

**MEDICAL STAFF BYLAWS, POLICIES, AND
RULES AND REGULATIONS**

**METHODIST LE BONHEUR
HEALTHCARE
MEDICAL STAFF BYLAWS**

*Adopted by the Medical Staff: June 4, 2021
Approved by the Board: June 24, 2021
Last Revised: December 14, 2022*

TABLE OF CONTENTS

	<u>PAGE</u>
1. GENERAL.....	1
1.A. DEFINITIONS.....	1
1.B. DELEGATION OF FUNCTIONS	1
1.C. SUBSTANTIAL COMPLIANCE	1
2. CATEGORIES OF THE MEDICAL STAFF.....	2
2.A. APPOINTMENT TO THE MEDICAL STAFF	2
2.B. ACTIVE STAFF.....	2
2.B.1. Qualifications.....	2
2.B.2. Prerogatives.....	3
2.B.3. Responsibilities	3
2.C. ACTIVE AMBULATORY STAFF.....	4
2.C.1. Qualifications.....	4
2.C.2. Prerogatives.....	4
2.D. COURTESY STAFF	5
2.D.1. Qualifications.....	5
2.D.2. Prerogatives and Responsibilities	6
2.E. AFFILIATE STAFF	6
2.E.1. Qualifications.....	6
2.E.2. Prerogatives and Responsibilities	7
2.F. COVERAGE STAFF.....	8
2.F.1. Qualifications.....	8
2.F.2. Prerogatives and Responsibilities	8

	<u>PAGE</u>
2.G. HONORARY EMERITUS STAFF	9
2.G.1. Qualifications	9
2.G.2. Prerogatives and Responsibilities	9
3. OFFICERS	10
3.A. DESIGNATION AND TERMS OF OFFICE.....	10
3.B. ELIGIBILITY CRITERIA.....	10
3.C. DUTIES	11
3.C.1. Medical Staff President.....	11
3.C.2. Medical Staff President-Elect	12
3.C.3. Medical Staff Chief of Staff.....	12
3.C.4. Medical Staff Vice Chief of Staff	13
3.C.5. Medical Staff Representative to the Board	13
3.C.6. Facility Associate Chiefs of Staff	13
3.C.7. Facility Associate Chiefs of Staff-Elect.....	14
3.D. NOMINATIONS	14
3.E. ELECTION	15
3.F. REMOVAL.....	15
3.G. VACANCIES.....	16
4. CLINICAL DEPARTMENTS.....	17
4.A. ORGANIZATION	17
4.B. ASSIGNMENT TO DEPARTMENTS	17
4.C. FUNCTIONS OF DEPARTMENTS.....	17
4.D. QUALIFICATIONS OF DEPARTMENT CHAIRS AND VICE CHAIRS.....	17
4.E. APPOINTMENT AND REMOVAL OF DEPARTMENT CHAIRS AND VICE CHAIRS	17

	<u>PAGE</u>
4.F. DUTIES OF DEPARTMENT CHAIRS.....	18
4.G. DUTIES OF VICE CHAIRS	19
5. MEDICAL STAFF COMMITTEES AND PERFORMANCE IMPROVEMENT FUNCTIONS.....	20
5.A. MEDICAL STAFF COMMITTEES AND FUNCTIONS	20
5.B. APPOINTMENT OF COMMITTEE CHAIRS AND MEMBERS.....	20
5.C. MEDICAL EXECUTIVE COMMITTEE	20
5.D. PERFORMANCE IMPROVEMENT FUNCTIONS	23
5.E. CREATION OF STANDING COMMITTEES.....	24
5.F. SPECIAL COMMITTEES	24
6. MEETINGS.....	25
6.A. MEDICAL STAFF YEAR	25
6.B. MEDICAL STAFF MEETINGS	25
6.B.1. Regular Meetings.....	25
6.B.2. Special Meetings.....	25
6.C. DEPARTMENT AND COMMITTEE MEETINGS	25
6.C.1. Regular Meetings	25
6.C.2. Special Meetings.....	25
6.D. PROVISIONS COMMON TO ALL MEETINGS	25
6.D.1. Notice of Meetings.....	25
6.D.2. Quorum and Voting	26
6.D.3. Agenda	27
6.D.4. Rules of Order.....	27
6.D.5. Minutes, Reports, and Recommendations	27
6.D.6. Confidentiality	27
6.D.7. Attendance Requirements	28

	<u>PAGE</u>
7. LEGAL PROTECTIONS FOR PRACTITIONERS PERFORMING MEDICAL STAFF FUNCTIONS	29
8. AMENDMENTS	30
8.A. MEDICAL STAFF BYLAWS	30
8.B. OTHER MEDICAL STAFF DOCUMENTS	30
8.C. UNIFIED MEDICAL STAFF PROVISIONS.....	31
8.C.1. Unified Medical Staff Structure.....	31
8.C.2. Opt-Out Procedures	32
9. ADOPTION	33
 APPENDIX A: MEDICAL STAFF CATEGORIES SUMMARY	
 APPENDIX B: HISTORY AND PHYSICAL EXAMINATIONS	

ARTICLE 1

GENERAL

1.A. DEFINITIONS

Unless otherwise indicated, the definitions that apply to terms used in these Bylaws are set forth in the Medical Staff Glossary.

1.B. DELEGATION OF FUNCTIONS

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

1.C. SUBSTANTIAL COMPLIANCE

While every effort will be made to comply with all provisions of these Bylaws, substantial compliance is required. Technical or minor deviations from the procedures set forth within these Bylaws do not invalidate any review or action taken.

ARTICLE 2

CATEGORIES OF THE MEDICAL STAFF

2.A. APPOINTMENT TO THE MEDICAL STAFF

- (1) Only those individuals who satisfy the qualifications and conditions for Appointment to the Medical Staff contained in the Credentials Policy are eligible to apply for Appointment to one of the categories listed below. The qualifications for appointment to the specific categories are outlined in each staff category. All categories, with the respective rights and obligations of each, are summarized in the chart attached as Appendix A to these Bylaws.
- (2) All new applicants will designate a Primary Facility. Individuals who intend to be active at more than one Facility must still designate one Facility as primary. The purpose of the Primary Facility designation is simply to clarify a member's Medical Staff prerogatives and responsibilities. Specifically, members will be expected to vote and fulfill emergency service and other patient care obligations at their Primary Facility.
- (3) All initial Appointments shall be considered provisional for a period of one year in order to assess each individual's participation in, and compliance with, citizenship expectations of the Medical Staff. During this time period, regardless of the staff category to which such individuals have been Appointed, they may not vote in general or special meetings of the Medical Staff, or in department or committee meetings.

