

Professional Staff Bylaws

Dayton Children's Hospital

A Professional Staff Document

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**Dayton Children's Hospital
Dayton, Ohio**

BYLAWS OF THE PROFESSIONAL STAFF

PREAMBLE

WHEREAS, Dayton Children's Hospital is a non-profit corporation organized under the laws of the State of Ohio; and,

WHEREAS, its purpose is to operate a children's hospital with the mission of the relentless pursuit of optimal health for every child within its reach; and,

WHEREAS, it is recognized that the Professional Staff is responsible for the quality of medical care in the Hospital and must accept and discharge this responsibility subject to the ultimate authority of the Hospital Board and that the cooperative efforts of the Professional Staff, Hospital administration, and the Board are necessary to fulfill the Hospital's obligations to its patients;

THEREFORE, the Practitioners practicing in the Hospital hereby organize themselves into a Professional Staff in conformity with these Bylaws and related Professional Staff governing documents.

ARTICLE I

NAME

1.1 NAME

The name of this organization shall be the Professional Staff of Dayton Children's Hospital.

ARTICLE II DEFINITIONS

The following definitions shall apply to these Professional Staff Bylaws unless otherwise provided herein:

ADVANCED PRACTICE PROFESSIONALS or **APP** means those physician assistants, advanced practice registered nurses, and other designated advanced practice professionals, as set forth in the APP Policy, who have applied for and/or been granted Privileges to practice at the Hospital independently, in collaboration with, or under the supervision of, a Physician, Dentist, or Podiatrist, as applicable, with Professional Staff appointment and Privileges at the Hospital.

ADVERSE means a recommendation or action of the Professional Staff Executive Committee or Board that denies, limits (*e.g.*, suspension, restriction, *etc.*), or terminates Professional Staff appointment and/or Privileges on the basis of professional conduct or clinical competence, or as otherwise defined in the Professional Staff Bylaws.

APPLICANT means a Practitioner who requests appointment to the Professional Staff and/or Clinical Privileges at the Hospital.

APPOINTEE or **PROFESSIONAL STAFF APPOINTEE** means a Physician, Dentist, Podiatrist, or Psychologist who has been granted appointment to the Professional Staff.

BOARD OF DIRECTORS/TRUSTEES or **BOARD** means the governing body of the Hospital; or, as appropriate to the context, any Board committee or individual authorized by the Board to act on its behalf in certain matters.

CHIEF EXECUTIVE OFFICER or **CEO** means the individual appointed by the Board as the chief executive officer to act on the Board's behalf in the overall executive and administrative management of the Hospital. The CEO may, consistent with his or her responsibilities under the Hospital's Code of Regulations, designate a representative(s) to perform his or her responsibilities under these Bylaws.

CHIEF MEDICAL OFFICER or **CMO** means the individual appointed by the Hospital to be responsible for oversight of the clinical work, medical education, and quality of patient care delivered throughout the Hospital.

CLINICAL PRIVILEGES or **PRIVILEGES** means the authorization granted by the Board to a Practitioner or APP to provide specific patient care, treatment, and/or services at/for the Hospital within defined limits based upon the individual's professional license, education, training, experience, character, competence, and judgment.

DENTIST means an individual with a Doctor of Dental Surgery ("D.D.S.") or Doctor of Dental Medicine ("D.M.D.") degree who is currently licensed to practice dentistry in Ohio unless otherwise provided in the Bylaws or Policies.

DEPARTMENT means the Professional Staff Department of Medicine or the Professional Staff Department of Surgery. Departments may be further divided into Divisions led by a Division Chief.

DEPARTMENT CHAIR means the qualified Appointee who has been selected as the leader of the Professional Staff Department of Medicine or the Department of Surgery.

DIVISION means those clinical specialty services under the Department of Medicine or Department of Surgery.

DIVISION CHIEF means the qualified Appointee who has been selected as the leader of a Professional Staff Division.

EX OFFICIO means service as a member of a body by virtue of office or position held and, unless otherwise expressly provided, means without voting rights.

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, during the time at issue, is not in arrears in dues payment; and is not currently under a suspension or restriction of his/her appointment and/or Privileges other than an automatic suspension for delinquent medical records.

HOSPITAL means Dayton Children's Hospital and its provider-based locations.

ORAL SURGEON or **MAXILLOFACIAL SURGEON** means a Dentist who has successfully completed an accredited postgraduate/residency program in oral/maxillofacial surgery.

PATIENT ENCOUNTER means a professional contact between a Practitioner and a patient whether an admission, consultation, or diagnostic, operative, or invasive procedure at the Hospital.

PHYSICIAN means a Doctor of Medicine ("M.D.") or Doctor of Osteopathic Medicine ("D.O.") or an individual with an MBBS who is currently licensed to practice medicine in Ohio unless otherwise provided in the Bylaws or Policies.

PODIATRIST means a Doctor of Podiatric Medicine ("D.P.M") who is currently licensed to practice podiatry in Ohio unless otherwise provided in the Bylaws or Policies.

PRACTITIONER means a Physician, Dentist, Podiatrist, or Psychologist.

PREROGATIVE means a participatory right granted, by virtue of Professional Staff category, to a Professional Staff Appointee and exercisable subject to the ultimate authority of the Board and to the conditions and limitations imposed in these Bylaws and Hospital and Professional Staff policies.

PROFESSIONAL LIABILITY INSURANCE means professional liability insurance coverage of such kind, in such form and amount, and underwritten by such insurers as required and approved by the Board.

PROFESSIONAL STAFF means all Physicians, Dentists, Podiatrists, and Psychologists who hold an appointment to the Professional Staff of the Hospital.

PROFESSIONAL STAFF BYLAWS or **BYLAWS** means these Bylaws, the governing document of the Hospital Professional Staff, and any amendments thereto.

PROFESSIONAL STAFF CHAIR means the qualified individual selected to act on the Professional Staff's behalf in the overall management of the Professional Staff in accordance with the duties provided in the Professional Staff Bylaws and Policies.

PROFESSIONAL STAFF EXECUTIVE COMMITTEE or **PSEC** means the executive committee of the Professional Staff.

PROFESSIONAL STAFF POLICY/POLICIES means any of the following Professional Staff documents, as appropriate to the context, approved by the PSEC and Board: Credentials Policy; Organization Policy; Fair Hearing Policy, APP Policy; Professional Staff Patient Care Policies; and such other Professional Staff Policies as may be required.

PROFESSIONAL STAFF YEAR means the fiscal year beginning July 1 and continuing through June 30.

PSYCHOLOGIST means an individual with a Ph.D or with a Psy.D in clinical psychology who is currently licensed to practice psychology in Ohio unless otherwise provided in the Bylaws or Policies.

SPECIAL NOTICE means written notification sent by certified mail, return receipt requested, or by personal delivery service with signed acknowledgment of receipt.

TELEMEDICINE means the use of electronic equipment or other communication technologies to provide or support clinical care at a distance.

2.1 USE OF DESIGNEE

Wherever a position or title is used in the Professional Staff Bylaws or Policies, the designee or substitute of the person holding that position or title is included in the term.

2.2 AUTHORITY OF PROFESSIONAL STAFF

Subject to the authority and approval of the Board, the Professional Staff shall exercise such power as is reasonably necessary to discharge its responsibilities under the Professional Staff Bylaws and Policies and under the Code of Regulations of the Hospital.

2.3 NOT A CONTRACT

The Professional Staff Bylaws and Policies are not intended to and shall not create any contractual rights between the Hospital and any Practitioner. Any and all contracts of association or employment shall control contractual and financial relationships between the Hospital and its Practitioners.

2.4 TIME COMPUTATION

Unless otherwise provided in the Professional Staff Bylaws or Policies, in computing any period of time set forth in the Professional 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.

ARTICLE III

PURPOSES AND RESPONSIBILITIES

3.1 PURPOSES

3.1-1 The purposes of the Professional Staff are to:

- (a) Constitute a professional collegial body providing mutual education, consultation, and support for its Practitioners and APPs and maintain and improve the quality, safety, and efficiency of patient care.
- (b) Serve as the body through which the benefits of Professional Staff appointment and/or Privileges may be obtained and the obligations of Professional Staff appointment and/or Privileges fulfilled.
- (c) Be accountable to the Board for the appropriateness of patient care services; for the professional and ethical conduct of each Practitioner appointed to the Professional Staff and/or granted Privileges at the Hospital and for each APP granted Privileges at the Hospital; to ensure that patient care, treatment, and services provided at the Hospital are at a level of quality, safety, and efficiency commensurate with generally recognized standards of care, accreditation/regulatory requirements including, but not limited to, The Joint Commission and the Centers for Medicare and Medicaid Services, and applicable laws.
- (d) Provide a mechanism through which Practitioners and APPs may participate in the Hospital's policy making and planning processes and an appropriate and efficient forum for Practitioner/APP input to the CEO, Chief Medical Officer, and Board on applicable administrative and medical issues.
- (e) Provide a mechanism through which Practitioners and APPs may regularly communicate with each other on issues of patient safety and quality.

3.2 RESPONSIBILITIES

3.2-1 To serve the above purposes, it is the responsibility of the Professional Staff to:

- (a) Assess and improve the quality, safety, and efficiency of patient care by participating in the Hospital's quality assurance, performance improvement, and utilization management programs and through the ongoing monitoring of compliance with the Professional Staff Bylaws and Policies, Hospital policies and procedures, accrediting agency requirements, and applicable laws.
- (b) Supervise the quality and efficiency of patient care provided by all Practitioners and APPs granted Privileges at the Hospital through activities/measures including but not limited to:
 - (1) Quality assessment and performance improvement activities consistent with accrediting and regulatory requirements and applicable laws.

- (2) Focused and ongoing review and evaluation of each Practitioner's and APP's professional performance including, without limitation, monitoring of selected patient care practices through defined mechanisms.
 - (3) Credentials evaluation including, as applicable, recommending mechanisms for appointment and reappointment, Professional Staff category, Department/Division assignments, and the granting of Privileges.
 - (4) Continuing education programs fashioned, at least in part, on needs identified through the Hospital's quality assessment and performance improvement programs consistent with accrediting and regulatory requirements and applicable laws.
 - (5) Utilization review to allocate medical/other professional and healthcare services based upon patient-specific needs.
- (c) Be accountable to the Board for quality and safety assessments and performance improvement activities consistent with accrediting and regulatory requirements and applicable laws; and, make recommendations regarding quality, safety, and efficiency of patient care through regular reports to the Board.
 - (d) Evaluate the qualifications of Applicants for Professional Staff appointment/reappointment and/or Privileges/regrant of Privileges, and of APPs requesting Privileges/regrant of Privileges, and make recommendations to the Board regarding credentialing decisions.
 - (e) Encourage, monitor, and participate in research activities within the scope of Hospital services.
 - (f) Assure that the medical and health care resources of the Hospital are utilized appropriately in meeting patient needs and are consistent with sound health care resource utilization practices.
 - (g) Initiate, pursue, and recommend to the Board corrective action with respect to Practitioners and APPs when warranted.
 - (h) Provide and comply with the procedural safeguards outlined in the Bylaws or APP Policy, as applicable, when corrective action is initiated against a Practitioner or APP.
 - (i) Develop, administer, recommend amendments to, and assure compliance with the Professional Staff Bylaws and Policies, and Hospital policies and procedures.
 - (j) Participate in the Board's long range planning activities to assist in identifying community health needs and appropriate policies and programs to meet those needs.

ARTICLE IV

APPOINTMENT AND PRIVILEGES

4.1 NATURE OF APPOINTMENT/PRIVILEGES

- 4.1-1 Appointment to the Professional Staff is separate and distinct from a grant of Privileges. A Practitioner may be granted Professional Staff appointment with Privileges, Professional Staff appointment without Privileges, or Privileges without a Professional Staff appointment.
- 4.1-2 Professional Staff appointment and Privileges shall be extended only to professionally competent Practitioners who continuously meet the qualifications, standards, and requirements set forth in the Professional Staff Bylaws and Policies.
- 4.1-3 A Practitioner who is granted appointment to the Professional Staff is entitled to such Prerogatives and is responsible for fulfilling such obligations as are set forth in the Professional Staff Bylaws and Policies, and the Professional Staff category to which the Practitioner is appointed. Appointment to the Professional Staff shall confer on the Professional Staff Appointee only such Clinical Privileges as have been granted by the Board in accordance with these Professional Staff Bylaws and/or the Credentials Policy.
- 4.1-4 No Practitioner, including those employed by or in a medical administrative position by virtue of a contract with the Hospital, shall admit or provide care, treatment and/or services to patients in the Hospital unless he or she has been granted Clinical Privileges to do so in accordance with the procedures set forth in these Professional Staff Bylaws and/or the Credentials Policy.
- 4.1-5 A Practitioner who is granted Privileges is entitled to exercise such Privileges and is responsible for fulfilling such obligations as set forth in these Professional Staff Bylaws, Professional Staff Policies, and the applicable Privilege set.

4.2 QUALIFICATIONS FOR APPOINTMENT AND PRIVILEGES

4.2-1 QUALIFICATIONS

Unless otherwise provided in the Professional Staff Bylaws or Policies, every Applicant who applies for appointment and/or Privileges must demonstrate to the satisfaction of the Professional Staff and Board, at the time of application and initial appointment/privileging and continuously thereafter, that he/she meets all of the following qualifications for appointment and/or Privileges and such other qualifications as may hereinafter be recommended by the Professional Staff/PSEC and approved by the Board.

(a) Baseline Qualifications

- (1) Have and maintain a current, valid Ohio license/certificate or other credentials required to practice his/her respective profession and meet the continuing education requirements for such licensure as determined by the applicable State licensure board.

- (2) Have and maintain, if necessary for the Privileges requested, a current, valid Drug Enforcement Administration (“DEA”) registration and Ohio OARRS registration.
- (3) Provide documentation of having successfully completed his/her professional education.
- (4) Provide, if applicable, documentation of successful completion of a residency of at least three (3) years approved by the Accreditation Council for Graduate Medical Education or the American Osteopathic Association in the specialty or specialties in which the Applicant seeks Privileges. Practitioners shall also provide documentation of successful completion of other training programs, internships, and/or fellowships, as applicable.
- (5) Provide, if applicable, documentation of board eligibility or certification and maintain certification in his/her area(s) of practice at the Hospital by the appropriate specialty/subspecialty board(s) in accordance with the requirements set forth in the Credentials Policy.
- (6) 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.
- (7) Have and maintain current, valid Professional Liability Insurance.
- (8) Be eligible to participate in Federal Healthcare Programs.
- (9) Have not been convicted of or pled guilty to any of the violations described in division (A)(4) of Section 109.572 of the Ohio Revised Code which disqualify the Applicant from employment or appointment at a children’s hospital pursuant to Section 2151.86 of the Ohio Revised Code as such laws may be amended from time to time.

