Providence
Valdez Medical Center

PVMC MEDICAL STAFF BYLAWS

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ARTICLE 1: GENERAL

1.A. DEFINITIONS

The definitions that apply to terms used in all the Medical Staff documents are set forth in the Medical Staff Credentials Manual.

1.B. DELEGATION OF FUNCTIONS

(1) When a function under these Bylaws is to be carried out by a member of Hospital management, by a Medical Staff member, or by a Medical Staff committee, the individual, or the committee through its chair, may delegate performance of the function to a qualified designee who is a practitioner or Hospital employee (or a committee of such individuals). Any such designee must treat and maintain all credentialing, privileging, and peer review information in a strictly confidential manner and is bound by all other terms, conditions, and requirements of the Medical Staff Bylaws and related policies. In addition, the delegating individual or committee is responsible for ensuring that the designee appropriately performs the function in question. In addition, if the designee is performing ongoing functions, the delegation is subject to the review of the MEC. Any documentation created by the designee are records of the committee that is ultimately responsible for the review in a particular matter.

(2) When a Medical Staff member is unavailable or unable to perform a necessary function, one or more of the Medical Staff Leaders may perform the function personally or delegate it to another appropriate individual.

1.C. CONFIDENTIALITY AND REPORTING

Actions taken and recommendations made pursuant to these Bylaws shall be treated as confidential in accordance with applicable legal requirements and such policies regarding confidentiality as may be adopted by the Hospital. Reports of actions taken pursuant to these Bylaws shall be made by the Administrator to such governmental agencies as may be required by law.

1.D. PEER REVIEW PROTECTION

All minutes, reports, recommendations, communications, and actions made or taken pursuant to these Bylaws are deemed to be covered by the provisions of the relevant state peer review statute. Furthermore, the individuals, committees, and/or panels charged with making reports, findings, recommendations, or investigations pursuant to these Bylaws shall be considered to be acting on behalf of the Hospital when engaged in such professional peer review activities, and thus shall be deemed to be "professional review bodies" as that term is defined in the Health Care Quality Improvement Act of 1986.

1.E. INDEMNIFICATION

Practitioners have significant personal legal protections from various sources when they perform functions pursuant to these Bylaws, the Credentials Manual, and all other policies of the Medical Staff and Hospital, as long as they maintain confidentiality and act in accordance with these Bylaws and related policies. The sources of these legal protections include:

(1) As set forth in Section 2.C of the Credentials Manual, all practitioners agree, as a condition of applying for appointment, reappointment, and/or clinical privileges, to release from liability, extend immunity to, and not sue other practitioners for any actions, recommendations, communications, and/or disclosures made or taken in the course of credentialing and peer review activities.

(2) All applicants for appointment, reappointment, and clinical privileges sign an application form by which they release from liability and agree not to sue other practitioners who participate in credentialing and peer review activities.

(3) Protections are also available under both the Alaska peer review statute and the federal Health Care Quality Improvement Act ("HCQIA") for practitioners who participate in credentialing and peer review activities. The Medical Staff Bylaws and related policies have been structured to take full advantage of these legal protections.

(4) The Hospital will indemnify practitioners who perform functions under these Bylaws and related policies for any claims made against the practitioner that are not completely covered by an applicable insurance policy, in accordance with the Hospital's corporate bylaws.

ARTICLE 2: MEDICAL STAFF CATEGORIES

All appointments to the Medical Staff will be made by the Board and will be to one of the following categories of the Medical Staff. A summary of these categories can be found in **Appendix A**.

2.A. ACTIVE STAFF

2.A.1. Qualifications:

The Active Staff shall consist of members of the Medical Staff who:

(a) regularly exercise clinical privileges at the Hospital;

(b) have one of the following relationships to the Medical Staff and the Hospital (as determined by the MEC):

- an office and residence located in such proximity to the Hospital as to be readily available to hospital patients for continuous and emergency care; or
- demonstrated a commitment to the Hospital through service to the community and Medical Staff; and

(c) are willing to contribute to Medical Staff functions and/or demonstrate a commitment to the Medical Staff and Hospital through service on committees and/or active participation in performance improvement or professional practice evaluation functions.