2.B. ACTIVE STAFF

2.B.1. Qualifications:

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

- (a) are involved in at least 50 patient encounters per two-year Appointment term; and
- (b) have expressed a willingness to contribute to Medical Staff functions and/or demonstrated a commitment to the Medical Staff and Hospital through service on committees and/or active participation in performance improvement or professional practice evaluation functions.

Guidelines:

Unless an Active Staff member can definitively demonstrate to the satisfaction of the Credentials Committee at the time of Reappointment that his or her practice patterns have changed and that he/she will satisfy the activity requirements of this category:

- * Any member who has fewer than 50 patient encounters during his or her two-year Appointment term shall not be eligible to request Active Staff status at the time of his or her Reappointment.
- ** The member will be transferred to another staff category that best reflects his or her relationship to the Medical Staff and the Hospital (options – Active Ambulatory, Courtesy, Affiliate, or Coverage).

2.B.2. Prerogatives:

Active Staff members may:

- (a) admit patients without limitation, except as otherwise provided in their specific delineation of clinical privileges, the Bylaws or Bylaws-related documents, or as limited by the Board;
- (b) vote in all general and special meetings of the Medical Staff and applicable department and committee meetings;
- (c) hold office, serve as Department Chairs, serve on Medical Staff committees, and serve as chairs of committees; and
- (d) exercise such clinical privileges as are granted to them.

2.B.3. Responsibilities:

- (a) Active Staff members must assume all the responsibilities of membership on the Active Staff, including:
 - (1) serving on committees, as requested;
 - (2) providing specialty coverage for the Emergency Department and accepting referrals from the Emergency Department for follow-up care of patients treated in the Emergency Department;
 - (3) providing care for unassigned patients;
 - (4) participating in the evaluation of new members of the Medical Staff;
 - (5) participating in the professional practice evaluation and performance improvement processes (including constructive participation in the development of clinical practice protocols and guidelines pertinent to their medical specialties);
 - (6) accepting inpatient consultations, when requested; and

- (7) performing assigned duties.
- (b) Members of the Active Staff who have served on the Active Staff for at least 10 years and who are 60 years of age or older may request removal from responsibility for providing specialty coverage in the Emergency Department. The Department Chair shall recommend to the MEC whether to grant these requests based on need and the effect on others who serve on the call roster for that specialty. The MEC's recommendation shall be subject to final action by the Board. Any such request that is granted by the Board is subject to change if the MEC determines that there are insufficient Active Staff members in a particular specialty area to perform these responsibilities.

2.C. ACTIVE AMBULATORY STAFF

2.C.1. Qualifications:

The Active Ambulatory Staff consists of those physicians, dentists, and oral surgeons who:

- (a) are professionally based in one or more of the communities served by the System;
- (b) are employed or contracted by the System or an affiliate of the System to provide professional services in one or more System provider-based clinics; and
- (c) agree that their Medical Staff Appointment and clinical privileges will be automatically relinquished, with no right to a hearing or appeal, if their employment or contractual relationship with the relevant System provider-based clinic ends for any reason.

2.C.2. Responsibilities and Prerogatives:

Active Ambulatory Staff members:

- (a) shall be granted appropriate office-based outpatient clinical privileges in the provider-based clinic where they are practicing, which shall not include the ability to: admit patients, attend inpatients, exercise inpatient clinical privileges, write inpatient orders or progress notes, perform inpatient consultations, assist in surgery, or otherwise participate in the provision or management of clinical care to inpatients at the Hospital;
- (b) may vote in all general and special meetings of the Medical Staff and applicable department and committee meetings;
- (c) may hold office, serve as Department Chairs, serve on Medical Staff committees, and serve as chairs of committees;

- (d) may attend educational activities sponsored by the Medical Staff and the Hospital;
- (e) may refer patients to members of the Active Staff for admission and/or inpatient care;
- (f) are encouraged to communicate with hospitalists and/or Active Staff members about the care of any patients referred for inpatient care;
- (g) shall actively participate in the peer review and performance improvement process; and
- (h) may refer patients to the Hospital's diagnostic facilities.

2.D. COURTESY STAFF

2.D.1. Qualifications:

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

- (a) are involved in at least four, but fewer than 50, patient encounters per two-year Appointment term; and
- (b) at each Reappointment time, provide such quality data and other information as may be requested to assist in an appropriate assessment of current clinical competence and overall qualifications for Appointment and clinical privileges (including, but not limited to, information from another hospital, information from the individual's office practice, information from insurers or managed care organizations in which the individual participates, and/or receipt of confidential evaluation forms completed by referring/referred to physicians).

Guidelines:

Unless a Courtesy Staff member can definitively demonstrate to the satisfaction of the Credentials Committee at the time of Reappointment that his or her practice patterns have changed and that he/she will satisfy the activity requirements of this category:

- * Any member who has fewer than four patient encounters during his or her two-year Appointment term will be transferred to another staff category that accurately reflects his or her relationship to the Medical Staff and the Hospital (options – Active Ambulatory, Affiliate, or Coverage).
- ** Any member who has 50 or more patient encounters during his or her two-year Appointment term shall be automatically transferred to Active Staff status at any time upon which it is determined that the number of patient encounters has been exceeded.

2.D.2. Prerogatives and Responsibilities:

Courtesy Staff members:

- (a) may attend and participate in Medical Staff and department meetings (without vote);
- (b) may not hold office or serve as Department Chairs or committee chairs;
- (c) may be invited to serve on committees (with vote);
- (d) are generally excused from providing specialty coverage for the Emergency Department for unassigned patients, but:
 - (1) must assume the care of any of their patients who present to the Emergency Department if requested to do so by an Emergency Department physician or by the specialty on-call physician;
 - (2) must accept referrals from the Emergency Department for follow-up care of their patients treated in the Emergency Department; and
 - (3) will be required to provide specialty coverage if the MEC finds that there are insufficient Active Staff members in a particular specialty area to perform these responsibilities;
- (e) shall cooperate in the professional practice evaluation and performance improvement processes; and
- (f) shall exercise such clinical privileges as are granted to them.

2.E. AFFILIATE STAFF

2.E.1. Qualifications:

The Affiliate Staff consists of those physicians who:

- (a) desire to be associated with, but who do not intend to establish a clinical practice at, this Hospital and meet the eligibility criteria set forth in the Credentials Policy with the exception of those related to the demonstration of current clinical competence necessary for a grant of clinical privileges; and
- (b) maintain a clinical practice in primary care (including internists and family practitioners), dermatology, rheumatology, or other office-based clinical specialty deemed appropriate, in the sole discretion of the MEC, for inclusion in the Affiliate Staff category.