(b) Additional Qualifications

- (1) Have and maintain a provider number for Medicaid issued by the Ohio Department of Medicaid.
- (2) Provide documentation evidencing an ongoing ability to provide patient care, treatment, and services consistent with acceptable standards of practice and available resources including current experience, clinical results, and utilization practice patterns.
- (3) Demonstrate an ability to work with and relate to others in a cooperative, professional manner that maintains and promotes an environment of quality and efficient patient care.

- (4) Agree to fulfill, and fulfill, the responsibilities of Professional Staff appointment and/or Privileges as set forth in these Professional Staff Bylaws.
- (5) Document and demonstrate an ability to exercise the Privileges requested safely and competently with or without a reasonable accommodation.
- (6) Comply with the Hospital's conflict of interest policy, if any, as applicable.
- (7) Satisfy such other qualifications as are set forth in the applicable Professional Staff category, Delineation of Clinical Privileges/Privilege set, and as otherwise provided in the Professional Staff Bylaws or Policies.

4.3 QUALIFICATIONS FOR PROFESSIONAL STAFF APPOINTMENT WITHOUT PRIVILEGES

Applicants for Professional Staff appointment without Privileges shall meet such qualifications as set forth in the applicable Professional Staff category and as otherwise recommended by the PSEC and approved by the Board.

4.4 NONDISCRIMINATION

No Applicant 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.

4.5 NO ENTITLEMENT TO PROFESSIONAL STAFF APPOINTMENT AND/OR PRIVILEGES

No Practitioner shall be entitled to appointment to the Professional Staff or to exercise particular Clinical Privileges at the Hospital merely by virtue of the fact that he or she holds a certain degree or is duly licensed to practice medicine, dentistry, podiatry or psychology in this or in any other state; is certified by any clinical board; is a member of any professional organization; had in the past, or presently has, medical staff appointment or privileges at this Hospital or at another hospital or healthcare facility; or, contracts with or is employed by the Hospital.

4.6 ADDITIONAL CONSIDERATIONS

4.6-1 Applications for Professional Staff appointment and/or Privileges must be compatible with any policies, plans, or objectives formulated by the Board concerning:

- (a) The Hospital's patient care needs including current and projected needs.
- (b) The Hospital's ability to provide the facilities, equipment, personnel, and financial resources that will be necessary if the application is approved.

- (c) The Hospital's decision to contract exclusively for the provision of certain medical/professional services with a Practitioner or a group of Practitioners other than the affected Practitioner.

4.7 RESPONSIBILITIES

4.7-1 Unless otherwise provided in the Professional Staff Bylaws or Policies, each Practitioner granted Professional Staff appointment and/or Privileges at the Hospital shall, as applicable to the Professional Staff appointment and/or Privileges granted to each such Practitioner:

- (a) Provide his or her patients with continuous care at the level of quality and efficiency generally recognized as appropriate at facilities such as the Hospital.
- (b) Abide by the Professional Staff Bylaws and Policies, the Hospital governing documents, Hospital policies and procedures (including, but not limited to, conflict of interest, compliance, HIPAA/the Hospital's Notice of Privacy Practices prepared and distributed to patients as required by the federal patient privacy regulations, *etc.*), applicable laws, and accreditation standards.
- (c) Discharge such Professional Staff, Department/Division, committee, and Hospital functions for which the Practitioner is responsible by Professional Staff category assignment, appointment, election, or otherwise.
- (d) Prepare and complete in timely fashion the medical and other required records for patients he or she admits or provides care, treatment, and/or services for at the Hospital consistent with the requirements of the Professional Staff Bylaws and Policies and applicable Hospital policies.
- (e) Incorporate into practice use of the Hospital's electronic medical record and technologic advances (including, but not limited to, computerized order entry) in the electronic medical record as they are made available to the Professional Staff for completion and review of the medical record.
- (f) As a precondition to the exercise of Privileges, a Practitioner must designate another Practitioner with comparable Privileges who has agreed to provide back-up coverage for the Practitioner's patients in the event the Practitioner is not available. This requirement may be waived by the PSEC, at the PSEC's sole discretion, in exceptional circumstances.
- (g) Participate in and cooperate with the Hospital's quality assessment, utilization review, performance improvement, corporate compliance, accreditation compliance, and HIPAA compliance programs.
- (h) Abide by the ethical principles of his or her profession as endorsed by his or her profession's recognized national association.
- (i) Cooperate with the Hospital in complying with requirements of third-party payers and in assisting, as needed, to ensure that third-party payments are made.

- (j) Work in a cooperative, professional, and civil manner and refrain from any behavior or activity that is disruptive to Hospital operations.
- (k) Satisfy the ongoing continuing education requirements, as applicable, established by the Professional Staff or as otherwise required to maintain licensure.
- (l) Assist with any Professional Staff approved education programs for students, interns, and residents, if applicable.
- (m) Promptly notify the Professional Staff Office if/when any of the information set forth in his/her current application for Professional Staff appointment and/or Privileges changes.
- (n) Cooperate in any relevant or required review of a Practitioner's (including his/her own) credentials, qualifications, or compliance with the Professional Staff Bylaws and Policies and refrain from directly or indirectly interfering, obstructing, or hindering any such review, whether by threat of harm or liability, by withholding information, or by refusing to perform or participate in assigned responsibilities or otherwise.
- (o) Be immunized in accordance with the requirements set forth in the applicable Hospital policy/policies.
- (p) Attend meetings as required by the Professional Staff Bylaws or Policies.
- (q) Complete educational sessions, as required, on the Epic Clinical Information Systems (CIS).

4.7-2 Failure to satisfy any of these basic obligations is grounds, as warranted by the circumstances, for corrective action or denial of reappointment/regrant of Privileges.

4.8 RESPONSIBILITIES OF PROFESSIONAL STAFF APPOINTEES WITHOUT PRIVILEGES

Practitioners granted Professional Staff appointment without Privileges shall fulfill such responsibilities as set forth in the applicable Professional Staff category and as otherwise recommended by the PSEC and approved by the Board.

4.9 DURATION OF APPOINTMENT AND PRIVILEGES

Initial appointments and/or Privileges, modifications of Professional Staff appointment and/or Privileges, and reappointments/regrant of Privileges shall be for a period of not more than two (2) years. An appointment or grant of Privileges of less than two (2) years shall not be deemed Adverse for purposes of these Professional Staff Bylaws.

4.10 PROCEDURES FOR APPOINTMENT/REAPPOINTMENT AND GRANT/REGRANT OF PRIVILEGES

4.10-1 Unless otherwise provided in these Professional Staff Bylaws or the Credentials Policy:

- (a) Applications for appointment, reappointment, and Privileges/regrant of Privileges shall be submitted to the Professional Staff Office who shall review each application for completeness and perform primary source verification.
- (b) Upon completion of the collection and verification process, the completed application and all accompanying documents shall be made available by the Professional Staff Office for review by, as applicable, the Chief Medical Officer, the appropriate Division Chief/Department Chair, the Credentials Committee/Credentials Committee chair, and the PSEC in accordance with the applicable procedure set forth in the Credentials Policy.
- (c) Initial grants of Professional Staff appointment and Privileges and reappointments/regrant of Privileges shall be made by the Board.
- (d) The Board shall act on appointments, reappointments, and/or Privileges/regrant of Privileges only after there has been a recommendation from the PSEC. If the PSEC fails to make a recommendation in a timely manner, the Board may, after informing the PSEC of the Board's intent and allowing a reasonable period of time for response by the PSEC, make its own determination using the same type of criteria considered by the PSEC.

4.10-2 Disaster Privileges may be granted to licensed volunteer Practitioners and Ohio APPs when the Hospital's emergency operations plan is activated in response to a disaster and the Hospital is unable to meet immediate patient needs. The CEO, Chief Medical Officer, or Professional Staff Chair may grant such disaster Privileges on a case-by-case basis in accordance with the requirements set forth in the Credentials Policy or APP Policy, as applicable.

4.10-3 The mechanisms for credentialing/recredentialing and processing applications from Practitioners for Professional Staff appointment/reappointment and/or grant/regrant of Clinical Privileges are outlined in the Credentials Policy.

4.10-4 The mechanisms for credentialing/recredentialing and processing applications from APPs for grant/regrant of Clinical Privileges are outlined in the APP Policy.

4.11 PRACTITIONERS PROVIDING PROFESSIONAL SERVICES BY CONTRACT OR EMPLOYMENT

4.11-1 QUALIFICATIONS AND SELECTION

- (a) A Practitioner who is, or who will be, providing specified professional services pursuant to a contract/employment with the Hospital (or for a group holding a contract with the Hospital) must meet the same qualifications, be evaluated for appointment, reappointment, and Clinical Privileges in the same manner, and fulfill the same obligations of Professional Staff appointment and/or Privileges as any other Practitioner.

4.11-2 EFFECT OF CHANGE IN PROFESSIONAL STAFF APPOINTMENT AND/OR PRIVILEGES

- (a) The effect of an adverse change in Professional Staff appointment and/or Clinical Privileges on continuation of the contract/employment is governed solely by the terms of the contract/employment arrangement; or, if the contract/employment arrangement is silent, the matter will be as determined by the Board after soliciting and considering the recommendations of the PSEC.

4.11-3 EFFECT OF CONTRACT/EMPLOYMENT EXPIRATION OR TERMINATION

- (a) The effect of expiration or termination of the Practitioner's contract/employment with the Hospital (or the expiration or termination of the Practitioner's association with the group holding the contract with the Hospital) upon a Practitioner's Professional Staff appointment and/or Clinical Privileges at the Hospital shall be governed solely by the terms of the Practitioner's contract/employment with the Hospital (or with the group holding the contract with the Hospital), if the same addresses the issue.
- (b) If the contract/employment arrangement is silent on the matter, then contract/employment expiration or termination alone will not affect the Practitioner's appointment or Clinical Privileges, except that the Practitioner may not thereafter exercise any Clinical Privileges for which exclusive contractual arrangements have been made.
- (c) 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 entity that has the exclusive contractual relationship with the Hospital is terminated or expires) then the Practitioner's Professional Staff appointment and those Privileges covered by the exclusive contract shall also be terminated, and the procedural rights afforded by the Fair Hearing Policy shall not apply; provided, however, that the Board in its sole discretion may waive this automatic termination result.
- (d) If the Hospital adopts a policy involving a closed Department or an exclusive contract for a particular service(s), any Practitioner previously privileged to provide such service(s) in the Hospital but who is not a party to the exclusive contract will no longer be permitted to exercise those Clinical Privileges which come within the scope of the closed Department or exclusive contract as of the effective date of the contract or closure regardless of whether such effective date results in a shorter duration of Clinical Privileges than originally granted to a Practitioner. When the ability to exercise Clinical Privileges is terminated solely on this ground then, to the extent the Practitioner seeks to have a hearing pursuant to the Fair Hearing Policy, such hearing shall be limited to the issue of whether the Practitioner's Clinical Privileges come within the scope of the exclusive contract or Department closure.
- (e) Termination of Professional Staff appointment and Clinical Privileges, or a limitation on Clinical Privileges, for the reasons set forth in this Section 4.11 shall

not give rise to the procedural rights afforded by the Fair Hearing Policy. The only exceptions to this rule shall be:

- (1) For the limited purpose set forth in subsection (d) above; or,
- (2) When the basis of such termination or limitation is such that the Hospital would be obligated to report the Practitioner's actions to the Ohio State Medical Board (or other applicable State licensing entity) or the National Practitioner Data Bank. In such event, the Practitioner shall be entitled to the procedural rights afforded by the Fair Hearing Policy solely with respect to those issues which formed the basis of the reporting requirement.

ARTICLE V

CATEGORIES OF THE PROFESSIONAL STAFF

5.1 CATEGORIES

The Professional Staff shall be divided into the following Professional Staff categories: Active with Privileges, Active without Privileges, Courtesy, Community, and Honorary.

5.2 ACTIVE PROFESSIONAL STAFF (WITH PRIVILEGES)

5.2-1 QUALIFICATIONS

- (a) The active Professional Staff with Privileges shall consist of Practitioners who:
 - (1) Satisfy the qualifications set forth in Section 4.2-1 of these Bylaws.
 - (2) Provide for continuous care of their patients.
 - (3) Regularly attend patients at the Hospital with twenty (20) or more Patient Encounters at the Hospital during each two-year appointment/Privilege period.
- (b) If a Practitioner who is granted appointment and Privileges pursuant to this section fails to meet the requirements for Patient Encounters during an appointment/Privilege period, the Practitioner will be transferred to another Professional Staff category for which he/she is eligible, if any, in the absence of a showing, satisfactory to the PSEC and Board, that the Practitioner's failure to satisfy the Patient Encounter requirement was due to unusual circumstances unlikely to occur in the next appointment/Privilege period.

5.2-2 PREROGATIVES

- (a) An active Professional Staff Appointee with Clinical Privileges may:
 - (1) Exercise such Clinical Privileges as are granted to him or her including, but not limited to, the ability to admit patients to the Hospital.
 - (2) Hold Professional Staff office provided he/she meets the qualifications to do so.
 - (3) Serve as a Department Chair or Division Chief provided he/she meets the qualifications to do so.
 - (4) Serve as a member or chair of a Professional Staff committee provided he/she meets the qualifications to do so.
 - (5) Vote on Professional Staff matters and on matters of the Professional Staff Department/Division and Professional Staff committees of which the Appointee is a member.

5.2-3 OBLIGATIONS

- (a) An active Professional Staff Appointee with Privileges shall:
- (1) Fulfill the responsibilities set forth in Section 4.7-1.
 - (2) Assume all of the functions and responsibilities of appointment to the active Professional Staff including, but not limited to, actively participating, as required, in on-call rotation schedules assigned by his/her Division Chief and timely response to consultation requests.
 - (3) Participate in professional practice evaluation activities as assigned (*e.g.*, supervise Practitioners in the Appointee's same profession who are under focused professional practice evaluation).
 - (4) Be expected to attend meetings of the Professional Staff and meetings of the Department, Division, and committees to which he or she is elected, appointed, or assigned.
 - (5) Timely pay all Professional Staff dues, fees, and assessments.

