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ATTACHMENTS

- A – Credentialing and Discipline Policy
- B – Fair Hearing Policy
- C – Rules and Regulations
- D – Glossary

**PREAMBLE**

**WHEREAS**, North Memorial Health Hospital (“Hospital”) is a hospital owned and operated by North Memorial Health Care, a Minnesota nonprofit corporation; and

**WHEREAS**, the purpose of the Hospital is to serve as a hospital providing patient care;

**WHEREAS**, it is recognized that the Medical Staff is responsible for the quality of medical care in the Hospital and must accept and discharge its responsibility, subject to the authority of the Board of Trustees, and that the cooperative efforts of the Medical Staff, the President of the Hospital, the Chief of the Medical Staff, and the Board of Trustees are necessary to fulfill the Hospital’s obligations to its patients; and

**NOW, THEREFORE**, the Physicians, Dentists, and Podiatrists practicing in the Hospital hereby organize the activities and governance of the Medical Staff of North Memorial Health Hospital and do hereby adopt the following Bylaws.

**ARTICLE 1 - NAME AND PURPOSE**

- 1.1 Name. The name of this organization shall be the Medical Staff of North Memorial Health Hospital (“Medical Staff”).
- 1.2 Purpose. The purposes of the Medical Staff are:
- A. To ensure that all patients admitted to or treated in any of the facilities of the Hospital shall receive quality medical and health care services that are consistent with recognized community standards of care, regardless of age, race, gender, color, creed, or any other basis prohibited by law;
  - B. To assist in the continuing education of all members of the Medical Staff;
  - C. To ensure an appropriate level of professional performance of all members of the Medical Staff through the delineation of clinical privileges and an ongoing review and evaluation of each Medical Staff member’s performance in the Hospital;
  - D. To provide an appropriate educational setting that will maintain professional standards, assist in the continuing education of all members of the Medical Staff, and lead to continuous advancement in professional knowledge and skill as well as scientific and educational standards;
  - E. To initiate and maintain the policies for self-governance of the Medical Staff;
  - F. To participate in and promote activities designed to improve and protect the general health of the community served by the Hospital;
  - G. To provide a means whereby issues concerning the Medical Staff and the Hospital may be discussed by the Medical Staff in a cooperative manner with the President of the Hospital, Chief of the Medical Staff or the appropriate governing body or board; and
  - H. To review and evaluate the services of all Practitioners in relation to quality, factors necessary to meet accreditation and licensure standards, federal and state law, peer review standards, and cost-effectiveness, and to report regularly to the Board of Trustees through the President of the Hospital or Chief of the Medical Staff.

**ARTICLE 2 – MEMBERSHIP**

- 2.1 Members. Membership on the Medical Staff is a privilege which shall be extended only to those individuals who are competent in their respective fields and who continuously meet the standards and requirements set forth in the Bylaws, Rules, and policies of the Medical Staff. All Practitioners who admit patients or provide medical or health-related services in

the Hospital must be members of the Medical Staff and shall be subject to these Bylaws and the Rules and policies of the Medical Staff. Only Medical Staff members and other practitioners (when granted the right to do so under the Credentialing and Discipline Policy) may admit patients to the Hospital.

2.2 Classes of Membership.

- A. Active Staff. The Active Medical Staff shall consist of Practitioners who are regularly involved in the clinical or administrative activities of the Hospital, as may be further defined in the Credentialing and Discipline Policy. Members of the Active Medical Staff shall be eligible to vote on matters submitted to the Medical Staff, hold office, and serve as voting members of Medical Staff committees.
- B. Provisional Staff. The Provisional Staff shall consist of Practitioners who are being considered for advancement to the Active or the Courtesy Staff. Except as set forth below, all new members of the Medical Staff shall initially serve as members of the Provisional Staff for a period of not less than one nor more than two years, during which time their clinical and professional work shall be evaluated. Following such period, a Provisional Staff member must select a class of membership for which he or she is eligible, and the individual will be considered for appointment to such class. Failure to be eligible for another class of the Medical Staff or to be appointed to such class shall result in automatic relinquishment of membership and clinical privileges. Provisional Staff members may not hold office. Provisional Staff members may serve as voting members on any and all Medical Staff Committees but may not vote on matters submitted to the Medical Staff.
- C. Courtesy Staff. The Courtesy Staff shall consist of Practitioners otherwise eligible for staff membership as herein provided, who only occasionally provide care for patients at the Hospital and who are not significantly involved in administrative activities at the Hospital, as may be further defined in the Credentialing and Discipline Policy, or whose patients' primarily receive inpatient care at Hospital. Courtesy Staff members are encouraged to participate in quality improvement and peer review activities in the Hospital. Upon request, they shall provide written verification of their participation in quality improvement and peer review activities at another hospital or clinic if they do not participate in such activities at this Hospital. Exceptions to this requirement may be granted by the Medical Executive Committee. Courtesy Staff members may not hold office. Courtesy Staff members may serve as voting members on any and all Medical Staff committees but may not vote on matters submitted to the Medical Staff.