The primary purpose of the Affiliate Staff is to promote professional and educational opportunities, including continuing medical education, and to permit these individuals to access Hospital services for their patients by referral of patients to Active Staff members for admission and care.

2.E.2. Prerogatives and Responsibilities:

Affiliate Staff members:

- (a) may attend meetings of the Medical Staff and applicable departments (without vote);
- (b) may not hold office or serve as Department Chairs or committee chairs;
- (c) shall generally have no staff committee responsibilities, but may be invited to serve on committees (with vote);
- (d) may attend educational activities sponsored by the Medical Staff and the Hospital;
- (e) may refer patients to members of the Active Staff for admission and/or care;
- (f) are encouraged to submit their relevant outpatient records for inclusion in the Hospital's medical records for any patients who are referred;
- (g) are encouraged to communicate directly with Active Staff members about the care of any patients referred, as well as to visit any such patients;
- (h) may review the medical records and test results (via paper or electronic access) for any patients who are referred;
- (i) may perform history and physical examinations in the office and have those reports entered into the Hospital's medical records;
- (j) may not: admit patients, attend patients, exercise inpatient or outpatient clinical privileges, write inpatient orders, perform consultations, assist in surgery, or otherwise participate in the provision or management of clinical care to patients at the Hospital;
- (k) may refer patients to the Hospital's diagnostic facilities and order such tests; and
- (l) may actively participate in the professional practice evaluation and performance improvement processes.

2.F. COVERAGE STAFF

2.F.1. Qualifications:

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

- (a) desire Appointment to the Medical Staff solely for the purpose of being able to provide coverage assistance to Active Staff members who are members of their group practice or coverage group;
- (b) at each Reappointment time, provide such quality data and other information as may be requested to assist in an appropriate assessment of current clinical competence and overall qualifications for Appointment and clinical privileges (including, but not limited to, information from another hospital, information from the individual's office practice, information from managed care organizations in which the individual participates, and/or receipt of confidential evaluation forms completed by referring/referred to physicians);
- (c) are not required to satisfy any defined response time requirements in place at the Hospital, except for those times when they are providing coverage; and
- (d) agree that their Medical Staff Appointment and clinical privileges will be automatically relinquished, with no right to a hearing or appeal, if their coverage arrangement with the Active Staff member(s) terminates for any reason.

2.F.2. Prerogatives and Responsibilities:

Coverage Staff members:

- (a) when providing coverage assistance for an Active Staff member, shall be entitled to admit and/or treat patients who are the responsibility of the Active Staff member who is being covered (i.e., the Active Staff member's own patients or unassigned patients who present through the Emergency Department when the Active Staff member is on call);
- (b) shall assume all Medical Staff functions and responsibilities as may be assigned, including, where appropriate, care for unassigned patients, emergency service care, and consultations when covering for members of their group practice or coverage group;
- (c) shall be entitled to attend Medical Staff and department meetings (without vote);
- (d) may not hold office or serve as Department Chairs or committee chairs; and
- (e) shall generally have no staff committee responsibilities but may be invited to serve on committees (with vote).

2.G. HONORARY EMERITUS STAFF

2.G.1. Qualifications:

- (a) The Honorary Emeritus Staff shall consist of practitioners who have retired from the practice of medicine in this Hospital after serving on the Medical Staff for more than 15 years, who are in good standing, and who have been recommended for Honorary Staff Appointment by the MEC.
- (b) Once an individual is appointed to the Honorary Staff, that status is ongoing. As such, there is no need for the individual to submit a Reappointment application/Reappointment processing.

2.G.2. Prerogatives and Responsibilities:

Honorary Staff members:

- (a) may not consult, admit, or attend to patients;
- (b) may attend Medical Staff and department meetings (with vote);
- (c) may be appointed to committees (with vote);
- (d) are entitled to attend educational programs of the Medical Staff and the Hospital;
and
- (e) may not hold office or serve as Department Chairs or committee chairs.

ARTICLE 3

OFFICERS

3.A. DESIGNATION AND TERMS OF OFFICE

The officers of the Medical Staff shall be as follows:

- (1) Medical Staff President-Elect (one-year term);
- (2) Medical Staff President (one-year term);
- (3) Medical Staff Vice Chief of Staff (one-year term);
- (4) Medical Staff Chief of Staff (one-year term);
- (5) Medical Staff Representative to the Board (one-year term);
- (6) Facility Associate Chief of Staff-Elect (two-year terms); and
- (7) Facility Associate Chief of Staff of each Facility (two-year terms).

3.B. ELIGIBILITY CRITERIA

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

- (1) be appointed in good standing to the Active Staff, and have served on the Active Staff for at least three years;
- (2) for the position of Medical Staff President-Elect, have had at least two years of experience serving as a member of the MEC;
- (3) have no past or pending adverse recommendations concerning Medical Staff Appointment or clinical privileges;
- (4) not presently be serving as a Medical Staff officer, Board member or department chair at any other hospital not affiliated with Methodist Le Bonheur Healthcare and shall not so serve during their term of office;
- (5) be willing to faithfully discharge the duties and responsibilities of the position;

- (6) have experience in a leadership position or other involvement in performance improvement functions at this Hospital;
- (7) complete orientation relating to Medical Staff leadership, credentialing, and/or peer review functions prior to or during the term of the office;
- (8) have demonstrated an ability to work well with others; and
- (9) disclose any financial relationship (i.e., an ownership or investment interest or a compensation arrangement) with an entity that competes with the Hospital or any affiliate. This does not apply to services provided within a practitioner's office and billed under the same provider number used by the practitioner. The Medical Staff Leadership Council shall assess any such conflicts to determine whether they are such that they render the individual ineligible for the position.

3.C. DUTIES

3.C.1. Medical Staff President:

The Medical Staff President shall:

- (a) act in coordination and cooperation with the Administrative Team in matters of mutual concern involving the care of patients in the Hospital;
- (b) represent and communicate the views, policies and needs, and report on the activities, of the Medical Staff to the System CEO, and the Board;
- (c) serve as the spokesperson for the Medical Staff in its external professional and public relations;
- (d) call, preside at, and be responsible for the agenda of all meetings of the Medical Staff and the MEC;
- (e) chair the MEC (with vote, as necessary), serve as a member of the Medical Staff Leadership Council (with vote), a member of the Board and the Quality Committee of the Board ("QCOB"), and be a member of all other Medical Staff committees, *ex officio*, without vote;
- (f) promote adherence to the Bylaws, policies, Rules and Regulations of the Medical Staff and to the policies and procedures of the Hospital;
- (g) perform all functions authorized in all applicable policies, including Initial Mentoring Efforts and Progressive Steps in the Credentials Policy;
- (h) assume all such additional duties as assigned by the System CEO, the Chief of Staff, or MEC; and

- (i) become the Vice Chief of Staff upon completion of his or her term.