5.3 ACTIVE PROFESSIONAL STAFF (WITHOUT PRIVILEGES)

5.3-1 QUALIFICATIONS

- (a) The active Professional Staff without Privileges shall consist of Practitioners who:
- (1) Satisfy the qualifications set forth in Section 4.2-1(a)(1) and (a)(6)-(9) and in Section 4.2-1(b)(4), (6), and (7).
 - (2) Have had no licensure limitations or restrictions within the past six (6) years.
 - (3) Actively participate and substantially contribute, within the past three (3) years, to the activities of the Hospital and Professional Staff in an ongoing and consistent manner through committee assignments, leadership roles, and significant participation in Professional Staff activities.
 - (4) Meet one of the following:
 - (i) Do not have Patient Encounters at the Hospital but practice in the community the Hospital serves in the area of pediatrics, a pediatric sub-specialty, or otherwise provide clinical services to pediatric patients as part of the Practitioner's general practice; **OR**,
 - (ii) Work exclusively in an administrative capacity for the Hospital for which Clinical Privileges are not needed; **OR**,

- (iii) Fill an administrative position in the community which provides care, maintains health, or prevents disease in pediatric patients.

5.3-2 PREROGATIVES

- (a) An active Professional Staff Appointee without Clinical Privileges may:
 - (1) Not be granted or exercise Clinical Privileges at the Hospital.
 - (2) Not admit patients to the Hospital but may refer patients requiring Hospital admission to a Practitioner with admitting Privileges at the Hospital.
 - (3) Refer patients requiring care, treatment, or services at the Hospital to a Practitioner with appropriate Clinical Privileges at the Hospital.
 - (4) Visit his/her patients who are in the Hospital and review those patients' Hospital medical records consistent with the Hospital's medical record/HIPAA policies and subject to training, as required, with respect to view only access to the electronic medical record.
 - (5) Not make entries in the medical record or otherwise participate in the provision of care, treatment, or services to patients at the Hospital.
 - (6) Hold Professional Staff office provided he/she meets the qualifications to do so.
 - (7) Not serve as a Department Chair or Division Chief.
 - (8) Serve as a member or chair of a Professional Staff committee provided he/she meets the qualifications to do so.
 - (9) Vote on Professional Staff matters and on matters of the Professional Staff Department/Division and Professional Staff committees of which the Appointee is a member.

5.3-3 OBLIGATIONS

- (a) An active Professional Staff Appointee without Privileges shall:
 - (1) Fulfill the responsibilities set forth in Section 4.7-1 to the extent applicable to a request for Professional Staff appointment without Privileges.
 - (2) Be expected to attend meetings of the Professional Staff and meetings of the Department, Division, and committees to which he or she is elected, appointed, or assigned.
 - (3) Timely pay all Professional Staff dues, fees, and assessments.

5.4 COURTESY PROFESSIONAL STAFF (WITH CLINICAL PRIVILEGES)

5.4-1 QUALIFICATIONS

- (a) The courtesy Professional Staff shall consist of Practitioners who:
- (1) Satisfy the qualifications set forth in Section 4.2-1 of these Bylaws.
 - (2) Are appointees in good standing of the active medical staff with clinical privileges at another accredited Ohio hospital requiring performance improvement/quality assessment activities similar to this Hospital. The Practitioner shall hold at such other hospital the same privileges, without restriction, that he/she is requesting at this Hospital. An exception to this qualification may be recommended by the PSEC and approved by the Board, in its sole discretion, for good cause provided the Practitioner is otherwise qualified by education, training, and experience to competently provide the requested care, treatment, and/or services.
 - (3) Meet one (1) of the following requirements:
 - (i) Are requesting Professional Staff appointment and Privileges for the sole purpose of providing specialty/consulting services in a specialty area in which there is a need at the Hospital and have at least two (2) but not more than nineteen (19) Patient Encounters during each two (2) year appointment/Privilege period; **OR**,
 - (ii) Are requesting Professional Staff appointment and Privileges for the sole purpose of serving as a preceptor not related to the Hospital's graduate medical education programs; **OR**,
 - (iii) Are requesting Professional Staff appointment and Privileges for the sole purpose of providing back-up coverage to another Practitioner on the Professional Staff; **OR**,
 - (iv) Are requesting Professional Staff appointment and Privileges for the sole purpose of providing Hospital-approved temporary staffing (*e.g.*, extended *locum tenens* coverage, *etc.*); **OR**,
 - (v) Are requesting Professional Staff appointment and Privileges for the sole purpose of participating in a teaching program sponsored by the Wright State University Boonshoft School of Medicine (which can involve students, residents, or fellows) that includes the provision of patient care.
- (b) If a Practitioner who is granted appointment and Privileges pursuant to option (i) fails to meet the requirements for Patient Encounters during an appointment/Privilege period (and provided that such Practitioner does not otherwise qualify for continued appointment to the courtesy Professional Staff pursuant to options (ii)-(v) above), the Practitioner will be transferred to another

Professional Staff category for which he/she is eligible, if any, or terminated from the Professional Staff without any procedural rights pursuant to the Fair Hearing Policy in the absence of a showing, satisfactory to the PSEC and Board, that this was due to unusual circumstances unlikely to occur in the next appointment/Privilege period.

- (c) If a Practitioner who is granted appointment and Privileges pursuant to option (i) exceeds the requirements for Patient Encounters during an appointment/Privilege period (and provided that such Practitioner does not otherwise qualify for continued appointment to the courtesy Professional Staff pursuant to options (ii)-(v) above), the Practitioner will be transferred to the active Professional Staff category with Privileges in the absence of a showing, satisfactory to the PSEC and Board, that this was due to unusual circumstances unlikely to occur in the next appointment/Privilege period.

5.4-2 PREROGATIVES

- (a) A courtesy Professional Staff Appointee may:
 - (1) Exercise such Clinical Privileges as are granted to him or her including, but not limited to, the ability to admit patients to the Hospital.
 - (2) Not hold Professional Staff office.
 - (3) Not serve as a Department Chair, Division Chief, or Professional Staff committee chair.
 - (4) Serve as a member of a Professional Staff committee (with the exception of the PSEC), provided he/she meets the qualifications to do so, and vote on matters of the Professional Staff committee(s) of which he/she is a member.
 - (5) Attend meetings of the Professional Staff and the Department/Division of which he/she is a member; provided, however, that courtesy Appointees may not vote on Professional Staff or Department/Division matters.

5.4-3 OBLIGATIONS

- (a) A courtesy Professional Staff Appointee shall:
 - (1) Fulfill the responsibilities set forth in Section 4.7-1.
 - (2) Actively participate, as required, in on-call/rotation schedules assigned by his/her Division Chief and timely respond to consultation requests.
 - (3) Participate in professional practice evaluation activities as assigned.
 - (4) Be encouraged to attend meetings of the Professional Staff and meetings of the Department/Division to which assigned.

- (5) If he or she accepts a Professional Staff committee assignment, carry out such assignment in the same manner as required of any other Appointee including satisfying such meeting attendance requirements as are applicable.
- (6) Timely pay all Professional Staff dues, fees, and assessments.

5.5 COMMUNITY PROFESSIONAL STAFF (WITHOUT PRIVILEGES)

5.5-1 QUALIFICATIONS

- (a) The community Professional Staff without Privileges shall consist of Practitioners who:
 - (1) Satisfy the qualifications set forth in Section 4.2-1(a)(1) and (a)(6)-(9) and in Section 4.2-1(b)(4), (6), and (7).
 - (2) Have had no licensure limitations or restrictions within the past six (6) years.
 - (3) Do not have Patient Encounters at the Hospital but practice in the community the Hospital serves in the area of pediatrics, a pediatric subspecialty, or otherwise provide clinical services to pediatric patients as part of the Practitioner's general practice.

5.5-2 PREROGATIVES

- (a) A community Professional Staff Appointee without Clinical Privileges may:
 - (1) Not be granted or exercise Clinical Privileges at the Hospital.
 - (2) Not admit patients to the Hospital but may refer patients requiring Hospital admission to a Practitioner with admitting Privileges at the Hospital.
 - (3) Refer patients requiring care, treatment, or services at the Hospital to a Practitioner with appropriate Clinical Privileges at the Hospital.
 - (4) Visit his/her patients who are in the Hospital and review those patients' Hospital medical records consistent with the Hospital's medical record/HIPAA policies and subject to training, as required, with respect to view only access to the electronic medical record.
 - (5) Not make entries in the medical record or otherwise participate in the provision of care, treatment, or services to patients at the Hospital.
 - (6) Not hold Professional Staff office.
 - (7) Not serve as a Department Chair, Division Chief or chair a Professional Staff committee.

- (8) Attend meetings of the Professional Staff and the Department/Division of which he/she is a member; provided, however, that community Appointees may not vote on Professional Staff or Department/Division matters.
- (9) Serve as a voting member of a Professional Staff committee (with the exception of the PSEC) provided he/she meets the qualifications to do so.

5.5-3 OBLIGATIONS

- (a) A community Professional Staff Appointee without Privileges shall:
 - (1) Fulfill the responsibilities set forth in Section 4.7-1 to the extent applicable to a request for Professional Staff appointment without Privileges.
 - (2) Be expected to attend meetings of the Professional Staff committee(s) of which he/she is a member.
 - (3) Timely pay all Professional Staff dues, fees, and assessments.

5.6 HONORARY PROFESSIONAL STAFF (WITHOUT PRIVILEGES)

5.6-1 QUALIFICATIONS

- (a) The honorary Professional Staff shall be restricted to two (2) classes of Practitioners:
 - (1) Former Professional Staff Appointees who have retired or are no longer active in practice at the Hospital, who are of outstanding reputation, and who have provided dedicated and long-standing service to the Hospital or made other noteworthy contributions to the Hospital; **OR**,
 - (2) Practitioners who are honored by emeritus positions or have other outstanding professional achievements.
- (b) Honorary Professional Staff Appointees are not required to reside in the community.
- (c) Appointments to the honorary Professional Staff may only be initiated through nominations by the Credentials Committee and PSEC to the Board. No Practitioner may apply for honorary Professional Staff appointment.

5.6-2 PREROGATIVES

- (a) An honorary Appointee may:
 - (1) Not be granted or exercise Privileges at the Hospital.
 - (2) Not hold Professional Staff office.
 - (3) Not serve as a Department Chair or Division Chief.

- (4) Serve as a member or chair of a Professional Staff committee (with the exception of the PSEC, the Credentials Committee, or the MPRC), provided he/she meets the qualifications to do so, and vote on matters of the Professional Staff committee(s) of which he/she is a member or chair.
- (5) Attend meetings of the Professional Staff and Department/Division of which he/she is a member but may not vote on Professional Staff or Department/Division matters.

5.6-3 OBLIGATIONS

- (a) An honorary Appointee shall:
 - (1) Have no Professional Staff obligations; provided, however, that if he or she agrees to accept a Professional Staff committee assignment, he/she will carry out such assignment in the same manner as required of any other Professional Staff Appointee including satisfying such meeting attendance requirements as are applicable.
 - (2) Not be required to pay Professional Staff dues, fees, or assessments.

ARTICLE VI

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

6.1 COLLEGIAL INTERVENTION AND INFORMAL REMEDIATION

6.1-1 COLLEGIAL INTERVENTION

Prior to initiating formal corrective action against an Appointee for professional conduct or competency concerns, the CEO, the Chief Medical Officer, a Professional Staff officer, the Department Chair of Medicine or the Department Chair of Surgery, a Division Chief, or the Board/Board chair (through the CEO or Chief Medical Officer as its administrative agent) 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 peer review file.

Collegial intervention efforts involve reviewing and following up on questions raised about the clinical practice and/or conduct of Professional Staff Appointees and pursuing counseling, education, and related steps, such as the following:

- (a) advising colleagues of all applicable policies, such as policies regarding appropriate behavior, communication issues, on-call obligations, and the timely and adequate completion of medical records.
- (b) sharing comparative quality, utilization, and other relevant information, including any variations from clinical protocols or guidelines, in order to assist individuals to conform their practices to appropriate norms.

6.1-2 INFORMAL REMEDIATION

An appropriately designated Professional Staff committee may enter into a voluntary remedial agreement with an Appointee, consistent with the Professional Staff's professional practice policies, 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 of this Article.

6.1-3 NO OBLIGATION

Nothing in this Section shall be construed as obligating the Hospital or Professional Staff to engage in collegial intervention or informal remediation prior to implementing formal corrective action on the basis of a single incident.

6.2 FORMAL CORRECTIVE ACTION

6.2-1 GROUNDS

- (a) Corrective action against any Professional Staff Appointee may be requested by the persons or bodies listed in Section 6.2-2 whenever the actions of such Appointee, either within or outside the Hospital, is considered to be or reasonably likely to be:
 - (1) unethical or below the applicable professional standards of care.
 - (2) detrimental to patient safety or to the delivery of efficient, quality patient care within the Hospital.
 - (3) contrary to the Professional Staff Bylaws or Policies, the Hospital's Code of Regulations, or policies and procedures of the Hospital.
 - (4) detrimental to the health or safety of any other Practitioner, APP, Hospital employee, or any other person in the Hospital.
 - (5) disruptive to the operation of the Hospital or the Professional Staff.
 - (6) damaging to the reputation of the Professional Staff, the Hospital, or to the medical profession.

6.2-2 PERSONS / BODIES WHO MAY REQUEST

- (a) Any of the following may request that corrective action be initiated:
 - (1) Professional Staff Chair, Professional Staff Chair-elect, or Past Professional Staff Chair
 - (2) Chair of the Department of Medicine or Chair of the Department of Surgery
 - (3) Division Chief
 - (4) Chair of the Multidisciplinary Peer Review Committee
 - (5) PSEC
 - (6) CEO or Chief Medical Officer
 - (7) Board or chair thereof
 - (8) Chair of the Practitioner/APP Wellness Committee

6.2-3 FORM OF REQUEST

- (a) All requests for corrective action shall be in writing (which writing may be reflected in minutes), shall be made to the PSEC (except those initiated by the PSEC), and shall be supported by reference to the specific activities or conduct which constitute the grounds for the request.

- (b) In the event the request for corrective action is initiated by the PSEC, it shall reflect the basis for its recommendation in its minutes. The Professional Staff Chair shall promptly notify the CEO and Chief Medical Officer in writing of all such requests.

