



PeaceHealth Southwest Medical Center MEDICAL STAFF BYLAWS

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MEDICAL STAFF BYLAWS

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APPENDIX A – MEDICAL STAFF CATEGORIES SUMMARY

ARTICLE 1

GENERAL

1.A. DEFINITIONS

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

1.B. DELEGATION OF FUNCTIONS

- (1) When a function under these Bylaws is to be carried out by a member of Hospital management, by a Medical Staff member, or by a Medical Staff committee, the individual, or the committee through its chair, may delegate performance of the function to a qualified designee who is a practitioner or Hospital employee (or a committee of such individuals). Any such designee must treat and maintain all credentialing, privileging, and peer review information in a strictly confidential manner and is bound by all other terms, conditions, and requirements of the Medical Staff Bylaws and related policies. In addition, the delegating individual or committee is responsible for ensuring that the designee appropriately performs the function in question. In addition, if the designee is performing ongoing functions, the delegation is subject to the review of the MEC.
- (2) When a Medical Staff member is unavailable or unable to perform a necessary function, one or more of the Medical Staff Leaders may perform the function personally or delegate it to another appropriate individual.

1.C. MEDICAL STAFF DUES

- (1) Annual Medical Staff dues shall be as recommended by the MEC and may vary by category and/or privilege status.
- (2) Dues shall be payable upon request. Failure to pay dues shall result in ineligibility to apply for Medical Staff reappointment.
- (3) Signatories to the Hospital's Medical Staff account shall be the Chief of Staff and the Vice Chief of Staff.

ARTICLE 2

CATEGORIES OF THE MEDICAL STAFF

Only those individuals who satisfy the qualifications and conditions for appointment to the Medical Staff contained in the Credentials Policy are eligible to apply for appointment to one of the categories listed below. All categories, with the respective rights and obligations of each, are summarized in the chart attached as Appendix A to these Bylaws.

2.A. ACTIVE STAFF

2.A.1. Qualifications:

The Active Staff shall consist of physicians, dentists, oral surgeons, and podiatrists who:

- (a) satisfy the qualifications for appointment to the Medical Staff as set forth in the Credentials Policy;
- (b) plan to exercise clinical privileges on an inpatient and/or outpatient basis (excluding clinical practice at PeaceHealth provider-based entities); and
- (c) have indicated or demonstrated a willingness to assume all the responsibilities of membership on the Active Staff as outlined in Section 2.A.3.

2.A.2. Prerogatives:

Active Staff members may:

- (a) admit patients without limitation, consistent with granted privileges or as stated on an individual's delineation of privileges, Bylaws or Bylaws-related documents, or as limited by the Board;
- (b) vote in all general and special meetings of the Medical Staff, and applicable department and committee meetings;
- (c) hold office, serve as department and committee chairs, and serve on committees; and
- (d) exercise such clinical privileges as are granted to them.

2.A.3. Responsibilities:

- (a) Active Staff members must:
 - (1) assume all the responsibilities of membership on the Active Staff as assigned, including committee service, coverage plan for own patients, emergency call coverage, and care for unassigned patients;

- (2) actively participate in the professional practice evaluation and performance improvement processes (including constructive participation in the development of clinical practice protocols and guidelines pertinent to their medical specialties);
- (3) accept consultations, as required by the Rules and Regulations;
- (4) serve on Medical Staff committees, as may be requested; and
- (5) pay any application fees, dues, and assessments.

2.B. ADJUNCT STAFF

2.B.1. Qualifications:

The Adjunct Staff consists of those physicians, dentists, oral surgeons, and podiatrists who meet one of the following descriptions:

- (a) are of demonstrated professional ability and expertise who provide a service not otherwise available or in very limited supply on the Active Staff, at the request of other members of the Medical Staff (should the service become readily available on the Active Staff, the Adjunct Staff members would not be eligible to request continued Adjunct Staff status at the time of their next reappointments and would have to transfer to a different staff category if they desire continued appointment); **OR**
- (b) meet all the same threshold eligibility criteria as members of the Active Staff, including specifically those relating to availability and response times with respect to the care of their patients, but are involved in fewer than 20 patient contacts per two-year appointment term; **OR**
- (c) are seeking appropriate office-based outpatient clinical privileges in the PeaceHealth provider-based entities where they are practicing, which shall not include the ability to: admit inpatients, attend inpatients, exercise inpatient clinical privileges, perform inpatient consultations, assist in surgery, or otherwise participate in the provision or management of clinical care to inpatients at the Hospital; **OR**
- (d) are providing services necessary to prevent a lack or lapse of services in a needed specialty area or are serving as locum tenens for members of the Medical Staff, which provision of services is anticipated to extend beyond 120 days.