2.A.2. Prerogatives and Responsibilities:

Active Staff members:

(a) may exercise such clinical privileges as are granted to them;

(b) may attend and participate in Medical Staff meetings (with vote);

(c) may hold office and serve as a committee chair;

(d) may be invited to serve on committees (with vote);

(e) may be requested to care for unassigned patients, provide emergency service care, and provide consultations in accordance with Hospital policy and procedures, if applicable;

(f) may be requested to participate in quality and performance improvement processes;

(g) shall pay any required application fees and dues in accordance with Hospital policy; and

(h) shall perform other assigned duties commensurate with their appointment to the Active Staff (e.g., providing consultations, etc.).

2.B. COURTESY STAFF

2.B.1. Qualifications:

(a) The Courtesy Staff shall consist of members of the Medical Staff who occasionally admit/treat patients but are not located in the community and/or do not desire to participate in Medical Staff functions.

(b) The Courtesy Staff may also consist of members of the Medical Staff who provide services not otherwise available or in very limited supply at the Hospital at the request of other members of the Medical Staff (e.g., consulting specialist).

2.B.2. Prerogatives and Responsibilities:

Courtesy Staff members:

(a) shall exercise such clinical privileges as are granted to them;

(b) may attend and participate in Medical Staff meetings (without vote);

(c) may not hold office or serve as a committee chair (unless waived by the MEC and ratified by the Board);

(d) may be invited to serve on committees (with vote);

(e) may be requested to care for unassigned patients, provide emergency service care, and provide consultations in accordance with Hospital policy and procedures;

(f) may be requested to participate in quality and performance improvement processes; and

(g) shall pay any required application fees in accordance with Hospital policy.

2.C. TELEMEDICINE STAFF

2.C.1. Qualifications:

The Telemedicine Staff shall consist of practitioners who are granted telemedicine privileges in accordance with the provisions of the Credentials Manual and who satisfy all

requirements of the Alaska Medical Board for the practice of telemedicine, including licensure requirements. Any telemedicine privileges that are granted in conjunction with a contractual agreement shall be incident and coterminous with the agreement, without the right to a hearing or appeal.

2.C.2. Prerogatives and Responsibilities:

Telemedicine Staff members:

(a) shall exercise such clinical privileges as are granted to them;

(b) may attend and participate in Medical Staff meetings (without vote);

(c) may not hold office or serve as a committee chair;

(d) may be invited to serve on committees (with vote);

(e) may be requested to participate in quality and performance improvement processes; and

(f) shall pay any required application fees in accordance with Hospital policy.

2.D. COMMUNITY STAFF

2.D.1. Qualifications:

The Community Staff consists of members of the Medical Staff who:

(a) desire to be associated with, but who do not intend to establish a clinical practice at, this Hospital; and

(b) have indicated or demonstrated a willingness to assume all the responsibilities of membership on the Community Staff as outlined in Section 2.D.2.

The primary purpose of the Community Staff is to promote professional and educational opportunities, including continuing medical education, and to permit these individuals to access Hospital services for their patients by referral of patients to Active Staff members for admission and care. The grant of Community Staff appointment is a courtesy only, which may be terminated by the Board upon recommendation of the MEC, with no right to a hearing or appeal. Community Staff members are not expected to meet the eligibility criteria set forth in these Medical Staff Bylaws related to the provisions of care in the Hospital (e.g., coverage arrangements) unless specific privileges are requested.

2.D.2. Prerogatives and Responsibilities:

Community Staff members:

(a) may attend meetings of the Medical Staff (without vote);

(b) may not hold office or serve as a committee chair;

(c) may be invited to serve on committees (with vote);

(d) may attend educational activities sponsored by the Medical Staff and the Hospital;

(e) may refer patients to members of the Active Staff for admission and/or care;

(f) are encouraged to submit their relevant outpatient records for inclusion in the Hospital's medical records for any patients who are referred;

(g) are encouraged to communicate directly with Active Staff members about the care of any patients referred, as well as to visit any such patients and record a courtesy progress note in the medical record containing relevant information from the patient's outpatient care;

(h) may review the medical records and test results (via paper or electronic access) for any patients who are referred;

(i) may perform history and physical examinations in the office and have those reports entered into the Hospital's medical records, as necessary;

(j) may not: admit patients, attend patients, exercise clinical privileges, write inpatient orders, perform consultations, assist in surgery, or otherwise participate in the provision or management of clinical care to patients at the Hospital;

(k) may refer patients to the Hospital's diagnostic facilities and order such tests;

(l) may be requested to participate in quality and performance improvement processes; and

(m) must pay any required application fees in accordance with Hospital policy.

