the presiding officer. A permanent file of the minutes of each meeting shall be retained.

8.5 MANNER OF ACTION

8.5-1 Unless otherwise specified in the Bylaws:

- (a) The action of a majority of the voting Medical Staff Appointees, in Good Standing, present at a meeting at which a quorum is present shall be the action of the Medical Staff.
- (b) The action of a majority of the voting members of a Medical Staff committee, in Good Standing, present at a meeting at which a quorum is present shall be the action of such Medical Staff committee.

8.5-2 Any individual who, by virtue of position, attends a meeting in more than one (1) capacity will be entitled to only one (1) vote.

8.6 ACTION WITHOUT A MEETING

8.6-1 Unless otherwise provided in the Bylaws, any action which may be taken or authorized at a Medical Staff meeting or at a Medical Staff committee meeting may be taken or authorized by ballot without a meeting.

8.6-2 Unless otherwise provided in these Bylaws:

- (a) The action of a majority of the voting Medical Staff Appointees, in Good Standing, who submit ballot responses by the deadline date set forth in the notice advising of the purpose for which the vote is to be taken, shall be the action of the Medical Staff.
- (b) The action of a majority of the voting members of the Medical Staff committee, in Good Standing, who submit ballot responses by the deadline date set forth in the notice advising of the purpose for which the vote is to be taken, shall be the action of such Medical Staff committee.

8.7 VOTING AND MEETING OPTIONS

8.7-1 Unless otherwise specified in these Bylaws, voting may occur in any of the following ways as determined by the chair of the respective Medical Staff committee; or, for voting by the Medical Staff, as determined by the Medical Director:

- (a) By hand, voice, or written ballot at a meeting at which a quorum is present.
- (b) Without a meeting by written or electronic (e-mail) ballot provided such votes are received prior to the deadline date set forth in the notice advising of the purpose for which the vote is to be taken.

8.7-2 Unless otherwise provided in the Bylaws, Practitioners may participate and act at any meeting in person or by conference call or other communications equipment through which all persons participating in the meeting can communicate with each other. Participation by such means shall constitute attendance at the meeting.

ARTICLE IX CONFIDENTIALITY, REPORTING IMMUNITY, AND RELEASES

9.1 SPECIAL DEFINITIONS

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

- 9.1-1 "Information" means records of proceedings, minutes, interviews, records, reports, forms, memoranda, statements, investigations, examinations, hearings, meetings, recommendations, findings, evaluations, opinions, conclusions, actions, data, and other disclosures or communications, whether in written or oral form, relating to any of the subject matter specified in Section 9.5.
- 9.1-2 "Representative" means the Center Governing Body and any director, officer, or committee thereof, the Center and its Manager, Medical Director, and employees; the Medical Staff and any Practitioner with a Medical Staff appointment and/or Privileges or committee thereof; and any individual authorized by any of the foregoing to perform specific information gathering, analysis, use, or disseminating functions.
- 9.1-3 "Third Parties" means any individual or organization providing Information to any Representative.

9.2 AUTHORIZATIONS AND CONDITIONS

By submitting an application for/accepting Medical Staff appointment/reappointment and/or Privileges at the Center, a Practitioner:

- 9.2-1 Authorizes Representatives to solicit, provide, and act upon Information bearing on his/her qualifications.
- 9.2-2 Agrees to be bound by the provisions of this Article and to waive all legal claims against any Representative who acts in accordance with the provisions of this Article.
- 9.2-3 Acknowledges that the provisions of this Article are express conditions to his/her application for, acceptance of, and continuation/exercise of Medical Staff appointment and/or Privileges at the Center.

9.3 CONFIDENTIALITY OF INFORMATION

- 9.3-1 Information with respect to any Practitioner submitted, collected, or prepared by any Representative of the Center or any other health care facility or organization of health professionals or medical staff for the purpose of: evaluating, monitoring or improving the quality, appropriateness and efficiency of patient care; evaluating the qualifications, competence, and performance of a Practitioner; acting upon matters relating to corrective action; reducing morbidity and mortality; contributing to teaching or clinical research; determining that health care services are professionally indicated and performed

in compliance with the applicable standards of care; or, establishing and enforcing guidelines to help keep health care costs within reasonable bounds shall, to the fullest extent permitted by law, be confidential.

- 9.3-2 Such Information shall not be disclosed or disseminated to anyone other than a Representative or other health care facility or organization of health professionals or medical staff engaged in an official, authorized activity for which the Information is needed; nor, be used in any way except as provided in the Bylaws or as otherwise required by law.
- 9.3-3 Such confidentiality shall also extend to Information of like kind that may be provided to Third Parties.
- 9.3-4 This Information shall not become part of any particular patient's record.
- 9.3-5 It is expressly acknowledged by each Practitioner that violation of the confidentiality provisions provided herein is grounds for corrective action pursuant to these Bylaws.

