

MEDICAL STAFF

BYLAWS



**1414 KUHL AVENUE
ORLANDO, FL 32806**

July 2015

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**BYLAWS OF
THE MEDICAL STAFF OF
ORLANDO HEALTH**

PREAMBLE

WHEREAS, Orlando Health (hereinafter OH) is a non-profit corporation organized under the laws of the State of Florida with the purpose of providing hospital facilities, support personnel and services for patient care, education and research; and

WHEREAS, the physicians, dentists, podiatrists and psychologists practicing at OH recognize that the best interests of the patients are served by concerted efforts;

THEREFORE, the physicians, dentists, podiatrists and psychologists practicing at OH hereby organize themselves in accordance with the following bylaws.

For the purpose of these bylaws, the words "Medical Staff" or "Medical Staff of OH" shall be interpreted to include all physicians, dentists, podiatrists and psychologists who have been granted medical staff membership and Clinical Privileges, at Orlando Health, through the organized medical staff process that is subject to the medical staff bylaws. It also includes certain physicians, dentists, podiatrists and psychologists who have been granted medical staff membership but who do not have clinical privileges at Orlando Health (Active Affiliate, Senior Affiliate, and Honorary staff members).

For the purpose of these bylaws, the term "Organized Medical Staff" shall be interpreted to refer to the self-governing entity accountable to the Board of Directors that operates under the Medical Staff Bylaws, Rules and Regulations, and Policies and Procedures developed and adopted by the Active, Senior and Senior Affiliate members of the organized medical staff and approved by the Board of Directors.

Whenever the term "Board" appears, it shall be interpreted to refer to the Board of Directors of OH which has the overall responsibility for the affairs of the hospital.

Whenever the term "Chief Executive Officer" appears, it shall be interpreted to mean the President of OH or his or her designee.

Wherever the terms "hospital" or "OH" appear, those terms shall be interpreted to mean Arnold Palmer Medical Center (including Arnold Palmer Hospital for Children and Winnie Palmer Hospital for Women & Babies), Orlando Regional Medical Center, (including Orlando Regional Lucerne), Dr. P. Phillips Hospital, and South Seminole Hospital.

ARTICLE I

ORGANIZATION AND OPERATION

PURPOSE

The purposes of the medical staff of OH acting through its duly appointed and functioning clinical departments and committees and in accordance with these bylaws shall be:

1. To monitor and evaluate the quality of medical care in the hospital and to make recommendations thereon to the Board so that all patients admitted to or treated at any of the facilities, departments or services of the hospital shall receive optimum quality care in a cost effective manner.
2. To provide a forum and establish procedures wherein the medical staff may review, evaluate and discuss matters of a medical and/or administrative nature with the administration, Board, and other associations, agencies, and organizations.
3. To initiate and maintain self-governance of the medical staff.
4. To make recommendations to the Board concerning the appointment or reappointment of an applicant to the medical staff of the hospital; to recommend to the Board the clinical privileges such applicant shall have in the hospital and to review and evaluate such clinical privileges on a continuing basis once given; and to recommend to the Board any appropriate action that may be necessary in connection with any member of the medical staff, to the end that all persons with clinical privileges shall perform according to current clinical competence.
5. To establish specific rules and regulations to govern actions and professional responsibilities of members of the medical staff.
6. To provide an appropriate educational setting that will maintain scientific standards, lead to continuous advancement in professional knowledge and skill, and encourage and support such clinical and basic research as is authorized from time to time.
7. To organize itself to accomplish these purposes by placing responsibility for operational concerns with the various hospital facilities while assuring uniformity of direction and purpose and maintaining a single standard of performance through a single Medical Executive Committee with representation from each hospital facility.

ARTICLE II

MEDICAL STAFF MEMBERSHIP

PART A: QUALIFICATIONS FOR APPOINTMENT

1. Membership on the medical staff of OH is a privilege which shall be extended only to professionally competent physicians, dentists, podiatrists and psychologists who continuously meet the qualifications, standards and requirements set forth in these bylaws. All persons practicing medicine, dentistry, podiatry and psychology in OH, unless excepted by specific provisions of these bylaws, must first have been appointed to the medical staff.
2. Only such physicians, dentists, podiatrists and psychologists shall be qualified for membership in the medical staff:
 - (a) Who are currently licensed to practice in the State of Florida;
 - (b) Who can document their background, experience, training, and demonstrated competence, their adherence to the ethics of their profession, their good reputation and character, and their ability to work with others sufficiently to convince the hospital that all patients treated by them in the hospital will receive a high quality of medical care;
 - (c) Who can document their ability to perform any specific privileges requested;
 - (d) Who meet the requirements of the department to which they are applying; and,
 - (e) In the case of physicians who apply on or after January 27, 2003:
 - (1) Who are Board Certified in the specialty or subspecialty in which privileges are requested by a Board recognized by the American Board of Medical Specialties or the American Osteopathic Association; or
 - (2) Who are eligible to be admitted to the certification process of a Board recognized by the American Board of Medical Specialties or the American Osteopathic Association in the specialty or subspecialty in which privileges are requested and who can achieve Board Certification within the following time limits:
 - (a) In the case of specialties which require one examination, within three (3) years from the completion of the applicant's residency;
 - (b) In the case of subspecialties which require one examination, within three (3) years of the completion of the applicant's fellowship;
 - (c) Provided, however, that for specialties or subspecialties in which examinations are only administered once every two years, this time limit shall be extended as follows: The time limit will include the shortest timeframe that encompasses three (3) consecutive instances of the examination being offered; and
 - (d) In the case of specialties which require two examinations or a two-part examination, within five (5) years from the completion of the applicant's residency.
 - (e) In the case of subspecialties which require two examinations or a two-part examination, within five (5) years from the completion of the applicant's fellowship.

- (f) A physician who does not become Board Certified within the time limits specified above will be removed from staff membership and will forfeit all clinical privileges. If, however, a Board examination is given within thirty (30) days following the expiration of the applicable time limit specified above, a staff member who takes the examination at that time may retain staff membership and clinical privileges until such time as the results of that examination are received. A physician who is removed from the medical staff, and all clinical privileges under this provision, will not be entitled to the due process procedures provided in these bylaws. Recertification is not required for continuing clinical privileges, except as provided by the rules and regulations of the various departments as approved by the Medical Executive Committee and the Board.
 - (f) In the case of podiatrists:
 - (1) Who are Board Certified by the American Board of Podiatric Surgery, or
 - (2) Who are eligible to be admitted to the certification process of the American Board of Podiatric Surgery and who can achieve Board Certification within five (5) years of completion of the applicant's residency.
 - (3) A podiatrist who does not become Board Certified within the time limits specified above will be removed from staff membership and will forfeit all clinical privileges. If, however, a Board examination is given within thirty (30) days following the expiration of the applicable time limit specified above, a staff member who takes the examination at that time may retain staff membership and clinical privileges until such time as the results of that examination are received. A podiatrist who is removed from the medical staff, and all clinical privileges under this provision, will not be entitled to the due process procedures provided in these bylaws.
 - (4) This requirement shall not apply to podiatrists who became members of the medical staff of South Seminole Hospital prior to April 21, 1992.
 - (g) In the case of psychologists who apply on or after July 1, 2013:
 - (1) Who are Board Certified by the American Board of Professional Psychology, the American Board of Pediatric Neuropsychology or American Board of Professional Neuropsychology or,
 - (2) Who are eligible to be admitted to the certification process of the American Board of Professional Psychology, the American Board of Pediatric Neuropsychology or American Board of Professional Neuropsychology.
 - (3) A psychologist who is not Board Certified at the time of initial appointment to the medical staff must become Board Certified within five (5) years of initial appointment to the medical staff.
 - (4) A psychologist who does not become Board Certified within the time limits specified above will be removed from staff membership and will forfeit all clinical privileges. If, however, a Board examination is given within thirty (30) days following the expiration of the applicable time limit specified above, a staff member who takes the examination at that time may retain staff membership and clinical privileges until such time as the results of that examination are received. A psychologist who is removed from the medical staff, and all clinical privileges under this provision, will not be entitled to the due process procedures provided in these bylaws.
 - (h) In making such determination, consideration may be given to patients' needs, the available hospital facilities and resources, the ability of the hospital to provide adequate facilities and supportive services for the applicant and his or her patients, and utilization standards in effect at the hospital.
3. No physician, dentist, podiatrist or psychologist shall be entitled to membership on the medical staff or to the exercise of particular clinical privileges in the hospital merely by virtue of the fact that he or she is duly licensed to practice medicine, dentistry, podiatry or psychology in Florida or any other state, or that he or she is a

member of any professional organization, or that he or she had in the past, or currently has, medical staff membership or privileges in another hospital.

4. Neither shall any physician, dentist, podiatrist or psychologist be denied membership on the basis of sex, race, creed, color or national origin.
5. Acceptance of membership on the medical staff shall constitute the agreement of the physician, dentist, podiatrist or psychologist that he or she will:
 - (a) Abide by the Principles of Medical Ethics of the American Medical Association, or the Code of Ethics of the American Dental Association, or the Code of Ethics of the American Osteopathic Association, or the Code of Ethics of their respective associations, whichever is applicable, including but not limited to providing for continuous care of his patients and seeking consultation when necessary; and
 - (b) Abide by all bylaws, policies, and directives of the hospital, and all bylaws, rules, and regulations and policies and procedures of the medical staff; and
 - (c) Agree to be bound by and comply with the OH Corporate Compliance Program and Code of Conduct as recognized business and practice patterns that comply with federal, state, and local laws, statutes, regulations, and rules; and
 - (d) Notify the Chief of Staff within seven (7) days, of the revocation or suspension of the staff member's professional license, or the imposition of terms of probation or limitation of practice by any state; or of a termination, suspension or lapse of the staff member's Drug Enforcement Administration license; or of a loss, suspension, or probation of staff membership or privileges or any other professional competence or disciplinary action taken or pending at any hospital, other health care institution, or any professional society for any act which constitutes a violation of the provisions of the Florida Statutes or the Florida Administrative Code which regulate the staff member's practice; or of the voluntary relinquishment of any licensure or registration (state or district, Drug Enforcement Administration) or voluntary limitation, reduction, or loss of clinical privileges at any other hospital or health care facility; or of the commencement of a formal investigation, or the filing of charges, by the Department of Health and Human Services or any law enforcement agency or health regulatory agency of the United States or the State of Florida; or, of the filing of a suit against the staff member alleging professional liability, or the settlement of any medical malpractice claim or litigation by the staff member or by anyone in the staff member's behalf; or of a conviction of or pleading nolo contendere to any crime, including but not limited to a crime relating to health care; or of the exclusion from or ineligibility for participation in Federal or State health care programs.
6. Staff members who have contractual or employment relationships with OH will be governed by the provisions of their contracts or terms of employment as well as by the medical staff bylaws, rules and regulations, policies and procedures, and the hospital's bylaws. In the event of a conflict between the medical staff bylaws rules and regulations, or policies and procedures, and the contractual or employment terms, the contractual or employment terms shall be controlling, provided that they are not in conflict with the Code of Ethics of the American Dental Association, in the case of a dentist, with the Principles of Medical Ethics of the American Medical Association, in the case of a physician or with the Code of Ethics of their respective associations, whichever is applicable, and provided that the qualifications for appointment as set out in these Bylaws may not be altered by contractual or employment terms.
7. Termination by OH of employment of a staff member in a medico-administrative position shall be as provided in the contractual or employment terms of such staff member. Should such contractual or employment terms not provide a mechanism for termination of employment, OH shall, prior to termination, provide written notification to and ask the advice of the Chief of Staff and the Medical Executive Committee. Final determination shall be that of OH.

PART B: CONDITIONS OF APPOINTMENT

Section 1. Rights and Duties of Appointees:

Initial appointments and reappointments to the medical staff shall be made by the Board. Appointment to the medical staff shall confer on the appointee only such clinical privileges as have been approved by the Board and shall require that each appointee comply with the hospital and medical staff bylaws, rules and regulations,

and policies and procedures, and assume such reasonable duties and responsibilities as required by the hospital or medical staff including but not limited to:

- (a) providing care to service patients;
- (b) providing emergency service care and consultation;
- (c) accepting teaching assignments; and
- (d) participating in peer review activities.

Section 2. Covering Provider Arrangements

All medical staff members with clinical privileges must have continuous coverage arrangements with a provider on the Orlando Health Medical Staff with like clinical privileges. This arrangement must be documented in the Orlando Health Medical Staff Services office. It is the member's responsibility to notify the Medical Staff Services Office of any changes to covering provider arrangements.

Section 3. Compliance with Florida Financial Responsibility Requirements

All medical staff members must continuously comply with Florida's financial responsibility requirements and provide documentation of compliance to the Orlando Health Medical Staff Services office. It is the member's responsibility to notify the Medical Staff Services office of any changes.

Section 4. Duration of Appointment:

Appointment will be for no more than two (2) years.

ARTICLE III

CATEGORIES OF THE MEDICAL STAFF

PART A: ACTIVE STAFF

Active staff members shall be those physicians, dentists, and podiatrists who have a minimum of twelve (12) patient contacts at OH annually (including inpatient and outpatient admissions and consultations), who are located within a sufficiently close distance to the hospital facility where they will primarily admit patients to provide continuous care to patients, and who agree to assume all the functions and responsibilities of membership on the Active Medical Staff, including, when required by the Chairman of the department to which the member is appointed or the Chief of Staff, care of service patients, emergency service care, consultation, acceptance of teaching assignments, and participation in peer review activities. Members of the Active Staff shall be entitled to vote, to hold office, to serve on medical staff committees, and to serve as chairmen of such committees, and are encouraged but not required to attend medical staff meetings. Active Staff members shall have preference relative to hospital beds and other facilities and accommodations.

PART B: SENIOR STAFF

Physicians, dentists, and podiatrists who are active in the hospital and have either (1) been on the Active staff of the hospital (including staff service with Orange Memorial, Holiday, St. Cloud, and South Seminole Hospitals) for not less than twenty (20) years, or (2) have reached the age of sixty (60) and have been on the Active Staff for a minimum of five (5) years may apply for appointment to the Senior Staff. Members of the Senior Staff shall be entitled to all privileges of Active Staff membership, but shall neither hold office nor be chairman of their department. Senior Staff members are encouraged but not required to attend medical staff meetings. Senior Staff members shall upon request of their department chairman, provide service in the care of bona fide indigent patients. They may be required by the Chairman of their department or the Chief of Staff to provide emergency service care and consultation, accept teaching assignments, and participate in peer review activities.

PART C: ACTIVE ASSOCIATE STAFF

Staff members in this category shall be physicians, dentists, and podiatrists who have fewer than twelve (12) patient contacts at OH annually (including inpatient and outpatient admissions and consultations). They are encouraged to attend committee meetings and to assume staff committee responsibilities. They may be required by the Chairman of their department or the Chief of Staff to assume additional functions and responsibilities including, where appropriate, service patients, emergency care and consultation, teaching assignments, and participation in peer review activities. They are encouraged but not required to attend medical staff meetings. They may not vote and may not hold office. A member of the Active Associate Staff will be transferred to Active Staff if he or she has twelve (12) or more patient contacts within a one-year period.

PART D: ACTIVE AFFILIATE STAFF

Staff members in this category shall be physicians, dentists, podiatrists and psychologists who practice in the community but who do not admit patients to the hospital and do not treat patients in the hospital. Members of the Active Affiliate Staff may review medical records of the patients referred by them for admission, follow the patients' progress, confer with the treating physician and observe diagnostic or surgical procedures with the approval of the treating physician. Members of the Active Affiliate Staff shall have no clinical privileges at OH, and may not manage patients' hospital care or make entries in any medical records. Active Affiliate Staff members may serve on committees, but cannot hold office nor be chairman or vice chairman of their department. Members of the Active Affiliate Staff who refer twelve (12) or more patients to OH annually are eligible to vote in the election (and removal, if applicable) of medical staff officers, department chairmen and vice chairmen. It is the responsibility of the Active Affiliate staff member to establish his or her eligibility to vote in any election. Active Affiliate Staff members are encouraged but not required to attend medical staff meetings.

PART E: SENIOR AFFILIATE STAFF

This category shall consist of physicians, dentists, and podiatrists:

- (1) who have previously achieved Senior Staff membership at OH; or
- (2) who currently meet the requirements to apply for Senior Staff membership;

who do not admit patients to the hospital and treat patients in the hospital. Members of the Senior Affiliate Staff may review medical records of the patients referred by them for admission, follow the patients' progress, confer with the treating physician and observe diagnostic or surgical procedures with the approval of the treating physician. Members of the Senior Affiliate Staff shall have no clinical privileges at OH, and may not manage patients' hospital care or make entries in any medical records. Senior Affiliate Staff members may serve on committees, but cannot hold office nor be chairman or vice chairman of their department. Senior Affiliate Staff members shall be entitled to all voting rights of Senior Staff members. Senior Affiliate Staff members are encouraged but not required to attend medical staff meetings.

PART F: TELEMEDICINE STAFF

Telemedicine Staff members shall be limited to those physicians, dentists, and podiatrists who are contracted by Orlando Health to provide diagnosis and treatment to patients in the hospital remotely solely through telecommunications links. They may not vote and may not hold office or serve as department or committee chairmen. They may be required by contract to assume responsibilities and functions such as emergency care and consultation, teaching assignments, care of service patients, and participation in peer review activities. Telemedicine Staff membership shall automatically terminate upon termination of the member's contractual relationship with Orlando Health, with no recourse to the procedural rights provided in Article IX, unless otherwise specified by contract.

PART G: PSYCHOLOGIST

Psychologists may not admit or discharge patients. Psychologists may not vote. Psychologists are encouraged but not required to attend medical staff meetings and may serve on committees but cannot hold office nor be chairman or vice chairman of a department or committee. Psychologists may be required by the chairman of their department or the Chief of Staff to assume additional functions and responsibilities including service patients and participation in peer review activities.