2.E. HONORARY STAFF

2.E.1. Qualifications:

(a) The Honorary Staff shall consist of members of the Medical Staff who have retired from the practice of medicine in this Hospital in good standing and who have been recommended for Honorary Staff appointment by the MEC based on their reputation, achievements or service at the Hospital.

(b) Once an individual is appointed to the Honorary Staff, that status is ongoing. As such, there is no need for the individual to submit a reappointment application/reappointment processing.

2.E.2. Prerogatives and Responsibilities:

Honorary Staff members:

(a) may not admit patients, attend patients, write orders, or otherwise participate in the provision or management of clinical care to patients at the Hospital;

(b) may attend and participate in Medical Staff meetings (without vote);

(c) may not hold office or serve as a committee chair;

(d) may be invited to serve on committees (with vote); and

(e) are not required to pay application fees or dues.

2.F. ADVANCED PRACTICE AND OTHER LICENSED PROVIDER STAFF

2.F.1. Qualifications:

The Advanced Practice and Other Licensed Provider Staff consists of Advanced Practice Providers and other practitioners as defined in Hospital policy, who:

(a) are authorized by the Hospital to provide patient care services in the inpatient and ambulatory settings; or

(b) provide patient care services in the community and who desire to be associated with, but who do not intend to establish a clinical practice at, this Hospital.

Advanced Practice and Other Licensed Provider Staff shall not be members of the Medical Staff but are included in this Article for convenience. However, they will be entitled to the full hearing and appeal rights outlined in Article 8 of the Credentials Manual whenever they are subject to an action described in Section 8.A.1(a) of the Manual.

2.F.2. Prerogatives and Responsibilities:

Advanced Practice and Other Licensed Provider Staff members:

(a) may function at the Hospital as permitted by their license and clinical privileges;

(b) may attend and participate in Medical Staff meetings (without vote);

(c) may not hold office or serve as a committee chair;

(d) may be invited to serve on committees (with vote);

(e) may attend educational programs of the Medical Staff and the Hospital;

(f) may be requested to care for unassigned patients, provide emergency service care, and provide consultations in accordance with Hospital policy and procedures;

(g) may be requested to participate in quality and performance improvement processes; and

(h) must pay any required application fees in accordance with Hospital policy.

ARTICLE 3: MEDICAL STAFF OFFICERS

3.A. DESIGNATION

The officers of the Medical Staff shall be the Chief of Staff, Assistant Chief of Staff, and Secretary/Treasurer.

3.B. ELIGIBILITY CRITERIA

Only those members of the Active Staff who satisfy the following criteria initially and continuously shall be eligible to serve as an officer of the Medical Staff, unless an exception is recommended by the MEC and approved by the Board. They must:

(1) be a physician (M.D./D.O.) appointed to the Active Staff in good standing;

(2) have no pending adverse recommendations concerning Medical Staff membership or clinical privileges;

(3) not presently be serving as Medical Staff officers, Board members or committee chairs at any other hospital that is not affiliated with Providence Health, and shall not so serve during their term of office;

(4) be willing to faithfully discharge the duties and responsibilities of the position;

(5) participate in Medical Staff Leadership training as determined by the MEC or Medical Staff Leaders, and attend continuing education relating to Medical Staff Leadership, credentialing, and/or professional practice evaluation functions prior to or during the term of the office;

(6) have demonstrated an ability to work well with others; and

(7) disclose any financial relationship (i.e., an ownership or investment interest or a compensation arrangement) with an entity that competes with the Hospital or any affiliate. This does not apply to services provided within a practitioner's office and billed under the same provider number used by the practitioner. The Medical Executive Committee will assess any potential conflicts to determine whether the conflict is such that it would render the individual ineligible to serve in the position.

3.C. DUTIES

3.C.1. Chief of Staff:

The Chief of Staff shall:

(a) act in coordination and cooperation with the Administrator and the Board in matters of mutual concern involving the care of patients in the Hospital;

(b) represent and communicate the views, policies, concerns, and needs, and report on the activities of the Medical Staff to the Administrator and the Board;

(c) be accountable to the Board, in conjunction with the MEC, for the quality and efficiency of clinical services and performance within the Hospital and for the effectiveness of the performance improvement/professional practice evaluation/ case management program functions delegated to the Medical Staff;

(d) call, preside at, and be responsible for the agenda of all meetings of the Medical Staff and the MEC;

(e) appoint all Medical Staff committee chairs (when committees other than the MEC exist);

(f) serve as chair of the MEC (with vote) and be a member of all other Medical Staff committees, *ex officio*, with vote;

(g) promote adherence to the Bylaws, policies, and procedures of the Medical Staff and to the policies and procedures of the Hospital;

(h) recommend Medical Staff representatives to Hospital committees;

(i) be the spokesperson for the Medical Staff in its external professional and public relations; and

(j) perform all functions authorized in all applicable policies.