6.2-4 FORMAL CORRECTIVE ACTION INVESTIGATION

- (a) Upon receipt of the request for corrective action, the PSEC shall act on the request.
- (b) The PSEC may:
 - (1) Determine that no corrective action is warranted and close the matter.
 - (2) Determine that no corrective action is warranted and remand the matter for collegial intervention or informal resolution consistent with the Professional Staff governing documents.
 - (3) Initiate a formal corrective action investigation in accordance with the requirements set forth in this Section.
- (c) A matter shall be deemed to be under formal investigation upon the following event, whichever occurs first:
 - (1) The Appointee is notified by an appropriate Hospital or PSEC representative (either verbally or by Special Notice) that a request for corrective action has been submitted to the PSEC.
 - (2) The start of a PSEC meeting at which a request for corrective action is being presented.
- (d) 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 PSEC meeting at which the issue is presented; provided, however, that if the PSEC determines to proceed with a formal corrective action investigation, the matter shall remain under formal corrective action investigation until such time as the PSEC rejects the request for corrective action, closes the investigation, or a final decision is rendered by the Board.
- (e) The affected Practitioner shall be provided with written notice of a determination by the PSEC to go forward with a corrective action investigation.
- (f) The PSEC may conduct such investigation itself, assign the task to a standing or *ad hoc* committee, or refer the matter to the Board for investigation and resolution.
- (g) This investigative process is not a "hearing" as that term is used in the Fair Hearing Policy and shall not entitle the Professional Staff Appointee to the procedural rights provided in the Fair Hearing Policy.
- (h) The investigating committee 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 committee 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.

- (i) If the investigation is conducted by a committee other than the PSEC or the Board, that committee shall submit a written report of the investigation, which may be reflected by minutes, to the PSEC as soon as is practical after its receipt of the assignment to investigate. The report should contain such detail as is necessary for the PSEC to rely upon it including recommendations for appropriate corrective action or no action at all (and the basis for such recommendations).
- (j) The PSEC may, at any time in its discretion, and shall, at the request of the Board, terminate the investigative process and proceed with action as provided below.

6.2-5 CONSIDERATION AND ACTION OR RECOMMENDATION BY PSEC

- (a) As soon as practical following completion of its report (which may be reflected by minutes), or receipt of a report from the investigating committee, the PSEC shall act upon the request for corrective action. Its action may include, without limitation, the following.
 - (1) A determination that no corrective action be taken.
 - (2) Issuance of a warning, a letter of admonition, or a letter of reprimand.
 - (3) 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.
 - (4) 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.
 - (5) Recommendation of additional training or experience.
 - (6) Recommendation of reduction, suspension, or revocation of all, or any part, of the Appointee's Clinical Privileges.
 - (7) Recommendation of reduction of Professional Staff category or limitation of any Professional Staff Prerogatives directly related to the Appointee's delivery of patient care.
 - (8) Such other recommendation or action as permitted and deemed appropriate under the circumstances.

6.2-6 EFFECT OF PSEC ACTION

- (a) Adverse Recommendation. If the recommendation of the PSEC is Adverse to the Appointee, the Professional Staff Chair 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 the Fair Hearing Policy. The Professional Staff Chair shall then hold the Adverse recommendation until the Appointee has exercised or waived the right to a hearing and appeal after which the final PSEC recommendation, together with all accompanying information, shall be forwarded to the Board for action.

- (b) Failure to Act, Etc. If the PSEC (i) refers the matter to the Board; or (ii) fails to act on a request for corrective action within an appropriate time as determined by the Board, the Board may proceed with its own investigation or determination, as applicable to the circumstances. In the case of (ii), the Board shall make such determination after informing the PSEC of the Board's intent and allowing a reasonable period of time for response by the PSEC.
 - (1) If the Board's decision is not Adverse to the Professional Staff Appointee, the action shall be effective as its final decision and the CEO shall inform the Appointee of the Board's decision by Special Notice.
 - (2) If the Board's decision is Adverse to the Appointee, the CEO shall inform the Appointee, by Special Notice, and the Appointee shall be entitled, upon timely and proper request, to the procedural rights set forth the Fair Hearing Policy.

6.2-7 The commencement of corrective action procedures against an Appointee shall not preclude the summary suspension or automatic suspension or termination of the Professional Staff appointment and/or all, or any portion, of the Appointee's Privileges in accordance with the procedures set forth in §6.3, §6.4 or §6.5 of this Article.

6.3 SUMMARY SUSPENSION

6.3-1 CRITERIA FOR INITIATION

- (a) The Professional Staff Chair in consultation with the PSEC (subject to subsection (b) below), the CEO, the Chief Medical Officer, the PSEC, the chair of the Board, or the Board shall each have the authority to summarily suspend all, or any portion, of the Clinical Privileges of a Practitioner in the following circumstances:
 - (1) Conduct by the Practitioner that requires immediate action be taken to protect or reduce the substantial likelihood of injury or imminent danger to the life, health, or safety of any patient, employee, or other person present in the Hospital.
- (b) If the nature of the situation is such that it would be unreasonable or impractical for the Professional Staff Chair to consult with the PSEC prior to imposition of a summary suspension, the Professional Staff Chair may impose the summary suspension without the consultation described above.
- (c) Such summary suspension shall become effective immediately upon imposition. The person or group imposing the summary suspension shall immediately inform

the CEO and Chief Medical Officer. The Hospital CEO shall promptly give Special Notice of the summary suspension to the Practitioner.

6.3-2 PSEC ACTION

- (a) As soon as possible, but in no event later than five (5) days after a summary suspension is imposed, the PSEC (if the PSEC was not involved in the imposition of the summary suspension), shall convene to review and consider the action taken and the need, if any, for corrective action pursuant to Section 6.2 above. Such a meeting of the PSEC shall not be considered a "hearing" as contemplated in the Fair Hearing Policy even if the Practitioner involved attends the meeting, and no procedural requirements shall apply.
- (b) The PSEC may modify, continue, or terminate a summary suspension provided that the summary suspension was not imposed by the Board or the CEO/Chief Medical Officer.
- (c) In the case of a summary suspension imposed by the Board or CEO/Chief Medical Officer, the PSEC shall give its recommendation to the Board as to whether such summary suspension should be modified, continued, or terminated. The Board may accept, modify, or reject the PSEC's recommendation.

6.3-3 PROCEDURAL RIGHTS

Not later than fourteen (14) days following the original imposition of the summary suspension, the Practitioner shall be advised, by Special Notice, of the PSEC's determination; or, in the case of a summary suspension imposed by the Board or the CEO/Chief Medical Officer, of the PSEC's recommendation as to whether such suspension should be terminated, modified, or sustained, and of the Practitioner's rights, if any, pursuant to the Fair Hearing Policy.

6.3-4 OTHER ACTION

Lifting the summary suspension within fourteen (14) days of its original imposition on the ground that corrective action was not required shall not be deemed Adverse and a statement to that effect shall be placed in the Practitioner's file.

6.4 AUTOMATIC SUSPENSION/LIMITATION

6.4-1 GROUNDS

- (a) The following events shall result in an automatic suspension or limitation of a Practitioner's Professional Staff appointment and/or Privileges, as applicable, without recourse to the procedural rights set forth in the Fair Hearing Policy.
 - (1) License. Any action taken with respect to the Practitioner's license as follows:

- (i) Restriction. Whenever a Practitioner's license/certificate to practice is limited or restricted by the applicable licensing or certifying authority, the Practitioner's Professional Staff appointment and Clinical Privileges shall be likewise automatically limited or restricted as of the date such action becomes effective and throughout its term.
 - (ii) Suspension. Whenever a Practitioner's license/certificate to practice is suspended, the Practitioner's Professional Staff appointment and Clinical Privileges shall be likewise automatically suspended consistent with such suspension effective upon and for at least the term of the suspension.
 - (iii) Probation. Whenever a Practitioner is placed on probation by the applicable licensing or certifying authority, such probationary requirements, to the extent applicable, shall also be automatically imposed upon the Professional Staff appointment and Clinical Privileges of the Practitioner during the term of the probation.
 - (iv) Failure to Renew/Expired. Whenever a Practitioner's license/certificate to practice expires solely as a result of the Practitioner's inadvertent failure to renew such license/certificate on a timely basis, the Practitioner's Professional Staff appointment and Privileges will be automatically suspended as of the date the Practitioner's license/certificate to practice expires subject to Section 6.5-1(a)(1)(ii) below.
- (2) Controlled Substance
- (i) Restriction. A Practitioner whose Drug Enforcement Administration ("DEA") registration or prescribing authority is limited or restricted shall immediately and automatically be limited or restricted as to his or her right to prescribe medications covered by the registration or prescribing authority as of the date such action becomes effective and throughout its term.
 - (ii) Suspension. Whenever a Practitioner's DEA registration (or other authorization to prescribe controlled substances) is suspended, his/her Professional Staff appointment and Privileges shall be likewise automatically suspended.
 - (iii) Probation. Whenever a Practitioner's DEA registration number or prescribing authority is subject to probation, the Practitioner's right to prescribe medications thereunder shall automatically become subject to the terms of the probation, to the extent applicable, as of the date such action becomes effective and throughout its term.
 - (iv) Failure to Renew/Expired. Whenever a Practitioner's DEA registration expires solely as a result of the Practitioner's inadvertent

failure to renew such registration on a timely basis, the Practitioner's Professional Staff appointment and Privileges will be automatically suspended as of the date the Practitioner's registration expires subject to Section 6.5-1(a)(2)(ii) below.

- (3) Federal Healthcare Programs. Whenever a Practitioner is suspended from participating in a Federal Healthcare Program, the Practitioner's Professional Staff appointment and Clinical Privileges shall be immediately and automatically suspended.
- (4) Failure to Abide by Professional Staff/Hospital Policies. Failure to abide by Professional Staff Policies or Hospital policies including, but not limited to, the policy regarding delinquent medical records, shall result in the imposition of an automatic suspension of the Practitioner's Professional Staff appointment and/or Privileges to the extent and in the manner provided for in such Professional Staff Policies or Hospital policies.
- (5) Professional Liability Insurance. If a Practitioner's Professional Liability Insurance coverage lapses, falls below the required minimum, is terminated, or otherwise ceases to be in effect, in whole or in part, the Practitioner's appointment and Privileges shall be automatically suspended until Professional Liability Insurance coverage is restored or the matter is otherwise resolved pursuant to Section 6.5-1(a)(4) below. The Professional Staff Office shall be provided with a certified copy of the insurance certificate from the insurance company and a written statement explaining the circumstances of the Practitioner's non-compliance with the Hospital's Professional Liability Insurance requirements, any limitation on the new policy, and a summary of relevant activities during the period of non-compliance. For purposes of this section, the failure of a Practitioner to provide proof of Professional Liability Insurance shall constitute a failure to meet the requirements of this provision.

6.4-2 IMPACT OF AUTOMATIC SUSPENSION OR LIMITATION

- (a) With the exception of Section 6.4-1(a)(4) regarding delinquent medical records, during such period of time when a Practitioner's appointment and/or Privileges are suspended or limited pursuant to Section 6.4-1, he/she may not, as applicable, exercise any Prerogatives of appointment or any Privileges at the Hospital.
- (b) A Practitioner whose Privileges are automatically suspended or limited pursuant to Section 6.4-1(a)(4) for delinquent medical records is subject to the same limitations except that such Practitioner may:
 - (1) Conclude the management of any patient under his or her care in the Hospital at the time of the effective date of the automatic suspension/limitation of Privileges.
 - (2) Attend to the management of patients under the Practitioner's care requiring emergency care and intervention.

- (3) May perform surgery for any patient under his/her care whose admission or outpatient procedure was scheduled prior to the effective date of the automatic suspension and which occurs within forty-eight (48) hours following the automatic suspension.

6.4-3 ACTION FOLLOWING IMPOSITION OF AUTOMATIC SUSPENSION OR LIMITATION

- (a) As soon as practicable after imposition of an automatic suspension or limitation, the Professional Staff Chair may convene PSEC, as appropriate to the grounds for such automatic suspension, to review and consider the facts. PSEC may recommend corrective action as PSEC deems appropriate following the procedure generally set forth in §6.2 of this Article.
- (b) 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; provided, the Practitioner shall be obligated to provide such information as the Professional Staff Office shall reasonably request to assure that all information in the Practitioner's credentials file is current.
- (c) It shall be the duty of the Professional Staff Chair to cooperate with the CEO and Chief Medical Officer to enforce all automatic suspensions.

6.5 AUTOMATIC TERMINATION

6.5-1 GROUNDS

- (a) The following events shall result in an automatic termination of a Practitioner's Professional Staff appointment and Privileges without recourse to the procedural rights contained in the Fair Hearing Policy.
 - (1) Licensure
 - (i) Whenever a Practitioner's license or certificate to practice is terminated, the Practitioner's Professional Staff appointment and Clinical Privileges shall be likewise automatically terminated as of the date such action becomes effective.
 - (ii) Whenever a Practitioner (whose Professional Staff appointment and Privileges were automatically suspended pursuant to §6.4-1 (a)(1)(iv) for an expired license/certificate to practice) fails to renew his/her license/certificate to practice within thirty (30) days after its expiration, his/her Professional Staff appointment and Privileges shall be automatically terminated.

- (2) Controlled Substances
 - (i) Whenever a Practitioner's DEA registration (or other authorization to prescribe controlled substances) is revoked, his/her Professional Staff appointment and Privileges shall be automatically terminated.
 - (ii) Whenever a Practitioner (whose Professional Staff appointment and Privileges were automatically suspended pursuant to §6.4-1 (a)(2)(iv) for an expired DEA registration) fails to renew his/her registration within thirty (30) days after its expiration, his/her Professional Staff appointment and Privileges shall be automatically terminated.
- (3) Federal Healthcare Program. Whenever a Practitioner is excluded from participating in a Federal Healthcare Program, the Practitioner's Professional Staff appointment and Privileges shall be automatically terminated.
- (4) Professional Liability Insurance. In the event that proof of Professional Liability Insurance coverage is not provided to the Professional Staff Office within forty-five (45) days of a Practitioner's automatic suspension pursuant to Section 6.4-1(a)(5), the Practitioner's Professional Staff appointment and Privileges shall automatically terminate as of the forty-sixth (46th) day.
- (5) Plea of Guilty, etc. to Certain Offenses. If a Practitioner pleads guilty or no contest to, or is found guilty of, a felony or other serious offense which involves (i) violence or abuse upon a person, (ii) conversion, embezzlement, or misappropriation of property; (iii) fraud, bribery, evidence tampering, or perjury; (iv) a drug offense; or (v) if a Practitioner has been convicted of or pled guilty to any of the violations described in division (A)(4) of Section 109.572 of the Ohio Revised Code which disqualify the Practitioner from employment or appointment at a children's hospital pursuant to Section 2151.86 of the Ohio Revised Code as such laws may be amended from time to time, the Practitioner's Professional Staff appointment and Clinical Privileges shall be immediately and automatically terminated.