PART H: HONORARY STAFF

The Honorary Medical Staff shall consist of physicians, dentists, and podiatrists who are not active in OH and who are honored by emeritus positions. These may be (1) physicians, dentists, and podiatrists who are retired from the Active or Senior Staff and active hospital service at OH, or (2) physicians, dentists, and podiatrists of outstanding reputation. Members of the Honorary Staff shall have no assigned duties or responsibilities and are not eligible to vote or hold office. Honorary Staff members shall not have clinical privileges at OH, will not be required to reappoint and do not need to maintain a current Florida license to practice.

ARTICLE IV

APPOINTMENT TO THE MEDICAL STAFF AND ACTIONS AFFECTING MEDICAL STAFF MEMBERS

PART A: APPOINTMENT TO THE MEDICAL STAFF

Section 1. Application for Initial Appointment and Clinical Privileges

(a) Information:

Applications for appointment to the medical staff and for delineated clinical privileges shall be in writing, and shall be submitted on forms prescribed by the Board after consultation with the Credentials Committee. The application shall require detailed information concerning the applicant's professional qualifications including, but not limited to:

- (1) The names of at least three (3) peers, at least one of whom is in the same specialty, who have had extensive experience in observing and working with the applicant and who can provide adequate references pertaining to the applicant's current professional competence and ethical character and ability to perform the privileges requested;
- (2) Information as to whether the applicant's medical staff appointment and/or clinical privileges have ever been voluntarily or involuntarily revoked, suspended, reduced, or not renewed at any other hospital or health care facility;
- (3) Information as to whether the applicant's license to practice any profession in any state, or Drug Enforcement Administration license have ever been suspended, terminated, or voluntarily relinquished, and whether there is any currently pending challenge to such licensure);
- (4) Information as to whether the applicant's membership in local, state, or national medical or professional societies have ever been suspended, terminated, or voluntarily relinquished, and whether there is any currently pending challenge to such membership;
- (5) Information concerning the applicant's malpractice experience;
- (6) Proof of compliance with Florida's financial responsibility requirements;
- (7) A consent to the release of information;
- (8) A request for the specific clinical privileges, if any, desired by the applicant and documentation of compliance with the requirements for such clinical privileges as set forth in the applicable clinical privilege description;
- (9) Documented coverage arrangements with a current medical staff member with like privileges unless an exception is recommended by the Credentials Committee, Medical Executive Committee and approved by the Board; and,
- (10) In addition to the above, applicants for the Telemedicine Staff must provide a list of all other hospitals at which they have provided telemedicine services.
- (11) Such other information as the Board may require.

(b) Undertakings:

Every application for staff appointment shall be signed by the applicant and shall contain:

- (1) The applicant's specific acknowledgment of the obligation upon appointment to the medical staff to provide or make provision for continuous care and supervision to all patients within the hospital for whom he or she has responsibility;

- (2) The applicant's agreement to abide by all such bylaws, policies, and directives of the hospital, including all such bylaws, rules and regulations, and policies and procedures of the medical staff as shall be in force during the time the applicant is appointed to the medical staff of the hospital; and including any and all regulatory and accreditation requirements as set forth by state and federal agencies and accreditation authorities;
- (3) The applicant's agreement to accept committee assignments, emergency call, and such other reasonable duties and responsibilities as shall be assigned to him or her by the medical staff;
- (4) A statement that the applicant has received and read a copy of such bylaws of the hospital and bylaws, rules and regulations, and policies and procedures of the medical staff as are in force at the time of his or her application and that the applicant has agreed to be bound by the terms thereof in all matters relating to consideration of his or her application without regard to whether or not the applicant is granted appointment to the medical staff and/or clinical privileges; and,
- (5) A statement of the applicant's willingness to appear for personal interviews in regard to his or her application.

(c) Burden of Providing Information:

The applicant shall have the burden of producing adequate information for a proper evaluation of his or her current competence, character, ethics and other qualifications, and of resolving any doubts about such qualifications. The applicant shall have the burden of providing evidence that all the statements made and information given on the application are factual and true.

(d) Statement of Release and Immunity from Liability:

The following are express conditions applicable to any physician, dentist, podiatrist or psychologist during his or her appointment or reappointment to the medical staff. By applying for appointment to the medical staff and for clinical privileges the applicant expressly accepts these conditions during the processing and consideration of his or her application, regardless of whether or not the applicant is granted appointment to the medical staff and clinical privileges as well as for the duration of his or her appointment:

- (1) To the fullest extent permitted by law, the applicant or appointee extends absolute immunity and release from liability to the hospital and its authorized representatives from any and all civil liability arising from any acts, communications, reports, recommendations, or disclosures involving the physician, dentist, podiatrist or psychologist performed, made, taken, or received by this hospital and its authorized representatives in good faith during the course of the business of the hospital specifically including, but not limited to, members of its medical staff by or from any third party concerning activities relating to, but not limited to:
 - a) Applications for appointment or clinical privileges, including temporary clinical privileges;
 - b) Periodic reappraisals undertaken for reappointment or for increase or decrease in clinical privileges;
 - c) Focused Professional Practice Evaluation and Ongoing Professional Practice Evaluation;
 - d) Peer review;
 - e) Proceedings for disciplinary or corrective action, including but not limited to suspension of clinical privileges and/or revocation of staff membership;
 - f) Precautionary summary suspension;
 - g) Hearings and appellate reviews;

- h) Utilization and quality reviews;
 - i) Exclusion from federal or state healthcare programs or conviction of healthcare related crimes;
 - j) Other hospital, departmental, service, or committee activities relating to the quality of patient care or the professional conduct of a physician, dentist, podiatrist or psychologist; and concerning matters or inquiries relating to a physician's, dentist's, podiatrist's or psychologist's professional qualifications, credentials, current clinical competence, character, ability to perform clinical privileges requested or granted, ethics, or any other matter that might directly or indirectly have an effect on the individual's competence, or on patient care, or on the orderly operation of this or any other hospital or health care facility, including otherwise privileged or confidential information.
- (2) Any act, communication, report, recommendation or disclosure, with respect to any such physician, dentist, podiatrist or psychologist performed or made in good faith and at the request of an authorized representative of this hospital or any other hospital or health care facility, for the purposes set forth in (1) above, shall be privileged to the fullest extent permitted by law. Such privilege shall extend to the hospital and its authorized representatives, and to any third parties who supply information to any of the foregoing authorized to receive, release, or act upon the same. The applicant or appointee to the fullest extent permitted by law extends absolute immunity and release from liability to any third parties who supply information as set forth in this Section.
 - (3) The hospital and its authorized representatives are specifically authorized to consult with the management and members of the medical staffs of other hospitals, health care facilities or institutions with which the applicant or appointee has been associated and with others who may have information bearing on his or her competence, character and ethical qualifications.
 - (4) The hospital and its authorized representatives are specifically authorized to inspect all records and documents that may be material to an evaluation of either the physician's, dentist's, podiatrist's or psychologist's professional qualifications or current competence to perform the clinical privileges the physician, dentist, podiatrist or psychologist requests or currently possesses, as well as of the physician's, dentist's, podiatrist's or psychologist's moral and ethical qualifications or stability as they may directly or indirectly affect the individual's current competence, patient care, or the good operation of this hospital or any other health care facility.
 - (5) The applicant or appointee specifically releases from any liability all representatives of the hospital, including its medical staff, for statements made or acts performed in good faith in evaluating the physician, dentist, podiatrist or psychologist for any of the purposes or reasons set forth in this section.
 - (6) As used in this section, the term "hospital and its authorized representatives" means the hospital, the members of its Board and their appointed representatives, the Chief Executive Officer, the President, and their subordinates or designees, the hospital's attorney and the hospital attorney's partners, assistants or designees, and all members of the medical staff who have any direct or indirect responsibility for obtaining or evaluating the applicant's or appointee's credentials and/or acting upon the applicant's or appointee's application or conduct in the hospital.
 - (7) As used in this section, the term "third parties" means all individuals or government agencies, organizations, associations, partnerships, corporations, whether hospitals, health care facilities or not, from whom information has been requested by the hospital and its authorized representatives, or who have requested such information from the hospital and its authorized representatives, provided that such request is received in good faith and pertains to the subject matter set forth in this section.

Section 2. Description of Initial Clinical Privileges

(a) Application for Initial Clinical Privileges:

Each medical staff member who has been granted clinical privileges to practice in this hospital shall, in connection with such practice, be entitled to exercise only those clinical privileges specifically approved by the Board, except as provided under Article IV, Part B relating to temporary clinical privileges. Clinical privileges represent authorization granted by the Board to provide specific patient care services in the hospital within defined limits based on an individual's license, education, training, experience, judgment and ability to perform the clinical privileges granted. Every initial application for staff appointment must contain, as a part thereof, a request for the specific clinical privileges, if any, desired by the applicant. The evaluation of such requests shall be based upon the applicant's education, training, experience, demonstrated competence and judgment, ability to perform the clinical privileges requested, references and other relevant information, including an appraisal by the clinical department in which such privileges are sought. The applicant shall have the burden of establishing his or her qualifications for and competence to exercise the clinical privileges. Recommendations of the clinical department in which clinical privileges are sought shall be forwarded to the Credentials Committee and thereafter processed as a part of the initial application.

(b) Telemedicine Privileges:

- (1) Telemedicine privileges refer to privileges to provide diagnosis and treatment to patients in the hospital remotely solely through telecommunications links. Medical staff members and other health care providers may communicate, consult, confer, or discuss clinical issues and patient care with other physicians and health care providers via telecommunications links without the need for telemedicine privileges.
- (2) Applicants for telemedicine privileges must be contracted with Orlando Health to provide telemedicine services. They are eligible to apply only for those telemedicine privileges specific to their contract with Orlando Health.
- (4) A clinical privilege description for telemedicine privileges specific to each contract for telemedicine services (including requirements for initial appointment and reappointment) shall be developed by the Credentials Committee in consultation with the applicable department chairperson, subject to approval by the Medical Executive Committee and the Board. An applicant for telemedicine privileges shall be required to demonstrate current clinical competence for the privileges requested specific to the contract.
- (4) Telemedicine privileges may be limited in scope, duration, and location within the hospital, according to the needs of Orlando Health and as specified by contract.
- (5) Telemedicine privileges shall automatically terminate upon termination of the contractual relationship with Orlando Health, with no recourse to the procedural rights provided in Article IX, unless otherwise specified by contract.
- (6) Telemedicine privileges must be personally performed by the individual who has been granted such privileges. No person with telemedicine privileges may outsource, off-shore, or otherwise subcontract the performance of telemedicine services.

(c) Clinical Privileges for Dentists:

Dentists may admit or discharge a patient provided that the general history and physical examination shall be the responsibility of a physician member of the medical staff. The dentist shall be responsible only for that part of the history and physical examination related to dentistry. However, qualified oral-maxillofacial surgeons who admit patients without medical problems may perform the medical history and physical examination on those patients if they have such privileges. Patients admitted to the hospital for dental care shall receive the same basic medical appraisal as patients admitted for other services. A physician member of the medical staff shall be responsible for the care of any medical problem that may arise during hospitalization of the dental patient. The scope or extent of surgical procedures, if any, to be performed, shall be defined for each dentist individually.

(d) Clinical Privileges for Podiatrists:

Podiatrists may, with the concurrence of a physician member of the Active or Senior Staff, admit or discharge a patient. The general history and physical examination shall be the responsibility of that physician member of the medical staff. The podiatrist shall be responsible only for that part of the history and physical examination related to podiatry. Patients admitted to the hospital for podiatric care shall receive the same basic medical appraisal as patients admitted for other services. A physician member of the medical staff shall be responsible for the care of any medical problem that may be present on admission or that may arise during hospitalization of the podiatric patient. The scope or extent of surgical procedures, if any, to be performed, shall be defined for each podiatrist individually. Podiatry privileges shall be within the Section of Podiatry in the Department of Orthopedics.

(e) Clinical Privileges for Psychologists:

Psychologists may not admit or discharge patients. Psychologists' privileges may only be exercised pursuant to a referral from or a request for consultation by physician, dentist or podiatrist on the medical staff. The scope or extent of specific privileges shall be defined for each psychologist individually. Psychologists may not write orders on patient charts, but may provide written evaluations and recommendations on a separate consultation sheet. Psychologists' privileges shall be within the Department of Psychiatry with the exception of Neuropsychologists' privileges which shall be within the Department of Neurology.

Section 3. Procedure for Initial Appointment

(a) Submission of Application:

The completed application for medical staff appointment shall be submitted by the applicant. The application will be considered active for a period of 180 days from the date the application was signed by the applicant. Failure to submit a complete and accurate application or to provide additional documentation or information necessary for processing the application when requested to do so will result in the application being considered inactive and the application will not be processed. Applications will be considered null and void after 180 days. Reapplication shall require payment of a new application fee.

(b) Initial Procedures:

The name of the applicant shall be posted on the Medical Staff Services website so that each member of the medical staff may have an opportunity to submit to the Credentials Committee, in writing, information bearing on the applicant's qualifications for staff membership. In addition, any member of the medical staff shall have the right to appear in person before the Credentials Committee to discuss in private and in confidence any concerns he or she may have about the applicant relevant to the applicant's application for medical staff membership or clinical privileges. After collecting references and other materials deemed pertinent, the application and all supporting materials shall be transmitted to the chairman of each department in which the applicant seeks clinical privileges for the chairman's written recommendations prior to the Credentials Committee evaluation.

(c) Department Chairman Procedure :

The chairman of each department in which the applicant seeks membership and clinical privileges, if any, shall provide the Credentials Committee with specific written recommendations for approving or disapproving the application and for delineating the applicant's clinical privileges. These recommendations shall be made a part of the Credentials Committee's report.

As part of the process of making his or her recommendation, the department chairman may meet with the applicant to discuss any aspect of the applicant's application, qualifications and clinical privileges.

(d) Credentials Committee Procedure:

- (1) The Credentials Committee shall examine the evidence of the character, professional competence, qualifications and ethical standing of the applicant and shall determine, through information contained in references given by the applicant and from other sources available to the committee, including an appraisal from the chairman of the clinical department in which privileges are sought, whether the applicant has established and meets all of the necessary qualifications for the category of staff membership and clinical privileges requested.
- (2) After considering the recommendations of the clinical departments concerned the Credentials Committee shall recommend department assignments and clinical privileges, if any, for all medical staff applicants and for all other approved individuals with clinical privileges.
- (3) As part of the process of making its recommendation, the Credentials Committee may meet with the applicant to discuss any aspect of the applicant's application, qualifications and clinical privileges.

(e) Credentials Committee Report:

- (1) Not later than ninety (90) days from its receipt of the completed application and all supporting material, the Credentials Committee shall make a written report and recommendations on the applicant to the Medical Executive Committee.
- (2) If the recommendation of the Credentials Committee is delayed longer than ninety (90) days, the applicant shall be notified.
- (3) The Credentials Committee shall transmit to the Medical Executive Committee the complete application and all supporting materials and its recommendation that the applicant be appointed to the medical staff, that the application be deferred for further consideration, or that the applicant be rejected for medical staff membership. The chairman of the Credentials Committee or the Chairman's designee shall be available to the Medical Executive Committee to answer any questions that may be raised with respect to the recommendation.

(f) Subsequent Action on the Application:

- (1) At the next regular meeting after receipt of the Credentials Committee report, the Medical Executive Committee shall consider the report and such other relevant information as is available, and shall forward to the Board a written report and recommendations on the prescribed form as to staff appointment. The Committee may also defer action on the application.
- (2) When the recommendation of the Medical Executive Committee is favorable to the applicant, the application shall be promptly forwarded, together with all supporting documentation, to the Board. All recommendations to appoint must also specifically recommend the clinical privileges to be granted, which may be qualified by any probationary conditions relating to such clinical privileges.
- (3) When the recommendation of the Medical Executive Committee is to defer the application for further consideration, it must be followed within ninety (90) days with a subsequent recommendation to the Board for appointment to staff membership with specified clinical privileges, or for rejection of the application for staff membership.
- (4) When the recommendation of the Medical Executive Committee is adverse to the applicant with respect to either appointment or clinical privileges, the applicant shall be promptly notified by certified mail, return receipt requested. The application shall then be held until after the applicant has exercised or has been deemed to have waived the right to a hearing as provided in Article IX. At the time the applicant has been deemed to have waived the right to a hearing, the recommendation of the Medical Executive Committee, together with all supporting documentation, shall be forwarded to the Board.

- (5) If the applicant requests a hearing, the initial report of the Medical Executive Committee, the recommendation and hearing record of the Hearing Panel, together with all supporting documentation, shall be promptly forwarded to the Board.

PART B: TEMPORARY CLINICAL PRIVILEGES

Section 1. Temporary Clinical Privileges for Applicants:

Upon receipt of an application for medical staff membership and clinical privileges from an appropriately licensed applicant, the Chief of Staff may, upon the basis of information then available which may reasonably be relied upon as to the current competence, character and ethical standing of the applicant, and with the written concurrence of the department chairman concerned, grant temporary clinical privileges to the applicant. The granting of such clinical privileges shall specify a termination date, which shall be no more than 120 days from the date granted. In exercising such clinical privileges, the applicant shall act under the supervision of the chairman or the chairman's designee of the department in which the applicant has requested primary clinical privileges.

Section 2. Temporary Clinical Privileges for Non-Applicants to fulfill an important patient care, treatment and/or service need:

(a) Temporary Clinical Privileges for Care of Specific Patient:

Temporary clinical privileges for care of a specific patient or patients may be granted by the Chief of Staff with the concurrence of the chairman of the department concerned, to a physician, dentist, podiatrist or psychologist who is not an applicant for membership in the same manner and upon the same conditions as set forth in Section 1 above, provided that the Chief of Staff shall first obtain such individual's signed acknowledgment that he or she agrees to be bound by the hospital bylaws and medical staff bylaws, rules and regulations, and policies and procedures which are then in force in all matters relating to his or her temporary clinical privileges. Such clinical privileges shall be restricted to the specific patients for which they are granted. The physician, dentist, podiatrist or psychologist shall present proof of current licensure, and supply any additional information and documentation requested.

(b) Locum Tenens:

An appropriately licensed practitioner who is serving as a locum tenens may be granted temporary clinical privileges. The practitioner shall complete an application and present proof of current licensure, and shall supply any additional information and documentation requested. The practitioner must agree in writing to be bound by the bylaws, rules and regulations, and policies and procedures of the hospital and medical staff. Temporary clinical privileges for locum tenens may be granted for a maximum period of 120 days.