3.C.2. Assistant Chief of Staff:

The Assistant Chief of Staff shall:

(a) assume all duties of the Chief of Staff and act with full authority as Chief of Staff in his or her absence;

(b) serve on the MEC, with vote; and

(c) assume all such additional duties as are assigned to him or her by the Chief of Staff or the MEC.

3.C.3. Secretary/Treasurer:

The Secretary/Treasurer shall:

(a) serve on the MEC and the General Professional Staff;

(b) oversee the preparation of accurate and complete minutes of all MEC and general Medical Staff meetings; and

(c) assume all such additional duties as are assigned to him or her by the Chief of Staff or the MEC.

3.D. NOMINATIONS

The MEC shall identify the names of one or more qualified nominees for the offices of Chief of Staff, Assistant Chief of Staff, and Secretary/Treasurer prior to the election. Notice of the nominees shall be provided to the Medical Staff in advance of the election.

3.E. ELECTION

(1) Elections shall occur at a called meeting of the Medical Staff. Candidates receiving a majority of written votes cast by those members of the Active Staff present and voting at the meeting shall be elected, subject to Board confirmation, which confirmation shall signify that the individual is entitled to legal protections and indemnification by the Board for acting in a Medical Staff leadership role. If no candidate receives a simple majority vote on the first ballot, a run-off election shall be held promptly between the two candidates receiving the highest number of votes.

(2) In the alternative, at the discretion of the MEC, the election shall be held solely by written or electronic ballot returned to Medical Staff Services in the manner as indicated on the ballot at the time it is distributed (i.e., in person, by mail, by facsimile, or by e-mail ballot). Ballots shall be provided to all members of the Active Staff and completed ballots must be received in Medical Staff Services by the date indicated on the ballot. Those who receive a majority of the votes cast shall be elected, subject to Board confirmation, which confirmation shall signify that the individual is entitled to legal protections and indemnification by the Board for acting in a Medical Staff leadership role.

3.F. TERM OF OFFICE

Officers shall serve for a term of two years and may be re-elected for additional two-year terms.

3.G. REMOVAL

(1) Removal of an elected officer or a member of the MEC may be effectuated by a two-thirds vote of the MEC, or by a two-thirds vote of the Active Staff, or by the Board. Grounds for removal shall be:

(a) failure to comply with applicable policies, Bylaws, or procedures;

(b) failure to continue to satisfy any of the criteria in Section 3.B of these Bylaws;

(c) failure to perform the duties of the position held;

(d) conduct detrimental to the interests of the Hospital and/or its Medical Staff; or

(e) an infirmity that renders the individual incapable of fulfilling the duties of that office.

(2) At least 10 days prior to the initiation of any removal action, the individual shall be given written notice of the date of the meeting at which action is to be considered. The individual shall be afforded an opportunity to speak to the MEC, the Active Staff, or the Board, as applicable, prior to a vote on removal. No removal shall be effective until approved by the Board.

3.H. VACANCIES

A vacancy in the office of Chief of Staff shall be filled by the Assistant Chief of Staff, who shall serve until the end of the Chief of Staff's unexpired term. In the event there is a vacancy in the office of Assistant Chief of Staff or Secretary/Treasurer, the MEC shall appoint an individual to fill the office for the remainder of the term or until a special election can be held, in the discretion of the MEC.

ARTICLE 4: CLINICAL DEPARTMENTS

The Medical Staff functions as a non-departmentalized Medical Staff. Departmental functions and duties shall be performed by the Chief of Staff, Medical Staff leaders, and/or Medical Staff committees.

ARTICLE 5: MEDICAL STAFF COMMITTEES AND PERFORMANCE IMPROVEMENT FUNCTIONS

5.A. MEDICAL STAFF COMMITTEES AND FUNCTIONS

This Article outlines the Medical Staff committees that carry out ongoing and focused professional practice evaluations and other performance improvement functions that are delegated to the Medical Staff by the Board.

5.B. APPOINTMENT OF COMMITTEE CHAIRS AND MEMBERS

(1) Unless otherwise indicated by a specific committee composition:

(a) committee members will be selected by the relevant committee and may serve upon approval of the MEC; and

(b) committee chairs shall be selected by the Chief of Staff and appointed for an initial term of two years, and may serve additional terms.