6.6 CONTINUITY OF PATIENT CARE

Upon the imposition of a summary suspension, automatic suspension, or automatic termination, the Professional Staff Chair or the applicable Department Chair/Division Chief shall provide for alternative coverage for the affected Practitioner's Hospital patients. The wishes of the patient shall be considered, where feasible, in choosing a substitute Practitioner. The affected Practitioner shall confer with the substitute Practitioner(s) to the extent necessary to safeguard the patient.

6.7 REPORTS TO FEDERAL AND STATE AUTHORITIES

6.7-1 The CEO shall be responsible for submission of all reports required by federal or state law based upon professional review actions as that term is defined in the Health Care Quality

Improvement Act of 1986, as amended, and formal disciplinary action as that term is defined pursuant to applicable federal and state law.

- 6.7-2 The filing or non-filing of such reports, or any investigation or disciplinary action taken by the Ohio State Medical Board (or other applicable licensing entity), or lack thereof, shall not preclude any action to suspend, restrict, or revoke the Professional Staff appointment and/or Clinical Privileges of a Practitioner pursuant to these Professional Staff Bylaws.
- 6.7-3 Nothing herein shall be construed to be a waiver of the privileged and confidential status of the proceedings or records of the Hospital/Professional Staff peer review committees as provided by Ohio's peer review statute.

ARTICLE VII
PROCEDURAL RIGHTS: HEARING AND APPELLATE REVIEW

7.1 PROCEDURAL RIGHTS

- 7.1-1 Unless otherwise provided in the Professional Staff Bylaws or Policies, when an Appointee or Applicant receives notice of an Adverse recommendation by the PSEC, the Applicant or Appointee shall be entitled to a hearing and appellate review, if applicable, in accordance with the procedures set forth in the Fair Hearing Policy.
- 7.1-2 Unless otherwise provided in the Professional Staff Bylaws or Policies, when an Appointee or Applicant receives notice of an Adverse recommendation or action by the Board, and such decision is not based on a prior Adverse recommendation of the PSEC with respect to which the Appointee or Applicant was entitled to a hearing, the Appointee or Applicant shall be entitled to a hearing and appellate review, if applicable, in accordance with the procedures set forth in the Fair Hearing Policy.
- 7.1-3 Upon receipt of a timely and proper request therefore, a hearing shall be scheduled by the Professional Staff Chair, if the request for hearing was prompted by an Adverse recommendation of the PSEC; or, by the Board chair, if the request for hearing was prompted by an Adverse recommendation or action of the Board.
- 7.1-4 The hearing shall be conducted by either a hearing officer or a hearing panel, as determined by the body whose Adverse recommendation or action triggered the request for the hearing.
- (i) A hearing officer may be a Practitioner, an individual from outside the Hospital, such as an attorney, or other individual qualified to conduct the hearing. The hearing officer is not required to be a Professional Staff Appointee.
 - (ii) A hearing panel shall consist of not less than three (3) individuals. The panel members may either be Practitioners, individuals from outside of the Hospital, or a combination thereof.
- 7.1-5 The hearing shall be conducted in a manner consistent with the then current requirements of the Health Care Quality Improvement Act, as amended from time to time, and as further detailed in the Fair Hearing Policy.

ARTICLE VIII

PROFESSIONAL STAFF OFFICERS

8.1 OFFICERS OF THE PROFESSIONAL STAFF

8.1-1 DESIGNATION

- (a) The officers of the Professional Staff shall be the:
 - (1) Professional Staff Chair
 - (2) Professional Staff Chair-elect
 - (3) Past Professional Staff Chair

8.1-2 QUALIFICATIONS OF OFFICERS

- (a) Practitioners who desire to serve as a Professional Staff officer shall meet the following qualifications:
 - (1) Be appointed, in Good Standing, to the active Professional Staff, with or without Privileges, and maintain such appointment and Privileges, if any, in Good Standing.
 - (2) Have demonstrated an interest in maintaining quality medical care at the Hospital.
 - (3) Not be presently serving as a medical staff or corporate officer, department chair, or division head at another hospital and shall not so serve in the event he/she is elected as a Professional Staff officer.
 - (4) Have constructively participated in Professional Staff affairs including peer review activities.
 - (5) Be willing to faithfully discharge the duties and responsibilities of the position for which he/she is selected.
 - (6) Be knowledgeable concerning the duties of the office.
 - (7) Possess written and oral communication skills.
 - (8) Possess and have demonstrated an ability to foster harmonious, professional interpersonal relationships.
- (b) The CEO (if a Practitioner), Chief Medical Officer and Associate Chief Medical Officer(s) are not eligible for election as Professional Staff officers.

- (c) Failure to continuously satisfy the qualifications for the office as set forth in subsection (a) above shall be addressed pursuant to Section 8.6.3.

8.2 NOMINATIONS AND ELECTIONS

8.2-1 NOMINATIONS

The Professional Staff Office shall, as needed, provide notice to all active Appointees requesting nominations for the office of Professional Staff Chair-elect. Qualified Appointees may nominate themselves or another qualified Appointee. The Professional Staff Office shall verify that each nominee satisfies the qualifications set forth in Section 8.1-2 (a) to serve as a Professional Staff officer. The Chief Medical Officer shall thereafter contact each nominee to determine whether or not the nominee accepts or declines the nomination.

8.2-2 ELECTIONS

- (a) The election of the Professional Staff Chair-elect shall be held in even numbered years.
- (b) The Professional Staff Chair-elect shall be chosen from the candidates nominated under Section 8.2-1.
- (c) The Professional Staff Chair-elect shall be elected by the majority of votes cast by active Professional Staff Appointees.
- (d) Election of the Professional Staff Chair-elect shall be by electronic ballot. Ballots will be provided to members of the active Professional Staff with a response request time of at least two (2) weeks. In order to be counted, ballots must be returned on or before the deadline date set forth in the notice advising of the purpose for which the vote is to be taken. If no candidate for Professional Staff Chair-elect receives a majority of the votes cast by the active Professional Staff Appointees on the first ballot, the Professional Staff Chair-elect shall be selected by a majority vote of the Professional Staff Executive Committee from the two (2) candidates receiving the most votes in the first ballot.

8.3 TERM OF OFFICE

8.3-1 The Professional Staff Chair-elect shall be elected for a six (6) year term as follows:

- (a) The Professional Staff Chair-elect shall serve a term of two (2) years beginning on the first day of the Professional Staff Year following election.
- (b) The Professional Staff Chair-elect shall automatically succeed to the office of Professional Staff Chair for a term of two (2) years upon completion of his/her term as Professional Staff Chair-elect.
- (c) The Professional Staff Chair shall automatically succeed to the office of Past Professional Staff Chair for a term of two (2) years upon completion of his/her term as Professional Staff Chair.

8.3-2 Each officer shall serve until the end of his or her term and until a successor is selected unless the officer sooner resigns or is removed from office.

8.3-3 There shall be no limitation as to the number of times a Practitioner may be reelected.

8.4 VACANCIES

8.4-1 IN OFFICE OF THE PROFESSIONAL STAFF CHAIR

A vacancy in the office of the Professional Staff Chair shall be filled by automatic succession of the currently serving Professional Staff Chair-elect who shall serve the remainder of the President's unexpired term. The vacancy created in the President-elect position shall be filled in accordance with Section 8.4-2.

8.4-2 IN OFFICE OF PROFESSIONAL STAFF CHAIR-ELECT

A vacancy in the office of the Professional Staff Chair-elect shall be filled by special election to be conducted as expeditiously as possible and generally in the same manner as provided in Section 8.2 of the Professional Staff Bylaws. The Practitioner elected to fill the vacant Professional Staff Chair-elect position shall assume office immediately following his/her election.

8.4-3 IN OFFICE OF IMMEDIATE PAST PROFESSIONAL STAFF CHAIR

A vacancy in the office of the Immediate Past Professional Staff Chair shall not be filled. Rather, the office shall remain vacant until the individual serving as Professional Staff Chair concludes his or her term as chair.

8.5 RESIGNATION

Any officer may resign at any time by giving written notice to the PSEC. Such resignation shall take effect on the date of receipt or at any later time specified in it.

8.6 REMOVAL

8.6-1 MECHANISM AND AUTHORITY

- (a) Any officer of the Professional Staff may be removed from office by:
 - (1) A written petition signed by no less than 30 of the active Appointees calling for the removal of an officer followed by a majority secret ballot vote of the active Appointees, in Good Standing, present and eligible to vote at a regular or special Professional Staff meeting at which a quorum is present.
 - (2) The Board acting upon its own initiative. When the Board is contemplating action to remove an officer, it shall first refer the matter to the Joint Conference Committee. Board action after receiving the Joint Conference Committee's report shall be the final decision of the Board in the matter.

8.6-2 NOTICE TO OFFICER

The officer who is the subject of the removal action shall be given ten (10) days prior written notice of a Professional Staff meeting or Board meeting, as applicable, at which time the vote on removal shall be taken. The officer shall be afforded the opportunity to speak in his or her own behalf before the Professional Staff or Board, as applicable, prior to the taking of any vote on removal.

8.6-3 GROUNDS FOR REMOVAL

- (a) Permissible grounds for removal of a Professional Staff officer shall include, without limitation:
 - (1) Failure to perform the duties of the position held in a timely and appropriate manner.
 - (2) Failure to continuously satisfy the qualifications for the position.
 - (3) Imposition of an automatic suspension, a summary suspension, or a corrective action pursuant to the Professional Staff Bylaws resulting in a final Adverse decision.
 - (4) Conduct or statements disparaging or damaging to the best interests of the Professional Staff or the Hospital or to their goals, programs, or public image.

8.6-4 AUTOMATIC REMOVAL

- (a) A condition or situation that renders the officer incapable of fulfilling the duties of the office shall result in automatic removal of the Professional Staff officer from his/her office.
- (b) Imposition of an automatic termination of Professional Staff appointment and Privileges shall result in an automatic removal of the Professional Staff officer from his/her office.

8.7 DUTIES OF PROFESSIONAL STAFF OFFICERS

8.7-1 PROFESSIONAL STAFF CHAIR

- (a) Serve as chair of, and preside at meetings of, the PSEC.
- (b) Serve as an *Ex-Officio* member of all other Professional Staff committees.
- (c) Serve as a member of the Joint Conference Committee.
- (d) Serve on other Hospital/Board committees as determined by the CEO and/or chair of the Board.
- (e) Preside at all Professional Staff meetings.

- (f) Unless otherwise provided in the Professional Staff Bylaws or Policies, appoint and remove Professional Staff Appointees to serve as members of Professional Staff committees subject to consultation with and approval by the PSEC.
- (g) Assist the CEO, the Chief Medical Officer, the PSEC, and the Professional Staff in coordinating: medical care; teaching and research programs; and the corrective action process, as needed, at the Hospital.

8.7-2 PROFESSIONAL STAFF CHAIR-ELECT

- (a) Serve as chair of the Professional Staff and assume the duties of the Professional Staff Chair in the absence of the Professional Staff Chair.
- (b) Serve as a voting member of the PSEC and attend all meetings of the PSEC unless otherwise excused.
- (c) Serve as voting member of the Professional Staff Credentials Committee.
- (d) Function as treasurer for the Professional Staff with the responsibility for:
 - (1) Overseeing the collection of Professional Staff dues by the Professional Staff Office.
 - (2) Authorizing the disbursement of funds from the Professional Staff fund following approval by PSEC.
 - (3) Overseeing the preparation of an annual Professional Staff budget.
 - (4) Presenting the annual Professional Staff Fund report to PSEC and ensuring that the Professional Staff Appointees have access to the annual report.
- (e) Assume the office of Professional Staff Chair at the end of his/her two (2) year term.
- (f) Serve on other Professional Staff committees/attend other Professional Staff committee meetings as requested by the Professional Staff Chair.
- (g) Be in training for continuity of service when he/she assumes the duties of the Professional Staff Chair.
- (h) Otherwise aid the Professional Staff Chair as requested.

8.7-3 PAST PROFESSIONAL STAFF CHAIR

- (a) Serve as a voting member of the PSEC and attend all meetings of the PSEC unless otherwise excused.
- (b) Serve as voting member of the Professional Staff MPRC.

- (c) Serve on other Professional Staff committees/attend other Professional Staff committee meetings as requested by the Professional Staff Chair.
- (d) Otherwise aid the Professional Staff Chair as requested.

ARTICLE IX PROFESSIONAL STAFF DEPARTMENTS AND DIVISIONS

9.1 ORGANIZATION AND FUNCTIONS OF PROFESSIONAL STAFF DEPARTMENTS & DIVISIONS

9.1-1 ORGANIZATION

- (a) There shall be a Department of Medicine and a Department of Surgery. Departments may be further divided into Divisions.
- (b) The PSEC may create, integrate, or eliminate Departments and Divisions, or otherwise reorganize the Department/Division structure, subject only to the approval of the Board.
- (c) Department Chairs may make recommendations regarding the Department or Division structure to the PSEC for consideration.
- (d) Approval by the Professional Staff is not required for changes in the Department or Division structure.

9.1-2 FUNCTIONS

- (a) Each Department/Division shall recommend criteria for the delineation of Clinical Privileges in the Department/Division. Each Department/Division may establish Department/Division policies as deemed necessary. Department/Division policies must be consistent with the Professional Staff Bylaws and Policies.
- (b) Each Division Chief shall be responsible for developing objective peer review/professional practice evaluation (*i.e.*, focused and ongoing professional practice evaluation) criteria that reflect current knowledge and clinical experience for submission to the Hospital Quality Department for its review and approval.

9.2 ASSIGNMENT TO DEPARTMENTS/DIVISIONS

9.2-1 PROFESSIONAL STAFF AFFILIATIONS

- (a) Every Practitioner shall have a primary affiliation with the Department/Division that most appropriately reflects his or her professional training, experience, and current practice.
- (b) A Practitioner may be granted Clinical Privileges in one or more of the other Departments/Divisions and his or her exercise of Clinical Privileges within the jurisdiction of any Department/Division shall always be subject to the rules and regulations of that Department/Division and the authority of that Department Chair/Division Chief.
- (c) The PSEC shall, in accordance with the applicable procedure set forth in the Credentials Policy, make recommendations to the Board for Department/Division assignments for all Practitioners.