3.C.2. Medical Staff President-Elect:

The Medical Staff President-Elect shall:

- (a) assume all duties of the Medical Staff President and act with full authority as Medical Staff President when the Medical Staff President is unavailable;
- (b) serve on the MEC and the Medical Staff Leadership Council, with vote;
- (c) assume all such additional duties as assigned by the Medical Staff President, Chief of Staff, or the MEC;
- (d) perform all functions authorized in all applicable policies, including Initial Mentoring Efforts and Progressive Steps in the Credentials Policy; and
- (e) become Medical Staff President upon completion of his or her term.

3.C.3. Medical Staff Chief of Staff:

The Medical Staff Chief of Staff shall:

- (a) serve on the MEC, the Medical Staff Leadership Council, and the Credentials Committee, with vote, and serve as a member of the Quality Committee of the Board (QCOB);
- (b) be responsible for the overall functioning and operation of the Medical Staff organization, and shall keep or cause to be kept a careful supervision over the clinical work in all Facilities and Departments;
- (c) along with the Facility Associate Chiefs of Staff, represent and communicate the views, policies and needs, and report on the activities of the Medical Staff to the Board and to the President of the pertinent Facility(ies);
- (d) receive, interpret, and promote the enforcement of the Bylaws, policies, Rules and Regulations to the Medical Staff and report to the Board on the performance and maintenance of quality with respect to the Medical Staff's delegated responsibility to provide and ensure quality medical care;
- (e) be a representative of the Medical Staff on the Board;
- (f) assume all such additional duties as assigned by the Medical Staff President or the MEC;

- (g) perform all functions authorized in all applicable policies, including Initial Mentoring Efforts and Progressive Steps in the Credentials Policy; and
- (h) become the Medical Staff Representative to the Board upon completion of his or her term.

3.C.4. Medical Staff Vice Chief of Staff:

The Medical Staff Vice Chief of Staff shall:

- (a) assume all duties of the Chief of Staff and act with full authority as Chief of Staff when the Chief of Staff is unavailable;
- (b) serve on the MEC and the Medical Staff Leadership Council, with vote;
- (c) assume all such additional duties as assigned by the Medical Staff President, Chief of Staff, or MEC;
- (d) perform all functions authorized in all applicable policies, including Initial Mentoring Efforts and Progressive Steps in the Credentials Policy; and
- (e) become the Medical Staff Chief of Staff upon completion of his or her term.

3.C.5. Medical Staff Representative to the Board:

The Medical Staff Representative to the Board shall:

- (a) share responsibility for the organization and conduct of the Medical Staff, and in that capacity, consult with the Board on a regular basis throughout his or her term to discuss matters related to the quality of medical care provided to patients of the Facility(ies);
- (b) serve as a member of the MEC, the Medical Staff Leadership Council, the Board, and the Quality Committee of the Board (QCOB), all with vote;
- (c) assume all such additional duties as assigned by the Medical Staff President, Chief of Staff, or MEC; and
- (d) perform all functions authorized in all applicable policies, including Initial Mentoring Efforts and Progressive Steps in the Credentials Policy.

3.C.6. Facility Associate Chiefs of Staff:

Facility Associate Chiefs of Staff shall:

- (a) serve on the MEC, with vote;

- (b) serve and chair the relevant Facility's Senior Leadership Council;
- (c) for Methodist Olive Branch Hospital only, serve as a member of the Board and the Quality Committee of the Board (QCOB);
- (d) chair and oversee any meetings of the relevant Medical Staff Facility;
- (e) serve as liaison between members of the relevant Facility and the MEC;
- (f) serve as liaison between members of the relevant Facility, the Administrative Team, and the non-physician staff members of the Facility, including but not limited to the nursing staff; and
- (g) assume all such additional duties as assigned by the Chief of Staff, MEC, or that are otherwise contemplated by the Bylaws, policies, Rules and Regulations of the Medical Staff.

3.C.7. Facility Associate Chiefs of Staff-Elect:

Facility Associate Chiefs of Staff-Elect shall:

- (a) assume all duties of the Facility Associate Chief of Staff and act with full authority as Facility Associate Chief of Staff when the Facility Associate Chief of Staff is unavailable;
- (b) serve on the MEC, with vote; and
- (c) assume all such additional duties as assigned by the relevant Facility Chief of Staff, MEC, or that are otherwise contemplated by the Bylaws, policies, Rules and Regulations of the Medical Staff.

3.D. NOMINATIONS

- (1) The Medical Staff Leadership Council shall convene at least 45 days prior to the election and shall submit the names of at least one qualified nominee for the office of Medical Staff President-Elect and Facility Associate Chiefs of Staff-Elect. All nominees must meet the eligibility criteria in Section 3.B and agree to serve, if elected. Each individual's willingness to serve will be verified before the individual is included on a ballot as a candidate. Notice of the nominees shall be provided to the Medical Staff at least 21 days prior to the election.
- (2) Additional nominations may also be submitted in writing by petition signed by at least five members of the Active Staff at least 14 days prior to the election. In order for a nomination to be added to the ballot, the candidate must meet the

qualifications in Section 3.B, in the judgment of the Medical Staff Leadership Council, and be willing to serve.

- (3) Nominations from the floor shall not be accepted.

3.E. ELECTION

- (1) Elections shall be held solely by written or electronic ballot returned to Medical Staff Services in the manner as indicated on the ballot at the time it is distributed. Ballots shall be provided to all members of the Active Staff and Active Ambulatory Staff and completed ballots must be received in Medical Staff Services by the date indicated on the ballot. Those who receive a majority of the votes cast shall be elected, subject to Board confirmation, which confirmation shall signify that the individual is entitled to legal protections and indemnification by the Board for acting in a Medical Staff leadership role.
- (2) In the alternative, and in the discretion of the MEC, elections may occur at called meetings of the Medical Staff. Candidates receiving a majority of votes cast at the meeting by those members of the Active Staff and Active Ambulatory Staff present and voting at that meeting shall be elected, subject to Board confirmation, which confirmation shall signify that the individual is entitled to legal protections and indemnification by the Board for acting in a Medical Staff leadership role. If no candidate receives a simple majority vote on the first ballot, a run-off election shall be held promptly between the two candidates receiving the highest number of votes.