Section 3. Temporary Clinical Privileges for Members:

- (a) Upon receipt of an application for increased clinical privileges by a member of the medical staff pursuant to Article IV, Part D. below, the Chief of Staff may, upon the basis of the information provided by the member which justifies increased privileges, and with the written concurrence of the department chairman concerned, grant temporary increased clinical privileges to the member. In exercising such privileges, the member shall act under the supervision of the department chairman or the department chairman's designee. The granting of temporary increased clinical privileges shall specify a termination date for such temporary increased clinical privileges which shall be no more than 120 days from the date granted.
- (b) Temporary clinical privileges are not available to members of the Active Affiliate Staff. Active Affiliate Staff members may apply for clinical privileges as a new applicant (see I. B. 1-3. Application for Initial Clinical Privileges).

Section 4. Special Requirements:

Special requirements of supervision and reporting may be imposed by the department chairman concerned on any individual granted temporary clinical privileges. Temporary clinical privileges shall be immediately terminated by the President or his or her designee or the Chief of Staff upon notice of any failure by the individual to comply with such special conditions.

Section 5. Termination of Temporary Clinical Privileges:

- (a) Temporary clinical privileges shall be granted for a specific period of time as warranted by the situation. Temporary clinical privileges shall expire at the end of the time period for which they are granted.
- (b) The President or Chief of Staff may at any time, terminate an individual's temporary clinical privileges effective as of the discharge from the hospital of all the individuals' patients then under his or her care in the hospital. However, where it is determined that the care or safety of such patients would be endangered by continued treatment by the individual, a summary termination of temporary clinical privileges may be imposed and such termination shall be immediately effective.
- (a) The appropriate department chairman or, in the absence of the department chairman, the Chief of Staff, shall assign to a member of the medical staff responsibility for the care of such terminated individual's patients until they are discharged from the hospital, giving consideration wherever possible to the wishes of the patient in the selection of the substitute member of the medical staff.
- (b) The granting of any temporary clinical privileges is a courtesy on the part of the hospital and neither the granting, denial, or termination of such temporary clinical privileges shall entitle the individual concerned to any of the procedural rights provided in the medical staff bylaws with respect to hearings or appeals.

Section 6. Emergency Action

In an emergency, any medical staff member to the degree permitted by his or her license and regardless of clinical privileges, shall be permitted to do, and shall be assisted in doing everything possible to save the life of a patient in the hospital, using every facility of the hospital necessary, including calling for any consultation necessary or desirable. When an emergency situation no longer exists, such staff member must request the temporary clinical privileges necessary to continue to treat the patient. In the event such temporary clinical privileges are denied or the staff member does not request such privileges, the patient shall be assigned to an appropriate member of the medical staff. For the purpose of this section, an "emergency" is defined as a condition which could result in serious permanent harm to a patient or in which the life of a patient is in immediate danger and any delay in administering treatment would add to that danger.

Section 7. Disaster Credentialing

Practitioners who do not currently possess medical staff membership and clinical privileges or Allied Health Professional membership may be processed and accepted to render patient care when the emergency management plan has been activated and the organization has determined that the assistance of additional medical professionals is necessary. Disaster privileges may be granted by the Chief of Staff and/or President/CEO or designees. (Refer to Corporate Medical Staff Policy & Procedure #5873-8009).

PART C: REAPPOINTMENT TO THE MEDICAL STAFF

Section 1. When Application is Required:

Any member of the medical staff who wishes to be considered for reappointment, including a member on leave of absence, shall timely complete and submit an application on the appropriate form. Reappointments to the medical staff shall be for a period of no more than two (2) years and shall automatically expire if not renewed.

Section 2. Factors to be Considered:

Each recommendation concerning the reappointment of a medical staff member shall be based upon:

- (a) Such member's professional ethics, current clinical competence, and clinical judgment in the treatment of patients and the member's ability to perform the clinical privileges requested;
- (b) Such member's participation in staff affairs;
- (c) Such member's compliance with the hospital bylaws, policies and directives, Corporate Compliance Program, Code of Conduct, and the medical staff bylaws, rules and regulations and policies and procedures;
- (d) Such member's cooperation with hospital personnel; and
- (e) Such member's use of the hospital's facilities for his or her patients, cooperation and relations with other practitioners, and general attitude toward patients, the hospital and the public.
 - (1) No member of the Active Staff shall be reappointed to that staff category unless the member has a minimum of twelve (12) patient contacts per year at OH during the two (2) year period preceding the application for reappointment. Exception for good cause (as in the event the medical staff member was absent from practice) to this may be recommended by the Credentials Committee.
 - (2) No member of the Senior Staff shall be appointed or reappointed to that category unless the member has a minimum of four (4) patient contacts per year at OH during the two (2) year period preceding the application for reappointment. Exception for good cause (as in the event the medical staff member was absent from practice) to this requirement may be recommended by the Credentials Committee.
 - (3) A member of the Active Associate Staff who has twelve (12) or more patient contacts within a one-year period will be reappointed to the Active Staff instead of the Active Associate Staff.
 - (4) "Patient contacts" shall include inpatient and outpatient admissions and consultations. "Patient contacts" shall not include referrals for diagnostic testing to be done by other practitioners or hospital personnel.
- (f) All staff members shall be evaluated for reappointment on an individual basis after appropriate quality review.
- (g) No staff member shall be reappointed unless the staff member is a provider in good standing who has not been excluded from federal or state healthcare programs and has not been convicted of a healthcare related crime.

Section 3. Burden of Providing Information:

The medical staff member who is applying for reappointment shall have the burden of providing adequate information for a proper evaluation of his or her current clinical competence, clinical judgment, professional ethics, ability to perform the clinical privileges requested, and other qualifications, and of resolving any doubts about such qualifications. The member shall have the burden of providing evidence that all the statements made and information given on the application for reappointment and in support of the application are factual and true.

Section 4. Department Procedure:

- (a) The chairman of each department shall be provided with the reappointment applications of all members of that department applying for reappointment, together with the clinical privileges each then holds, if any, continuing medical education information, and a completed reappointment summary.

- (b) The chairman of the department shall transmit his or her recommendations to the Credentials Committee. In addition, the chairman shall submit individual recommendations and the reasons therefor, for any changes recommended in staff category, in clinical privileges, or for non-reappointment.
- (c) Recommendations for membership and clinical privileges, if any, by the department chairman shall be based upon relevant recent training, the observation of patient care provided, review of the appropriate records of patients treated in this or other hospitals, and review of all other appropriate records of the medical staff which evaluate the member's participation in the delivery of medical care.

Section 5. Credentials Committee Procedure:

- (a) The Credentials Committee, after receiving recommendations from the chairman of each department, shall review all pertinent information available including all information provided from other committees of the medical staff and from hospital management for the purpose of determining its recommendations for staff reappointment, for change in staff category, and for the granting of clinical privileges for the ensuing reappointment period.
- (b) The Credentials Committee shall prepare a list of medical staff members recommended for membership and clinical privileges, if any. Recommendations for non-reappointment of membership and for changes in requested clinical privileges, with reasons therefor, shall be reported and considered individually.
- (c) The Credentials Committee shall transmit its report and recommendations to the Medical Executive Committee. Where non-reappointment of membership or a change in requested clinical privileges is recommended, the reason for such recommendation shall be stated, documented and included in the report. The chairman of the Credentials Committee or the chairman's designee shall be available to the Medical Executive Committee to answer any questions that may be raised with respect to the recommendations.

Section 6. Meeting with Affected Staff Member:

If, during the processing of a staff member's reappointment, it becomes apparent to the Credentials Committee or its chairman that the committee is considering a recommendation that would deny reappointment, deny a requested change in clinical privileges, or reduce clinical privileges of any staff member, the chairman of the Credentials Committee shall notify the staff member of the general tenor of the possible recommendation, and ask the staff member if he or she desires to meet with the committee prior to any final recommendation by the committee. At such meeting, the affected staff member shall be informed of the general nature of the evidence supporting the action contemplated and shall be invited to discuss, explain, or refute it. This interview shall not constitute a hearing, shall be preliminary in nature, and none of the policies and procedures with respect to hearings shall apply. The committee shall indicate as part of its report to the Medical Executive Committee whether such a meeting occurred.

Section 7. Medical Executive Committee Procedure:

The Medical Executive Committee, after reviewing the report and recommendations of the Credentials Committee and all other relevant information, shall forward to the Board its report and recommendation that appointment be renewed, renewed with modified staff category, department, and/or clinical privileges, or terminated. The committee may also defer action.

Section 8. Procedure Thereafter:

Any recommendation by the Medical Executive Committee denying reappointment of membership or denying any requested clinical privileges shall entitle the affected staff member to the procedural rights provided in Article IX. The staff member shall then be promptly notified of the recommendation by certified mail, return receipt requested. The recommendation shall not be forwarded to the Board until the applicant has exercised or has been deemed to have waived the right to a hearing as provided in Article IX, after which the Board shall be given the committee's final recommendation and shall act on it.

PART D: PROCEDURE FOR REQUESTING INCREASE IN CLINICAL PRIVILEGES

Section 1. Application for Increased Clinical Privileges:

Whenever, during the term of his or her appointment to the medical staff, a staff member desires to have an increase in his or her clinical privileges considered, the staff member shall apply in writing on a form prescribed by the Board. The application shall state in detail the specific additional clinical privileges desired and the applicant's relevant recent training and experience which justifies increased clinical privileges and include documentation of compliance with the requirements for such clinical privileges as set forth in the applicable clinical privilege description. Thereafter, it will be processed in the same manner as an application for initial clinical privileges.

Section 2. Factors to be Considered:

Increase of clinical privileges shall be based upon compliance with the requirements for such clinical privileges as set forth in the applicable clinical privilege description, as well as relevant recent training, the direct observation of patient care provided, review of the appropriate records of patients treated in this or, where available, other hospitals, and review of all other appropriate records and information from applicable departments of the medical staff which evaluate the member's participation in the delivery of medical care that justify increased privileges. The granting of such increased privileges may carry with it such supervision or consultation for such period of time as thought necessary.

Section 3. Request for Clinical Privileges by an Active Affiliate Staff Member:

Active Affiliate staff members have no clinical privileges. An Active Affiliate staff member who wishes to apply for clinical privileges must also apply for a change in staff category. The application will be processed in the same manner as an application for initial clinical privileges.

PART E: CORRECTIVE ACTION

Section 1. PROCEDURE FOR ACTIONS INVOLVING CLINICAL COMPETENCE, PATIENT CARE OR TREATMENT

(a) Grounds for Action:

Whenever, on the basis of information and belief, the Chief of Staff, the chairman of a clinical department, the chairman of any Medical Staff committee or a majority of any Medical Staff committee, the Chairman of the Board, or the President has cause to question:

- (1) The clinical competence of a staff member; or,
- (2) The care or treatment of a patient accorded by a staff member; or,
- (3) A known or suspected violation of the bylaws, policies and directives of the hospital, or the bylaws, rules or regulations or policies and procedures of the medical staff relating to his or her patient care or professional activity by a staff member,

a written request for an investigation shall be addressed to the Medical Executive Committee making specific reference to the activity or conduct which gave rise to the request.

(b) Investigation Procedure:

- (1) The request shall be considered by the Medical Executive Committee at its next meeting and if, in the opinion of that Committee:
 - a) The request for investigation contains information sufficient to warrant a recommendation, the Medical Executive Committee shall make one. If the Medical Executive Committee is considering a recommendation that would entitle the staff member to fair hearing and appeal rights, the Chief of Staff shall notify the medical staff member of the general tenor of the possible recommendation and ask the staff member if he or she desires to meet with the committee prior to any final

recommendation by the committee. At such meeting, the affected staff member shall be informed of the general nature of the evidence supporting the action contemplated and shall be invited to discuss, explain, or refute it. This interview shall not constitute a hearing, shall be preliminary in nature, and none of the procedural rules in Article IX with respect to hearings shall apply. Or,

- b) The request for investigation does not at that point contain information sufficient to warrant a recommendation, the Medical Executive Committee shall immediately turn the matter over to the Credentials Committee for investigation.
- (2) To avoid delay, the subcommittee of medical staff officers may review the request and refer the matter to the Credentials Committee for investigation without consideration of the matter by the Medical Executive Committee as a whole, if in the opinion of that subcommittee an investigation is necessary.
- (3) If the matter is referred to the Credentials Committee for investigation, the Credentials Committee Chair shall immediately appoint an Investigation Committee.
- a) This Investigation Committee shall consist of three (3) persons, at least two (2) of whom shall be members of the medical staff. This committee shall not include partners or associates of the affected individual or any members of the Medical Executive Committee. At least one member of the investigation committee shall be a member of a department located at the same OH facility as the department of which the individual with respect to whom an investigation been requested is a member, unless waived by the affected individual.
 - b) The Investigation Committee shall have available to them the full resources of the medical staff and the hospital to aid in their work, as well as the ability to use outside consultants as required.
 - c) The individual with respect to whom an investigation has been requested shall have an opportunity to meet with the Investigation Committee before it makes its report. At this meeting (but not as a matter of right in advance of it), the staff member shall be informed of the general nature of the evidence supporting the investigation requested and shall be invited to discuss, explain or refute it. This interview shall not constitute a hearing, shall be preliminary in nature, and none of the procedural rules provided in Article IX of these Bylaws with respect to hearings shall apply. A record of such interview shall be made by the Investigation Committee and included with its report to the Credentials Committee.
 - d) The investigation shall be completed and the report and recommendation submitted to the Credentials Committee within a reasonable time. If an investigation cannot be completed within 180 days, the Credentials Committee shall be advised of the delay and the reasons therefor, and shall communicate the same to the Medical Executive Committee.
 - e) At its next meeting following receipt of the Investigation Committee report and recommendation, the Credentials Committee shall make a report and recommendation to the Medical Executive Committee if it has sufficient information to do so. If the Credentials Committee needs additional information, it may refer the matter back to the Investigation Committee with a request for such additional information.

(4) Precautionary Summary Suspension

At any time during the investigation, the persons authorized pursuant to Article IV, Part F may summarily suspend all or any part of the clinical privileges of the member of the medical staff being investigated, whenever such action must be taken immediately in the best interest of patient care or safety in the hospital, or for the continued effective operation of the hospital, in accordance with the procedures in Article IV, Part F for precautionary summary suspension.

(a) Procedure Thereafter:

- (1) At its next meeting following receipt of the Credentials Committee report and recommendation, the Medical Executive Committee shall make its recommendation to the Board if it has sufficient information to do so. If the Medical Executive Committee needs additional information, it may refer the matter back to the Credentials Committee for such additional information. It may recommend continuing medical education or other instructional, non-disciplinary requirements including educational consultation; a written warning; a letter of reprimand; terms of probation; a requirement for consultation; reduction of clinical privileges; a suspension of clinical privileges for a term; revocation of staff membership and/or clinical privileges, if any; or such other action or combination of actions as it deems appropriate. The Medical Executive Committee may accept, modify, or reject the recommendation it receives from the Credentials Committee.
- (2) Any recommendation by the Medical Executive Committee to impose a requirement for mandatory concurring consultation, for reduction of clinical privileges, for revocation of clinical privileges, for suspension of clinical privileges, (other than a precautionary summary suspension) or for revocation of staff membership, shall entitle the affected staff member to the procedural rights provided in Article IX. Such a recommendation shall be forwarded to the President who shall promptly notify the affected member by certified mail. The President shall then hold the recommendation until after the member has exercised or has been deemed to have waived the right to a hearing as provided in Article IX. At the time the member has been deemed to have waived the right to a hearing, the President shall forward the recommendation of the Medical Executive Committee together with all supporting documentation, to the Board. The Chairman of the Credentials Committee and Medical Executive Committee, as applicable, or the Chairman's designee shall be available to the Board or its appropriate committee to answer any questions that may be raised with respect to the recommendation.
- (3) The Chairman of the Medical Executive Committee shall keep the President fully informed of all requests for investigation and all action taken in connection therewith.

Section 2. PROCEDURE FOR ACTIONS INVOLVING PROFESSIONAL ETHICS, INFRACTION OF HOSPITAL OR MEDICAL STAFF BYLAWS OR RULES OR UNACCEPTABLE CONDUCT

(a) Grounds for Action:

An investigation may be requested whenever:

- (1) Questions arise concerning a staff member who fails to comply with the ethics of his or her profession or the bylaws, policies and directives of the hospital other than policies and directives pertaining to staff members' patient care, or,
- (2) Questions arise concerning a staff member who fails to comply with the bylaws, rules and regulations, and policies and procedures of the medical staff pertaining to any aspect of his or her conduct in the hospital, or such conduct is a violation of the hospital Code of Conduct or is otherwise considered to be lower than the standards of the hospital, or is reasonably probable of being disruptive to hospital operations, or,
- (3) The staff member exhibits signs of physical or mental impairment which may adversely affect patient care.

Such an investigation may be requested by the Chief of Staff, by the chairman of any clinical department, by the chairman of any committee or by a majority vote of the committee, by the President, or by the Chairman of the Board. All such requests for investigation shall be in writing, shall be made to the Medical Executive Committee, and shall be supported by reference to the specific activity or conduct which constitutes the grounds for request.