Members of the Adjunct Staff are responsible for demonstrating their current clinical competence for the privileges they request at reappointment. Medical Staff Leaders and the Hospital will attempt to collect sufficient ongoing professional practice evaluation data to facilitate the reappointment process for these individuals.

However, should this information be too limited and insufficient, the Adjunct Staff member must provide such quality data and other information as may be requested by the Medical Staff Leaders or Hospital to assist in an appropriate assessment of current clinical competence (including, but not limited to, information from another hospital, ambulatory surgery center or

clinic, managed care organization(s) in which the individual participates, the individual's private office, and/or Confidential Physician Evaluation Forms completed by physicians who are personally knowledgeable about the member's qualifications).

If this additional information is requested but not provided in a timely manner, the member's reappointment application shall be considered incomplete and shall not be processed. In that event, the member's appointment and privileges will expire at the end of his/her appointment term.

2.B.2. Prerogatives and Responsibilities:

Adjunct Staff members:

- (a) may admit patients consistent with granted privileges or as stated on an individual's delineation of privileges, Bylaws or Bylaws-related documents, or as limited by the Board;
- (b) may attend meetings of the Medical Staff and applicable departments (all without vote);
- (c) may not hold office or serve as department chairs or committee chairs (unless waived by the MEC and ratified by the Board);
- (d) shall generally have no staff committee responsibilities, but may be assigned to committees (with vote);
- (e) may attend educational activities sponsored by the Medical Staff and the Hospital;
- (f) may refer patients to members of the Active Staff for admission and/or care;
- (g) are encouraged to submit their relevant outpatient records for inclusion in the Hospital's medical records for any patients who are referred;
- (h) are also encouraged to communicate directly with the Active Staff members about the care of any patients referred, as well as to visit any such patients and record a courtesy visit note in the medical record containing relevant information from the patients' outpatient care;
- (i) may review the medical records and test results (via paper or electronic access) for any patients who are referred;
- (j) may perform preoperative history and physical examinations in the office and have those reports entered into the Hospital's medical records;
- (k) may only exercise those clinical privileges that have been granted to them, whether inpatient or outpatient;
- (l) may be required to establish and provide the Hospital with evidence of a formal arrangement with a member of the Active Staff to provide inpatient care for their patients, should that be necessary;

- (m) shall actively participate in the professional practice evaluation and performance improvement processes as requested;
- (n) may refer patients to the Hospital's diagnostic facilities; and
- (o) must pay any application fees, dues, and assessments.

2.C. AFFILIATE STAFF

2.C.1. Qualifications:

The Affiliate Staff consists of those physicians, dentists, oral surgeons, and podiatrists who:

- (a) desire to be associated with, but who do not intend to establish a clinical practice at, this Hospital and meet the eligibility criteria set forth in the Medical Staff Credentials Policy with the exception of Section 2.A.1(b), (c), (d), (k), (l), (m), (n), (o), (q), (r), and (s); and
- (b) have indicated or demonstrated a willingness to assume all the responsibilities of membership on the Affiliate Staff as outlined in Section 2.C.2.

The primary purpose of the Affiliate Staff is to promote professional and educational opportunities, including continuing medical education, and to permit these individuals to access Hospital services for their patients by referral of patients to Active Staff members for admission and care. The grant of Affiliate Staff appointment is a courtesy only, which may be terminated by the Board upon recommendation of the MEC, with no right to a hearing or appeal.

2.C.2. Prerogatives and Responsibilities:

Affiliate Staff members:

- (a) may attend meetings of the Medical Staff and applicable departments (without vote);
- (b) may not hold office or serve as department chairs or committee chairs (unless waived by the MEC and ratified by the Board);
- (c) shall generally have no staff committee responsibilities, but may be invited to serve on committees (with vote);
- (d) may attend educational activities sponsored by the Medical Staff and the Hospital;
- (e) may refer patients to members of the Active Staff for admission and/or care;
- (f) are encouraged to submit their relevant outpatient records for inclusion in the Hospital's medical records for any patients who are referred;
- (g) are encouraged to communicate directly with Active Staff members about the care of any patients referred, as well as to visit any such patients;

- (h) may review the medical records and test results (via paper or electronic access) for any patients who are referred;
- (i) may not: admit patients, attend patients, exercise inpatient or outpatient clinical privileges, write inpatient orders, perform consultations, assist in surgery, or otherwise participate in the provision or management of clinical care to patients at the Hospital;
- (j) may refer patients to the Hospital's diagnostic facilities and order such tests;
- (k) may actively participate in the professional practice evaluation and performance improvement processes;
- (l) must pay any required application fees, dues, and assessments; and
- (m) must participate in city call as defined in the Rules and Regulations.