All committee chairs and members may be removed by the Chief of Staff in consultation with the MEC or petition of ten percent of the Active Staff. Vacancies are filled by the Chief of Staff in consultation with the MEC.

(2) Unless otherwise indicated the Administrator shall:

(a) be a member, *ex officio*, with vote (as necessary to constitute a quorum or in the event there is a tie), on all committees; and

(b) appoint all Hospital and administrative representatives on Medical Staff committees. All such representatives shall serve on the committees, without vote.

5.C. MEDICAL EXECUTIVE COMMITTEE ("MEC")

5.C.1. Composition:

(a) The MEC shall include the following voting members:

(1) Chief of Staff

(2) Assistant Chief of Staff;

(3) Secretary/Treasurer; and

(4) an At-Large Member.

(b) The Chief of Staff will chair the MEC.

(c) The Administrator shall attend MEC meetings on an *ex officio* basis with vote (as necessary to constitute a quorum or in the event there is a tie).

(d) Other Medical Staff members or Hospital personnel may be invited to attend a particular MEC meeting (as guests, without vote) in order to assist the MEC in its discussions and deliberations regarding any issue on its agenda. These individuals shall be present only for the relevant agenda item and shall be excused for all others. Such individuals are an integral part of the MEC review processes and are bound by the same confidentiality requirements as the standing members of the MEC.

5.C.2. Duties:

The MEC is delegated the primary authority over activities related to the functions of the Medical Staff and performance improvement activities regarding the professional services provided by individuals with clinical privileges. This authority may be removed or modified by amending these Bylaws and related policies. The MEC is responsible for the following:

(a) acting on behalf of the Medical Staff in the intervals between Medical Staff meetings (the officers are empowered to act in urgent situations between MEC meetings);

(b) recommending directly to the Board on at least the following:

(1) the Medical Staff's structure;

(2) the mechanism used to review credentials and to delineate individual clinical privileges;

(3) applicants for Medical Staff appointment and reappointment;

(4) delineation of clinical privileges for each eligible individual;

(5) participation of the Medical Staff in Hospital performance improvement activities and the quality of professional services being provided by the Medical Staff;

(6) the mechanism by which Medical Staff appointment may be terminated;

(7) hearing procedures; and

(8) reports and recommendations from Medical Staff committees and other groups, as appropriate;

(c) consulting with administration on quality-related aspects of contracts for patient care services;

(d) reviewing (or delegating the review of) quality indicators to ensure the quality of patient care services;

(e) providing leadership in activities related to patient safety;

(f) providing oversight in the process of analyzing and improving patient satisfaction;

(g) ensuring that, at least every five years, the Bylaws, policies, and associated documents of the Medical Staff are reviewed and updated;

(h) providing and promoting effective liaison among the Medical Staff, administration, and the Board; and

(i) performing such other functions as are assigned to it by these Bylaws or other applicable policies.

5.D. CREDENTIALS COMMITTEE

This function is served by the committee of the whole.

5.E. BYLAWS COMMITTEE

This function is served by the committee of the whole.

5.F. OTHER ADMINISTRATIVE COMMITTEES

This function is served by the committee of the whole.

5.G. CRITICAL ACCESS HOSPITAL PHYSICIAN QUALITY COMMITTEE ("CAH-PQC")

5.G.1. Composition:

(a) The CAH-PQC shall include the following voting members:

(i) one Providence Kodiak Island Medical Center ("PKIMC") Practitioner;

(ii) one PKIMC delegate;

(iii) one Providence Valdez Medical Center ("PVMC") Practitioner;

(iv) one PVMC delegate;

(v) one Providence Seward Medical Center ("PSMC") Practitioner;

(vi) one PSMC delegate; and

(vii) three Practitioners, with current clinical privileges in one of the Providence Alaska Ministries, that have critical access hospital experience.

(b) The CAH-PQC shall include the following non-voting members:

(i) one Practitioner, with current clinical privileges in one of the Providence Alaska Ministries, that has critical access hospital experience and peer review/quality improvement experience;

(ii) Hospital staff;

(iii) Regional peer review nurses;

(iv) QRS Coordinator;

(v) QRS Critical Access Managers;

(vi) QRS Leadership (as needed); and

(vii) Regional CMO.