3.F. REMOVAL

- (1) Removal of an elected officer may be effectuated by a majority vote of the MEC, majority vote of the Board, or by a two-thirds vote of the members of the Active Staff and Active Ambulatory Staff for:
 - (a) failure to comply with applicable policies, Bylaws, or Rules and Regulations;
 - (b) failure to perform the duties of the position held;
 - (c) conduct detrimental to the interests of the Hospital and/or its Medical Staff; or
 - (d) an infirmity that renders the individual incapable of fulfilling the duties of that office.
- (2) At least 10 days prior to the initiation of any removal action, the individual shall be given written notice of the date of the meeting at which action is to be

considered. The individual shall be afforded an opportunity to speak to the MEC or the Board prior to a vote on removal.

3.G. VACANCIES

- (1) A vacancy in the office of Medical Staff President shall be filled by the Medical Staff President-Elect, who shall serve until the end of the Medical Staff President's unexpired term as well as the term that he or she would have served.
- (2) A vacancy in the office of Medical Staff Chief of Staff shall be filled by the Medical Staff Vice Chief of Staff, who shall serve until the end of the Medical Staff Chief of Staff's unexpired term as well as the term that he or she would have served.
- (3) In the event there is a vacancy in any other office, the Medical Staff Leadership Council shall appoint an individual to fill the office for the remainder of the term or until a special election can be held, at the discretion of the Medical Staff Leadership Council.

ARTICLE 4

CLINICAL DEPARTMENTS

4.A. ORGANIZATION

The Medical Staff shall be organized into departments as determined by the MEC and listed in the Organization Manual. The MEC may create new departments and eliminate departments, or otherwise reorganize the department structure, in accordance with the amendment provisions contained in the Organization Manual.

4.B. ASSIGNMENT TO DEPARTMENTS

- (1) Upon initial Appointment to the Medical Staff, each Medical Staff member shall be assigned to a clinical department. Assignment to a particular department does not preclude a Medical Staff member from seeking and being granted clinical privileges typically associated with another department.
- (2) A Medical Staff member may request a change in department assignment to reflect a change in his or her clinical practice.
- (3) Department assignment may be transferred at the discretion of the MEC.

4.C. FUNCTIONS OF DEPARTMENTS

The departments shall be organized for the purpose of implementing processes (i) to monitor and evaluate the quality and appropriateness of the care of patients served by the departments, (ii) to monitor the practice of all those with clinical privileges in a given department, and (iii) to assure emergency call coverage for all patients.

4.D. QUALIFICATIONS OF DEPARTMENT CHAIRS AND VICE CHAIRS

Each Department Chair and Vice Chair shall satisfy the eligibility criteria in Section 3.B with the exception of having served as a member of the MEC for two years. In addition, Department Chairs and candidates for Department Chair may not also be serving as an Institute Representative to the MEC.

4.E. APPOINTMENT AND REMOVAL OF DEPARTMENT CHAIRS AND VICE CHAIRS

- (1) Except as otherwise provided by contract, Department Chairs shall be elected by the voting members of the Department, subject to MEC approval and confirmation by the Board.

- (2) After obtaining the input of the voting members of the relevant Department(s), the Medical Staff Leadership Council shall identify and nominate qualified individuals for Department Chair. Candidates must meet the qualifications in Section 4.D, unless waived by the MEC, and be willing to serve.
- (3) The election shall be by written or electronic ballot. Ballots may be returned in person, by mail, or by facsimile by the date indicated on the ballot. Those who receive a majority of the votes cast by the voting members of the Department, as relevant, shall be elected to serve as Department Chair, subject to Board confirmation, which confirmation shall signify that the individual is entitled to legal protections and indemnification by the Board for acting in a Medical Staff leadership role. If no one is willing to serve as a Department Chair, the Medical Staff Leadership Council shall appoint an individual, in consultation with the MEC.
- (4) Department Chairs may appoint Vice Chairs as deemed necessary to support the functions of the Department as a whole or to support the functions of a specific Facility, as approved by the MEC.
- (5) Any Department Chair or Vice Chair may be removed by a two-thirds vote of the Department, or by a two-thirds vote of the MEC, after reasonable notice and opportunity to be heard. Grounds for removal shall be:
 - (a) failure to comply with applicable policies, Bylaws, or Rules and Regulations;
 - (b) failure to perform the duties of the position held;
 - (c) conduct detrimental to the interests of the Hospital and/or its Medical Staff; or
 - (d) an infirmity that renders the Medical Staff member incapable of fulfilling the duties of that office.
- (6) Prior to the initiation of any removal action, the Department Chair or Vice Chair shall be given written notice of the date of the meeting at which such action shall be taken at least 10 days prior to the date of the meeting. The individual shall be afforded an opportunity to speak to the department or MEC, as applicable, prior to a vote on such removal being taken.
- (7) Department Chairs and Vice Chairs shall serve two-year terms. Department Chairs may be reelected for one consecutive term and Vice Chairs may be reappointed to serve for one consecutive term.

4.F. DUTIES OF DEPARTMENT CHAIRS

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

- (1) reviewing and reporting on applications for initial Appointment and Clinical Privileges as may be requested;
- (2) reviewing and reporting on applications for Reappointment and renewal of Clinical Privileges as may be requested;
- (3) evaluating individuals who are granted Clinical Privileges in order to confirm competence;
- (4) participating in the development of criteria for Clinical Privileges within the department;
- (5) participating in the evaluation of individuals to assist with Ongoing Professional Practice Evaluation and Focused Professional Practice Evaluation;
- (6) serving as a member of the MEC, providing guidance on the overall medical policies of the Hospital and making specific recommendations and suggestions regarding patient care in the relevant department; and
- (7) performing all functions authorized in all applicable policies, including Initial Mentoring Efforts and Progressive Steps in the Credentials Policy.

4.G. DUTIES OF VICE CHAIRS

Vice Chairs shall carry out the duties requested by Department Chairs which may be specific to the Department as a whole or to a specific Facility. Upon request, these duties may include:

- (1) assisting with the review of applications for initial Appointment, Reappointment, and clinical privileges, including interviewing applicants;
- (2) evaluation of individuals to assist with Ongoing Professional Practice Evaluation and Focused Professional Practice Evaluation;
- (3) participation in the development of criteria for clinical privileges;
- (4) reviewing and reporting on the professional performance of individuals practicing within the Department; and
- (5) serving in the absence of the Department Chair.