2.D. HONORARY STAFF

2.D.1. Qualifications:

The Honorary Staff shall consist of practitioners who are recognized for outstanding or noteworthy contributions to the medical sciences OR have a record of previous long-standing service to the Hospital and have retired from the active practice of medicine.

2.D.2. Prerogatives and Responsibilities:

Honorary Staff members:

- (a) may not consult, admit, or attend to patients;
- (b) may not vote, hold office, or serve as a department chair;
- (c) may attend Medical Staff and department meetings when invited to do so (without vote);
- (d) may be invited to serve on committees (with vote);
- (e) may have access to medical records for the purpose of medical research when approved by the MEC and Board; and
- (f) are not required to pay application fees, dues, or assessments.

ARTICLE 3

OFFICERS

3.A. DESIGNATION

The officers of the Medical Staff shall be the Chief of Staff, Vice Chief of Staff, and Immediate Past Chief of Staff.

3.B. ELIGIBILITY CRITERIA

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

- (1) be appointed to the Active Staff in good standing, and have served on the Active Staff for at least two years;
- (2) be certified by an appropriate specialty board or possess comparable competence, as determined through the credentialing and privileging process;
- (3) have no pending adverse recommendations concerning Medical Staff membership or clinical privileges;
- (4) not presently be serving as Medical Staff officers, Board members, department chairs, or committee chairs at any other hospital that is not affiliated with PeaceHealth, and shall not so serve during their term of office;
- (5) be willing to faithfully discharge the duties and responsibilities of the position;
- (6) have experience in a leadership position, or other involvement in performance improvement functions;
- (7) participate in Medical Staff Leadership training as determined by the MEC or Medical Staff Leaders, and attend continuing education relating to Medical Staff Leadership, credentialing, and/or professional practice evaluation functions prior to or during the term of the office;
- (8) have demonstrated an ability to work well with others; and
- (9) disclose any financial relationship (i.e., an ownership or investment interest or a compensation arrangement) with an entity that competes with the Hospital or any affiliate. This does not apply to services provided within a practitioner's office and billed under the same provider number used by the practitioner. The MEC shall assess any such conflicts to determine whether they are such that they render the individual ineligible for the position.

3.C. DUTIES

3.C.1. Chief of Staff:

The Chief of Staff shall:

- (a) work in a collegial manner with the CAO and the CMO in matters of mutual concern involving the care of patients in the Hospital and actively participate in the quality management and patient safety process in the Hospital;
- (b) represent and communicate the views, policies and needs, and report on the activities of the Medical Staff to the CAO and the Board;
- (c) call, preside at, and be responsible for the agenda of all meetings of the Medical Staff and the MEC;
- (d) chair the MEC (with vote, as necessary) and the Leadership Council, and be a member of all other Medical Staff committees, ex officio, without vote;
- (e) promote compliance with the Bylaws, policies, Rules and Regulations of the Medical Staff and with the Policies and Procedures of the Hospital;
- (f) represent the Medical Staff in external professional and public relations matters; and
- (g) perform all functions authorized in all applicable policies, including collegial intervention in the Credentials Policy.

3.C.2. Vice Chief of Staff:

The Vice Chief of Staff shall:

- (a) assume all duties of the Chief of Staff and act with full authority as Chief of Staff in his or her absence;
- (b) serve on the MEC, the Leadership Council, and the Committee for Professional Enhancement ("CPE");
- (c) assume all such additional duties as are assigned to him or her by the Chief of Staff or the MEC; and
- (d) become Chief of Staff upon completion of the Chief of Staff's term.

3.C.3. Immediate Past Chief of Staff:

The Immediate Past Chief of Staff shall:

- (a) serve on the MEC, the Leadership Council, and the Credentials Committee;
- (b) serve as an advisor to other Medical Staff Leaders;

- (c) act in place of the Chief of Staff and Vice Chief of Staff if both are unavailable; and
- (d) assume all duties assigned by the Chief of Staff or the MEC.

3.D. NOMINATIONS

- (1) The Leadership Council shall convene at least 60 days prior to the election and shall submit to the Chief of Staff the names of one or more qualified nominees for the office of Vice Chief of Staff. Nominees must meet the eligibility criteria in Section 3.B and agree to serve, if elected. Notice of the nominees shall be provided to the Medical Staff at least 30 days prior to the election.
- (2) Additional nominations may also be submitted in writing by petition signed by at least 5% of the Active Staff at least 15 days prior to the election. In order for a nomination to be added to the ballot, the candidate must meet the qualifications in Section 3.B, in the judgment of the Leadership Council, and be willing to serve.
- (3) Nominations from the floor shall not be accepted.