9.3 DEPARTMENT LEADERSHIP

9.3-1 DEPARTMENT CHAIRS

Each Department shall have a Department Chair who shall function under the oversight of the PSEC.

9.3-2 DEPARTMENT CHAIR QUALIFICATIONS

- (a) Practitioners who desire to serve as a Department Chair shall meet the following qualifications:
 - (1) Be appointed, in Good Standing, to the active Professional Staff with Clinical Privileges and maintain such appointment and Privileges in Good Standing.
 - (2) Have demonstrated an interest in maintaining quality medical care at the Hospital.
 - (3) Not be presently serving as a medical staff or corporate officer, department chair, division head, or committee chair at another hospital and shall not so serve in the event he/she is elected as a Department Chair.
 - (4) Have constructively participated in Professional Staff affairs including peer review activities.
 - (5) Be willing to faithfully discharge the duties and responsibilities of the position to which he/she is elected.
 - (6) Be knowledgeable concerning the duties of the position.
 - (7) Possess written and oral communication skills.
 - (8) Possess and have demonstrated an ability to foster harmonious, professional interpersonal relationships.
 - (9) Be currently board certified in his or her specialty or demonstrate comparable competence affirmatively established through the credentialing process.
- (b) Failure to continuously satisfy the qualifications for the position as set forth in subsection (a) above shall be addressed pursuant to Section 9.5.2.

9.3-3 RESPONSIBILITIES OF THE DEPARTMENT CHAIRS

- (a) Each Department Chair shall be responsible for:
 - (1) Clinically related activities of the Department.

- (2) Administratively related activities of the Department unless otherwise provided by the Hospital.
- (3) Continuing surveillance of the professional performance of all individuals in the Department who have delineated Clinical Privileges.
- (4) Recommending to the Professional Staff the criteria for Clinical Privileges that are relevant to the care provided in the Department.
- (5) Recommending Clinical Privileges for each member of the Department to the extent required by the applicable procedure set forth in the Credentials Policy.
- (6) Assessing and recommending to the relevant Hospital authority off-site sources for needed patient care, treatment, and services not provided by the Department or the Hospital.
- (7) Integration of the Department into the primary functions of the Hospital.
- (8) Coordination and integration of interdepartmental and intradepartmental services.
- (9) Development and implementation of policies and procedures that guide and support the provision of care, treatment, and services.
- (10) Recommendations for a sufficient number of qualified and competent persons to provide care, treatment, and services.
- (11) Oversight regarding the qualifications and competence of Department personnel who are not Practitioners (*e.g.*, APPs) and who provide patient care, treatment, and services.
- (12) Continuous assessment and improvement of the quality of care, treatment, and services.
- (13) Maintenance of quality improvement/control programs as appropriate.
- (14) Be responsible for the establishment, implementation, and effectiveness of the orientation, teaching, continuing education, and research programs in the Department.
- (15) Make recommendations to Hospital management with respect to matters affecting patient care in the Department including personnel, space, supplies, and other resources needed by the Department.
- (16) Serve as a voting member of the PSEC.
- (17) Serve as a voting member of the Hospital Quality Assurance Performance Improvement Committee.

(18) Such other duties as determined by the PSEC and/or Board.

9.4 ELECTION AND TERM OF DEPARTMENT CHAIR

9.4-1 NOMINATION

The Professional Staff Office shall send, as needed, notice to all active Appointees requesting nominations for the Department Chair positions. Qualified Appointees may nominate themselves or another qualified Appointee. The Professional Staff Office shall verify that each nominee satisfies the qualifications set forth in Section 9.3-2 (a) to serve as a Department Chair. The Chief Medical Officer shall thereafter contact each nominee to determine whether or not the nominee accepts or declines the nomination.

9.4-2 ELECTION

- (a) The election of Department Chairs shall be held in even numbered years.
- (b) Department Chairs shall be chosen from the candidates nominated under Section 9.4-1.
- (c) Department Chairs shall be elected by the majority of votes cast by the active Professional Staff Appointees.
- (d) Election of Department Chairs shall be by electronic ballot. Ballots will be available to members of the active Professional Staff at least two (2) weeks prior to the annual meeting. In order to be counted, ballots must be returned on or before the deadline date set forth in the notice advising of the purpose for which the vote is to be taken which date shall be prior to the annual meeting at which the results of the election for the Department Chairs shall be announced. If no candidate for a Department Chair position receives a majority of the votes cast by the active Professional Staff Appointees on the first ballot, a Department Chair shall be selected by a majority vote of the Professional Staff Executive Committee from the two (2) candidates receiving the most votes in the first ballot.

9.4-3 TERM

- (a) Each Department Chair shall serve a term of two (2) years beginning on the first day of the Professional Staff Year following election, except that a Department Chair elected to fill a vacancy shall assume his/her position immediately upon election.
- (b) Each Department Chair shall serve until the end of his or her term and until a successor is selected, unless the Department Chair sooner resigns or is removed from his/her position.
- (c) There shall be no limitation as to the number of times a Department Chair may be reelected.

9.4-4 VACANCIES

- (a) A vacancy in a Department Chair position shall be filled by special election to be conducted as expeditiously as possible and generally in the same manner as provided in Section 9.4-2.
- (b) A Practitioner elected to fill a vacant Department Chair position shall assume office immediately following his/her election.

9.5 RESIGNATION AND REMOVAL FROM POSITION AS DEPARTMENT CHAIR

9.5-1 RESIGNATION

A Department Chair may resign at any time by giving written notice to the PSEC. Such resignation shall take effect on the date of receipt or at any later time specified in the written resignation notice.

9.5-2 REMOVAL

- (a) A Department Chair may be removed by:
 - (1) A written petition signed by no less than 30 of the active Appointees calling for the removal of a Department Chair followed by a majority secret ballot vote of the active Appointees, in Good Standing, present and eligible to vote at a regular or special Professional Staff meeting at which a quorum is present.
 - (2) A two-thirds (2/3) affirmative vote of the voting members of the PSEC.
 - (3) The Board acting upon its own initiative. When the Board is contemplating action to remove a Department Chair, it will first refer the matter to the Joint Conference Committee. Board action after receiving the Joint Conference Committee's recommendation shall be the final decision of the Board in the matter.
- (b) The Department Chair who is the subject of the removal action shall be given ten (10) days prior written notice of the meeting of the Professional Staff, PSEC, or Board, as applicable, at which time the vote is to be taken. The Department Chair shall be afforded the opportunity to speak in his or her own behalf before the Professional Staff, PSEC, or Board, as applicable, prior to the taking of any vote on removal.
- (c) Permissible grounds for removal of a Department Chair shall include, without limitation:
 - (1) Failure to perform the duties of the position held in a timely and appropriate manner.
 - (2) Failure to continuously satisfy the qualifications for the position.

- (3) Imposition of an automatic suspension, a summary suspension, or a corrective action pursuant to the Professional Staff Bylaws resulting in a final Adverse decision.
- (4) Conduct or statements disparaging or damaging to the best interests of the Professional Staff or the Hospital or to their goals, programs, or public image.

9.5-3 AUTOMATIC REMOVAL

- (a) A condition or situation that renders the Department Chair incapable of fulfilling the duties of the position shall result in automatic removal of the Department Chair from his/her position.
- (b) Imposition of an automatic termination of Professional Staff appointment and Privileges shall result in an automatic removal of the Department Chair from his/her position.

9.6 DIVISION CHIEFS

9.6-1 QUALIFICATIONS

Practitioners who desire to serve as Divisions Chiefs shall meet the same qualifications as Department Chairs pursuant to Section 9.3-2 (a).

9.6-2 SELECTION

Division Chiefs are selected by the CEO in consultation with the Chief Medical Officer.

9.6-3 TERM

Division Chiefs serve until they resign or are removed from the position.

9.6-4 VACANCIES

A vacancy in the position of a Division Chief shall be filled in the same manner in which the original selection was made.

9.6-5 RESIGNATION AND REMOVAL

- (a) A Division Chief may resign at any time by giving written notice to the CEO. Such resignation shall take effect on the date of receipt or at any later time specified in the written resignation notice.
- (b) A Division Chief may be removed by the CEO in consultation with the Chief Medical Officer.

9.6-6 DUTIES

Division Chiefs shall:

- (a) Maintain Practitioner/APP staffing and schedules so that patients are seen on a timely basis.
- (b) Manage the performance of Practitioners who practice in the Hospital department for which the Division Chief serves including achieving agreed upon clinical productivity goals.
- (c) Develop and implement appropriate quality improvement initiatives and resolve quality of care concerns.
- (d) Monitor and take action to be in compliance with accreditation standards.
- (e) Provide appropriate input regarding the routine operation, capital budget submission, and goals of the Hospital department for which the Division Chief serves.
- (f) Maintain timely and professional communication with fellow Practitioners.
- (g) Maintain a collaborative and professional relationship with the administrative director and with other administrative personnel and assist in the achievement of objectives in the Hospital department for which the Division Chief serves.
- (h) Maintain a collaborative relationship with other Practitioners within the Hospital department within which the Division Chief serves, maintain regular communication with all other Practitioners regarding Hospital and clinical issues, and assist colleagues in their practice management.
- (i) Takes action to support the Hospital's strategic plan.
- (j) Stay current in local, regional, and national trends in the Division Chief's subspecialty.
- (k) Document the foregoing in a manner that is acceptable to the Hospital.
- (l) Participate in the appointment and privileging process as set forth in the Credentials Policy.

ARTICLE X

PROFESSIONAL STAFF COMMITTEES

10.1 DESIGNATION

- 10.1-1 There shall be a Professional Staff Executive Committee and such other standing and special committees of the Professional Staff responsible to the PSEC as may from time to time be necessary and desirable to perform the Professional Staff functions listed in these Bylaws.
- 10.1-2 All committees of the Professional Staff, except the PSEC, are subject to the authority of, and shall report to, the PSEC unless otherwise provided in the Professional Staff governing documents.
- 10.1-3 Professional Staff committees are authorized to perform such functions as are specified in the Professional Staff Bylaws or Policies, or as may be otherwise directed by the PSEC.
- 10.1-4 A Professional Staff committee may elect to perform any of its specifically designated functions by constituting a subcommittee for that purpose and reporting such action to the PSEC in writing. Any such subcommittee may include individuals in addition to or other than members of the Professional Staff committee.
- 10.1-5 The Professional Staff Chair may appoint *ad hoc* committees for any special purpose which cannot be served by a standing committee. Such special committees will make reports to the PSEC and will be dissolved by the Professional Staff Chair following completion of the specific task assigned to the special committee by the Professional Staff Chair.
- 10.1-6 The PSEC or Professional Staff Chair may also assign new functions to existing Professional Staff committees or make certain committees' functions the responsibility of designated Professional Staff leaders (*e.g.*, officers, Department Chairs, *etc.*) or the Professional Staff as a whole.
- 10.1-7 The composition, duties, and meeting requirements of standing Professional Staff committees (in addition to the PSEC) are set forth in the Professional Staff Organization Policy.

10.2 PROFESSIONAL STAFF EXECUTIVE COMMITTEE

10.2-1 COMPOSITION

- (a) The PSEC shall consist of the following voting *Ex Officio* members:
- (1) Professional Staff Chair (selected as set forth in Article VIII).
 - (2) Professional Staff Chair-Elect (selected as set forth in Article VIII).
 - (3) Past Professional Staff Chair (selected as set forth in Article VIII).
 - (4) Department Chair of Medicine (selected as set forth in Article IX).

- (5) Department Chair of Surgery (selected as set forth in Article IX).
 - (6) Chair of the Department of Pediatrics (Wright State University/Boonshoft School of Medicine)
 - (7) At least two (2) but not more than four (4) Professional Staff at-large representatives selected in the manner set forth in Section 10.2-2 below.
 - (8) CEO
 - (9) Chief Medical Officer
 - (10) Vice President of Patient Care Services and Chief Nurse Officer
- (b) All active Professional Staff Appointees are eligible to serve on the PSEC provided, however, that a majority of the voting members of the PSEC shall be Physicians who are currently active Professional Staff Appointees with Privileges.

10.2-2 SELECTION OF PROFESSIONAL STAFF AT-LARGE MEMBERS TO THE PSEC

- (a) Nominees for the PSEC at-large member positions shall be active Professional Staff Appointees with or without Clinical Privileges who have served on the active Professional Staff for not less than one (1) year.
- (b) The Professional Staff Chair-elect shall submit a slate of eligible nominees to the PSEC for deliberation, review, and approval in even numbered years. The Professional Staff Chair-elect shall consider the need for proportionate representation of the Professional Staff contingents when identifying nominees for the PSEC at-large member positions.
- (c) At-large PSEC members shall be elected by a majority vote of the voting members of the PSEC.
- (d) The at-large PSEC members will be seated at the first PSEC meeting following the at-large PSEC members' election.

10.2-3 REMOVAL OF PSEC MEMBERS

- (a) PSEC members who are Professional Staff officers serve on the PSEC as long as they hold such Professional Staff office. Resignation and removal of Professional Staff officers is addressed in Section 8.5 and Section 8.6.
- (b) PSEC members who are Department Chairs serve on the PSEC as long as they hold such Professional Staff position. Resignation and removal of Department Chairs is addressed in Section 9.5.
- (c) PSEC members who are PSEC at-large members serve on the PSEC for a two (2) year term. PSEC at-large members may resign at any time by giving written notice to the PSEC. Such resignation shall take effect on the date of receipt or at any later

time specified in the written resignation notice. PSEC at-large members may be removed from their position by a majority vote of the voting members of the PSEC.

- (d) PSEC members who are Hospital administrative representatives serve on the PSEC as long as they hold the designated Hospital position.

10.2-4 DUTIES

- (a) The duties of the PSEC shall be to:
 - (1) Represent and act on behalf of the Professional Staff in the intervals between Professional Staff meetings subject to such limitations as may be imposed by these Bylaws.
 - (2) Coordinate the activities and general policies adopted by the Professional Staff and the various Departments.
 - (3) Receive, review, and act upon reports and recommendations from Professional Staff committees, Departments, Divisions, and other assigned activity groups.
 - (4) Coordinate the activities of the Professional Staff.
 - (5) Implement policies of the Hospital and of the Professional Staff not otherwise the responsibility of the Departments/Divisions.
 - (6) Provide liaison between the Professional Staff and the CEO, Chief Medical Officer, and the Board.
 - (7) Make recommendations to the CEO, Chief Medical Officer, and Board on matters including, but not limited to:
 - (i) The Professional Staff's structure.
 - (ii) The mechanism used to review credentials and delineate Clinical Privileges.
 - (iii) Recommendations regarding Practitioners requesting Professional Staff appointment.
 - (iv) Recommendations regarding delineated Clinical Privileges for each eligible Practitioner/APP.
 - (v) The participation of the Professional Staff in quality/performance improvement activities.
 - (vi) The mechanism by which Professional Staff appointment and Privileges may be terminated.
 - (vii) The mechanism for fair hearing procedures.