ARTICLE 5

MEDICAL STAFF COMMITTEES AND PERFORMANCE IMPROVEMENT FUNCTIONS

5.A. MEDICAL STAFF COMMITTEES AND FUNCTIONS

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

5.B. APPOINTMENT OF COMMITTEE CHAIRS AND MEMBERS

- (1) Unless otherwise indicated, all committee chairs and members shall be appointed by the Medical Staff Leadership Council. Advanced Practice Professionals and Licensed Independent Practitioners may be appointed to serve as voting members of Medical Staff committees. Committee chairs shall be selected based on the criteria set forth in Section 3.B of these Bylaws except that committee members may have been members of the Medical Staff for less than three years and are not required to have served on the MEC for two years. All committee members must signify their willingness to meet basic expectations of committee membership as set forth in Section 3.B of the Organization Manual.
- (2) Committee terms shall be designated by the specific committee. All appointed chairs and members may be removed and vacancies filled by the Medical Staff Leadership Council.
- (3) Unless otherwise indicated, all Hospital and administrative representatives on the committees shall be appointed by the System CEO, in consultation with the CMO, the Medical Staff President, and the Chief of Staff. All such representatives shall serve on the committees, without vote.
- (4) Unless otherwise indicated, the Medical Staff President and the System CEO shall be members, *ex officio*, without vote, on all committees.

5.C. MEDICAL EXECUTIVE COMMITTEE

5.C.1. Composition:

- (a) The MEC shall consist of the following voting members:
 - Medical Staff President;
 - Medical Staff President-Elect;

- Chief of Staff;
 - Vice Chief of Staff;
 - Medical Staff Representative to the Board;
 - Facility Associate Chiefs of Staff;
 - Facility Associate Chiefs of Staff-Elect;
 - Department Chairs;
 - Co-Chairs, Credentials Committee;
 - Co-Chairs, Committee on Professional Enhancement;
 - Chair, Physician Wellbeing Committee;
 - Chair, Pharmacy & Therapeutics Committee;
 - Institute Representative(s) appointed by the Medical Staff Leadership Council in consultation with the Institute Chair, from all formally recognized Institutes to serve two-year terms (and who may be reappointed to serve one additional two-year term). Institute Representatives may not also be or become a Department Chair during their term of service as an Institute Representative on the MEC;
 - One Active Ambulatory Staff member as appointed by the Medical Staff Leadership Council to serve a two-year term (who may be reappointed to serve one additional two-year term); and
 - One Advanced Practice Professional member as appointed by the Medical Staff Leadership Council, in consultation with the Chief Nurse Executive, to serve a two-year term (who may be reappointed to serve one additional two-year term).
- (b) The System CEO, the System CMO, the Executive Vice President of Academic Group, the Chief Academic Officer, the Chief Administrative Officer, the Chief Quality and Patient Safety Officer, the Chief Legal Officer, the Chief Nurse Executive, the Senior Vice President Clinical Effectiveness, the Facility Presidents, and the Facility CMOs shall serve as *ex officio*, non-voting members.
- (c) The Medical Staff President will chair the MEC.

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

5.C.2. Duties:

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

- (a) acting on behalf of the Medical Staff in the intervals between Medical Staff meetings;
- (b) recommending directly to the Board on at least the following:
 - (1) the Medical Staff's structure;
 - (2) the mechanism used to review credentials and to delineate individual clinical privileges;
 - (3) applicants for Medical Staff Appointment and Reappointment;
 - (4) delineation of clinical privileges for each eligible individual;
 - (5) participation of the Medical Staff in Hospital performance improvement activities and the quality of professional services being provided by the Medical Staff;
 - (6) the mechanism by which Medical Staff Appointment may be terminated; and
 - (7) hearing procedures;
- (c) consulting with the System CEO on quality-related aspects of contracts for patient care services;
- (d) receiving and acting on reports and recommendations from Medical Staff committees, departments, and other groups as appropriate, and making appropriate recommendations for improvement when there are significant departures from established or expected clinical practice patterns;

- (e) reviewing (or delegating the review of) quality indicators to ensure uniformity regarding patient care services;
- (f) providing leadership in activities related to patient safety;
- (g) providing oversight in the process of analyzing and improving patient satisfaction;
- (h) prioritizing continuing medical education activities;
- (i) reviewing, or delegating to an ad hoc committee, the responsibility to review, at least once every three years, the Bylaws, policies, Rules and Regulations, and associated documents of the Medical Staff and recommending such changes as may be necessary or desirable; and
- (j) performing such other functions as are assigned to it by these Bylaws, the Credentials Policy, the Board or other applicable policies.

5.C.3. Meetings:

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

5.D. PERFORMANCE IMPROVEMENT FUNCTIONS

The Medical Staff is actively involved in performance improvement functions, including reviewing data and recommending and implementing processes to address the following:

- (1) patient safety, including processes to respond to patient safety alerts, meet patient safety goals and reduce patient safety risks;
- (2) the Hospital's and individual practitioners' performance on DNV and Centers for Medicare & Medicaid Services ("CMS") core measures;
- (3) medical assessment and treatment of patients;
- (4) use of information about adverse privileging determinations regarding any practitioner;
- (5) medication usage, including review of significant adverse drug reactions, medication errors and the use of experimental drugs and procedures;
- (6) the utilization of blood and blood components, including review of significant transfusion reactions;

- (7) operative and other procedures, including tissue review and review of discrepancies between pre-operative and post-operative diagnoses;
- (8) appropriateness of clinical practice patterns;
- (9) significant departures from established patterns of clinical practice;
- (10) education of patients and families;
- (11) coordination of care, treatment and services with other practitioners and Hospital personnel;
- (12) accurate, timely and legible completion of medical records;
- (13) the required content and quality of history and physical examinations, as well as the time frames required for completion, all of which are set forth in Appendix B of these Bylaws;
- (14) the use of developed criteria for autopsies;
- (15) sentinel events, including root cause analyses and responses to unanticipated adverse events;
- (16) nosocomial infections and the potential for infection;
- (17) unnecessary procedures or treatment; and
- (18) appropriate resource utilization.

5.E. CREATION OF STANDING COMMITTEES

In accordance with the amendment provisions in the Organization Manual, the MEC may establish additional committees to perform one or more staff functions and may dissolve or rearrange committee structure, duties, or composition as needed to better accomplish Medical Staff functions. Any function required to be performed by these Bylaws which is not assigned to an individual Medical Staff member, a standing committee, or a special task force shall be performed by the MEC.