3.E. ELECTION

The election shall be held solely by written or electronic ballot returned to Medical Staff Services. Ballots shall be provided to all members of the Active Staff and may be returned in person, by mail, by facsimile, or by e-mail. All ballots must be received in Medical Staff Services by the date indicated on the ballot. Those who receive a majority of the votes cast shall be elected, subject to Board confirmation, which confirmation shall signify that the individual is entitled to legal protections and indemnification by the Board for acting in a Medical Staff leadership role.

3.F. TERM OF OFFICE

Officers shall serve for a term of two years or until a successor is elected.

3.G. REMOVAL

- (1) Removal of an elected officer or member of the MEC may be effectuated by a two-thirds vote of the MEC, or by a two-thirds vote of the Active Staff, or by the Board. Grounds for removal shall be:
 - (a) failure to comply with applicable policies, Bylaws, or Rules and Regulations;
 - (b) failure to continue to satisfy any of the criteria in Section 3.B of these Bylaws;
 - (c) failure to perform the duties of the position held;
 - (d) conduct detrimental to the interests of the Hospital and/or its Medical Staff; or

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

3.H. VACANCIES

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

ARTICLE 4

CLINICAL DEPARTMENTS

4.A. ORGANIZATION

- (1) The Medical Staff shall be organized into the departments as listed in the Medical Staff Organization Manual.
- (2) Subject to the approval of the Board, the MEC may create new departments, eliminate departments, or otherwise reorganize the department structure.

4.B. ASSIGNMENT TO DEPARTMENT

- (1) Upon initial appointment to the Medical Staff, each member shall be assigned to a clinical department. Assignment to a particular department does not preclude an individual from seeking and being granted clinical privileges typically associated with another department.
- (2) An individual may request a change in department assignment to reflect a change in the individual's clinical practice.

4.C. FUNCTIONS OF DEPARTMENTS

The departments shall be organized for the purpose of implementing processes (i) to monitor and evaluate the quality and appropriateness of the care of patients served by the departments; (ii) to monitor the practice of all those with clinical privileges or a scope of practice in a given department; and (iii) to provide appropriate specialty coverage in the Emergency Department and the hospital, consistent with the provisions in these Bylaws and related documents.

4.D. QUALIFICATIONS OF DEPARTMENT CHAIRS

Each department chair shall satisfy all the eligibility criteria outlined in Section 3.B, unless waived by the Board after considering the recommendation of the MEC.

4.E. APPOINTMENT AND REMOVAL OF DEPARTMENT CHAIRS

- (1) Except as otherwise provided by an exclusive contract, department chairs and vice chairs shall be elected by the department, subject to MEC approval and confirmation by the Board. Candidates must meet the qualifications in Section 3.B, unless waived by the MEC, and be willing to serve. The election shall be by written or electronic ballot. Ballots may be returned in person, by mail, email, or by facsimile by the date as indicated on the ballot. Those who receive a majority of the votes cast shall be elected, subject to Board confirmation, which confirmation shall signify that the individual is entitled to legal protections and indemnification by the Board for acting in a Medical Staff leadership role. If no one is willing to serve as a department chair, the Chief of Staff shall appoint an individual, in consultation with the MEC.

- (2) Any department chair or vice chair may be removed by a two-thirds vote of the department members, subject to Board confirmation; or by a two-thirds vote of the MEC, subject to Board confirmation; or by the Board. Grounds for removal shall be:
 - (a) failure to comply with applicable policies and Bylaws;
 - (b) failure to continue to satisfy any of the criteria in Section 3.B of these Bylaws;
 - (c) failure to perform the duties of the position held;
 - (d) suspected conduct detrimental to the interests of the Hospital and/or its Medical Staff; or
 - (e) an infirmity that renders the individual incapable of fulfilling the duties of that office.
- (3) At least 10 days prior to the initiation of any removal action, the individual shall be given written notice of the date of the meeting at which such action is to be considered. The individual shall be afforded an opportunity to speak to the department, the MEC, or the Board, as applicable, prior to a vote on such removal. No removal shall be effective until approved by the Board.
- (4) Department chairs and vice chairs shall serve a term of two years.
- (5) Department vice chairs shall automatically succeed the department chair at the conclusion of the department chair's term.