(c) The Practitioner, with current clinical privileges in one of the Providence Alaska Ministries, that has critical access hospital experience and peer review/quality improvement experience will chair the CAH-PQC and serve as a voting member, when needed as a tie-breaker.

5.G.2. Duties:

The CAH-PQC is the body of peers established by the MEC of PKIMC, PVMC, and PSMC and is designated to perform case reviews for the purposes of improving the quality of healthcare provided at these hospitals, and report up to their individual MECs, local boards (as applicable), and then to the Providence Alaska Regional Board. The duties include:

(a) creating a transparent culture with a positive approach to peer review by recognizing practitioner excellence as well as identifying improvement opportunities;

(b) promoting efficient use of physician leadership and quality staff resources;

(c) providing a process for peer review that is clearly defined, fair, defensible, timely and useful;

(d) promoting consistent, high quality patient care services;

(e) overseeing a fair and consistent peer review process; and

(f) promoting learning through quality improvement, to create a climate of continuous improvement in patient care provided by Providence Alaska Critical Access Hospitals.

ARTICLE 6: MEETINGS

6.A. MEDICAL STAFF YEAR

The Medical Staff year is January 1 to December 31.

6.B. MEDICAL STAFF MEETINGS

Meetings of the Medical Staff may be called for any reason by the Chief of Staff, the MEC, or the Board. Meetings shall be held at least annually and more often as needed.

6.C. NOTICE OF MEETINGS

(1) Medical Staff members shall be provided notice of all meetings of the Medical Staff at least four days in advance of the meetings. Notice may also be provided by e-mail, mail, hand delivery, telephone, or posting in a designated electronic or physical location at least seven days prior to the meetings. The notice shall state the date, time, and place of the meeting. Prescheduling standing committee meetings by a fixed rule (e.g., "the third Tuesday of every month") shall also count as notice.

(2) The attendance of any individual at any meeting shall constitute a waiver of that individual's objection to the notice given for the meeting, unless the individual objects to holding the meeting on the ground of lack of notice or insufficiency of notice, either during the meeting or within a reasonable time thereafter.

6.D. QUORUM AND VOTING

(1) For any meeting of the Medical Staff or committee, those voting members present (but not fewer than two) shall constitute a quorum. The exception to this general rule is for amendments to these Medical Staff Bylaws, where the presence of at least 75% or three voting members of the Medical Staff (whichever is lesser) shall constitute a quorum.

(2) As an alternative to an in-person meeting, at the discretion of the Presiding Officer, meetings of the Medical Staff or a committee may be conducted entirely by telephone or videoconference or the voting members may also be presented with a question by mail, facsimile, e-mail, hand delivery, website posting, or other approved means and their votes returned to the Presiding Officer by the method designated in the notice. Except for amendments to these Bylaws (which requires a quorum of 75% or at least three members (whichever is lesser)), a quorum for purposes of these votes shall be the number of responses returned to the Presiding Officer by the date indicated. The question raised shall be determined in the affirmative if a majority of the responses returned has so indicated.

(3) When determining whether a specific percentage or a majority has been achieved with respect to a vote of the Medical Staff or a committee, an individual who has recused himself or herself from participation in the vote shall not be counted as a voting member (for example, if there are ten voting members of a committee and one recuses himself or herself on a particular matter, the majority vote for that matter would be calculated as five of the remaining nine votes).

(4) Recommendations and actions of the Medical Staff and committees shall be by consensus. In the event it is necessary to vote on an issue, that issue will be determined by a majority vote of those individuals present. Voting may be by written ballot at the discretion of the Presiding Officer.

(5) At the discretion of the Presiding Officer, one or more members may participate in a meeting by telephone or video conference.

6.E. EXECUTIVE SESSION

At the discretion of the committee chair, any committee may convene the voting members of the committee for the purpose of performing peer review or engaging in frank discussions in an executive session. During such sessions, non-voting members and invited guests will be asked to leave the meeting, at the discretion of the chair. Discussions that occurs in executive session may not be divulged to non-voting members (except for any member who is asked to attend). However, actions taken may be divulged to the extent it is necessary to carry the action out.

6.F. RULES OF ORDER

Robert's Rules of Order shall not be binding at meetings and elections, but may be used for reference in the discretion of the Presiding Officer for the meeting. Rather, specific provisions of these Bylaws, and Medical Staff or committee custom shall prevail at all meetings. The Presiding Officer shall have the authority to rule definitively on all matters of procedure.