(b) Investigative Procedure:

- (1) The request shall be considered by the Medical Executive Committee at its next meeting and if, in the opinion of the Medical Executive Committee:
 - (a) The request for investigation contains information sufficient to warrant a recommendation, the Medical Executive Committee shall make one. If the Medical Executive Committee is considering a recommendation that would entitle the staff member to fair hearing and appeals rights, the Chief of Staff shall notify the medical staff member of the general tenor of the possible recommendation, and ask the Staff Member if he or she desires to meet with the committee prior to any final recommendation by the committee. At such meeting, the affected staff member shall be informed of the general nature of the evidence supporting the action contemplated and shall be invited to discuss, explain, or refute it. This interview shall not constitute a hearing, shall be preliminary in nature, and none of the policies and procedures with respect to hearings shall apply.
 - (b) The request for investigation does not contain information sufficient to warrant a recommendation, the Medical Executive Committee shall immediately appoint an Investigation Committee.
 - (c) If in the opinion of the Medical Executive Committee the matter for which an investigation is requested includes clinical concerns, the Medical Executive Committee shall refer the clinical component to the Credentials Committee for investigation or may refer the entire matter to the Credentials Committee for investigation pursuant to Article IV, Part E, Section 1.
- (2) To avoid delay the subcommittee of medical staff officers may review the request and appoint an Investigation Committee without consideration of the matter by the Medical Executive Committee as a whole, if in the opinion of that subcommittee an investigation is necessary.
- (3) This Investigation Committee shall consist of three (3) persons, at least two (2) of whom shall be members of the medical staff. This committee shall not include partners or associates of the affected individual. At least one member of the investigation committee shall be a member of a department located at the same OH facility as the department of which the individual with respect to whom an investigation has been requested is a member, unless waived by the affected individual.
- (4) The Investigation Committee shall have available to them the full resources of the medical staff and the hospital to aid in their work, as well as the ability to use any outside consultants required.
- (5) The individual with respect to whom an investigation has been requested shall have an opportunity to meet with the Investigation Committee before it makes its report. At this meeting (but not as a matter of right in advance of it), the staff member shall be informed of the general nature of the evidence supporting the investigation requested and shall be invited to discuss, explain or refute it. This interview shall not constitute a hearing, shall be preliminary in nature, and none of the procedural rules provided in Article IX with respect to hearings shall apply. A record of such interview shall be made by the Investigation Committee and included with its report to the Medical Executive Committee.
- (6) The investigation shall be completed and the report and recommendation submitted to the Medical Executive Committee within a reasonable time. If an investigation cannot be completed within 180 days, the Medical Executive Committee shall be advised of the delay and the reasons therefor.

- (7) At any time during the investigation, the persons authorized pursuant to Article IV, Part F may summarily suspend all or any part of the clinical privileges of the member of the medical staff being investigated, whenever such action must be taken immediately in the best interest of patient care or safety in the hospital, or for the continued effective operation of the hospital, in accordance with the procedures in Article IV, Part F for precautionary summary suspension.

(c) **Procedure Thereafter:**

- (1) At its next meeting following receipt of the Investigation Committee report and recommendation, the Medical Executive Committee shall make its recommendation to the Board if it has sufficient information to do so. If the Medical Executive Committee needs additional information, it may refer the matter back to the Investigation Committee for such additional information. The Medical Executive Committee may recommend continuing medical education or other instructional, non-disciplinary requirements including educational consultation; a written warning; a letter of reprimand; terms of probation; requirement for consultation; reduction of clinical privileges; suspension of clinical privileges for a term; revocation of staff membership and/or clinical privileges or such other action or combination of actions as it deems appropriate. The Medical Executive Committee may accept, modify or reject the recommendation it receives from the Investigation Committee.
- (2) Any recommendation by the Medical Executive Committee to impose a requirement for mandatory concurring consultation for reduction of clinical privileges, for revocation of clinical privileges, for suspension of clinical privileges (other than a precautionary summary suspension), or for revocation of staff membership shall entitle the affected staff member to the procedural rights provided in Article IX. Such a recommendation shall be forwarded to the President who shall promptly notify the affected member by certified mail. The President shall then hold the recommendation until after the member has exercised or has been deemed to have waived the right to a hearing as provided in Article IX. At the time the member has been deemed to have waived the right to a hearing, the President shall forward the recommendation of the Medical Executive Committee, together with all supporting documentation, to the Board. The Chairman of the Medical Executive Committee or the chairman's designee shall be available to the Board or its appropriate committee to answer any questions that may be raised with respect to the recommendation.

The Chairman of the Medical Executive Committee shall keep the President fully informed of all requests for investigation and all action taken in connection therewith.

PART F: PRECAUTIONARY SUMMARY SUSPENSION OF MEMBERSHIP AND/OR CLINICAL PRIVILEGES

Section 1. Grounds for Precautionary Summary Suspension:

- (a) The Chief of Staff, the Chairman of a Hospital Patient Care/Leadership Committee, the President, or the Chairman of the Board shall each have the authority to summarily suspend membership and/or all or any portion of the clinical privileges of an individual member of the medical staff whenever such action must be taken immediately in the best interest of patient care or safety in the hospital, or for the continued effective operation of the hospital. This specifically includes when a medical staff member scheduled for emergency call coverage makes himself/herself unavailable to fulfill that on call coverage responsibility at all or in a timely manner, or fails to fulfill other obligations including but not limited to inpatient consultation as specified in the bylaws. Such suspension shall be deemed an interim precautionary step in the professional review activity related to any ultimate professional review action and not a complete professional review action. Such suspension shall not imply any final finding of responsibility for the situation that caused the suspension. The individual may be given an opportunity to refrain voluntarily from exercising privileges pending an investigation of the concerns raised.
- (b) Such precautionary summary suspension shall become effective immediately upon imposition.

Section 2. Medical Executive Committee Procedure:

The individuals who exercise their authority under Section 1 above to summarily suspend a member of the medical staff shall immediately report their action to the Chief of Staff. The Medical Executive Committee shall then take such further action as is required in the manner specified under Article IV, Part E, Sections 1 and 2 of these bylaws, as applicable. The precautionary summary suspension shall remain in force unless and until modified by the Medical Executive Committee, or the President, or the Board, or until the matter that required the suspension is finally resolved.

Section 3. Care of Suspended Staff Member's Patients:

Immediately upon the imposition of a precautionary summary suspension, the appropriate department chairman, or the Chief of Staff shall assign to another member or members of the medical staff responsibility for care of the suspended individual's patients still in the hospital at the time of such suspension until they are discharged from the hospital.

PART G: OTHER ACTIONS CONCERNING STAFF MEMBERS

Section 1. Failure to Complete Medical Records:

- (a) A staff member's admitting and clinical privileges shall be automatically relinquished for failure to complete medical records within thirty (30) days of discharge and after written warning of such delinquency. Such relinquishment shall continue until all the records of the individual's patients satisfy the thirty (30) day requirement.
- (b) Automatic resignation from the Medical Staff will result for any staff member whose relinquishment continues in effect in excess of fourteen (14) days following the onset of automatic relinquishment for failure to complete medical records. Only upon completion of all medical records and payment of any application fee and any applicable fines may the individual then reapply as a new applicant for membership and/or clinical privileges.

Section 2. Loss or Suspension of Professional License:

Action by any appropriate agency which revokes or suspends an individual's professional license, or loss of licensure, shall result in automatic relinquishment of all clinical privileges as of that date. If the license is restored within a sixty-day period, the individual's clinical privileges may be restored upon recommendation by the Credentials Committee and Medical Executive Committee and approval by the Board. The medical staff member is responsible for notifying the hospital that the license has been restored. Matters not resolved within a sixty-day period will result in automatic resignation of medical staff membership and clinical privileges and only upon reinstatement of license may the individual reapply as a new applicant for membership and clinical privileges.

Section 3. Loss or Suspension of Drug Enforcement Administration (DEA) License and/or Controlled Dangerous Substances (CDS) Registration:

Revocation, loss or suspension of an individual's DEA license and/or CDS registration in any state shall result in automatic relinquishment of all clinical privileges as of that date. If the DEA license and/or CDS registration is restored within a sixty-day period, the individual's clinical privileges may be restored upon recommendation by the Credentials Committee and Medical Executive Committee and approval by the Board. The medical staff member is responsible for notifying the hospital that the DEA license and/or CDS registration has been restored. Matters not resolved within a sixty-day period will result in automatic resignation of medical staff membership and clinical privileges and only upon reinstatement of license or registration may the individual reapply as a new applicant for membership and clinical privileges.

Section 4. Lapse of Professional License, DEA License and/or CDS Registration:

Lapse of an individual's professional license, DEA license and/or CDS registration in any state, shall result in automatic relinquishment of all clinical privileges as of that date. If the license, DEA license and/or CDS registration is restored within a sixty-day period, the individual's clinical privileges will be immediately restored. The medical staff member is responsible for notifying the hospital that the license, DEA license and/or CDS registration has been restored. Matters not resolved within a sixty-day period will result in automatic resignation of medical staff membership and clinical privileges and only upon reinstatement of license, DEA license and/or CDS registration may the individual reapply as a new applicant for membership and clinical privileges.

Section 5. Loss of Covering Provider:

A medical staff member whose documented coverage arrangements have terminated or whose covering provider is on a leave of absence must obtain new documented coverage arrangements within thirty (30) days. A medical staff member who does not obtain new documented coverage arrangements within thirty (30) days will be considered to have voluntarily resigned from the medical staff and the member's membership and clinical privileges, if any, will terminate automatically.

Section 6. Failure to Comply with Florida's Financial Responsibility Requirements

A medical staff member who is out of compliance with the Florida financial responsibility requirements must come into compliance within thirty (30) days. A medical staff member who does not comply within thirty (30) days will be considered to have voluntarily resigned from the medical staff and the member's membership and clinical privileges, if any, will terminate automatically.

Section 7. Staff Member Whose Whereabouts are Unknown:

Medical staff members are responsible for notifying the hospital of any changes in their office and home addresses and telephone numbers and other essential contact information. A staff member whose whereabouts are unknown will be considered to have voluntarily resigned from the medical staff and the member's membership and clinical privileges, if any, will terminate automatically due to unexplained absence. A member who has resigned under this provision must reapply as a new applicant for membership and clinical privileges.

Section 8. Automatic Relinquishment for OIG Sanctions:

Action by any appropriate agency that excludes, suspends, or debars an individual from participation in federal healthcare programs, the conviction of a criminal offense related to the provision of professional healthcare services, or any other event that otherwise makes the individual ineligible for participation in federal healthcare programs, will result in automatic resignation of medical staff membership and clinical privileges as of that date. Only upon reinstatement by the agency may the individual reapply as a new applicant.

Section 9. Failure to Provide Emergency Department Call Coverage:

Failure to fulfill emergency call responsibilities as scheduled by the clinical department chair shall result in automatic relinquishment of the individual's membership and clinical privileges. A member whose membership and clinical privileges have been deemed to be automatically relinquished under this provision must reapply as a new applicant for membership and clinical privileges.

Section 10. Failure to Provide Requested Information:

Failure to provide requested information pursuant to a written request by the Credentials Committee, Medical Executive Committee, the Medical Staff Officers, or any other medical staff committee authorized to request such information shall result in automatic relinquishment of all clinical privileges until the requested information is provided to the satisfaction of the requesting person or committee. If the requested information is not provided within thirty (30) days of the original deadline, the member will be considered to have voluntarily resigned from membership and clinical privileges.

Section 11. Failure to Attend Mandatory Meeting:

The Credentials Committee, Medical Executive Committee, the Medical Staff Officers, or investigation committee may require a medical staff member to attend a mandatory meeting. Written notice of the time and place shall be provided at least five (5) days in advance by certified mail, hand delivery or any other delivery method in which confirmation of receipt is obtained. The written notice shall include a statement of the issue involved and that the member's attendance is mandatory. Failure of a member to attend a mandatory meeting or to respond to the written notice may result in automatic relinquishment of clinical privileges. If the meeting does not occur within seven (7) days after the scheduled date, the member will be considered to have voluntarily resigned from membership and clinical privileges. A mandatory meeting shall not constitute an investigation.

Section 12. Effect of Above Actions:

The above actions concerning staff members shall not be considered professional review actions and shall not entitle the individual concerned to any of the procedural rights provided in Article IX with respect to hearings and appeals.

PART H: LEAVE OF ABSENCE

Section 1. Procedure for Leave of Absence:

Members of the medical staff may be granted leaves of absence by the Board for a definitely stated period of time not to exceed one (1) year or the remainder of the member's current term of appointment, whichever is shortest. Written requests for leaves of absence shall be made to the respective department chairman and shall state the beginning and ending dates of the requested leave and the reason leave is requested. The department chairman shall transmit the request together with a recommendation to the Medical Executive Committee which shall make a report and a recommendation, and transmit it to the Board. No member may take more than one consecutive one-year leave of absence. Leaves of absence are a matter of courtesy, not of right. In the event that a requested leave of absence is denied, or a leave of absence is granted for a shorter period of time than requested, the determination is final, with no recourse to any procedural rights. Leaves of absence are typically granted for reasons such as military duty, additional training, family matters, or personal health matters. Members who are relocating and who do not anticipate returning to this area are discouraged from requesting a leave of absence and should consider resignation.

Section 2. Reinstatement Following Leave of Absence:

A staff member who desires reinstatement following a leave of absence shall submit a written request for reinstatement at least ninety (90) days prior to the termination of the leave of absence. The staff member shall submit a written summary of relevant activities during the leave and such additional information as requested by the Credentials Committee. The Credentials Committee shall make a recommendation to the Medical Executive Committee and the Medical Executive Committee shall make a recommendation to the Board concerning the reinstatement of the staff member's privileges.

Section 3. Failure to Request Reinstatement:

Failure to make a timely request for reinstatement or to provide a summary of activities shall be deemed a voluntary resignation from the medical staff. The individual may apply again in the future as an initial applicant upon completion of a new application and payment of any application fee.

PART I: PHYSICAL AND MENTAL EXAMINATIONS OF MEDICAL STAFF MEMBER

Section 1. When Examination May be Requested:

Where appropriate, as a part of the delineation of clinical privileges (initial or increased), the reappointment process, reinstatement following a leave of absence, or an investigation, the Credentials Committee, Medical Executive Committee, or Investigation Committee may recommend that a medical staff member be required to procure an impartial physical or mental examination prior to making a recommendation on the members request for clinical privileges, reappointment, or reinstatement, or on the investigation. Where procurement of an examination is recommended, the reasons for such examination shall be specified.

Each such recommendation will be addressed by the Board or its designee on an individual basis.

Section 2. Scope of Examination:

If a medical staff member is required to procure a physical or mental examination, the scope of the examination shall be specified by the Board or its designee. The examination shall be conducted by an impartial physician agreeable to the medical staff member and the Board or its designee and the results shall be made available to the Board or its designee.

Section 3. Failure to Procure Examination:

Failure of the medical staff member to procure a required examination within a reasonable time, not to exceed sixty (60) days, after being required to do so in writing by the Board or its designee shall constitute a voluntary relinquishment of clinical privileges until such time as the examination is procured and, the results are provided in accordance with the specifications of the Board or its designee.

PART J: RESIGNATION:

A member of the medical staff who wishes to resign must submit a letter of resignation to the hospital. A member who does not complete all outstanding obligations (including but not limited to completion of medical records) will be considered to have resigned with prejudice.

ARTICLE V

MEDICAL HISTORIES AND PHYSICAL EXAMINATIONS

- (a) A medical history and physical examination must be completed for patients, as defined in the Medical Staff Rules and Regulations, 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.
- (b) 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 must be completed within twenty four (24) hours after registration or inpatient admission, but prior to surgery or a procedure requiring anesthesia services
- (c) Only those granted privileges to do so may conduct and update medical histories and physical examinations. Privileges to conduct and update medical histories and physical examinations are granted to:
 - (1) Physicians
 - (2) Oral surgeons, for those patients admitted solely for oral and maxillofacial surgery.
 - (3) Dentists only for that part of the history and physical examination related to dentistry.
 - (4) Podiatrists only for that part of the history and physical examination related to podiatry.
 - (5) Other qualified individuals who are not licensed independent practitioners may be allowed pursuant to their scope of practice to perform part or all of patients' medical histories and physical examinations under the supervision of, or through appropriate delegation by, a physician who is a medical staff member with clinical privileges and who is accountable for the patients' medical histories and physical examinations; these medical histories and physical examinations must be validated and countersigned by a licensed independent practitioner with appropriate privileges within 24 hours.
- (d) Medical histories and physical examinations must comply with additional requirements as set forth in the Medical Staff Rules and Regulations.

ARTICLE VI

ORGANIZATION OF THE MEDICAL STAFF

PART A: GENERAL

Section 1. Medical Staff Year:

For the purpose of these bylaws, the medical staff year commences on the 1st day of July and ends on the 30th day of June each year.

PART B: QUALIFICATIONS OF OFFICERS, DEPARTMENT CHAIRMEN AND VICE CHAIRMEN, AND COMMITTEE CHAIRMEN

Section 1. Requirements for All Officers, Department Chairmen, and Vice Chairman, and Committee Chairman.

In order to be eligible to serve as a Medical Staff officer, department chairman and vice chairman and committee chairman, a medical staff member must:

- (a) be appointed to the Active Staff (unless otherwise provided herein) and continue so during his or her term of office;
- (b) use OH as his or her primary hospital and admit a majority of his or her patients requiring hospitalization to OH;
- (c) not concurrently serve at another hospital as medical staff or corporate officer, department chairman or vice chairman, or committee chairman;
- (d) have constructively participated in Medical Staff affairs at OH, including peer review activities if requested by medical staff leadership;
- (e) be knowledgeable concerning the duties of the position to which he or she is elected or appointed;
- (f) be willing to discharge faithfully the duties and responsibilities of the position to which he or she is elected or appointed, including quality and value based medical care within Orlando Health;
- (g) comply with the OH conflict of interest policy and code of conduct;
- (h) not be subject to a behavioral contract or performance agreement; not be under investigation; not have any portion of his or her clinical privileges suspended and not be on leave of absence

All Medical Staff officers, department chairmen and vice chairmen and committee chairmen must possess at least the above qualifications and maintain such qualifications during their term of office. Failure to do so shall automatically create a vacancy in the office involved.

Section 2. Additional Qualifications for Officers

It is required that, in addition to meeting the above requirements, a member must have previously served at Orlando Health for at least one (1) term in one or more of the following positions: department chairman, vice chairman, or section chief; chairman of a hospital leadership committee; or a member of the Credentials Committee or Collaborative Quality Advisory Council; or served in an ongoing leadership role in quality or collaborative practice committee prior to serving as a Medical Staff officer.

PART C: OFFICERS OF THE MEDICAL STAFF

The officers of the medical staff of OH shall be the Chief of Staff, the Vice Chief of Staff, and the Immediate Past Chief of Staff. At the time of nomination and election and at all times during their term of office, officers must be members of the Active Medical Staff who meet the requirements in Article VI Part B. Failure to maintain such status shall immediately create a vacancy in the office involved. The officers of the medical staff shall be excused from emergency service call and other service duties during their terms of office.