4.F. DUTIES OF DEPARTMENT CHAIRS

Department chairs shall work in collaboration with Medical Staff Leaders and other Hospital personnel to collectively be responsible for the following:

- (1) reviewing and reporting on applications for initial appointment and clinical privileges as may be requested;
- (2) reviewing and reporting on applications for reappointment and renewal of clinical privileges as may be requested;
- (3) evaluating individuals who are granted privileges in order to confirm competence;
- (4) participating in the development of criteria for clinical privileges within the department;
- (5) reviewing and reporting regarding the professional performance of individuals practicing within the department;
- (6) performing all functions authorized in the Credentials Policy, including collegial intervention efforts;
- (7) performing all duties that may be delegated by the MEC; and

- (8) serving as a member of the MEC, providing guidance on the overall medical policies of the Hospital and making specific recommendations and suggestions regarding patient care in the relevant department.

4.G. MEDICAL DIRECTORSHIPS

- (1) Medical directors may be appointed at the discretion of Hospital administration acting in consultation with Medical Staff leadership. When appointed, Medical Directors shall function pursuant to contracts.
- (2) Medical directors may be appointed to serve on and/or chair Medical Staff committees and shall work in collaboration with relevant department chairs when involved in Medical Staff and performance improvement functions at the request of Medical Staff Leaders. When serving in such roles, all such actions shall be considered to be confidential and privileged professional practice evaluation activities.

ARTICLE 5

MEDICAL STAFF COMMITTEES AND PERFORMANCE IMPROVEMENT FUNCTIONS

5.A. MEDICAL STAFF COMMITTEES AND FUNCTIONS

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

5.B. APPOINTMENT OF COMMITTEE CHAIRS AND MEMBERS

- (1) Unless otherwise indicated by a specific committee composition, all committee chairs and members shall be appointed by the Leadership Council. Advance Practice Professionals may be appointed to serve on committees, with vote. Committee chairs shall be selected based on the criteria set forth in Section 3.B of these Bylaws, with the exception of the requirement that individuals have served on the Active Staff for a period of two years. All committee chairs and members must signify their willingness to meet basic expectations of committee membership as set forth in Section 3.B of the Medical Staff Organization Manual.
- (2) Unless otherwise provided by a specific committee composition, committee chairs shall be appointed for an initial term of two years, and may serve additional terms. All appointed chairs and members may be removed and vacancies filled by the Leadership Council.
- (3) Unless otherwise indicated, all Hospital and administrative representatives on the committees shall be appointed by the CAO, in consultation with the Leadership Council. All such representatives shall serve on the committees, without vote.
- (4) Unless otherwise indicated, the Chief of Staff, the CMO, and the CAO shall be *ex officio* members, without vote, on all committees.

5.C. MEETINGS, REPORTS AND RECOMMENDATIONS

Unless otherwise indicated, each committee described in these Bylaws or in the Medical Staff Organization Manual shall meet as necessary to accomplish its functions, and shall maintain a permanent record of its findings, proceedings, and actions. Each committee shall make a timely written report after each meeting to the MEC and to other committees and individuals as may be indicated.

5.D. MEDICAL EXECUTIVE COMMITTEE

5.D.1. Composition:

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

- the Chief of Staff;
 - the Vice Chief of Staff;
 - the Immediate Past Chief of Staff;
 - the department chairs;
 - one at-large member of the Medical Staff who shall be elected by the Active Medical Staff to serve two-year term and who shall be representative of the specialties of the Medical Staff;
 - one at-large member of the Medicine Department and one at-large member of the Surgery Department, to be served by the Chairs-Elect of those departments, to and including December 31, 2020, at which time these two at-large member positions will expire and will no longer be filled; and
- (b) The Chief of Staff will chair the MEC.
- (c) The CAO, CNO, and CMO shall be ex officio members of the MEC, without vote.
- (d) Other Medical Staff members or Hospital personnel may be invited to attend a particular MEC meeting (as guests, without vote) in order to assist the MEC in its discussions and deliberations regarding any issue on its agenda. These individuals shall be present only for the relevant agenda item and shall be excused for all others. Such individuals are an integral part of the MEC review processes and are bound by the same confidentiality requirements as the standing members of the MEC.

5.D.2. Duties:

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

- (a) acting on behalf of the Medical Staff in the intervals between Medical Staff meetings (the officers are empowered to act in urgent situations between MEC meetings);
- (b) recommending directly to the Board on at least the following:
- (1) the Medical Staff's structure;
 - (2) the mechanism used to review credentials and to delineate individual clinical privileges;
 - (3) applicants for Medical Staff appointment and reappointment;
 - (4) delineation of clinical privileges for each eligible individual;

- (5) participation of the Medical Staff in performance improvement activities and the quality of professional services being provided by the Medical Staff;
 - (6) the mechanism by which Medical Staff appointment may be terminated;
 - (7) hearing procedures; and
 - (8) reports and recommendations from Medical Staff committees, the quality department and other departments, and other groups, as appropriate;
- (c) consulting with administration on quality-related aspects of contracts for patient care services;
 - (d) reviewing (or delegating the review of) quality indicators to ensure uniformity regarding patient care services;
 - (e) providing leadership in activities related to patient safety;
 - (f) providing oversight in the process of analyzing and improving patient satisfaction;
 - (g) ensuring that, at least every three years, the Bylaws, policies, and associated documents of the Medical Staff are reviewed and updated;
 - (h) providing and promoting effective liaison among the Medical Staff, Administration, and the Board; and
 - (i) performing such other functions as are assigned to it by these Bylaws, the Credentials Policy, or other applicable policies.