- (8) Account to the Board for the overall quality and efficiency of patient care rendered in the Hospital.
- (9) Ensure that the Professional Staff is kept abreast of the accreditation program and informed of the accreditation status of the Hospital.
- (10) Review the qualifications, credentials, performance, professional competence, and character of Practitioners and APPs and make recommendations to the Board regarding, as applicable, Professional Staff appointments and reappointments, assignments to Departments/Divisions, and delineation of Clinical Privileges.
- (11) Take all reasonable steps to ensure professional, ethical conduct and competent clinical performance on the part of all Practitioners and APPs with Privileges including the initiation of and/or facilitation of the Professional Staff/APP corrective action procedure when warranted.
- (12) Report at each Professional Staff meeting.
- (13) Request evaluations of Practitioners and APPs privileged through the Professional Staff process in instances where there is doubt about the Practitioner's or APP's ability to perform the Privileges requested.
- (14) Actively participate in advocacy programs affecting children.
- (15) Assess and recommend to the relevant Hospital authority off-site sources for needed patient care services not provided by the Hospital.
- (16) Receive and provide input related to medical education program affiliations.
- (17) Subject to the approval of the Professional Staff, the PSEC shall have the authority to determine appropriate Professional Staff application fees. The amount may vary by Professional Staff category. The derived funds will be used for continuing education of the Professional Staff, Professional Staff functions, and otherwise at the discretion of the PSEC.
- (18) Conduct such other functions as are necessary for the effective operation of the Professional Staff.

10.2-5 MEETINGS

- (a) The PSEC shall meet at least ten (10) times per year and as otherwise needed at the call of the PSEC chair and shall maintain a permanent record of its proceedings and actions.
- (b) The PSEC reports to the Professional Staff through the Professional Staff Chair and to the Board through the CEO, Chief Medical Officer, and the production of minutes.

- (c) Attendance at PSEC meetings is strongly encouraged. Failure to attend at least fifty percent (50%) of meetings during each Professional Staff Year may result in counseling by the PSEC chair. Continued failure to attend PSEC meetings is grounds for removal and replacement of a PSEC at-large member.

10.3 SELECTION OF PROFESSIONAL STAFF COMMITTEE MEMBERS

10.3-1 SELECTION

- (a) Unless otherwise specified in the Professional Staff Bylaws or Policies, Professional Staff Appointee members of all standing and special Professional Staff committees shall be appointed, and may be removed, by the Professional Staff Chair subject to consultation with and approval by the PSEC.
 - (1) Active, courtesy, community, and honorary Appointees are eligible to serve as Professional Staff committee members provided, however, that only active Appointees are eligible to serve as members of the PSEC.
 - (2) APPs may be selected to serve on Professional Staff committees, as needed, at the sole discretion of the Professional Staff Chair.
- (b) Unless otherwise provided in the Professional Staff Bylaws or Policies, all members of a Professional Staff committee who are Professional Staff Appointees shall have the right to vote on matters of the Professional Staff committee of which he/she is a member. APPs who are selected to serve on Professional Staff committees may be given the right to vote on matters of the Professional Staff committee on which the APP serves at the sole discretion of the Professional Staff Chair.
- (c) The CEO shall serve as an *Ex Officio* member of all Professional Staff committees without voting rights unless otherwise expressly provided.
- (d) The Chief Medical Officer shall serve as an *Ex Officio* member of all Professional Staff committees with voting rights.
- (e) Members of the PSEC shall be selected as set forth in Sections 10.2-1 and 10.2-2.

10.3-2 TERM, RESIGNATION, AND REMOVAL

- (a) Unless otherwise provided in the Professional Staff Bylaws or Policies, a Professional Staff committee member (other than one serving *Ex Officio*) shall be appointed for a two (2) year term and shall continue to serve until his or her successor is selected unless he or she sooner resigns or is removed from the committee.
- (b) Unless otherwise provided in the Professional Staff Bylaws or Policies, a Professional Staff committee member may resign at any time by giving written notice to the Professional Staff Chair. Such resignation shall take effect on the date of receipt or at any later time specified in the written resignation notice.

- (c) Unless otherwise provided in the Professional Staff Bylaws or Policies, a Professional Staff committee member (other than one serving *Ex Officio*) may be removed from the committee by the Professional Staff Chair subject to consultation with and approval by the PSEC. APPs who serve on Professional Staff committees may be removed from such committees at the sole discretion of the Professional Staff Chair.
- (d) Members of the PSEC may be removed as set forth in Section 10.2-3.

10.3-3 VACANCIES

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

10.3-4 MEETINGS AND MINUTES

- (a) A standing or special Professional Staff committee established to perform one or more of the Professional Staff functions required by the Professional Staff Bylaws or Policies shall meet as necessary to discharge its assigned duties in accordance with the Professional Staff Organization Policy.
- (b) Minutes shall be taken at all standing and special Professional Staff committee meetings and maintained by the Professional Staff Office.

ARTICLE XI

ARTICLE XII MEETINGS

12.1 PROFESSIONAL STAFF MEETINGS

12.1-1 REGULAR MEETINGS

- (a) Professional Staff meetings shall be held at the direction of the PSEC for the purpose of transacting such business as may come within the purview of the Professional Staff.
- (b) The PSEC shall designate the date, time, and place for all regular Professional Staff meetings. Adequate notice of each such regular Professional Staff meeting shall be given to Professional Staff Appointees eligible to vote in a manner deemed appropriate by the PSEC.
- (c) Reports of Professional Staff meetings, through meeting minutes, shall be forwarded to the PSEC and Board.

12.1-2 SPECIAL MEETINGS

- (a) A special meeting of the Professional Staff may be called at any time by the:
 - (1) Board
 - (2) CEO or Chief Medical Officer
 - (3) PSEC
 - (4) Professional Staff Chair
 - (5) At the request of at least ten (10) members of the active Professional Staff.
- (b) The PSEC shall designate the date, time, and place of any special Professional Staff meetings. Notice of each such special Professional Staff meeting shall be provided to Professional Staff Appointees eligible to vote, no later than seventy-two (72) hours prior to the meeting, in a manner deemed appropriate by the PSEC. Such notice shall include the stated purpose of the meeting.
- (c) No business shall be transacted at any special Professional Staff meeting except that stated in the notice calling the meeting.

12.2 PROFESSIONAL STAFF COMMITTEE AND DEPARTMENT MEETINGS

12.2-1 REGULAR MEETINGS

- (a) Professional Staff Committees. Professional Staff committees shall hold meetings as provided in these Bylaws and the Professional Staff Organization Policy. The

chair of the respective Professional Staff committee shall designate the date, time, and place for all Professional Staff committee meetings. Adequate notice of each such Professional Staff committee meeting shall be given to the members of the Professional Staff committee in the manner agreed upon by the voting members of the committee. Professional Staff committees shall maintain minutes of Professional Staff committee meetings as provided in these Bylaws and the Professional Staff Organization Policy.

- (b) Professional Staff Departments. Professional Staff Departments shall hold meetings. The Department Chair shall designate the date, time, and place for all Professional Staff Department meetings. Adequate notice of each such Professional Staff Department meeting shall be given to Department members in a manner agreed upon by the voting members of the Department. Departments shall submit minutes of Department meetings to the PSEC.

12.2-2 SPECIAL MEETINGS

- (a) A special meeting of any Professional Staff committee or Department may be called by, or at the request of, the committee chair or Department Chair thereof.
- (b) The Department Chair or committee chair shall designate the date, time, and place of any special Professional Staff Department or committee meetings. Notice of each such special Professional Staff Department or committee meeting shall be provided to those Professional Staff Department or committee members eligible to vote, no later than twenty-four (24) hours prior to the meeting, in a manner deemed appropriate by the Professional Staff Department Chair or committee chair, as applicable. Such notice shall include the stated purpose of the meeting.
- (c) No business shall be transacted at any special Professional Staff Department or committee meeting except that stated in the notice calling the meeting.

12.3 QUORUM

- 12.3-1 Not less than twenty (20) active Professional Staff Appointees, in Good Standing, present and eligible to vote at a regular or special Professional Staff meeting shall constitute a quorum.
- 12.3-2 Not less than three (3) voting members of a Professional Staff Department, in Good Standing, present and eligible to vote at a Department meeting shall constitute a quorum.
- 12.3-3 Not less than three (3) members of a Professional Staff committee, in Good Standing, present and eligible to vote at a Professional Staff committee meeting shall constitute a quorum; provided, however, that the presence of at least fifty percent (50%) of the voting members of the PSEC shall constitute a quorum.

12.4 ATTENDANCE

12.4-1 GENERAL

- (a) Each Appointee of the active Professional Staff is expected to attend the Professional Staff meetings as well as the meetings of the Department and Professional Staff committees of which he/she is a member.
- (b) Attendance at Professional Staff meetings is encouraged but not required for reappointment/regrant of Privileges.
- (c) Attendance at Department meetings is encouraged but not required for reappointment/regrant of Privileges.
- (d) Members of standing committees of the Professional Staff are encouraged to attend at least 50% of the regularly scheduled meetings.
- (e) Failure to routinely attend and participate on a Professional Staff committee of which he/she is a member is grounds for removal from the committee.

12.4-2 SPECIAL ATTENDANCE

Failure by a Practitioner to attend any meeting with respect to which he or she was given notice that attendance was mandatory, unless excused by the PSEC upon a showing of good cause, is grounds for corrective action and will result in discussion and resolution of the matter without the Practitioner in attendance.

12.5 MANNER OF COMMUNICATION

12.5-1 Unless otherwise specified in the Professional Staff Bylaws or Policies, Practitioners may participate in and act at any meeting by conference call or other telecommunication equipment through which all persons participating in the meeting can communicate with each other. Participation by such means shall constitute attendance and presence in person at the meeting.

12.5-2 The chair of any Professional Staff Department or Professional Staff committee may call a telephone/video conference, in which all members can hear and participate, for a specific purpose and the members may vote on that specific issue during such telephone/video conference. Minutes of the telephone/video conference, including those members participating and the actions taken, will be prepared, signed, and forwarded in a manner similar to the minutes of that group's regular meetings. Telephone polling of individual committee members does not constitute a telephone/video conference.

12.6 MANNER OF ACTION

12.6-1 Unless otherwise provided in the Professional Staff Bylaws or Policies, the action of a majority of those active Professional Staff Appointees, in Good Standing, present and voting at a Professional Staff meeting at which a quorum is present shall be the action of the Professional Staff.

12.6-2 Unless otherwise provided in the Professional Staff Bylaws or Policies, the action of a majority of the eligible voting members of a Department or Professional Staff committee, in Good Standing, present at a meeting at which a quorum is present shall be the action of the group.

12.7 ACTION WITHOUT A MEETING

Unless otherwise provided in the Professional Staff Bylaws or Policies, any action which may be authorized or taken at a meeting of the Professional Staff, a Department, or Professional Staff committee may be authorized or taken without a meeting provided that (i) the minimum number of eligible ballots received is equivalent to the number of Practitioners that would be required for a quorum if the action were taken at a meeting; and (ii) a majority of the total eligible ballot responses, received by the deadline date set forth in the notice advising of the purpose for which the vote is to be taken, are in favor of the proposed action.

12.8 MEETING OPTIONS

Common sense, as determined by the Professional Staff Chair, Department Chair, or Professional Staff committee chair, as applicable, shall be applied in the conduct of Professional Staff, Department, or Professional Staff committee 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.

12.9 VOTING OPTIONS

12.9-1 Unless otherwise specified in the Professional Staff Bylaws or Policies, voting may occur in any of the following ways as determined by the Professional Staff Chair, Department Chair, or Professional Staff committee chair, as applicable.

- (a) By hand or voice ballot at a meeting at which a quorum is present.
- (b) By written ballot at a meeting at which a quorum is present.
- (c) Without a meeting by written ballot or electronic 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.

12.10 MINUTES

Minutes of each regular and special meeting of the Professional Staff, a Professional Staff committee, or Department shall be prepared and shall include an accurate record of all attendees. There will be a record of the vote taken on each matter. The minutes shall include a description of the meeting proceedings and actions taken (*e.g.*, conclusions reached, recommendations made, *etc.*) with a copy appended of all documents approved, except for previously recorded minutes. The minutes shall be signed by the presiding officer. The Professional Staff Office shall maintain a permanent file of the minutes of each meeting. All minutes and records relating to individual Practitioner quality improvement and peer review activities shall be maintained separately. All such minutes and records shall be treated as confidential, peer review protected documents to the full extent permitted by law.

ARTICLE XIII CONFIDENTIALITY, IMMUNITY, RELEASES

13.1 SPECIAL DEFINITIONS

13.1-1 For the purpose of this Article, the following definitions shall apply:

- (a) *Information* means records of proceedings, minutes, records, reports, memoranda, statements, recommendations, data, and other disclosures whether in written or oral form relating to any of the subject matter specified in these Bylaws.
- (b) *Representative* means the Board and any officer, trustee/director, or committee thereof; the Hospital, CEO and his/her designee(s), the Chief Medical Officer, the Professional Staff organization and any Appointee, officer, Department, Division, or committee thereof, and any individual authorized to carry out assigned duties on its behalf; and any individual authorized by any of the foregoing to perform specific Information gathering or disseminating functions.
- (c) *Third Parties* means both individuals and organizations providing Information to any Representative.

13.2 AUTHORIZATIONS AND CONDITIONS

13.2-1 By applying for, or exercising, Professional Staff appointment and/or Clinical Privileges within the Hospital, a Practitioner:

- (a) Authorizes Representatives to solicit, provide, and act upon Information bearing on his/her professional ability and qualifications.
- (b) Agrees to be bound by the provisions of this Article and to waive all legal claims against any Representative who acts in accordance with the provisions of this Article.
- (c) Acknowledges that the provisions of this Article are express conditions to his/her application for, and acceptance of, Professional Staff appointment/reappointment and grant/regrant of Clinical Privileges at the Hospital.