6.G. MINUTES, REPORTS AND RECOMMENDATIONS

Minutes of all meetings of the Medical Staff and committees shall be prepared and shall include a record of the attendance of members and the recommendations made. The minutes shall be approved by the Presiding Officer or committee. A permanent file of the minutes of all meetings shall be maintained by the Hospital. A summary of all recommendations and actions of the Medical Staff and committees shall be transmitted to the MEC and Administrator. The Board shall be kept appraised of the recommendations of the Medical Staff and its committees.

6.H. CONFIDENTIALITY

All Medical Staff business conducted by committees is considered confidential and proprietary and should be treated as such. However, members of the Medical Staff who have access to, or are the subject of, credentialing and/or peer review information understand that this information is subject to heightened sensitivity and, as such, agree to maintain the confidentiality of this information. Credentialing and peer review documents, and information contained therein, must not be disclosed to any individual not involved in the credentialing or peer review processes, except as authorized by these Bylaws or other applicable Medical Staff or Hospital policy. A breach of confidentiality with regard to any Medical Staff information may result in the imposition of disciplinary action.

6.I. ATTENDANCE

(1) Each Active Staff member is encouraged, but not required, to attend and participate in all Medical Staff meetings and assigned committee meetings each year.

(2) Participation at a meeting by telephone, video conference, or other approved modes of communication will constitute attendance.

ARTICLE 7: AMENDMENTS

7.A. MEDICAL STAFF BYLAWS

(1) Neither the Medical Staff nor the Board may unilaterally amend these Medical Staff Bylaws.

(2) Amendments to these Bylaws may be proposed by the MEC or by a petition signed by 25% of the voting members of the Medical Staff.

(3) In the discretion of the MEC, amendments to the Bylaws shall be presented to the Medical Staff in one of the following two ways:

(a) Amendments Subject to Vote at a Meeting: The MEC shall report on the proposed amendments either favorably or unfavorably at the next regular meeting of the Medical Staff, or at a special meeting called for such purpose. The proposed amendments may be voted upon at any meeting if notice has been provided at least 14 days prior to the meeting. To be adopted, the amendment must receive a majority of the votes cast by the voting staff at the meeting.

(b) Amendments Subject to Vote Via Written or Electronic Ballot: The MEC shall present proposed amendments to the voting staff by written or electronic ballot, to be returned by the date as indicated on the ballot, which date shall be at least 14 days after the proposed amendment was provided to the voting staff. Along with the proposed amendments, the MEC shall provide a written report on the amendments either favorably or unfavorably. To be adopted, the amendment must receive a majority of the votes cast.

(4) The MEC shall have the power to adopt such amendments to these Bylaws as are, in the committee's judgment, technical or minor legal or regulatory modifications or clarifications, reorganization or renumbering, or amendments made necessary because of punctuation, spelling, or other errors of grammar or expression. Such amendments shall be effective immediately and shall be permanent if not disapproved by the Medical Staff or the Board within 30 days of adoption by the MEC. Immediately upon adoption, such amendments shall be sent to the Administrator and made available to the voting members of the Medical Staff.

(5) All amendments shall be effective only after approval by the Board.

(6) If the Board has determined not to accept a recommendation submitted to it by the MEC or the Medical Staff, the MEC may request a conference between the officers of the Board and the Chief of Staff. Such conference shall be for the purpose of further communicating the Board's rationale for its contemplated action and permitting the Chief of Staff to discuss the rationale for the recommendation. Such

a conference will be scheduled by the Administrator within two weeks after receipt of a request for same submitted by the Chief of Staff.

7.B. OTHER MEDICAL STAFF DOCUMENTS

(1) Medical Staff Policies and Procedures:

(a) In addition to these Medical Staff Bylaws, there will be policies and procedures that will be applicable to all Medical Staff members and other individuals who have been granted clinical privileges. All Medical Staff policies and procedures will be considered an integral part of the Medical Staff Bylaws but will be amended in accordance with this section.

(b) An amendment to any Medical Staff policies and procedures may be made by a majority vote of the members of the MEC present and voting at any meeting of that committee where a quorum exists. Notice of all proposed amendments to these documents will be provided to the voting members of the Medical Staff at least 14 days prior to the MEC meeting when the vote is to take place. Any member of the voting staff may submit written comments on the amendments to the MEC.