5.D.3. Meetings:

The MEC shall meet as often as necessary to fulfill its responsibilities and shall maintain a permanent record of its proceedings and actions.

5.E. PERFORMANCE IMPROVEMENT FUNCTIONS

- (1) The Medical Staff is actively involved in the measurement, assessment, and improvement of at least the following:
 - (a) patient safety, including processes to respond to patient safety alerts, meet patient safety goals, and reduce patient safety risks;
 - (b) the Hospital's and individual practitioners' performance on Centers for Medicare & Medicaid Services ("CMS") core measures;
 - (c) medical assessment and treatment of patients;

- (d) medication usage, including review of significant adverse drug reactions, medication errors and the use of experimental drugs and procedures;
 - (e) the utilization of blood and blood components, including review of significant transfusion reactions;
 - (f) operative and other invasive procedures, including tissue review and review of discrepancies between pre-operative and post-operative diagnoses;
 - (g) appropriateness of clinical practice patterns;
 - (h) significant departures from established patterns of clinical practice;
 - (i) use of information about adverse privileging determinations regarding any practitioner;
 - (j) the use of developed criteria for autopsies;
 - (k) sentinel events, including root cause analyses and responses to unanticipated adverse events;
 - (l) nosocomial infections and the potential for infection;
 - (m) unnecessary procedures or treatment;
 - (n) appropriate resource utilization;
 - (o) education of patients and families;
 - (p) coordination of care, treatment, and services with other practitioners and Hospital personnel;
 - (q) accurate, timely, and legible completion of patients' medical records;
 - (r) the required content and quality of history and physical examinations, as well as the time frames required for completion, all of which are set forth in Appendix B of these Bylaws;
 - (s) review of findings from the ongoing and focused professional practice evaluation activities that are relevant to an individual's performance; and
 - (t) communication of findings, conclusions, recommendations, and actions to improve performance to appropriate Medical Staff members and the Board.
- (2) A description of the committees that carry out systematic monitoring and performance improvement functions, including their composition, duties, and reporting requirements, is contained in the Medical Staff Organization Manual.

5.F. CREATION OF STANDING COMMITTEES

In accordance with the amendment provisions in the Medical Staff Organization Manual, the MEC may, by resolution and upon approval of the Board and without amendment of these Bylaws, establish additional committees to perform one or more staff functions. In the same manner, the MEC may dissolve or rearrange committee structure, duties, or composition as needed to better accomplish Medical Staff functions. Any function required to be performed by these Bylaws which is not assigned to an individual, a standing committee, or a special committee shall be performed by the MEC.

5.G. SPECIAL COMMITTEES

Special committees shall be created and their members and chairs shall be appointed by the Chief of Staff and/or the MEC. Such special committees shall confine their activities to the purpose for which they were appointed and shall report to the MEC.

ARTICLE 6

MEETINGS

6.A. MEDICAL STAFF YEAR

The Medical Staff year is January 1 to December 31.

6.B. MEDICAL STAFF MEETINGS

6.B.1. Regular Meetings:

The Medical Staff shall meet at least once a year.

6.B.2. Special Meetings:

Special meetings of the Medical Staff may be called by the Chief of Staff, the MEC, the CAO, the Board, or by a petition signed by at least 25% of the Active Staff.

6.C. DEPARTMENT AND COMMITTEE MEETINGS

6.C.1. Regular Meetings:

Except as otherwise provided in these Bylaws or in the Medical Staff Organization Manual, each department and committee shall meet as necessary to accomplish its functions, at times set by the Presiding Officer (defined, for purposes of this Article, as the individual in charge of the relevant body).

6.C.2. Special Meetings:

A special meeting of any department or committee may be called by or at the request of the Presiding Officer, the Chief of Staff, the CAO, or by a petition signed by at least 25% of the Active Staff members of the department or committee (but in no event fewer than two members).