5.F. SPECIAL COMMITTEES

Special committees shall be created and their Medical Staff members and chairs shall be appointed by the Medical Staff President. Such task forces shall confine their activities to the purpose for which they were appointed and shall report to the MEC.

ARTICLE 6

MEETINGS

6.A. MEDICAL STAFF YEAR

The Medical Staff year is February 1 to January 31.

6.B. MEDICAL STAFF MEETINGS

6.B.1. Regular Meetings:

The Medical Staff shall meet as needed.

6.B.2. Special Meetings:

Special meetings of the Medical Staff may be called by the Medical Staff President, the MEC, the Board, or by a petition signed by not less than 10% of the voting staff.

6.C. DEPARTMENT AND COMMITTEE MEETINGS

6.C.1. Regular Meetings:

Except as otherwise provided in these Bylaws or in the Medical Staff Organization Manual, each department and committee shall meet as often as necessary to fulfill their responsibilities, at times set by the Presiding Officer.

6.C.2. Special Meetings:

A special meeting of any department or committee may be called by or at the request of the Presiding Officer, the Medical Staff President, or by a petition signed by not less than 10% of the voting members of the department or committee, but not by fewer than two members.

6.D. PROVISIONS COMMON TO ALL MEETINGS

6.D.1. Notice of Meetings:

- (a) Medical Staff members shall be provided notice of all regular meetings of the Medical Staff and regular meetings of departments and committees at least 14 days in advance of the meetings. The primary mechanism utilized for providing notice will be e-mail; however, notice may also be provided by mail, facsimile, hand delivery, posting in a designated electronic or physical location, or telephone at least 14 days prior to the meetings. All notices shall provide the date, time, and place of the meetings.

- (b) When a special meeting of the Medical Staff, a department, and/or a committee is called, all of the provisions in paragraph (a) shall apply except that the notice period shall be reduced to 48 hours and posting may not be the sole mechanism used for providing notice of a special meeting.
- (c) The attendance of any individual Medical Staff member at any meeting shall constitute a waiver of that individual's objection to the notice given for the meeting.

6.D.2. Quorum and Voting:

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

- (f) At the discretion of the Presiding Officer, one or more Medical Staff members may participate in an in-person meeting by telephone or videoconference.

6.D.3. Agenda:

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

6.D.4. Rules of Order:

The latest edition of Robert's Rules of Order Revised may be used for reference at all meetings and elections but shall not be binding. Specific provisions of these Bylaws and Medical Staff, department, or committee custom shall prevail at all meetings, and the Presiding Officer (Medical Staff Officer, Department Chair, or committee chair, as applicable) shall have the authority to rule definitively on all matters of procedure.

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

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

6.D.6. Confidentiality:

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

6.D.7. Attendance Requirements:

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

ARTICLE 7

LEGAL PROTECTIONS FOR PRACTITIONERS PERFORMING MEDICAL STAFF FUNCTIONS

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

- (a) As set forth in Section 2.C.2 of the Credentials Policy, all practitioners agree, as a condition of applying for appointment, reappointment, and/or clinical privileges, to release from liability, extend immunity to, and not sue other practitioners for any actions, recommendations, communications, and/or disclosures made or taken in the course of credentialing and peer review (PPE) activities.
- (b) All applicants for appointment, reappointment, and clinical privileges sign an application form by which they release from liability and agree not to sue other practitioners who participate in credentialing and peer review (PPE) activities.
- (c) Protections are also available under both the Tennessee and/or Mississippi peer review statute and the federal Health Care Quality Improvement Act (“HCQIA”) for practitioners who participate in credentialing and peer review (PPE) activities. The Medical Staff Bylaws and related policies have been structured to take full advantage of these legal protections.
- (d) The Hospital will indemnify practitioners who perform functions under these Bylaws and related policies for any claims made against the practitioner that are not completely covered by an applicable insurance policy, in accordance with the Hospital’s corporate bylaws.

ARTICLE 8

AMENDMENTS

8.A. MEDICAL STAFF BYLAWS

- (1) Amendments to these Bylaws may be proposed by a petition signed by at least ten voting members of the Medical Staff or by the MEC.
- (2) The MEC shall present proposed amendments to the voting staff by written or electronic ballot, to be returned by the date and in the manner indicated on the ballot, which date shall be at least 14 days after the proposed amendment was provided to the voting staff. Along with the proposed amendments, the MEC shall provide a written report on the amendments either favorably or unfavorably. To be adopted, the amendment must receive a majority of the votes cast.
- (3) The MEC shall have the power to adopt such clarifications to these Bylaws which are needed because of renumbering, punctuation, spelling or errors of grammar, or change of name(s) or title(s).
- (4) All amendments shall be effective only after approval by the Board.
- (5) If the Board has determined not to accept a recommendation submitted to it by the MEC or the Medical Staff, the MEC may request a conference between the officers of the Board and the officers of the Medical Staff. Such conference shall be for the purpose of further communicating the Board's rationale for its contemplated action and permitting the officers of the Medical Staff to discuss the rationale for the recommendation. Such a conference will be scheduled by the System CEO within two weeks after receipt of a request for same submitted by the Medical Staff President.
- (6) Neither the Medical Staff nor the Board shall unilaterally (without seeking the advice of the other party) amend these Bylaws.
- (7) The Appendices of these Medical Staff Bylaws may be amended by action of the MEC.

8.B. OTHER MEDICAL STAFF DOCUMENTS

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

Policy, the Medical Staff Organization Manual, and the Medical Staff Rules and Regulations.

- (2) An amendment to the Credentials Policy, Medical Staff Organization Manual, or the Medical Staff Rules and Regulations may be made by a majority vote of the members of the MEC present and voting at any meeting of that committee where a quorum exists. Notice of all proposed amendments to these documents shall be provided to each voting member of the Medical Staff at least 14 days prior to the MEC meeting when the vote is to take place. Any member of the voting staff may submit written comments on the amendments to the MEC.
- (3) The present Medical Staff Rules and Regulations are hereby readopted and placed into effect insofar as they are consistent with these Bylaws, until such time as they are amended in accordance with the terms of these Bylaws. To the extent any present Rules and Regulations are inconsistent with these Bylaws, they are of no force or effect.
- (4) All other policies of the Medical Staff may be adopted and amended by a majority vote of the MEC. No prior notice is required.
- (5) Amendments to the Medical Staff policies and to the Rules and Regulations may also be proposed by a petition signed by at least 20% of the voting members of the Medical Staff. Any such proposed amendments will be reviewed by the MEC, which shall report on the proposed amendments either favorably or unfavorably before they are forwarded to the Board for its final action.
- (6) Adoption of and changes to the Credentials Policy, Medical Staff Organization Manual, Medical Staff Rules and Regulations, and other Medical Staff policies will become effective only when approved by the Board.