Section 1. Chief of Staff:

The Chief of Staff shall:

- (a) Act on behalf of the medical staff in coordination and cooperation with the Chief Executive Officer in matters of mutual concern involving the hospital as the chief medical officer of the hospital;
- (b) Call, preside at, and be responsible for the agenda of all general meetings of the medical staff;
- (c) Appoint committee members, who shall serve at the pleasure of the Chief of Staff, to all standing, special and multi-disciplinary medical staff committees except the Medical Executive Committee and the Hospital Patient Care/Leadership Committees;
- (d) Serve as ex officio member of all other medical staff committees, with vote;
- (e) Represent the views, policies, needs and grievances of the medical staff to the Chief Executive Officer and to the Board;
- (f) Be a member of the Medical Executive Committee, and the Quality Committee.
- (g) Be a member of the Board of Directors.

Section 2. Vice Chief of Staff:

The Vice Chief of Staff shall:

- (a) Assume all the duties and have the authority of the Chief of Staff in the absence of the Chief of Staff;
- (b) Be a member of the Medical Executive Committee and of the Quality Committee and serve as Chairman of the Credentials Committee;
- (c) Serve as ex-officio member of all other medical staff committees, with vote;
- (d) Automatically succeed the Chief of Staff when the latter fails to serve for any reason;
- (e) Perform such duties as are assigned by the Chief of Staff;
- (f) Be the Chief of Staff-Elect.

Section 3. Immediate Past Chief of Staff:

The Immediate Past Chief of Staff shall:

- (a) Assume all the duties and have the authority of the Chief of Staff in the absence of both the Chief of Staff and the Vice Chief of Staff;
- (b) Be a member of the Medical Executive Committee, the Quality Committee, Credentials Committee and the Board;

- (c) Act as Secretary-Treasurer of the Medical Staff; including keeping records of all meetings of the Medical Staff and Medical Executive Committee (or supervising the keeping of such records), and making disbursements from Medical Staff funds (if any) as authorized by the Medical Executive Committee and in accordance with applicable hospital and medical staff policies and procedures.

Section 4. Term of Office; Vacancy; Removal:

- (a) The term of office for medical staff officers shall be two (2) years. The officers may not hold their offices for more than one (1) consecutive two-year term, except as provided in paragraph (b) below.
- (b) If there is a vacancy in the office of Chief of Staff, the Vice Chief of Staff shall serve out the remaining term and shall then serve as Chief of Staff for the term for which elected.
- (c) If there is a vacancy in the office of Vice Chief of Staff, a new Vice Chief of Staff shall be elected within sixty (60) days. The Medical Executive Committee may appoint an Acting Vice Chief of Staff pending such election. The election shall be in accordance with the procedures in Section 5 below.
- (d) If there is a vacancy in the office of Immediate Past Chief of Staff, the Medical Executive Committee shall appoint another former Chief of Staff to serve out the remaining term.
- (e) Removal of an officer of the medical staff may be initiated by:
 - (1) a two-thirds (2/3) vote of all members of the Medical Executive Committee and effected by a two-thirds (2/3) vote of the members of the Active, Senior, Senior Affiliate and Active Affiliate Staff (who establish eligibility to vote in accordance with Article III Part D) who vote on the question, provided that the question is voted on by at least twenty-five percent (25%) of the members of the Active, Senior, Senior Affiliate and Active Affiliate Staff eligible to vote on the question. Grounds for removal shall include, but shall not be limited to, mental and/or physical impairment or inability and/or unwillingness to perform the duties and responsibilities of the job, or;
 - (2) the Board.

Removal shall be effective when it has been approved by the Board. Removal does not affect medical staff membership and clinical privileges and does not entitle the individual concerned to any of the procedural rights provided in Article IX with respect to hearings and appeals.

Section 5. Election of Officers:

- (a) Every two (2) years, the Active, Senior and Senior Affiliate Staff members and Active Affiliate staff members who establish eligibility to vote in accordance with Article III Part D shall elect a Vice Chief of Staff, who shall become Chief of Staff at the conclusion of his or her term as Vice Chief of Staff, and Immediate Past Chief of Staff at the conclusion of his or her term as Chief of Staff.
- (b) The Vice Chief of Staff shall be elected for a two-year term by a majority vote of Active, Senior, Senior Affiliate and Active Affiliate Staff members (who establish eligibility to vote in accordance with Article III Part D) voting in the election. The election of the Vice Chief of Staff (Chief-Elect) will be conducted by written ballot, which may be paper or electronic. The election of the Vice Chief of Staff shall become effective as soon as approved by the Board. The Vice Chief of Staff shall then serve until a successor has been elected and the election approved by the Board.
- (c) The election shall be held every odd year at a time to be determined each election year, which time shall be sufficient to allow the new officers to take office on July 1 and which time shall be announced sufficiently in advance of the election to permit submission of nominations as provided herein.
- (d) Nominations in addition to those presented by the Medical Executive Committee must be submitted to the Medical Staff Services Office no later than twenty-one (21) days prior to the election. Nominations may be made by Active, Senior and Senior Affiliate Staff members and Active Affiliate staff members who establish eligibility to vote in accordance with Article III Part D provided such nominations are endorsed by legible signatures of at least twenty-five (25) such members. Nominations must be signed by the person(s) making the nominations and by the person nominated signifying his or her acceptance of the nomination.

- (e) If there are three (3) or more candidates for Vice Chief of Staff and no candidate receives a majority, there shall be successive balloting such that the name of the candidate receiving the fewest votes is omitted from each successive slate until a majority is obtained by one (1) candidate.
- (f) The Chief of Staff shall designate the place to which ballots are to be returned and the date and time by which completed ballots must be received. Only those ballots received at the designated place on or before the designated time will be counted.
- (g) If the Medical Executive Committee presents a single nomination for Vice Chief of Staff and there are no additional nominations, the unopposed candidate shall be deemed to be elected and no election will be held.

PART D: MEETINGS OF THE MEDICAL STAFF:

Section 1. Annual Staff Meeting:

There may be an Annual meeting of the medical staff.

Section 2. Special Staff Meetings:

- (a) Special meetings of the medical staff may be called at any time by the Board, the Chief of Staff, a majority of the Medical Executive Committee, or by a petition signed by not less than one-fourth (1/4) of the Active and Senior staff.
- (b) In the event that it is necessary for the staff to act on a question without being able to meet, these members may be presented with the question by mail, facsimile or email and their votes returned to the Chief of Staff as directed.

Section 3. Notice of Special Meetings:

A written notice stating the place, day, hour and purpose of any special meeting of the medical staff shall be given to each member of the staff eligible to vote not less than fourteen (14) days before the date of such meeting. The notice of the meeting shall be deemed delivered when deposited in the United States mail addressed to each staff member at the member's address as it appears on the records of the hospital or when transmitted by facsimile or e-mail to the member's facsimile number or e-mail address as they appear on the records of the hospital. No business shall be transacted at a special meeting except that stated in the notice calling the meeting.

Section 4. Quorum:

The presence of one-fourth (1/4) of the members eligible to vote shall constitute a quorum for any regular or special meeting of the medical staff. If at any time the presence of a quorum is questioned, a count must be taken. If no quorum is then present, the meeting is adjourned; to be reconvened by the Chief of Staff at a later date.

Section 5. Agenda:

The agenda at any medical staff meeting shall be at the discretion of the Chief of Staff.

PART E: DEPARTMENT AND COMMITTEE MEETINGS

Section 1. Department Meetings:

- (a) Members of each department shall meet as a department, or as a subsection thereof, at times set by the chairman of the department to draw conclusions, formulate recommendations, and initiate actions based on the findings of the department's monitoring and evaluation activities and to discuss other matters concerning the department.
- (b) Written or oral notice of the place, day and hour of such meeting shall be given to each member of the department not less than seven (7) days before the time of the meeting.

- (c) The agendas for the meetings and their general conduct shall be set by the chairman.

Section 2. Committee Meetings:

- (a) All committees shall meet as often as necessary to conduct business at a time set by the chairman of the committee.
- (b) Written or oral notice of the place, day and hour of such meeting shall be given to each member of the committee not less than seven (7) days before the time of the meeting.
- (c) The agenda for the meeting and its general conduct shall be set by the chairman.

Section 3. Special Department and Committee Meetings:

- (a) A special meeting of any committee or department may be called by or at the request of the chairman, by the Chief of Staff, or by a petition signed by not less than one-fourth (1/4) of the members of the department or committee. Written or oral notice stating the place, day and hour of any special meeting shall be given to each member of the committee or department not less than seven (7) days before the time of such meeting. Written notice of the meeting shall be deemed delivered when deposited in the United States mail addressed to the member at the member's address as it appears on the records of the hospital, when transmitted by facsimile or e-mail to the member's facsimile number or e-mail address as they appear on the records of the hospital. The attendance of any member at a meeting shall constitute a waiver of notice of such meeting.
- (b) In the event that it is necessary for a committee or department to act on a question without being able to meet, the voting members may be presented with the question in person, by mail, facsimile or email and their vote returned to the chairman of the committee or department within the time specified on the ballot as directed. Only ballots received within the specified time will be counted. Such a vote shall be binding so long as the question is voted on by a majority of the committee or department members eligible to vote.

Section 4. Quorum:

Unless otherwise provided herein, the presence of one-fourth (1/4) of the total membership of the committee or department eligible to vote at any regular or special meeting shall constitute a quorum for all actions.

Section 5. Minutes:

Minutes of each meeting of each committee and each department shall be prepared and shall include a record of the attendance of members, of the recommendations made, and of the votes taken on each matter. The minutes shall be signed by the presiding officer. Copies of department minutes shall be promptly forwarded to the applicable Hospital Patient Care/Leadership Committee. Copies of committee minutes shall be promptly forwarded to the Chief of Staff, the Medical Executive Committee, and the applicable Hospital Patient Care/Leadership Committee, unless otherwise specified for certain committees in Article VIII. Each committee and each department shall maintain a permanent file of the minutes of each of its meetings.

PART F: FACILITY MEETINGS

A meeting of any hospital facility may be called by or at the request of the Chairman of the facility's Hospital Patient Care/Leadership Committee or by a petition signed by not less than one-fourth (1/4) of the members of the departments located in that facility. Written or oral notice stating the place, day, and hour of such meeting shall be given to each member of the departments located at the facility not less than seven (7) days before the time of such meeting. Written notice of the meeting shall be deemed delivered when deposited in the U.S. mail addressed to the member at the member's address as it appears on the records of the hospital or when transmitted by facsimile or e-mail to the member's facsimile number or e-mail address as they appear on the records of the hospital. The attendance of any member at a meeting shall constitute a waiver of notice of such meeting.

PART G: PROVISIONS COMMON TO ALL MEETINGS

Section 1. Attendance Requirements:

- (a) All members of the medical staff are encouraged but not required to attend all meetings of the medical staff
- (b) Departments may establish attendance requirements for department meetings, subject to approval by the Medical Executive Committee.
- (c) A staff member whose patient's clinical work is scheduled for discussion at a department meeting shall be so notified and shall be required to attend such meeting.
- (d) Members of the Medical Executive Committee and Credentials Committee are expected to attend at least fifty percent (50%) of the meetings of those committees.
- (e) Where available, approved by the applicable chairman and arranged in advance attendance at a meeting may be via telephone, video conference or other electronic means

Section 2. Rules of Order:

Wherever they do not conflict with these bylaws, the currently revised Roberts Rules of Order shall govern all meetings.

Section 3. Voting:

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

ARTICLE VII

ORGANIZATION OF CLINICAL DEPARTMENTS

PART A: CLINICAL DEPARTMENTS

Section 1. List of Departments:

- (a) The following clinical departments are established:
- (1) Departments at Arnold Palmer Medical Center (including Arnold Palmer Hospital for Children and Winnie Palmer Hospital for Women & Babies)
 - (A) Department of Anesthesiology
 - (B) Department of Children's Surgery
 - (C) Department of Obstetrics & Gynecology
 - (D) Department of Neonatology
 - (E) Department of Pediatrics
 - (2) Departments at Orlando Regional Medical Center (including Lucerne Pavilion)
 - (A) Department of Anesthesiology
 - (B) Department of Thoracic Surgery
 - (C) Department of Cardiology
 - (D) Department of Oral and Maxillofacial Surgery
 - (E) Department of Emergency Medicine
 - (F) Department of Family Medicine
 - (G) Department of Infectious Disease
 - (H) Department of Medicine
 - (I) Department of Neurology
 - (J) Department of Neurosurgery
 - (K) Department of Ophthalmology
 - (L) Department of Orthopedics
 - (M) Department of Otolaryngology
 - (N) Department of Pathology
 - (O) Department of Plastic Surgery
 - (P) Department of Psychiatry
 - (Q) Department of Radiation Oncology
 - (R) Department of Radiology
 - (S) Department of Surgery
 - (T) Department of Urology
 - (3) Departments at Dr. P. Phillips Hospital
 - (A) Department of Cardiology
 - (B) Department of Emergency Medicine
 - (C) Department of Medicine
 - (D) Department of Surgery
 - (4) Departments at South Seminole Hospital
 - (A) Department of Cardiology
 - (B) Department of Emergency Medicine
 - (C) Department of Medicine
 - (D) Department of Obstetrics & Gynecology
 - (E) Department of Psychiatry
 - (F) Department of Surgery

- (b) Establishment of additional departments or sections of departments, as required from time to time, may be approved by the Board after considering recommendations from the appropriate departments and the Medical Executive Committee.

Section 2. Assignment to Departments; Emergency Call:

- (a) Each member of the medical staff shall be appointed to a specific clinical department. The Medical Executive Committee shall recommend clinical department membership for all medical staff members. A medical staff member may be eligible for clinical privileges and associate membership in clinical departments other than his or her assigned clinical department in accordance with the applicable provisions of these bylaws.
- (b) Each medical staff member with clinical privileges may be required by the chairman of his or her assigned clinical department or the Chief of Staff to participate in the emergency call schedule.
 - (1) A medical staff member who is assigned to a clinical department located in a facility without an emergency department may be required to participate in the emergency call schedule at an OH facility with an emergency department.
- (c) Each medical staff member who has clinical privileges in a clinical department other than his or her assigned clinical department may be required by the chairman of that department or the Chief of Staff to take emergency call.
- (d) A medical staff member who has substantial activity at an OH facility other than the facility at which the member's assigned clinical department is located may be required to take emergency call at such other facility by that facility's Hospital Patient Care/Patient Care/Leadership Committee or the Chief of Staff. For the purposes of this Section, "substantial activity" is defined as thirty percent (30%) or more of the member's activity at OH during the immediately preceding twelve (12) month period.
- (e) A medical staff member who is scheduled to take emergency call shall be responsible for coverage as scheduled. In the event the member cannot accept the assigned time period (i.e. out of town), it is that member's responsibility to arrange for his or her replacement, and to notify, in advance, the appropriate departments, including but not limited to, the Medical Staff Services Office, Emergency Department, Transfer Center and/or the applicable call schedule coordinator.
- (f) When a medical staff member who is assigned to a clinical department at Orlando Regional Medical Center or Arnold Palmer Medical Center is on emergency call, that staff member is considered to be on call for the entire downtown campus, which includes Orlando Regional Medical Center, Lucerne Pavilion, UF Health Cancer Center at Orlando Health and Arnold Palmer Hospital for Children, and Winnie Palmer Hospital for Women & Babies, and may be called to any of those facilities.
- (g) For any clinical department that does not have a department-specific process for staffing unassigned inpatient consultations, the emergency call roster will be utilized for unassigned inpatient consultations.
- (h) When a medical staff member on emergency call admits a patient who was referred to the member through the emergency call roster, the member shall be responsible for the care of that patient (within the member's delineated clinical privileges and as required by the patient's condition) throughout the course of the patient's hospital admission. If the patient is readmitted for the same medical condition or a complication related thereto within the period following discharge that is specified by the applicable clinical department, the patient will be readmitted to the same member's service. If no period has been specified by the applicable department, a patient who is readmitted for the same medical condition or a complication related thereto within the thirty (30) day period following discharge will be admitted to the same member's service.
- (i) Disputes concerning emergency call shall be investigated by an Ad Hoc Committee consisting of the Chief of Staff, the Vice Chief of Staff, the immediate Past Chief of Staff, and the Chairperson(s) of the Hospital Patient Care/Leadership Committee(s) of the facility or facilities concerned in the dispute. Three members of the Ad Hoc Committee shall constitute a quorum. The Ad Hoc Committee will render its opinion to the Medical Executive Committee at the next scheduled meeting provided it has been notified at least twelve (12) working days prior to the Medical Executive Committee meeting.

This report along with reports from the involved Department(s) will allow the Medical Executive Committee to make its recommendation to the Board of Directors.

Section 3. Function of Departments:

- (a) Each clinical department shall establish its own written criteria for the assignment of clinical privileges which shall be forwarded to the Credentials Committee for its review. Clinical privileges shall be based upon demonstrated education, training and experience, current clinical competence, and references.
- (b) Each department shall provide an appropriate educational setting that will maintain scientific standards, lead to continuous advancement in professional knowledge and skill, and encourage and support such clinical and basic research as is authorized from time to time.
- (c) Each department shall conduct a retrospective review of selected completed medical records and may present patients currently under treatment at their clinical conferences for purposes of continually improving the quality of medical care and the continuing education of its members.
- (d) Each department shall review and analyze on a peer-group basis the clinical work of the department. Each clinical department shall also conduct a comprehensive review to examine appropriateness of procedures performed, whether or not tissue was removed.
- (e) Each department shall establish and maintain processes for staffing the emergency department call schedule and unassigned inpatient consultations.
- (f) In discharging these functions each department shall report to the Hospital Patient Care/Leadership Committee of the facility in which the department is located detailing its analysis of patient care and to the Medical Executive Committee whenever further investigation and appropriate action involving any individual member of the department is indicated.