6.D. PROVISIONS COMMON TO ALL MEETINGS

6.D.1. Notice of Meetings:

- (a) Medical Staff members shall be provided notice of all regular meetings of the Medical Staff and regular meetings of departments and committees at least seven days in advance of the meetings. Notice may also be provided by posting in a designated location at least seven days prior to the meetings. All notices shall state the date, time, and place of the meetings.
- (b) When a special meeting of the Medical Staff, a department and/or a committee is called, the notice period shall be reduced to 48 hours (i.e., must be given at least 48 hours prior to the special meeting). In addition, posting may not be the sole mechanism used for providing notice of any special meeting.

- (c) The attendance of any individual at any meeting shall constitute a waiver of that individual's objection to the notice given for the meeting.

6.D.2. Quorum and Voting:

- (a) For any regular or special meeting of the Medical Staff, department, or committee, those voting members present (but not fewer than two) shall constitute a quorum. Exceptions to this general rule are that for meetings of the MEC, the CPE, the Leadership Council, and the Credentials Committee, the presence of at least 50% of the voting members of the committee shall constitute a quorum.
- (b) Once a quorum is established, the business of the meeting may continue and actions taken will be binding, even if attendance drops below a quorum during the course of the meeting.
- (c) Recommendations and actions of the Medical Staff, departments and committees shall be by consensus. In the event it is necessary to vote on an issue, that issue will be determined by a majority vote of those voting members present.
- (d) When determining whether a specific percentage or a majority has been achieved with respect to a vote of the Medical Staff or a department or committee, an individual who has recused himself or herself from participation in the vote shall not be counted as a voting member (for example, if there are ten voting members of a committee and one recuses himself or herself on a particular matter, the majority vote for that matter would be calculated as five of the remaining nine votes).
- (e) As an alternative to a formal meeting, the voting members of the Medical Staff, a department, or a committee may also be presented with any question by mail, facsimile, e-mail, hand-delivery, telephone, or other technology approved by the Chief of Staff, and their votes returned to the Presiding Officer by the method designated in the notice. Except for actions by the MEC, the CPE, the Leadership Council, and the Credentials Committee (as noted in (a)), a quorum for purposes of these votes shall be the number of responses returned to the Presiding Officer by the date indicated, but not fewer than two. The question raised shall be determined in the affirmative and shall be binding if a majority of the responses returned has so indicated.
- (f) Meetings may be conducted by telephone conference or videoconference.

6.D.3. Agenda:

The Presiding Officer for the meeting shall set the agenda for any regular or special meeting of the Medical Staff, department, or committee.

6.D.4. Rules of Order:

Robert's Rules of Order shall not be binding at meetings and elections, but may be used for reference in the discretion of the Presiding Officer for the meeting. Rather, specific provisions of

these Bylaws, and Medical Staff, department, or committee custom shall prevail at all meetings. The Presiding Officer shall have the authority to rule definitively on all matters of procedure.

6.D.5. Minutes, Reports, and Recommendations:

- (a) Minutes of all meetings of the Medical Staff, departments, and committees shall be prepared and shall include a record of the attendance of members and the recommendations made and the votes taken on each matter. The minutes shall be authenticated by the Presiding Officer.
- (b) A summary of all recommendations and actions of the Medical Staff, departments, and committees shall be transmitted to the MEC. The Board shall be kept apprised of the recommendations of the Medical Staff and its clinical departments and committees.
- (c) A permanent file of the minutes of all meetings shall be maintained by the Hospital.

6.D.6. Confidentiality:

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

6.D.7. Attendance Requirements:

- (a) Attendance at meetings of the MEC, the CPE, the Leadership Council, and the Credentials Committee is required. All members are required to attend at least 50% of all regular and special meetings of these committees. Failure to attend the required number of meetings may result in replacement of the member.
- (b) Each Active Staff member is encouraged to attend and participate in all Medical Staff meetings and applicable department, service, and committee meetings each year.

ARTICLE 7

INDEMNIFICATION

The Hospital shall provide a legal defense for, and shall indemnify, all Medical Staff officers, department chairs and chairs-elect, committee chairs, committee members, medical directors, and authorized representatives when acting in those capacities, to the fullest extent permitted by the Hospital's corporate bylaws. These significant legal protections are the reason that the Board acts to confirm all duly elected or appointed Medical Staff leaders.