8.C. UNIFIED MEDICAL STAFF PROVISIONS

8.C.1. Unified Medical Staff Structure:

- (a) The Medical Staff is organized into a Unified Medical Staff structure comprised of two separately licensed and participating Hospitals: Methodist Healthcare – Memphis Hospitals and Methodist Healthcare – Olive Branch Hospital.
- (b) The Board and the Medical Staff have approved this unified Medical Staff structure which was determined to have:
 - (i) taken into account the unique circumstances of each participating Hospital, including any significant differences in the patient populations that are served and the clinical services that are offered; and
 - (ii) addressed the localized needs and concerns of Medical Staff members at each of the participating Hospitals.

The voting members of the Medical Staff will have an opportunity to meet at least twice a year, including at the general meetings of the Medical Staff, to discuss any needs or concerns expressed by members at each separately licensed Hospital. Any such issues will be referred to and addressed by the MEC.

8.C.2. Opt-Out Procedures:

- (a) Once every two years after the adoption of these Bylaws, those Medical Staff members who exercise clinical privileges and have voting rights at one of the two participating Hospitals, may vote to opt out of the unified Medical Staff and maintain a separate and distinct Medical Staff for that Hospital.
- (b) A proposal to opt out of the unified Medical Staff may be proposed by a petition signed by 30% of the members who exercise clinical privileges and have voting rights at the Hospital.
- (c) The proposal shall be presented to all members who exercise clinical privileges and have voting rights at that Hospital at least 14 days prior to the vote. Along with the proposal to opt out, the MEC shall provide a written report on the proposal, either favorably or unfavorably.
- (d) To be approved, (i) the proposal to opt out of the unified Medical Staff must be voted on by at least 30% of the members who exercise clinical privileges and have voting rights at that Hospital, and (ii) the amendment must receive a majority of the votes cast.

ARTICLE 9

ADOPTION

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

Medical Staff: June 4, 2021

Board of Directors: June 24, 2021

APPENDIX A

MEDICAL STAFF CATEGORIES SUMMARY

	Active	Active Ambulatory	Courtesy	Affiliate	Coverage	Honorary Emeritus
Basic Requirements						
Number of patient encounters/2-year	≥ 50	N	≥ 4 & < 50	N	NA	N
Rights						
Exercise clinical privileges	Y	Y	Y	N	P	N
May attend meetings	Y	Y	Y	Y	Y	Y
Voting privileges	Y	Y	P	P	P	P
Hold office	Y	Y	N, unless waiver	N, unless waiver	N, unless waiver	N, unless waiver
Responsibilities						
Serve on committees	Y	Y	Y	Y	Y	Y
Meeting requirements	Y	Y	N	N	N	N
Comply w/guidelines	Y	Y	Y	N	Y	N

Y = Yes

N = No

NA = Not Applicable

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

APPENDIX B

HISTORY AND PHYSICAL EXAMINATIONS

(a) General Documentation Requirements

- (1) A complete medical history and physical examination must be performed and documented in the patient's medical record within 24 hours after admission or registration (but in all cases prior to surgery or an invasive procedure requiring anesthesia services) by an individual who has been granted clinical privileges by the Hospital to perform histories and physicals.
- (2) The scope of the medical history and physical examination will include, as pertinent:
 - chief complaint;
 - details of present illness;
 - review of systems and physical examination, to include pertinent findings in those organ systems relevant to the presenting illness;
 - relevant medical history, appropriate to the age of the patient;
 - medications and allergies;
 - assessments, including problem list; and
 - plan of treatment.

(b) Individuals Who May Perform H&Ps

The following types of practitioners may generally perform histories and physicals at the Hospital pursuant to appropriately granted Appointment or permission to practice and clinical privileges:

- (1) physicians;
- (2) podiatrists (in accordance with the Credentials Policy);
- (3) dentists (in accordance with the Credentials Policy);
- (4) nurse practitioners; and

- (5) physician assistants.

(c) H&Ps Performed Prior to Admission

- (1) Any history and physical performed more than 30 days prior to an admission or registration is invalid and may not be entered into the medical record.
- (2) If a medical history and physical examination has been completed within the 30-day period prior to admission or registration, a durable, legible copy of this report may be used in the patient's medical record. However, in these circumstances, the patient must also be evaluated within 24 hours of the time of admission/registration or prior to surgery/invasive procedure, whichever comes first, and an update recorded in the medical record by an individual who has been granted clinical privileges to complete histories and physicals.
- (3) The update of the history and physical examination shall be based on an examination of the patient and must (i) reflect any changes in the patient's condition since the date of the original history and physical that might be significant for the planned course of treatment or (ii) state that there have been no changes in the patient's condition.
- (4) In the case of readmission of a patient, all previous records will be made available by the Hospital for review and use by the attending physician.

(d) Cancellations, Delays, and Emergency Situations

- (1) When the history and physical examination is not recorded in the medical record before a surgical or other invasive procedure (including, but not limited to, procedures performed in the operating suites, endoscopy, colonoscopy, bronchoscopy, cardiac catheterizations, radiological procedures with sedation, and procedures performed in the Emergency Room), the operation or procedure will be canceled or delayed until an appropriate history and physical examination is recorded in the medical record, unless the attending physician states in writing that an emergency situation exists.
- (2) In an emergency situation, when there is no time to record either a complete or a Short Stay history and physical, the attending physician will record an admission or progress note immediately prior to the procedure. The admission or progress note will document, at a minimum, an assessment of the patient's heart rate, respiratory rate, and blood pressure. Immediately following the emergency procedure, the attending physician is then required to complete and document a complete history and physical examination.

(e) Short Stay Documentation Requirements

A Short Stay History and Physical Form, approved by the MEC, may be utilized for (i) ambulatory or same day procedures, or (ii) short stay observations which do not meet inpatient criteria. These forms shall document the chief complaint or reason for the procedure, the relevant history of the present illness or injury, and the patient's current clinical condition/physical findings.

Reference	Subject of Revision	Board Approved
5.C.1, a & 5.C.1,b	Revision to organization titles for MEC Composition	September 15, 2021
3.B.2	Revised to stipulate only Presiden Elect be a past MEC member	December 14, 2022