Section 4. Department Chairmen and Vice-Chairmen:

- (a) The chairman of each department shall be a member of the Active Staff of the department who meets the requirements in Article VI Part B and who utilizes the OH facility in which the department is located as his or her primary hospital and admits a majority of his or her patients requiring hospitalization to that hospital. Failure to maintain such status shall immediately create a vacancy in the position. The department chairman shall be qualified by training, experience and administrative ability for the position. The department chairman must be certified by an appropriate specialty board, or affirmatively establish comparable competence.
- (b) Department chairmen shall be elected for a two-year term by majority vote of members eligible to vote who vote at the election. The nominees for the position shall meet the requirements set out in paragraph (a) above. If no candidate receives a majority, there shall be a runoff election between the two candidates receiving the highest number of votes. The winner of the runoff election shall become department chairman. The chairman of each department shall be approved by the Board after receiving the results of the election held by the department. There shall be no limit on the number of terms a department chairman may serve.
- (c) Each department shall elect a vice chairman to serve a two-year term. The nominees for department vice chairman shall meet the same requirements as set forth in paragraph (a) above for the chairman. The election shall be conducted at the same time as the department Chair and in accordance with the procedures set forth in paragraph (b) above. The vice chairman shall be approved by the Board after receiving the results of the election. There shall be no limit on the number of terms a vice chairman may serve.
- (d) The election for chairman and vice chairman shall be held every odd year at a time to be determined each election year, which time shall be sufficient to allow the new chairman and Vice Chairman to take office on July 1. Notification of the election schedule will occur prior to December 31 of the year preceding the election. In the event an election is not completed and the results approved by the Board by July 1, the outgoing chairman or vice chairman shall continue to serve in his or her position until his or her successor is elected and approved.

- (e) Nominations may be made by Active, Senior and Senior Affiliate members of the department and Active Affiliate members of the department who establish eligibility to vote in accordance with Article III Part D. Nominees must accept the nomination in writing or via electronic communication. The same individual shall not accept nominations for both chairman and vice chairman.
- (f) If between the election and assumption of office, a chairman-elect declines or is otherwise unable to accept the position of chairman, the vice chairman-elect will automatically become chairman-elect and a new vice chairman-elect shall be elected by the department. If between the election and assumption of office, a vice chairman-elect declines or is otherwise unable to accept the position of vice chairman, a new vice chairman-elect shall be elected by the department.
- (g) If a vacancy is created in the position of chairman the vice chairman will automatically become chairman and serve out the remaining term. If a vacancy is created in the position of vice-chairman, a new vice-chairman shall be elected by the department within sixty (60) days following such vacancy; subject to approval by the Board. The Medical Executive Committee may appoint an acting vice-chairman pending such election subject to the approval of the Board.
- (h) Removal of a chairman or vice chairman during the term of office may be initiated by:
 - (1) a two-thirds (2/3) vote of all Active, Senior and Senior Affiliate members of the department and Active Affiliate members of the department who establish eligibility to vote in accordance with Article III Part D; or,
 - (2) the Medical Executive Committee upon the determination that one or more of the following grounds exist: failure to comply with applicable policies, bylaws, or rules and regulations; failure to perform the duties of the position held; conduct detrimental to patients or the interests of the hospital and/or the Medical Staff; or an infirmity that renders the individual incapable of fulfilling the duties of the position held. The Medical Executive Committee shall appoint a subcommittee consisting of at least three members of the Medical Executive Committee to investigate and make a recommendation to the Medical Executive Committee as to the existence of grounds for removal within the time specified by the Medical Executive Committee; or,
 - (3) the Board

Removal shall be effective when it has been approved by the Board. Removal does not affect medical staff membership and clinical privileges and does not entitle the individual concerned to any of the procedural rights provided in Article IX with respect to hearings and appeals.

Section 5. Function of All Department Chairmen:

Each chairman shall on behalf of the hospital:

- (a) Be responsible for the organization of all medical staff activities of the department and for the general administration of the department, including but not limited to assigning to members of the department functions and responsibilities including, where appropriate, service patients, emergency service care and consultation, unassigned inpatient consultations, teaching assignments, and participating in peer review activities;
- (b) Be a member of the Medical Executive Committee and attend at least fifty percent (50%) of the scheduled Medical Executive Committee meetings as required by Article VI, Part G, Section 1(d) (compliance with this requirement will be measured on a yearly basis from the commencement of his or her term);
- (c) Be a member of the Hospital Patient Care/Leadership Committee of the facility in which the department is located;
- (d) Maintain continuing review of the professional performance of all individuals with clinical privileges in the department (including but not limited to participation in Focused Professional Practitioner Evaluation (FPPE) and Ongoing Professional Practitioner Evaluation (OPPE) and report and recommend thereon to the Credentials Committee when appropriate;

- (e) Be responsible for enforcement within the department of the hospital bylaws, the medical staff bylaws, policies and procedures, rules and regulations, the department rules and regulations, and the department Performance Improvement Plan;
- (f) Upon receipt of information about department members (including but not limited to incident reports, peer reviews, quality outcome data, professional conduct, HCAHPS scores, and medical record compliance reports), counsel department members and document accordingly;
- (g) Be responsible for implementation within the department of actions taken by the Medical Executive Committee and the Hospital Patient Care/Leadership Committee of the facility in which the department is located;
- (h) Transmit to the Credentials Committee, the recommendations concerning the appointment, reappointment, and delineation of clinical privileges, if any, for all individuals in and applicants to the department;
- (i) As applicable, be responsible for the establishment, implementation and effectiveness of the teaching, education and research program in the department in conjunction with the Directors of Medical Education, and the Academic Chairs;
- (j) Be responsible for the general administration of the department, reporting and recommending, through the Hospital Patient Care/Leadership Committee of the facility in which the department is located, to hospital management when necessary with respect to matters affecting patient care, including personnel, supplies, special regulations, standing orders and techniques;
- (k) Assessing and recommending to hospital management off-site sources for needed patient care services not provided by the department or OH;
- (l) Assist the hospital management in the preparation of annual reports and such budget planning pertaining to the department;
- (m) Assign such duties to a vice chairman of the department as he or she shall deem appropriate;
- (n) Establish sections within the department and appoint and remove chiefs thereof, subject to the approval of the Medical Executive Committee and the Board;
- (o) Recommend to the medical staff the criteria for clinical privileges in the department;
- (p) Be responsible for all clinically related activities of the department;
- (q) Be responsible for integration of the department into the primary functions of the hospital;
- (r) Be responsible for coordination and integration of interdepartmental and intradepartmental services;
- (s) Develop and implement policies and procedures that guide and support the provision of care, treatment, and services;
- (t) Make recommendations for a sufficient number of qualified and competent persons to provide care, treatment, and services;
- (u) Determine the qualifications and competence of department personnel who are not licensed independent practitioners and who provide patient care, treatment, and services;
- (v) Be responsible for the continuous assessment and improvement of the quality of care, treatment, and services;
- (w) Be responsible for the maintenance of quality control programs, as appropriate (including but not limited to the development and oversight of quality metrics);

- (x) Be responsible for the orientation and continuing education of all persons in the department;
- (y) Recommend space and other resources needed by the department;
- (z) Attend mandatory Department Chairman and Vice Chairman orientation;
- (aa) Perform such other duties as are assigned by the Chief of Staff, the Vice Chief of Staff, or the Board, or as provided by contract;

Section 6. Function of all Department Vice Chairman

Each Vice Chairman shall on behalf of the hospital:

- (a) Be a member of the hospital patient care/leadership committee of the facility in which the department is located;
- (b) Be a member of the Medical Executive Committee if the department has over 40 voting members, and attend at least fifty percent (50%) of the scheduled Medical Executive Committee meetings as required by Article VI, Part G, Section 1(d) (compliance with this requirement will be measured on a yearly basis from the commencement of his or her term);
- (c) Assist Department Chairman with continuing review of the professional performance of all individuals with clinical privileges in the department (including but not limited to participation in FPPE/OPPE) and report and recommend thereon to the Credentials Committee when appropriate;
- (d) Participate in the maintenance of quality control programs, as appropriate (including but not limited to the development and oversight of quality metrics);
- (e) Assume all the duties and have the authority of the department chairman in the absence of the department chairman and when delegated by the Chief of Staff when necessary for reasons such as conflict of interest or temporary incapacity of the department chairman;
- (f) Attend mandatory Department Chairman and Vice Chairman orientation;
- (g) Perform such other duties as are assigned by the department chairman, Vice Chief of Staff or Chief of Staff;

Section 7. Associate Membership:

A staff member who is an active member of one clinical department may apply for associate membership status in another clinical department.

- (a) A staff member may be eligible for associate membership status if the member meets the following conditions:
 - (1) He or she is a member of the Active or Senior Staff.
 - (2) A significant portion of the member's practice is devoted to the department's specialty. Each department shall determine what constitutes a significant portion for purposes of associate membership.
 - (3) The member must document his or her training and expertise in the specialty according to the criteria established by the department.
 - (4) The member is accepted by a two-thirds (2/3) majority of the voting members of the department in attendance at a regularly scheduled department meeting.
- (b) Associate membership status confers the following privileges and responsibilities:
 - (1) Participation in discussions of issues relative to the department.

- (2) Service on department committees, including chairing those committees, as requested by the department chairman.
 - (3) Unless otherwise determined by the department, associate membership status shall not entitle the member to vote on department issues or elections or to hold office in the department.
- (c) Associate membership status does not confer any clinical privileges on the associate member.

ARTICLE VIII

COMMITTEES OF THE MEDICAL STAFF

PART A: APPOINTMENT

Section 1. Chairmen:

- (a) Appointment of all committee chairmen, unless otherwise provided for in these bylaws, will be approved by the Board annually upon receiving recommendations from the Chief of Staff. Recommendations shall be presented in sufficient time which will allow the chair to assume the position on July 1. All chairmen must meet the requirements in Article VI Part B, provided that members of the other staff categories who meet all requirements other than Active Staff membership may be appointed to chair a committee unless otherwise provided herein.

Section 2. Members:

- (a) Members of each committee, except as otherwise provided for in these bylaws, shall be appointed yearly by the Chief of Staff not more than forty-five (45) days after the end of the medical staff year, with no limitation in the number of terms they may serve.
- (b) The Chief Executive Officer, or the Chief Executive Officer's designee, may attend and participate in meetings of any medical staff committee, ex officio without vote.

PART B: MEDICAL EXECUTIVE COMMITTEE

Section 1. Composition:

- (a) The Medical Executive Committee shall consist of the Chief of Staff, the Vice Chief of Staff, the immediate past Chief of Staff, the chairmen of the Hospital Patient Care/Leadership Committees, and representatives of each clinical department as follows:
 - (1) The chairman of each clinical department; and
 - (2) For departments with over forty (40) voting members the Vice Chairman of the Department.
- (b) In the event that during the course of the medical staff year, a clinical department having forty (40) or fewer voting members acquires additional voting members so that its voting membership exceeds forty (40) members, the vice chairman of that clinical department may immediately serve as an additional representative to the Medical Executive Committee in addition to the department chairman. In the event that during the course of the medical staff year, the voting membership of a clinical department having over forty (40) voting members is reduced to forty (40) or fewer voting members, the vice chairman will immediately cease to serve on the Medical Executive Committee.
- (c) All members of the Active Staff of any discipline or specialty are eligible for membership on the Medical Executive Committee, subject to the provisions of these Bylaws.
- (d) The majority of voting Medical Executive Committee members are fully licensed doctors of medicine and osteopathy actively practicing in the hospital.
- (e) The Chief of Staff shall be chairman of the Medical Executive Committee.
- (f) The Chief Executive Officer, the President, the Chief Academic Medical Officer, the Executive Vice President and members of the Board may attend meetings of the Medical Executive Committee and participate in the discussions, but without vote.
- (g) The hospital's general counsel shall be invited to attend meetings of the Medical Executive Committee, without vote.

Section 2. Duties:

The Medical Executive Committee shall have the following duties:

- (a) Coordinate the activities and general policies of the various hospital facilities.
- (b) Receive and act upon reports of medical staff committees, departments, and assigned activity groups, and make recommendations concerning them to the President and the Board;
- (c) Make recommendations directly to the Board regarding medical staff structure, the mechanism used to review credentials and to delineate individual clinical privileges, the mechanism by which medical staff membership may be terminated, and the mechanism for fair hearing procedures.
- (d) Make recommendations directly to the Board relating to appointments, reappointments, staff category, department assignments, clinical privileges, and corrective action;
- (e) Make recommendations directly to the Board regarding the OH Performance Improvement Plan, the clinical departments' rules and regulations, and the clinical departments' Delineation of Clinical Privileges.
- (f) Implement policies of the medical staff which are not the responsibility of the departments or hospital facilities.
- (g) Provide liaison among medical staff, the President, and the Board;
- (h) Recommend action to the President on matters of a medico-administrative and hospital management nature;
- (i) Ensure that the medical staff is kept abreast of the Joint Commission on Accreditation of Healthcare Organizations accreditation program and informed of the accreditation status of the hospital;
- (j) Take all reasonable steps to ensure professionally ethical conduct and to enforce hospital and medical staff bylaws, rules and regulations and policies and procedures in the best interest of patient care and of the hospital on the part of all members of the medical staff.
- (k) Refer situations involving questions of the clinical competence, patient care and treatment or patient management of any individual members of the medical staff to the Credentials Committee for appropriate investigation and recommendation.
- (l) Present to the medical staff one or more nominees for Vice Chief of Staff (Chief Elect) during each election year and in the event of a vacancy in the office.
- (m) Represent and act on behalf of the medical staff between medical staff meetings within the scope of its responsibilities as provided in these Bylaws.
- (n) Represent and act on behalf of the medical staff with regard to all matters not expressly reserved to the voting members of the medical staff, without requirement of subsequent approval by the medical staff, subject only to any limitations of these Bylaws.

The Chairman of the Medical Executive Committee, the Chairman's representative and such members of the committee as the Chairman deems necessary shall be available to meet with the Board, or its applicable committee, on all recommendations that the Medical Executive Committee may make. It is the purpose of these bylaws to increase direct communication between the Board and the Medical Executive Committee on all matters within the scope of the Medical Executive Committee's duties.

Section 3. Meetings, Reports and Recommendations:

The Medical Executive Committee shall meet at least quarterly or more often if necessary, to transact pending business. The Immediate Past Chief of Staff or designee will maintain reports of all meetings, which reports shall include the minutes of the various committees and departments of the staff. Copies of all minutes and reports of the Medical Executive Committee shall be transmitted to the Chief Executive Officer and the chairman of the departments of the medical staff routinely as prepared and important actions of the Medical Executive Committee shall be reported to the staff as a part of the Medical Executive Committee's report at each annual staff meeting. Recommendations of the Medical Executive Committee shall be transmitted to the Chief Executive Officer and the Board.

Section 4. Subcommittees:

- (a) Between meetings of the Medical Executive Committee, the officers of the staff acting as a subcommittee shall be empowered to act in situations of urgent and/or confidential concern where not prohibited by these bylaws.
- (b) The Medical Executive Committee may form an Operations Subcommittee and delegate to the Operations Subcommittee such functions as it shall deem appropriate; provided, however that the Operations Subcommittee may not make a recommendation to the Board which would constitute grounds for a hearing pursuant to Article IX, Part B, Section 2 without first presenting such recommendation to the Medical Executive Committee.
 - (1) The Operations Subcommittee shall consist of the Chief of Staff, the Vice Chief of Staff, the Immediate Past Chief of Staff, and four (4) to six (6) members of the Medical Executive Committee appointed by the Chief of Staff.
 - (2) The appointed members of the Operations Subcommittee shall serve for a term of six (6) months, with no limit on the number of terms a member may serve.

Section 5. Access by Medical Staff Members:

Any member of the Medical Staff may bring a matter up for discussion by the Medical Executive Committee by submitting a petition signed by at least twenty (20) members of the Active, Senior and Senior Affiliate staff and Active Affiliate staff (who establish eligibility to vote in accordance with Article III Part D)

The petition must be submitted to the Chief of Staff no later than twenty one (21) days prior to the Medical Executive Committee scheduled meeting at which the matter is to be discussed. The petitioners may designate a representative to present their position at the Medical Executive Committee meeting.

PART C: CREDENTIALS COMMITTEE

Section 1. Composition:

- (a) The Credentials Committee shall consist of the Vice Chief of Staff who shall serve as Chairman, the immediate past Chief of Staff, and thirteen (13) members of the Active Staff who shall not be serving simultaneously as chairman or vice chairman of a department or Patient Care/Leadership Committee or any other officer of the staff at OH or at any other hospital. Three (3) of the members shall be appointed by the Chief of Staff from the departments located in the Arnold Palmer Medical Center; four (4) shall be appointed by the Chief of Staff from the departments located in the Orlando Regional Medical Center; three (3) shall be appointed by the Chief of Staff from the departments located in the Dr. P. Phillips Hospital; and three (3) shall be appointed by the Chief of Staff from the departments located in the South Seminole Hospital. The Chief of Staff shall consult with the Chairmen of the Hospital Patient Care/Leadership Committees in making these appointments. Members shall serve for three-year terms which shall, in the initial appointment, be so staggered so that as few members' terms expire in any one (1) year as practicable. Service on this committee shall be considered as the primary medical staff obligation of each member of the committee and other medical staff duties shall not interfere.
- (b) The Chief Executive Officer, the President, and the Executive Vice President may attend the meetings of the Credentials Committee and participate without vote.

Section 2. Duties:

The duties of the Credentials Committee shall be:

- (a) To review the credentials of all applicants, to make such investigations and interview all applicants as may be necessary, and to make recommendations for appointment and delineation of clinical privileges in compliance with these bylaws;
- (b) To make a report to the Medical Executive Committee on each applicant for medical staff membership or clinical privileges, including specific consideration of the recommendations from the departments in which such applicant requests privileges;
- (c) To review the Delineation of Clinical Privileges of each medical staff department and make recommendations thereon to the Medical Executive Committee.
- (d) To review periodically on its own motion or as questions arise all information available regarding the professional and clinical competence of staff members, their care and treatment of patients, and, as a result of such review, to make recommendations for the granting, reduction, or withdrawal of promotions, privileges, reappointments, and changes in the assignment of staff members to the various departments;
- (e) To review reports on specific members of the medical staff that are referred by the Medical Executive Committee, a Hospital Patient Care/Leadership Committee, any other medical staff committee, and by the Chief of Staff, as those reports concern the clinical privileges of medical staff members;
- (f) To review the Position Descriptions for Allied Health Personnel and to make recommendations thereon to the Medical Executive Committee.