ARTICLE 8

AMENDMENTS

8.A. MEDICAL STAFF BYLAWS

- (1) Neither the MEC, the Medical Staff, nor the Board may unilaterally amend these Bylaws.
- (2) Amendments to these Bylaws may be proposed by the MEC or by a petition signed by at least 20% of the voting members of the Medical Staff. All proposed amendments, whether proposed by the MEC or 20% of the voting staff, shall be reviewed by the PeaceHealth Legal Department prior to the voting process below being initiated. The PeaceHealth Legal Department shall be requested to provide a response within 60 days.
- (3) The MEC shall present proposed amendments to the voting staff by written or electronic ballot, to be returned by the date as indicated on the ballot, which date shall be at least 21 days after the proposed amendment was provided to the voting staff. Along with the proposed amendments, the MEC shall provide a written report on the amendments either favorably or unfavorably. To be adopted, the amendment must receive a majority of the votes cast.
- (4) The MEC shall have the power to adopt technical, non-substantive amendments to these Bylaws which are needed because of reorganization, renumbering, or punctuation, spelling, or other errors of grammar or expression.
- (5) All amendments shall be effective only after approval by the Board.
- (6) If the Board has determined not to accept a recommendation submitted to it by the MEC or the Medical Staff, the MEC may request a conference between the officers of the Board and the officers of the Medical Staff. Such conference shall be for the purpose of further communicating the Board's rationale for its contemplated action and permitting the officers of the Medical Staff to discuss the rationale for the recommendation. Such a conference will be scheduled by the CAO within two weeks after receipt of a request.
- (7) The MEC has the authority to amend the appendices to these Medical Staff Bylaws without formal action by the Medical Staff. Any such amendments shall be communicated to the Medical Staff within 14 days.

8.B. OTHER MEDICAL STAFF DOCUMENTS

- (1) In addition to the Medical Staff Bylaws, there shall be policies, procedures and Rules and Regulations that shall be applicable to all members of the Medical Staff and other individuals who have been granted clinical privileges or a scope of practice. All Medical Staff policies, procedures, and Rules and Regulations shall be considered an integral part of the Medical Staff Bylaws, but will be amended in accordance with this Section. These additional documents are the Medical Staff Credentials Policy, the Advance Practice Professionals Policy, the Medical Staff Organization Manual, and the Medical Staff Rules and Regulations.

- (2) An amendment to the Credentials Policy, Medical Staff Organization Manual, Advance Practice Professionals Policy, or the Medical Staff Rules and Regulations may be made by a majority vote of the members of the MEC present and voting at any meeting of that Committee where a quorum exists. Prior to initiating the formal notice process below, the MEC shall submit all proposed amendments to the PeaceHealth Legal Department for review and comment. Proposed amendments that are determined to be relevant to other PeaceHealth hospitals will be forwarded by the PeaceHealth Legal Department to those hospitals for consideration by their respective MECs. Notice of all proposed amendments to these documents shall be provided to each voting member of the Medical Staff at least seven days prior to the MEC meeting when the vote is to take place. Any member of the voting staff may submit written comments on the amendments to the MEC.
- (3) All other policies of the Medical Staff may be adopted and amended by a majority vote of the MEC. No prior notice is required.
- (4) Adoption of, and changes to, the Credentials Policy, Medical Staff Organization Manual, Advance Practice Professionals Policy, Medical Staff Rules and Regulations, and other Medical Staff policies will become effective only when approved by the Board.
- (5) The present Medical Staff Rules and Regulations are hereby readopted and placed into effect insofar as they are consistent with these Bylaws, until such time as they are amended in accordance with the terms of these Bylaws. To the extent any present Rule or Regulation is inconsistent with these Bylaws, it is of no force or effect.

ARTICLE 9

ADOPTION

These Medical Staff Bylaws are adopted and made effective upon approval of the Board, superseding and replacing any and all previous Medical Staff Bylaws, Rules and Regulations, policies, manuals or Hospital policies pertaining to the subject matter thereof.

Adopted by the Medical Staff: 8/2/2018; 8/3/2020; reviewed/no changes 6/13/2023 (including Appendices); revised 11/18/2024; revised 5/13/2025

Approved by the Board: 8/27/2018; 8/17/2020; reviewed/no changes 6/19/2023 (including Appendices); revised 11/18/2024; revised 5/19/2025

APPENDIX A

MEDICAL STAFF CATEGORIES SUMMARY

	Active	Adjunct	Affiliate	Honorary
Basic Requirements				
Number of hospital contacts/2-year	≥20	N	N	N
Rights				
Admit	Y	Y	N	N
Exercise clinical privileges	Y	Y	N	N
May attend meetings	Y	Y	Y	Y
Voting privileges	Y	P	P	P
Hold office	Y	N, unless waiver	N, unless waiver	N, unless waiver
Responsibilities				
Serve on committees	Y	Y	Y	Y
Meeting requirements	N	N	N	N
Dues	Y	Y	Y	N
Comply w/ guidelines	Y	Y	Y	N

Y = Yes

N = No

NA = Not Applicable

P = Partial (with respect to voting, only when appointed to a committee)