9.4 IMMUNITY FROM LIABILITY

Submission of an application for/acceptance of Medical Staff appointment/reappointment and/or Privileges at the Center constitutes a Practitioner's express release of liability of the following:

- 9.4-1 For Action Taken: No Representative shall be liable to a Practitioner for damages or other relief for any decision, opinion, action, statement, or recommendation made within the scope of his/her duties as a Representative provided that such Representative does not act on the basis of false Information knowing such Information to be false.
- 9.4-2 For Providing Information: No Third Party shall be liable to a Practitioner for damages or other relief by reason of providing Information, including otherwise confidential or privileged Information, to a Representative(s) for purposes of completing or updating an application for appointment or reappointment to the Medical Staff and/or Privileges, provided that such Third Party does not act on the basis of false Information knowing it to be false.

9.5 ACTIVITIES AND INFORMATION COVERED.

- 9.5-1 The confidentiality and immunity provided by this Article applies to all Information made in connection with the Center's/Medical Staff's activities including, but not limited to:
 - (a) Applications for appointment and/or Privileges
 - (b) Applications for reappointment and/or regrant of Privileges

- (c) Corrective action.
- (d) Peer review/performance improvement/quality assessment activities.
- (e) Utilization review/management activities.
- (f) Any other Medical Staff/Center activities related to evaluating, monitoring, and maintaining: quality and efficient patient care, treatment, and services; clinical competence; and, professional conduct.

9.6 RELEASES. Upon request of the Center, each Practitioner shall execute general and specific releases in accordance with this Article subject to applicable legal requirements. Such releases will operate in addition to the provisions of this Article. Execution of such releases shall not be a prerequisite to the effectiveness of this Article. Failure to execute such releases in connection with a peer review matter shall be grounds for corrective action and such failure shall be construed as a failure to participate in the peer review process.

9.7 CUMULATIVE EFFECT. Provisions in these Medical Staff Bylaws and in the application or other Center or Medical Staff forms relating to authorizations, confidentiality of Information, and releases/immunity from liability are in addition to, and not in limitation of, other protections provided by applicable law. A finding by a court of law or administrative agency with proper jurisdiction that all, or any portion, of any such provision(s) is/are not enforceable shall not affect the legality or enforceability of the remainder of such provision(s).

ARTICLE X

GENERAL PROVISIONS ON GOVERNANCE

10.1 CONFLICT OF INTEREST

- 10.1-1 In any instance where a Practitioner has or reasonably could be perceived to have a conflict of interest in any matter that comes before the Medical Staff or Medical Staff committee, the Practitioner is expected to disclose the conflict to the individual in charge of the meeting. The Practitioner may be asked and is expected to answer any questions concerning the conflict. The committee (or, in the absence of a committee, the individual in charge of the meeting) is responsible for determining whether a conflict exists and, if so, whether the conflict rises to the level of precluding the Practitioner from participating in the pending matter.
- 10.1-2 For purposes of this Section 10.1, the fact that Practitioners are competitors, partners, or employed in the same group shall not, in and of itself, automatically disqualify such Practitioners from participating in the review of applications or other Medical Staff matters with respect to their colleagues.

10.2 CONTRACTED PRACTITIONERS

- 10.2-1 A Practitioner who is or who will be providing specified professional services pursuant to a contract with the Center (or for a group holding a contract with the Center) is subject to all qualifications for Medical Staff appointment/reappointment and/or Privileges/regrant of Privileges and must meet all of the obligations of Medical Staff appointment and/or Privileges as set forth in these Bylaws for any other Practitioner.
- 10.2-2 The effect of the expiration or termination of a Practitioner's contract with the Center (or the expiration or termination of a Practitioner's association with the group holding the contract with the Center) upon a Practitioner's appointment and/or Privileges at the Center will be governed solely by the terms of the Practitioner's contract with the Center (or with the group holding the contract with the Center). If the contract is silent on the matter, then contract expiration or termination alone (or the expiration or termination of the Practitioner's association with the group holding the contract with the Center) will not affect the Practitioner's appointment or Clinical Privileges with the exception set forth in subsections 10.2-3 and 10.2-4 below.
- 10.2-3 In the absence of language in the contract to the contrary, if an exclusive contract under which such Practitioner is engaged is terminated or expires, or if the relationship of the Practitioner with the group that has the exclusive contractual relationship with the Center is terminated or expires, then the Practitioner's Medical Staff appointment and those Privileges covered by the exclusive contract shall also be terminated and the procedural rights afforded by

Article VII shall not apply; provided, however, that the Governing Body in its sole discretion may waive this automatic termination result.