The Chairman of the Credentials Committee, the Chairman's representatives, and such members of the committee as the Chairman deems necessary shall be available to meet with the Medical Executive Committee on all recommendations that the Credentials Committee may make.

Section 3. Meetings, Reports and Recommendations:

The Credentials Committee shall meet as often as necessary to conduct its business, maintain a permanent record of its proceedings and actions, and shall report its recommendations to the Medical Executive Committee.

PART D: HOSPITAL PATIENT CARE/LEADERSHIP COMMITTEES

There shall be an Arnold Palmer Medical Center Patient Care/Leadership Committee, an Orlando Regional Medical Center Patient Care/Leadership Committee, Dr. P. Phillips Hospital Patient Care/Leadership Committee, and a South Seminole Hospital Patient Care/Leadership Committee.

Section 1. Composition:

- (a) The Arnold Palmer Medical Center Patient Care/Leadership Committee shall consist of the elected chairman and vice chairman of the Committee, the Chairman and Vice Chair of each clinical department of Arnold Palmer Medical Center, the Chairman of the Department of Pathology or designee, the Medical Director of Emergency Medicine at Arnold Palmer Medical Center and the Medical Director of Radiology at Arnold Palmer Medical Center. The Presidents of Arnold Palmer Hospital for Children and Winnie Palmer Hospital for Women & Babies or their designees, the President and CEO of OH or his or her designee, the Chief Quality Officers of the Arnold Palmer Hospital for Children and the Winnie Palmer Hospital for Woman & Babies, the Academic Chairmen for Pediatrics and Obstetrics and Gynecology, Medical Director of Pediatric Trauma may attend meetings and participate without vote.

- (b) The Orlando Regional Medical Center Patient Care/Leadership Committee shall consist of the elected chairman and vice chairman of the Committee and the Chairman and vice chairman of each clinical department of Orlando Regional Medical Center. The Site Executive Director of Orlando Health Medical Center or the Site Executive Director's designee, the Chief Executive Officer of OH, the President of OH and his or her designees, the Executive Vice President and the Chief Quality Officer may attend meetings and participate without vote.
- (c) The Dr. P. Phillips Hospital Patient Care/Leadership Committee shall consist of the elected chairman and vice chairman of the Committee, the Chairman and vice chairman of each clinical department of Dr. P. Phillips Hospital, the chairmen of the departments/divisions of Anesthesiology, Pathology and Radiology or their designees. The Site Executive Director of Dr. P. Phillips Hospital or the Site Executive Director's designee, the Chief Executive Officer of OH, the President of OH and designees, the Executive Vice President and the Chief Quality Officer may attend meetings and participate without vote.
- (d) The South Seminole Patient Care/Leadership Committee shall consist of the elected chairman and vice chairman of the Committee, the Chairman and vice chairman of each clinical department of South Seminole Hospital, and the chairmen of the departments/divisions of Anesthesiology, Pathology, Radiology, and Emergency Medicine or their designees. The Site Executive Director of South Seminole Hospital or the Site Executive Director's designee, the Chief Executive Officer of OH, the President of OH and designees, the Executive Vice President and the Chief Quality Officer may attend meetings and participate without vote.

Section 2. Chairman and Vice Chairman:

- (a) There shall be a Chairman and Vice Chairman of each Hospital Patient Care/Leadership Committee elected from the general membership of the Medical Staff. They must be members of the Active Staff who meet the requirements in Article VI Part B and are members of a department located at the facility who utilize the facility as their primary hospital and admit a majority of their patients requiring hospitalization to that facility. Failure to maintain such status shall immediately create a vacancy in the position.
- (b) The Chairman of each Hospital Patient Care/Leadership Committee shall be elected for a term of two years by majority vote of the membership of the Committee voting in the election. The Chairman shall serve until his or her successor takes office. The Chairman may be reelected but shall not be reelected for more than two (2) additional consecutive two-year terms (a total of six consecutive years) unless no one else is eligible or desirous to serve.
- (c) The Vice Chairman shall be elected for term of two years by majority vote of the membership of the Committee voting in the election. The Vice Chairman shall serve until his or her successor takes office. The Vice Chairman may be reelected but shall not be re-elected for more than two (2) additional consecutive two-year terms (a total of six consecutive years) unless no one else is eligible or desirous to serve.
- (d) The election for the Chairman and Vice Chairman shall be held every odd year at the first meeting of the Committee following the election of department chairmen and the approval of the newly elected department chairmen by the Board. The Chairman of each Hospital Patient Care/Leadership Committee shall appoint a nominating committee to present one or more candidates for the office(s) up for election. Nominees in addition to those presented by the nominating committee may be made from the floor. All nominees must meet the requirements set out in paragraph (a) of this section. If there are three or more candidates for any position and no candidate receives a majority, there shall be a runoff election between the two candidates receiving the highest number of votes. The candidate receiving the highest number of votes in the runoff election shall be elected subject to approval by the Board.
- (e) Removal of a Chairman or Vice Chairman during the term of office may be initiated by:
 - (1) a two-thirds (2/3) vote of all Committee members; or,
 - (2) the Medical Executive Committee upon the determination that one or more of the following grounds exist: failure to comply with applicable policies, bylaws, or rules and regulations; failure to perform the duties of the position held; conduct detrimental to patients or the

interests of the hospital and/or the Medical Staff; or an infirmity that renders the individual incapable of fulfilling the duties of the position held. The Medical Executive Committee shall appoint a subcommittee consisting of at least three members of the Medical Executive Committee to investigate and make a recommendation to the Medical Executive Committee as to the existence of grounds for removal within the time specified by the Medical Executive Committee; or,

- (3) the Board

Removal shall be effective when it has been approved by the Board. Removal does not affect medical staff membership and clinical privileges and does not entitle the individual concerned to any of the procedural rights provided in Article IX with respect to hearings and appeals.

- (f) If there is a vacancy in the office of Chairman, the Vice Chairman shall serve out the remaining term. If there is a vacancy in the office of Vice Chairman, it shall be filled by election of the Committee within sixty (60) days following such vacancy subject to approval by the Board.
- (g) The duties of the Chairman shall be to:
 - (1) Appoint committee members to all standing, special, and multi-disciplinary medical staff committees on the facility level.
 - (2) Serve as ex-officio member of such committees with vote.
 - (3) Advise the Chief of Staff on the appointment of representatives to the Credentials Committee from the facility.
 - (4) Call, preside at, and be responsible for the agenda of all meetings of the committee.
 - (5) Act on behalf of the facility in matters involving the facility.
 - (6) Be a member of the Medical Executive Committee and the Quality Committee.
- (h) The duties of the Vice Chairman shall be to:
 - (1) Assume all duties and have the authority of the Chairman in the absence of the Chairman.
 - (2) Automatically succeed the Chairman when the latter fails to serve for any reason.
 - (3) Perform such duties as are assigned by the Chairman.

Section 3. Duties:

The Hospital Patient Care/Leadership Committees shall have the following duties:

- (a) Coordinate the activities and general policies of the clinical departments of the facility;
- (b) If the facility has an emergency department, insure that there is adequate coverage by all specialties and subspecialties in accordance with applicable requirements.
- (c) Receive reports from the clinical departments of the facility, subspecialty meetings, and functional committees of the facility;
- (d) Insure compliance with Joint Commission standards in the facility;
- (e) Receive reports, trends, and studies on clinical quality indicators and key success factors including risk management, infection control, peer review, blood utilization, and drug utilization.
- (f) Make recommendations regarding facility and program planning and advise on budget priorities.

Section 4. Meetings, Reports, and Recommendations:

Each Hospital Patient Care/Leadership Committee shall meet at least quarterly, shall maintain a permanent record of its proceedings and recommendations and shall make a report thereof to the Medical Executive Committee.

PART E: QUALITY COMMITTEE

The Quality Committee is a committee organized under the Bylaws of Orlando Health and the Medical Staff. The committee shall consist of the Chief of the Medical Staff, the Vice Chief, the immediate past Chief, the Chief Nursing Officer, the Patient Safety Officer, members of the Board of Directors and additional members who need not be members of the Board of Directors provided, however, that a majority of the members of the committee shall be members of the Board of Directors.

The Quality Committee shall be a forum for discussion of matters relating to quality, patient safety, service excellence and physician relations, and shall provide medical-administrative liaison with the Board and President/CEO.

The committee shall perform such additional duties as may be assigned by the Board and included in its Charter and shall also have the following specific duties:

- (a) Approval of the Corporate Quality Performance Plan and Medical Staff Bylaws;
- (b) Making recommendations to the Board regarding medical staff privileges; and
- (c) Providing oversight to Joint Commission regulatory compliance and quality/risk management activities.

The Quality Committee shall meet at least quarterly and shall transmit written reports of its activities to the Board and the Executive Committee of the Medical Staff. A quorum shall consist of nine (9) members.

PART F: SUPPORT COMMITTEES

Support committees may be appointed by the Chief of Staff or Chairman of the Hospital Patient Care/Leadership Committee at each facility to carry out the required functions of the medical staff including but not limited to the medical record review function, the pharmacy and therapeutics function, blood usage review, and infection control. Such support committees shall report to the Medical Executive Committee either directly or through a Hospital Patient Care/Leadership Committee as assigned.

PART G: SPECIAL COMMITTEES

In addition, special committees may be appointed by the Chief of Staff as required. Such committees shall confine their activities to the purpose for which they were appointed and shall report to the Medical Executive Committee.

PART H: FACILITY COMMITTEES

Each hospital facility may have specific committees as determined from time to time by the Hospital Patient Care/Leadership Committee at such facility. Such hospital facility Committees will report to the Hospital Patient Care/Leadership Committees.

PART I: BIOETHICS COMMITTEES

The chairmen of the corporate Bioethics Committee shall be appointed by the Chief of Staff, subject to Board approval. The chairmen of the Bioethics Committee at each facility shall be appointed by the Chairman of the Hospital Patient Care/Leadership Committee at that facility, and in the case of the Oncology/Bioethics Committee the Chairman shall be appointed by the Oncology Policy and Planning Committee, all subject to Board approval.

ARTICLE IX

FAIR HEARINGS AND APPEALS

PART A: DEFINITIONS

The following definitions shall apply under this Article:

1. "Executive Committee" refers to the Medical Executive Committee of the medical staff.
2. "Notice" as used in this Article, shall be a written communication sent by certified or registered mail, return receipt requested.
3. "Person who requested the hearing" refers to the applicant or medical staff member who has requested a hearing.

PART B: REQUEST FOR HEARING

Section 1. Notice of Recommendation:

When a recommendation is made which, according to these bylaws, entitles an individual to a formal hearing prior to a final decision of the Board on that recommendation, the applicant or medical staff member, as the case may be, shall promptly be given notice. The notice shall advise of the action that has been recommended, the reasons for the recommended action, that the applicant or member has the right to request a hearing, the time limit within which a hearing must be requested, and a summary of rights in the hearing pursuant to Part C below. Such applicant or member shall have thirty (30) days following the date of the receipt of such notice within which to request a hearing. Said request shall be made by notice to the President. In the event the applicant or medical staff member does not request a hearing within the time and in the manner herein above set forth, the applicant or member shall be deemed to have waived the right to such hearing and to have accepted the action involved and such action shall thereupon become effective immediately upon final Board action.

Section 2. Grounds for Hearing:

No matter or action other than those hereafter enumerated in this section shall constitute grounds for a hearing:

- (1) Denial of initial appointment;
- (2) Denial of reappointment;
- (3) Revocation of appointment;
- (4) Denial of requested initial clinical privileges;
- (5) Denial of requested increased clinical privileges;
- (6) Reduction of clinical privileges;
- (7) Revocation of clinical privileges;
- (8) Imposition of a mandatory concurring consultation requirement;
- (9) Suspension of clinical privileges other than a precautionary summary suspension;
- (10) Denial of reinstatement from leave of absence

Section 3. Time and Place for Hearing:

The President shall schedule the hearing. The hearing shall commence as soon as practicable. In the event the hearing cannot commence within one hundred twenty (120) days following the receipt of hearing request, the person shall be advised in writing of the reason for the delay.

Section 4. Notice of Hearing and Witness Lists:

- (a) The President shall give at least thirty (30) days notice of the date, time and place of the hearing to the person who requested the hearing.

- (b) As a part of, or together with, the notice of hearing, the Executive Committee shall state in writing, in concise language, the acts or omissions with which the medical staff member is charged, a list of the charts, if any, in question, the recommended course of action that is being challenged by this request for hearing, or the reasons for the denial of the request of the applicant or medical staff member (to the extent this information has not been furnished with the Notice of Recommendation), and a list of the names and addresses of the individuals, so far as is then reasonably known, who will give testimony or evidence in support of its recommendation at the hearing. The names and addresses of additional witnesses shall be provided as soon as procured.
- (c) The Executive Committee may, by notice, request the person who requested the hearing to provide a list of witnesses. The person requesting the hearing shall provide a written list of the names and addresses of the individuals, so far as is then reasonably known, who will give testimony or evidence in support of that person within ten (10) days of such request, and shall provide the names and addresses of additional witnesses as soon as procured.

Section 5. Hearing Panel or Hearing Officer:

- (a) When a hearing is requested, the President, acting for the Board and after considering the recommendations of the Chief of Staff, shall appoint a Hearing Panel which shall be composed of not less than three (3) members. The Panel shall be composed of members of the medical staff who shall not have actively participated in the consideration of the matter involved at any previous level or of physicians or laymen not connected with the hospital. Such appointment shall include designation of the chairman. Knowledge of the matter involved shall not preclude a member of the medical staff from serving as a member of the Hearing Panel. No person who is in direct economic competition with the person requesting the hearing shall be appointed to the Hearing Panel.
- (b) In lieu of a hearing panel, the President may appoint a Hearing Officer to conduct the hearing. The Hearing Officer shall be a member of the Medical Staff who has not actively participated in the consideration of the matter at any previous level, or a physician or layperson not connected with the hospital. No person who is in direct economic competition with the person requesting the hearing shall be appointed as a Hearing Officer.
- (c) If a Hearing Officer is appointed to conduct the hearing pursuant to paragraph (b) above, the references in this Article IX to the Hearing Panel shall be deemed to refer to the Hearing Officer.

Section 6. Failure to Appear:

Failure without good cause of the person requesting the hearing to appear and proceed at such a hearing, shall be deemed to constitute voluntary acceptance of the recommendations or actions pending, which shall then become final and effective immediately.

Section 7. Postponements and Extensions:

Postponements and extensions of time beyond the times expressly permitted herein may be requested by anyone but shall be permitted by the Hearing Panel or its chairman acting upon its behalf only on a showing of good cause.

Section 8. Recommendation of the Hearing Panel:

Within twenty (20) days after final adjournment of the hearing, the Hearing Panel shall render a recommendation and report, which shall be delivered to the Board. The recommendation and report of the Hearing Panel shall contain a concise statement of the reasons justifying the recommendation made. At the same time, a copy of the recommendation and report shall be delivered by registered mail to the person who requested the hearing and to the Executive Committee.

The Executive Committee shall have the opportunity to comment on the Hearing Panel's report. Such comments shall be in writing and sent directly to the Board. A copy of such comments shall be provided to the person who requested the hearing.

Section 9. The Appeal:

The recommendation of the Hearing Panel shall be considered final, subject only to the right of appeal as provided in Part D hereof and the approval of the Board.

PART C: HEARING PROCEDURE

Section 1. Personal Presence Mandatory:

Under no circumstances shall the hearing be conducted without the personal presence of the person requesting the hearing, unless he or she has waived such appearance or without good cause has failed to appear after appropriate notice.

Section 2. Representation:

The person requesting the hearing shall be entitled to be represented at the hearing by a physician licensed to practice in the State of Florida, an attorney, or other person of his or her choice, to examine witnesses and present his or her case. The person requesting the hearing shall inform the President in writing of his or her choice. The Executive Committee, or the President, whichever is appropriate, shall appoint a representative from the medical staff to present its recommendations and to examine witnesses. If the person requesting the hearing uses an attorney to present his or her case, the other side may do likewise. The hearing provided for in these bylaws is for the purpose of intraprofessional and internal hospital resolution of matters bearing on conduct or professional competence. Accordingly, it is desired that neither the person requesting the hearing, the Executive Committee, nor the Board shall normally be represented in any phase of the hearing procedure by an attorney-at-law.

Section 3. The Presiding Officer:

- (a) If a Hearing Officer has been appointed, the Hearing Officer shall be the presiding officer at the hearing.
- (b) If a Hearing Panel has been appointed, the chairman of the Hearing Panel shall be the presiding officer, or the President may appoint an attorney (who may be legal counsel to the hospital) as presiding officer. An attorney who is the presiding officer may participate in the private deliberations of the Hearing Panel and be a legal advisor to it, but may not vote and may not act as prosecuting officer or advocate in the hearing.
- (c) The presiding officer shall act to insure that all participants in the hearing have a reasonable opportunity to be heard and to present all oral and documentary evidence, and that decorum is maintained throughout the hearing. The presiding officer shall be entitled to determine the order of procedure throughout the hearing. The presiding officer shall have the authority and discretion, to make rulings on all questions which pertain to matters of procedure and to the responsibility of evidence, upon which the presiding officer may be advised by legal counsel to the hospital.

Section 4. Record of Hearing:

A record shall be made of the hearing by one of the following methods: a court reporter present to make a record of the hearing, a recording, or minutes of the proceedings. The cost of such court reporter, if used, shall be borne by the hospital. The person requesting the hearing shall be entitled to a copy of the record upon payment of any reasonable charges associated with the preparation thereof. The Hearing Panel may, but shall not be required to, order that oral evidence shall be taken only by oath or affirmation administered by any person designated by such body and entitled to notarize documents in this State.

Section 5. Rights of Both Sides:

At a hearing, both sides have the following rights: to call and examine witnesses, to introduce exhibits, to cross-examine any witness on any matter relevant to the issues and to rebut any evidence. If the person requesting the hearing does not testify in his or her own behalf, he or she may be called and examined as if under cross-examination.