13.3 CONFIDENTIALITY OF INFORMATION

Information with respect to any Practitioner submitted, collected, or prepared by any Representative or any other health care facility or organization or medical staff for the purpose of: evaluating, monitoring, or improving the quality, appropriateness, and efficiency of patient care; reducing morbidity and mortality; evaluating the qualifications, competence, and performance of a Practitioner or acting upon matters relating to corrective action; contributing to teaching or clinical research; determining that healthcare services are professionally indicated and performed in accordance with the applicable standards of care; or establishing and enforcing guidelines to help keep healthcare costs within reasonable bounds shall, to the fullest extent permitted by law, be confidential. Such Information shall not be disclosed or disseminated to anyone other than a Representative or other healthcare facility or organization or medical staff engaged in an official, authorized activity for which the Information is needed; nor be used in any way except as provided herein or except as otherwise required/permitted by law. Such confidentiality shall also extend to

Information of like kind that may be provided by/to Third Parties. This Information shall not become part of any particular patient's file or of the general Hospital records. It is expressly acknowledged by each Practitioner that violation of the confidentiality provisions provided herein is grounds for corrective action.

13.4 IMMUNITY FROM LIABILITY

13.4-1 FOR ACTION TAKEN

No Representative shall be liable to a Practitioner for damages or other relief for any action taken or 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.

13.4-2 FOR PROVIDING INFORMATION

No Representative and no Third Party shall be liable to a Practitioner for damages or other relief by reason of providing Information, including otherwise privileged or confidential information, to a Representative or to any other health care facility or organization or medical staff concerning a Practitioner who is or has been an Applicant to or Appointee of the Professional Staff or who did or does exercise Clinical Privileges at the Hospital provided that such Representative or Third Party does not act on the basis of false Information knowing such Information to be false.

13.5 ACTIVITIES AND INFORMATION COVERED

13.5-1 ACTIVITIES

The confidentiality and immunity provided by this Article shall apply to all Information in connection with this Hospital's/Professional Staff's activities or the activities of any other health care facility or organization or medical staff concerning, but not limited to:

- (a) applications for appointment or Clinical Privileges
- (b) periodic reappraisals for reappointment or regrant of Privileges
- (c) corrective action
- (d) hearings and appellate reviews
- (e) quality assessment and performance improvement activities consistent with accreditation and regulatory recommendations.
- (f) utilization reviews
- (g) other Hospital, Professional Staff, Department/Division, or Professional Staff committee activities related to monitoring and maintaining quality patient care and appropriate professional conduct.

13.5-2 INFORMATION

The Information referred to in this Article may relate to a Practitioner's professional qualifications including, but not limited to, clinical ability, judgment, the ability to safely and competently exercise the Clinical Privileges requested and to sufficiently demonstrate professional competence, character, professional ethics, or any other matter that might directly or indirectly affect patient care.

13.6 RELEASES

Each Practitioner shall, upon request of the Hospital/Professional Staff, execute general and specific releases in accordance with the nature and intent of this Article, subject to applicable law. Execution of such releases shall not be deemed a prerequisite to the effectiveness of this Article.

13.7 CUMULATIVE EFFECT

Provisions in the Professional Staff Bylaws and in application forms relating to authorizations, confidentiality of information, releases, and immunity from liability shall be in addition to other protections provided by law and not in limitation thereof. In the event of conflict, the applicable law shall be controlling.

ARTICLE XIV

GENERAL PROVISIONS

14.1 CONFLICTS OF INTEREST

14.1-1 ELECTED/APPOINTED POSITIONS

At least annually, each Practitioner serving in an elected or appointed position on the Professional Staff shall complete a confidentiality statement and a conflict of interest disclosure form identifying any activities, interests, relationships, or financial holdings that create or have the potential to create a conflict of interest for the Practitioner in carrying out the responsibilities of that position.

14.1-2 INTERNAL CONFLICTS

- (a) 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 Professional Staff, a Department, Division, or Professional 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.
- (b) A Department Chair shall have the duty to delegate review of applications for appointment, reappointment, or grant/regrant of Privileges to another member of the Department or to the applicable Division Chief if the Department Chair could reasonably be perceived as not being able to review such application objectively.
- (c) For purposes of this Section 13.1-2, 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 Professional Staff matters with respect to their colleagues.

14.2 HISTORY AND PHYSICAL

Patients shall, as applicable, receive a medical history and physical examination no more than thirty (30) days prior to, or within twenty-four (24) hours after, registration or inpatient admission, but prior to surgery or a procedure requiring anesthesia services (except in cases of emergency). For a medical history and physical examination that was completed within thirty (30) days prior to registration or inpatient admission, an update documenting any changes in the patient's condition shall be completed within twenty-four hours after registration or inpatient admission, but prior to surgery or a procedure requiring anesthesia services. The medical history and physical examination shall be completed and documented by a Physician, an Oral Maxillofacial Surgeon, or other qualified licensed individual in accordance with State law and Hospital policy. Additional requirements regarding completion and documentation of the history and physical examination are set forth in applicable Hospital and Professional Staff Policies.

14.3 CONFLICT RESOLUTION BETWEEN THE PROFESSIONAL STAFF AND PSEC

14.3-1 In the event of a conflict between the Professional Staff and PSEC, a special meeting of the Professional Staff and PSEC shall be convened to discuss issues of concern and resolution therefore.

14.3-2 In the event that the issues(s) cannot be resolved to the mutual satisfaction of the parties, the matter shall be brought before the active members of the Professional Staff for vote subject to final review and action by the Board.

14.4 CONSULTATION WITH PROFESSIONAL STAFF LEADER

The Board shall meet and consult directly with the Professional Staff Chair, as the Professional Staff Appointee assigned the responsibility for the organization and conduct of the Professional Staff, or his/her designee. At a minimum, this direct consultation must occur periodically, but not less than twice, during either a calendar year or the Hospital's fiscal year and include discussion of matters related to the quality of medical care provided to patients. Documentation of the required consultations, which may be included in meeting minutes, shall be maintained by the Hospital.

ARTICLE XV

ADOPTION AND AMENDMENT OF PROFESSIONAL STAFF BYLAWS

15.1 PROFESSIONAL STAFF AUTHORITY AND RESPONSIBILITY

15.1-1 The Board holds the Professional Staff responsible for the development, adoption, periodic review, and amendment of Professional Staff Bylaws and Policies all of which must be consistent with Hospital governing documents, policies, applicable laws, and accreditation requirements.

- (a) The Professional Staff Bylaws and Policies shall be reviewed at least every five years by the PSEC and may be reviewed more frequently when deemed necessary by the Professional Staff or appropriate authorities thereof.
- (b) The adoption and amendment of Professional Staff Policies shall follow the procedure set forth in Article XV.
- (c) Suggestions for changes to the Bylaws shall be referred to the PSEC which shall present its recommendations, in timely fashion, for review and referral to the Professional Staff.
- (d) The adoption and amendment of Professional Staff Bylaws shall require the actions specified in Sections 14.2 and 14.3 of these Bylaws as applicable.

15.1-2 Neither the Board nor the Professional Staff may unilaterally amend the Professional Staff Bylaws.

15.2 PROFESSIONAL STAFF ACTION

15.2-1 Following review and recommendation by the PSEC, the Bylaws may be adopted or amended by either of the following methods:

- (a) At a Professional Staff Meeting. A copy of the proposed Bylaws or amendments thereto shall be made available to each Professional Staff Appointee entitled to vote thereon at the time of notice of the meeting. A majority vote of the active Professional Staff Appointees, in Good Standing, present at a regular or special meeting at which a quorum is present shall be the action of the Professional Staff. The results of the Professional Staff vote shall be forwarded to the Board for its action.
- (b) By Ballot without a Professional Staff Meeting. Ballots will be provided to Professional Staff Appointees eligible to vote in such manner as determined by the PSEC (*e.g.*, by mail, electronic distribution, *etc.*) along with access to a copy of the proposed Bylaws or amendments thereto. Adoption of the Bylaws or proposed amendments requires the affirmative vote of a majority of the total number of ballots received on or before the deadline date set forth in the notice advising of the purpose for which the vote is to be taken.

15.3 BOARD ACTION

15.3-1 WHEN FAVORABLE TO PROFESSIONAL STAFF RECOMMENDATION

Professional Staff recommendations regarding the Professional Staff Bylaws, or amendments thereto, approved by the Board shall be effective on the date approved or at such later date as the Board may specify.

15.3-2 WHEN CONTRARY TO OR WITHOUT BENEFIT OF PROFESSIONAL STAFF RECOMMENDATION

- (a) Notice to Professional Staff: Whenever the Board is contemplating either:
- (1) taking action regarding the Professional Staff Bylaws, or amendments thereto, which is contrary to the recommendations of the Professional Staff; or,
 - (2) taking action regarding the Professional Staff Bylaws, or amendments thereto, without having received a recommendation on the matter from the Professional Staff

the Board shall, by written notice to the Professional Staff Chair, inform the Professional Staff of its concerns, of the reasons therefore, and of the date by which the Professional Staff's response is requested which shall be not less than seven (7) nor more than fourteen (14) days after receipt of the notice.

- (b) Action Following Professional Staff Response: If the Professional Staff's response satisfies the Board's concern, the Board shall act upon the matter. If the Professional Staff's response fails to satisfy the Board's concerns; or, if no Professional Staff response is received within the specified time frame, the matter shall be referred to the Joint Conference Committee for review and recommendation.
- (c) Action Following Joint Conference Committee Review: Within seven (7) working days after receiving a matter referred to it by the Board, the Joint Conference Committee shall convene to review, discuss, and prepare its written recommendation on the matter. At its next regularly scheduled meeting after receipt of a recommendation from the Joint Conference Committee, the Board shall take final action with respect to the adoption or amendment(s) of the Professional Staff Bylaws under consideration. Such action by the Board may include ratifying or modifying, in whole or in part, the recommendation of the Joint Conference Committee.

15.4 TECHNICAL AND EDITORIAL AMENDMENTS

The PSEC shall have the power to adopt such amendments to the Bylaws as are, in its judgment, clerical, technical, or legal modifications or clarifications, reorganization, renumbering, or amendments made necessary because of punctuation, spelling, or other errors of grammar or

expression. Such amendments shall be effective immediately. The action to amend may be taken by motion acted upon in the same manner as any other motion before the PSEC.

15.5 NOTIFICATION OF CHANGES

Approval of the Professional Staff Bylaws, and amendments thereto, shall be communicated to the Professional Staff in writing.

15.6 MASTER COPY

15.6-1 Approved Professional Staff governing documents shall be made available to the Professional Staff and Board.

15.6-2 A master copy of approved Professional Staff governing documents shall be maintained by the Professional Staff Office.

15.7 CONFLICT BETWEEN DOCUMENTS

15.7-1 If the Hospital Code of Regulations or a Hospital policy conflicts with the Professional Staff Bylaws or Policies, then the Hospital Code of Regulations or Hospital policy, as applicable, shall control; provided, however, that such conflict shall then be referred to the Joint Conference Committee for recommendation to the Board as to how such conflict can be resolved.

15.7-2 If there is a conflict between a Professional Staff Policy and the Bylaws, the Bylaws shall control. Such conflict shall then be reviewed by the PSEC to determine how such conflict can be resolved.

ARTICLE XVI

ADOPTION & AMENDMENT OF PROFESSIONAL STAFF POLICIES

16.1 DELEGATION TO PSEC

16.1-1 The Professional Staff delegates to the PSEC the responsibility to adopt and amend such Professional Staff Policies as may be necessary to implement the general principles set forth in these Professional Staff Bylaws.

16.1-2 The PSEC may recommend, by majority vote, such Professional Staff policies, or amendments thereto, as the PSEC deems necessary for the proper conduct of the Professional Staff.

16.1-3 The results of the PSEC's vote shall be forwarded to the Board for review and action.

16.1-4 When the Board approves a Professional Staff Policy, or an amendment thereto, the PSEC shall thereafter communicate such Policy, or amendment, to the Professional Staff.

16.2 BOARD OF DIRECTORS ACTION

16.2-1 WHEN FAVORABLE TO PSEC RECOMMENDATION

PSEC recommendations regarding Professional Staff Policies, or amendments thereto, approved by the Board shall be effective on the date approved or at such later date as the Board may specify.

16.2-2 WHEN CONTRARY TO OR WITHOUT BENEFIT OF PSEC RECOMMENDATION

(a) Notice to Professional Staff: Whenever the Board is contemplating either:

- (1) taking action regarding Professional Staff Policies, or amendments thereto, which is contrary to the recommendation of the PSEC; or,
- (2) taking action regarding Professional Staff Policies, or amendments thereto, without having received a recommendation on the matter from the PSEC

the Board shall, by written notice to the Professional Staff Chair, inform the PSEC of its concerns, of the reasons therefore, and of the date by which the PSEC's response is requested which shall be not less than seven (7) nor more than fourteen (14) days after receipt of the notice.

(b) Action Following PSEC Response: If the PSEC's response satisfies the Board's concern, the Board shall act upon the matter. If the PSEC's response fails to satisfy the Board's concerns; or, if no PSEC response is received within the specified time frame, the matter shall be referred to the Joint Conference Committee for review and recommendation.

(c) Action Following Joint Conference Committee Review: Within seven (7) working days after receiving a matter referred to it by the Board, the Joint Conference

Committee shall convene to review, discuss, and prepare its written recommendation on the matter. At its next regularly scheduled meeting after receipt of a recommendation from the Joint Conference Committee, the Board shall take final action with respect to the adoption or amendment(s) of the Professional Staff Policies under consideration. Such action by the Board may include ratifying or modifying, in whole or in part, the recommendation of the Joint Conference Committee.

16.3 PROFESSIONAL STAFF CHALLENGE

The Professional Staff may raise a challenge to any Professional Staff Policy established or amended by the PSEC and approved by the Board. In order to raise such challenge, the Professional Staff must submit to the PSEC a petition signed by not less than ten percent (10%) of the Appointees to the active Professional Staff who are eligible to vote. Upon receipt of the petition, the PSEC shall either (a) provide the petitioners with information clarifying the intent of such Policy or amendment; and/or (b) schedule a meeting with the petitioners to discuss the issue. In the event that the issue cannot be resolved to the satisfaction of the petitioners, the matter shall be brought before the Professional Staff for vote subject to final review and action by the Board. Nothing in the foregoing is intended to prevent Professional Staff Appointees from communicating with the Board on a Policy adopted by the PSEC in a manner determined by the Board.

CERTIFICATION OF ADOPTION AND APPROVAL

Adopted by the Professional Staff of Dayton Children’s Hospital:

Professional Staff Chair

Date

Approved by the Board of Dayton Children’s Hospital:

Board Chair

Date