(c) The MEC and the Board will have the power to provisionally adopt urgent amendments to the policies and procedures of the Medical Staff that are needed in order to comply with a law or regulation, without providing prior notice of the proposed amendments to the Medical Staff. Such provisionally adopted amendments shall be effective immediately and shall be permanent if not disapproved by the Medical Staff within 30 days of adoption by the MEC or the Board. Immediately upon adoption, such amendments shall be sent to the Administrator and made available to the voting members of the Medical Staff.

(d) Amendments to Medical Staff policies and procedures may also be proposed by a petition signed by at least 10% of the voting members of the Medical Staff. Any such proposed amendments will be reviewed by the MEC, which may comment on the amendments before they are forwarded to the Board for its final action.

(e) Adoption of and changes to any Medical Staff policies and procedures will become effective only when approved by the Board.

(2) Shared System Policies and Manuals:

In addition to the Medical Staff Bylaws, policies, and procedures, the MEC may elect to adopt shared system policies and manuals that will be applicable to all Medical Staff members and other individuals who have been granted clinical privileges at the Hospital. All such Medical Staff policies will be considered an

integral part of the Medical Staff Bylaws and will be amended as indicated in the specific policy.

ARTICLE 8: ADOPTION

These Bylaws are adopted and made effective upon approval of the Board, superseding and replacing any and all other bylaws, policies, and procedures pertaining to the subject matter thereof. All activities and actions of the Medical Staff and each individual exercising clinical privileges or a scope of practice at the Hospital shall be taken under and pursuant to the requirements and provisions of these Bylaws.

APPENDIX A: MEDICAL STAFF CATEGORIES SUMMARY

	Active	Courtesy	Telemedicine	Community	Honorary	APP & Other Providers
Category Description	Members regularly exercise clinical privileges and are located close enough to the Hospital to ensure continuous care, and contribute to Medical Staff functions	Occasionally admit/treat patients but are not located in the community and/or desire to participate in Medical Staff functions	Members provide telemedicine services to the Hospital from a distant site location	Members desire to be associated with Hospital but have no inpatient practice (Membership only)	Members no longer practice but recognized for their reputation, achievements or service at Hospital	Members are APPs and other practitioners who provide services at the Hospital or in the community
May exercise clinical privileges in the Hospital	Y	Y	Y	N	N	Y
May attend Medical Staff meetings	Y	Y	Y	Y	Y	Y
Voting privileges at Medical Staff meetings	Y	N	N	N	N	N
May hold Medical Staff office or serve as a committee chair	Y	N	N	N	N	N
May serve on committees	Y	Y	Y	Y	Y	Y
Voting privileges at committee meetings (where appointed)	Y	Y	Y	Y	Y	Y
May be requested to provide emergency services	Y	Y	N	N	N	Y
Subject to OPPE & FPPE (as described in Hospital policy)	Y	Y	N	N	N	Y
Pay Medical Staff dues (as described in Hospital policy)	Y	N	N	N	N	N
Fair Hearing Rights	Y	Y	N	N	N	Y (limited)
Members of the Medical Staff	Y	Y	N	N	N	N

Y = Yes
N = No

APPENDIX B: HISTORY AND PHYSICAL EXAMINATIONS

HISTORY AND PHYSICAL

(a) A medical history and physical examination must be completed and documented on the patient's chart no more than 30 days before or 24 hours after registration or admission, but prior to surgery or a procedure requiring anesthesia services. The history and physical examination must be performed by a physician, oral surgeon, dentist, podiatrist, or advanced practice provider with appropriate clinical privileges or as permitted by Hospital policy.

(b) If a history and physical has been performed within 30 days prior to admission, a legible copy of the history and physical may be used in the Hospital medical record. An updated examination of the patient, including any changes in the patient's condition, must be completed and documented within 24 hours **after** registration or inpatient admission or readmission, and prior to surgery or a procedure requiring anesthesia services, to reflect any changes in the patient's condition since the date of the original history and physical, or to state that there have been no changes in the patient's condition. All updates must be timed, dated, and signed by an individual who has been granted privileges by the Hospital to perform histories and physicals.

(c) When the history and physical examination are not recorded prior to surgery or a procedure requiring anesthesia services, the procedure will be cancelled unless the attending physician confirms that an emergency situation exists and that any delay would be detrimental to the patient. In such cases, the history and physical examination should be documented immediately after the procedure, along with confirmation of the emergency situation.

(d) For ambulatory or same day procedures, a Short Stay History and Physical Form, approved by the Medical Executive Committee, may be utilized. The requirements set forth above apply to the use of a Short Stay History and Physical Form.