Section 6. Admissibility of Evidence:

The hearing shall not be conducted according to rules of law relating to the examination of witnesses or presentation of evidence. Any evidence determined by the presiding officer to be relevant shall be admitted, regardless of the admissibility of such evidence in a court of law. Each party shall have the right to submit a memorandum of points and authorities, or other written statement in support of its position, and the Hearing Panel may request such a memorandum to be filed following the close of the hearing. The Hearing Panel may interrogate the witnesses or call additional witnesses if it deems it appropriate.

Section 7. Official Notice:

The presiding officer shall have the discretion to take official notice of any matters, either technical or scientific, relating to the issues under consideration which could have been judicially noticed by the courts of this State. Participants in the hearing shall be informed of the matters to be officially noticed and they shall be noted in the record of hearing. The person requesting the hearing shall have the opportunity to request that a matter be officially noticed or to refute the noticed matter by evidence or by written or oral presentation of authority. Reasonable additional time shall be granted, if requested, to present written rebuttal of any evidence admitted on official notice.

Section 8. Basis of Recommendation:

The recommendation of the Hearing Panel shall be based on the evidence produced at the hearing. This evidence may consist of the following:

- (a) Oral testimony of witnesses;
- (b) Memorandum of points and authorities presented in connection with hearing;
- (c) Any material contained in the hospital's files regarding the person who requested the hearing so long as this material has been admitted into evidence at the hearing and the person who requested the hearing had the opportunity to comment on and, by other evidence, refute it;
- (d) Any and all applications, references and accompanying documents;
- (e) All officially noticed matters; and,
- (f) Any other admissible evidence.

Section 9. Burden of Proof:

- (a) It shall be incumbent on the person who requested the hearing initially to come forward with evidence in support of his or her position.
- (b) After all the evidence has been submitted by both sides, the Hearing Panel shall recommend against the person who requested the hearing unless it finds that said person has proved that the recommendation of the Executive Committee was unreasonable, not sustained by evidence, or otherwise unfounded.

Section 10. Adjournment and Conclusion:

The Presiding Office may adjourn the hearing and reconvene the same at the convenience of the participants without special notice. Upon conclusion of the presentation of oral and written evidence, the hearing shall be closed. The Hearing Panel shall thereupon, outside of the presence of any other person except the Presiding Officer if any, conduct its deliberations and render a recommendation and report.

PART D: APPEAL TO THE BOARD

Section 1 Time for the Appeal:

Within fifteen (15) days after the affected applicant or medical staff member is notified of either (a) a recommendation adverse to him or her made by the Hearing Panel or (b) an action by the Board which reverses a favorable recommendation of the Executive Committee or Hearing Panel, the applicant or member may request an appellate review by the Board. Should the recommendation of the Hearing Panel or action by the Board be contra to the recommendation of the Executive Committee such committee may request an appellate review by the Board within fifteen (15) days after notification. Said written request shall be delivered to the President either in person, or by certified or registered mail. If such appellate review is not requested within fifteen (15) days as provided above, both sides shall be deemed to have accepted the recommendation involved and it shall thereupon become final and shall be effective upon final Board approval. The written request of appeal shall also include a brief statement as to the reasons for appeal.

Section 2. Grounds for Appeal:

The only grounds for appeal from the hearing shall be:

- (a) Substantial failure to comply with the hospital or medical staff bylaws in the conduct of hearings and decisions upon hearings so as to deny due process or a fair hearing; or
- (b) Action taken arbitrarily, capriciously or with prejudice; or,
- (c) The recommendation of the Hearing Panel, or Board action, was not supported by the evidence.

Section 3. Time, Place and Notice:

In the event of any appeal to the Board as set forth in the preceding section, the President, on behalf of the Board, shall schedule and arrange for an appellate review. The President shall cause the applicant or member to be given notice of the time, place and date of the appellate review. The date of appellate review shall be not less than thirty (30) days, nor more than ninety (90) days from the date of receipt of the request for appellate review; provided, however, that when a request for appellate review is from a member who is under a suspension then in effect, the appellate review shall be held as soon as the arrangements may reasonably be made and not more than thirty (30) days from the date of receipt of the request for appellate review. The time for appellate review may be extended by the Chairman of the Board or designee for good cause.

Section 4. Nature of Appellate Review:

The President, after considering the recommendations of the Chairman of the Board, shall appoint a Review Panel composed of not less than three (3) persons, either Board members, reputable persons outside the hospital, or a combination of the two, none of whom are in direct economic competition with the applicant or member, to consider all records providing that basis upon which the recommendation before it was made.

The Review Panel may, in its discretion, accept additional oral or written evidence subject to the same rights of cross-examination or confrontation provided at the hearing. Each party shall have the right to present a written statement in support of the position on appeal, and in its sole discretion, the Review Panel may allow each party or its representative to appear personally and make oral argument. The Review Panel shall recommend final action to the Board.

Section 5. Final Decision of the Board:

At its next meeting after receipt of the recommendation of the Review Panel, such recommendation to be served not later than twenty (20) days after the conclusion of the proceedings before the Review Panel, the Board shall render a decision in writing. The Board may affirm, modify, or reverse the recommendation of the Review Panel or, in its discretion, may refer the matter for further review and recommendation. The Board's decision shall include a statement of the basis for the decision. Copies thereof shall be delivered to the applicant or member of the medical staff and to the Executive Committee in person, or by certified or registered mail.

Section 6. Further Review:

Except where the matter is referred for further action and recommendation, the final decision of the Board following the appeal shall be effective immediately and shall not be subject to further review. If the matter is referred for further action and recommendation, such recommendations shall be promptly made to the Board in accordance with the instructions given by the Board no later than the next meeting of the Board. Thereafter the Board shall render a final decision, including a statement of the basis for the decision, and shall deliver copies thereof to the applicant or medical staff member and the Executive Committee in person or by certified or registered mail.

Section 7. Right to One Appeal Only:

No applicant or member shall be entitled as a matter of right to more than one (1) appellate review on any single matter which may be the subject of an appeal, without regard to whether such subject is the result of action by the Executive Committee, or the Board, or recommendation of a Hearing Panel, or a combination of acts of such bodies. However, nothing herein shall restrict the right of an applicant to reapply for membership on the medical staff or restrict the right of a member of the medical staff to apply for an increase in clinical privileges after the expiration of two (2) years from the date of such denial of application unless the Board provides otherwise in the formal written denial.

ARTICLE X

CONFLICT OF INTEREST

PART A: MEMBER PARTICIPATING IN CREDENTIALING, PEER REVIEW AND MEDICAL STAFF FUNCTIONS

1. In any instance where an officer, or department or committee chairperson, or member of any Medical Staff committee has or reasonably could be perceived to have a conflict of interest or to be biased in any matter involving another Medical Staff applicant or member that comes before such individual or committee, such individual or member may be asked to refrain from participation in the discussion or voting on the matter, and may be excused from any meeting during that time, although that individual or committee member may be asked, and may answer, any questions concerning the matter before leaving. The existence of a potential conflict of interest or bias on the part of any committee member may be called to the attention of the chairperson by any committee member with knowledge of the matter.
2. A department chairperson shall have a duty to delegate review of applications for appointment, reappointment or clinical privileges, or questions that may arise to a vice chairperson or other member of the department, if the chairperson has a conflict of interest with the individual under review, or could be reasonably perceived to be biased.
3. In appointing members of the medical staff to an investigation committee, hearing panel or other ad hoc committee formed for the purpose of reviewing a particular member or applicant the individual or body making the appointment shall ask potential appointees to disclose conflicts of interest (potential and/or actual) which shall be considered in making the appointment. Conflicts of Interest shall be avoided whenever possible.

PART B: ORLANDO HEALTH CONFLICT OF INTEREST POLICY #5706-0329

1. Members who are subject to the Orlando Health Conflict of Interest Policy #5706-0329 must abide by such policy.

ARTICLE XI

RULES AND REGULATIONS OF THE MEDICAL STAFF

Section 1. Rules and Regulations

The Medical Executive Committee, with the approval of the Board, shall adopt rules and regulations as may be necessary to implement more specifically the general principles of conduct found in these bylaws. Rules and regulations shall set standards of practice that are to be required of each medical staff member in the hospital, and shall act as an aid to evaluating performance under, and compliance with, these standards. Rules and regulations shall have the same force and effect as the bylaws.

Section 2. Procedures for Adoption and Amendment of Rules and Regulations

- (a) Adoption and Amendment of the rules and regulations may be recommended to the Board by the Medical Executive Committee after a majority vote, provided that the proposed adoption or amendment of any rule or regulation shall first be distributed to the members of the medical staff for review and comment.
 - (1) A rule or regulation, or amendment thereto, proposed by the Medical Executive Committee, shall be distributed to the members of the medical staff by mail, facsimile transmission, email, or posting on the medical staff pages of the hospital website at least fourteen (14) days prior to the Medical Executive Committee vote, together with instructions on how interested members may communicate comments.
 - (2) All comments shall be summarized and provided to the Medical Executive Committee prior to Medical Executive Committee action on the proposed rule, regulation, or amendment thereto.
- (b) Rules and regulations, and amendments thereto, may also be proposed to the Board by the medical staff by majority vote of the Active, Senior and Senior Affiliate staff members voting.
 - (1) Proposed rules and regulations and amendments thereto may be brought before the Active, Senior and Senior Affiliate members of the medical staff by petition signed by at least fifty (50) of such members.
 - (2) Before any such proposed rule or regulation or amendment thereto is voted on by the Active, Senior and Senior Affiliate members of the medical staff, it shall first be submitted to the Medical Executive Committee at the next meeting of the Medical Executive Committee for review and comment.
 - (3) The Medical Executive Committee's recommendation with respect to the proposed rule and regulation or amendment shall accompany the ballot, which may be paper or electronic.
- (c) In the event of a conflict between the Medical Executive Committee and the Active, Senior and Senior Affiliate medical staff members regarding the adoption of any rule and regulation, or any amendment thereto, the matter may be submitted to the conflict management process in Article XIII.
- (e) Following approval by the Medical Executive Committee or the Active, Senior and Senior Affiliate members of the medical staff as described above, a proposed rule, regulation, or amendment thereto, shall be forwarded to the Board. The Medical Executive Committee shall forward to the Board its comments on any rule and regulation or amendment approved by the Active, Senior and Senior Affiliate members of the medical staff. Rules and regulations and amendments thereto shall become effective when approved by the Board.

Section 3. Procedure for Urgent Amendment of Rules and Regulations

In the event of a documented need for an urgent amendment to rules and regulations necessary to comply with a federal, state, or local law or regulation, the Medical Executive Committee is authorized to provisionally adopt an urgent amendment and forward it to the Board for approval and immediate implementation, without prior notification of the medical staff. In such event, the medical staff shall immediately be notified of the provisionally-adopted and approved amendment and shall have the opportunity for retrospective review of and comment on the provisional amendment. If there is no conflict between the Medical Executive Committee and the Active, Senior and Senior Affiliate members of the medical staff, the amendment stands. If there is conflict over the provisional amendment, as indicated by a petition signed by at least fifty (50) Active, Senior and Senior Affiliate members of the medical staff, the Conflict Management Process in Article XIII shall be implemented.

Section 4. Technical Amendments:

The Medical Executive Committee shall have the power to adopt technical amendments to the rules and regulations without following the process outlined in Article XI, Section 2 above. Technical amendments are amendments that, in the Committee's judgment, are technical or legal modifications or clarifications; reorganization or renumbering; or amendments needed because of punctuation, spelling, or other errors of grammar or expression.

Section 5. Notification Regarding Rules and Regulations

Notification of adoption of rules and regulations and amendments thereto shall be distributed to the medical staff by posting on the medical staff pages of the hospital website, publication in the medical staff newsletter or other means of notification, including but not limited to, mail, facsimile transmission, or e-mail.

ARTICLE XII

POLICIES AND PROCEDURES OF THE MEDICAL STAFF

Section 1. Policies and Procedures

The Medical Executive Committee, with the approval of the Board, shall adopt policies and procedures that further define the general policies contained in these Bylaws.

Policies and procedures shall have the same force and effect as the Bylaws.

Section 2. Procedure for Adopting Policies and Procedures

- (a) The Medical Executive Committee may recommend the adoption or amendment of policies and procedures to the Board after a majority vote.
- (b) Policies and procedures, and amendments thereto, may also be proposed to the Board by the medical staff by majority vote of the Active, Senior and Senior Affiliate members of the medical staff voting.
 - (1) Proposed policies and procedures and amendments may be brought before the Active, Senior and Senior Affiliate members of the medical staff by petition signed by at least fifty (50) such members.
 - (2) Before any such proposed policy and procedure or amendment is voted on by the Active, Senior and Senior Affiliate members of the medical staff, it shall first be submitted to the Medical Executive Committee at the next meeting of the Medical Executive Committee for review and comment.
 - (3) The Medical Executive Committee's recommendation with respect to the proposed policy and procedure or amendment may accompany the ballot, which shall be paper or electronic.
- (c) In the event of a conflict between the Medical Executive Committee and the Active, Senior and Senior Affiliate medical staff members regarding the adoption of any policy and procedure, or any amendment thereto, the matter may be submitted to the conflict management process in Article XIII.
- (d) Following approval by the Medical Executive Committee or the Active, Senior and Senior Affiliate members of the medical staff as described above, a proposed policy and procedure, or amendment thereto, shall be forwarded to the Board. The Medical Executive Committee shall forward to the Board its comments on any policy and procedure or amendment approved by the Active, Senior and Senior Affiliate members of the medical staff. Policies and procedures, and amendments thereto shall become effective when approved by the Board.

Section 3. Notification Regarding Policies and Procedures

Notification of adoption of policies and procedures and amendments thereto shall be distributed to the medical staff by posting on the medical staff pages of the hospital website, publication in the medical staff newsletter or other means of notification, including but not limited to, mail, facsimile transmission, or e-mail.

ARTICLE XIII

CONFLICT MANAGEMENT PROCESS

- (1) In the event of a conflict between the Medical Executive Committee and the medical staff regarding the adoption or amendment of any rule and regulation or policy and procedure, upon a petition signed by fifty (50) Active, Senior and Senior Affiliate members of the medical staff, the matter shall be submitted to the following conflict resolution process.
 - (a) A Conflict Resolution Committee shall be formed consisting of up to five (5) representatives of the Active, Senior and Senior Affiliate members of the medical staff designated by the members of the medical staff submitting the petition, and an equal number of representatives of the Medical Executive Committee appointed by the Chief of Staff or designee. The President/CEO or designee shall be an ex-officio non-voting member of the Conflict Resolution Committee.
 - (b) The members of the Conflict Resolution Committee shall gather information regarding the conflict, meet to discuss the disputed matter, and work in good faith to resolve the differences between the parties in a manner consistent with protecting safety and quality.
 - (c) Any recommendation which is approved by a majority of the petitioners' representatives and a majority of the representatives of the Medical Executive Committee shall be submitted to the Board for consideration and is subject to final approval by the Board. If agreement cannot be reached by a majority of the petitioners' representatives and a majority of the representatives of the Medical Executive Committee, the members of the Conflict Resolution Committee shall report to the Board regarding the unresolved differences for consideration by the Board in making its final decisions regarding the matter in dispute.
 - (d) If deemed appropriate by the Chief of Staff and the President/CEO, an outside mediator or facilitator may be engaged to assist with the resolution of any disputed issue.
 - (e) This process is intended to be a mechanism for internal, intra-professional resolution of conflicts; therefore, neither party shall be represented by an attorney in this process.
- (2) Nothing in the foregoing is intended to prevent medical staff members from communicating with the Board on a rule, regulation, or policy, or amendment thereto, adopted by the Active, Senior and Senior Affiliate members of the medical staff or the Medical Executive Committee in accordance with any mechanism established by the Board for such communications.

ARTICLE XIV
AMENDMENTS

Section 1. Medical Executive Committee Procedure:

All proposed amendments of these bylaws whether initiated by the Medical Executive Committee, another committee, or by an Active, Senior or Senior Affiliate member of the medical staff shall, as a matter of procedure, be referred to the Medical Executive Committee. All proposed amendments approved by the Medical Executive Committee shall be submitted to Active, Senior and Senior Affiliate members of the medical staff for approval in accordance with the procedure in Section 3 below. If the Medical Executive Committee does not approve a proposed amendment, it shall so notify the committee or individual that proposed the amendment.

Section 2. Petition:

If the Medical Executive Committee does not approve a proposed amendment that has been referred to it, any Active, Senior, or Senior Affiliate staff member may cause such proposed amendment to be presented to the Active Senior, and Senior Affiliate staff for a vote by obtaining the signatures of fifty (50) members of the Active, Senior and Senior Affiliate staff on a petition and submitting the petition to the Medical Executive Committee. Upon receipt of such a petition, the Medical Executive Committee shall cause the proposed amendment to be presented to the Active, Senior and Senior Affiliate staff members for vote in accordance with the procedure in Section 3 below.

Section 3. Procedure for Vote:

Proposed amendments may be submitted to the Active, Senior and Senior Affiliate members of the medical staff for vote by paper or electronic ballot according to such procedures as are approved by the Medical Executive Committee. The Medical Executive Committee's recommendation with respect to the proposed amendment shall accompany the ballot. Proposed amendments may also be voted on at any meeting of the medical staff, provided that the proposed amendment has been distributed to the voting members of the medical staff at least fourteen (14) days in advance of such meeting by mail, facsimile transmission, email, or posting on the medical staff pages of the hospital website. To be adopted, an amendment shall require a majority vote of the Active, Senior and Senior Affiliate members voting.

Section 4. Technical Amendments:

The Medical Executive Committee shall have the power to adopt such amendments to the bylaws as are, in the Committee's judgment, technical or legal modifications or clarifications; reorganization or renumbering; or amendments needed because of punctuation, spelling, or other errors of grammar or expression.

Section 5. Board Approval:

Amendments shall be effective when approved by the Board.

Section 6. Regular Review:

A special committee of the medical staff shall be appointed by the Chief of Staff to review these bylaws at least every five (5) years.