- 10.2-4 If the Center enters into an exclusive contract for a particular service(s), any Practitioner who previously held Privileges to provide such service(s), but who is not a party to the exclusive contract (or otherwise employed by or contracted with the group that holds the exclusive contract with the Center), may not provide such service(s) as of the effective date of the exclusive contract irrespective of any remaining time on his/her appointment, reappointment, and/or Privilege term.

ARTICLE XI

ADOPTION AND AMENDMENT OF MEDICAL STAFF BYLAWS AND POLICIES

11.1 BYLAWS

11.1-1 REQUEST

- (a) Upon the request of the Medical Director, the MEC, or upon timely written petition signed by at least two (2) of the active Medical Staff Appointees with Privileges in Good Standing, consideration shall be given to the adoption, amendment, or repeal of these Bylaws.
- (b) The Bylaws shall be periodically reviewed and amended, as necessary, for compliance with applicable laws, rules, regulations, and accreditation standards as well as to reflect current information regarding the Center's Medical Staff.

11.1-2 NOTICE

Following review and recommendation by the MEC, the Medical Staff Bylaws may be adopted, amended, or repealed by giving at least ten (10) days advance written notice to all active Medical Staff Appointees with Privileges in Good Standing. The notice shall include a copy of the Bylaws and the proposed action thereto. The notice shall also contain a description of the voting procedure and the deadline for casting a vote.

11.1-3 PROCEDURE

Action to adopt, amend, or repeal the Medical Staff Bylaws may be taken by either of the following methods:

- (a) At a Medical Staff meeting: The action of a majority of the active Appointees with Privileges in Good Standing present at a meeting at which a quorum is present shall be the action of the group; OR,
- (b) By Ballot without a Medical Staff meeting: The action of a majority of the active Appointees with Privileges in Good Standing who submit ballot responses, by the deadline date set forth in the notice advising of the purpose for which the vote is to be taken, shall be the action of the group.

11.1-4 GOVERNING BODY APPROVAL

- (a) Changes to the Medical Staff Bylaws adopted by the Medical Staff shall become effective following approval by the Governing Body.

- (b) In the event the Medical Staff fails to exercise its responsibility in good faith, and in a reasonable and timely manner; and, after written notice from the Governing Body to such effect including a reasonable time for Medical Staff response, the Governing Body may take action pursuant to these Bylaws.

11.2 MEDICAL STAFF POLICIES

- 11.2-1 The Medical Staff delegates to the MEC the authority to adopt, amend, or repeal such Medical Staff Policies as it may deem necessary for the proper conduct of the Medical Staff at the Center. The MEC shall periodically review and revise the Policies to comply with current Medical Staff practice and for consistency with the Medical Staff Bylaws.
- 11.2-2 Policies may be adopted, amended, or repealed by a majority affirmative vote of the MEC members in Good Standing who are eligible to vote. Adoption or amendment of Medical Staff Policies shall become effective following approval of the Governing Body.

11.3 TECHNICAL/EDITORIAL AMENDMENTS

The MEC shall have the power to adopt such amendments to the Bylaws as are, in its judgment, technical or editorial modifications or clarifications such as renumbering; corrections to punctuation, spelling, or other errors of grammar or expression; correcting inaccurate cross-references, pagination or headings; or to reflect changes in names of committees or Medical Staff leaders, *etc.* Such amendments shall be effective immediately and shall be permanent if not rejected by the Governing Body within thirty (30) days of adoption by the MEC. The action to amend may be taken by motion acted upon in the same manner as any other motion before the MEC. Following MEC approval, such technical/editorial amendments shall be communicated in writing to the Governing Body.

11.4 CONFLICT BETWEEN DOCUMENTS

In the event the Center's governing documents or a Center policy conflicts with the Medical Staff Bylaws or Policies, then the Center's governing documents or policy shall control; provided, however, that the MEC or the Medical Director, as the MEC's designee, may thereafter make a recommendation to the Governing Body as to how such conflict can be resolved. In the event the Medical Staff Bylaws conflict with the Policies, the Medical Staff Bylaws shall control; provided, however, that a meeting of the Medical Staff/MEC shall be called as soon as practicable after learning of the conflict in order to resolve it.

11.5 DISTRIBUTION

Whenever significant changes are made to the Medical Staff Bylaws or Policies, such documents will be made available to those Practitioners with a Medical Staff appointment and/or Privileges at the Center following adoption and approval.

CERTIFICATION OF ADOPTION AND APPROVAL

Adopted by the Medical Staff on _____, 2018:

Approved by the Governing Body on _____, 2018:

Governing Body Chair