- 2.3 Physicians in Training. Residents or fellows participating in a training program at the Hospital shall not hold appointments to the Medical Staff. All residents participating in ACGME-approved training programs with a formal agreement with the Hospital shall be

permitted to provide care to patients in the Hospital in accordance with their training program, under the supervision of a member of the Medical Staff holding an appropriate appointment with the training program and holding clinical privileges at the Hospital reflective of the patient care responsibilities given the residents or fellows that the Medical Staff member is supervising. Residents or fellows and supervising Medical Staff members shall comply with all applicable policies or guidelines established by the Medical Executive Committee. Residents participating in a program that either i) is not ACGME-approved, and/or ii) does not have a formal agreement with the Hospital, must receive specific permission from the President of the Hospital, or his/her designee, before providing care in the Hospital. If such permission is granted, these residents shall comply with the requirements described above with regard to their provision of care in the Hospital. Physicians in training may not hold office; may not vote on matters submitted to the Medical Staff; and may not serve as voting members of Medical Staff committees, although they may be appointed to any and all Medical Staff committees.

- 2.4 Honorary Staff. The Honorary Staff shall consist of Practitioners who are not active in the Hospital or who are honored by emeritus positions. These may be individuals who have active hospital practices in other hospitals or Practitioners of outstanding reputation, not necessarily residing in the community. Honorary Staff members are not eligible to admit patients, order tests or procedures, vote, hold office, or serve on Medical Staff committees.
- 2.5 Allied Health Staff and Professional Staff. The terms “Allied Health Staff” and “Professional Staff” include the professionals or paraprofessionals who are not members of the Medical Staff, and, unless granted the right to do so under the Credentialing and Discipline Policy, are not allowed admitting privileges. These categories are further defined in the Credentialing and Discipline Policy.
- 2.6 Telemedicine Staff.
- A. The Board will determine the clinical services that may be provided through telemedicine after considering the recommendations of the appropriate Department Chairs, the Credentials Committee, and the Medical Executive Committee. Clinical privileges granted to Medical Staff members and other Practitioners may be exercised through telemedicine for patients of the Hospital if those clinical services have been previously approved by the Board to be provided through telemedicine. In addition, qualified applicants may be granted telemedicine privileges without requiring membership on the Medical Staff or Professional Staff. Applicants for telemedicine privileges shall meet all qualifications required for Medical Staff or Professional Staff membership and all qualifications required for clinical privileges outlined in these Bylaws and associated policies, except that applicants for telemedicine privileges are not required to meet the qualifications relating to geographic residency, coverage arrangements, and emergency call responsibilities. In addition, physician applicants seeking telemedicine privileges who are not

licensed to practice medicine in Minnesota are eligible to apply for telemedicine privileges if they are duly registered with the Minnesota Board of Medical Practice to practice interstate telemedicine.

- B. Applications for telemedicine privileges in which membership on the Medical Staff or the Professional Staff is sought will be processed in accordance with these Bylaws and associated policies. In processing applications for telemedicine privileges only and not membership on the Medical Staff or the Professional Staff, the Hospital may rely on the credentialing and privileging process conducted by the applicant's primary hospital, provided that there is a written agreement between the Hospital and the distant-site hospital that states the following:
1. The distant-site hospital is a Medicare-participating hospital, and it is the responsibility of the distant-site hospital's governing body to meet the requirements of 42 C.F.R. § 482.12(a)(1)-(7) with regard to its physicians providing telemedicine services;
  2. The distant-site hospital is a contractor of services to the Hospital and furnishes the contracted services in a manner that permits the Hospital to comply with all applicable requirements for the contracted services;
  3. The applicant is credentialed and privileged at the distant-site hospital, and the hospital provides a current list of the applicant's privileges;
  4. The applicant holds a license issued or recognized by the State of Minnesota; and
  5. The Hospital will conduct an internal review of the applicant's performance of telemedicine privileges and will send the distant-site hospital such information for use by the distant-site hospital in the periodic appraisal of the applicant. At a minimum, this information must include all adverse events that result from the telemedicine services provided by the applicant to the Hospital's patients and all complaints the Hospital has received about the Practitioner.
- C. Telemedicine privileges, if granted, shall be for a period of not more than two years. Applications for renewal of telemedicine privileges will be processed the same as initial applications. Telemedicine privileges granted in conjunction with a contractual arrangement shall be incident to and coterminous with the agreement. Individuals granted telemedicine privileges shall be subject to the Hospital's quality improvement and peer review activities as applicable to the telemedicine privileges granted.

2.7 Terms of Appointment.

- A. An appointment to the Medical Staff shall be made by the Board upon recommendation of the Medical Staff.
- B. Appointments shall be for a period of two (2) years or less.
- C. Appointment to the Medical Staff shall confer on the appointee only membership to the applicable class of Medical Staff. The granting of membership does not carry with it the accordance of clinical privileges. Application for delineated clinical privileges must be pursued according to the pertinent provisions of these Bylaws, Credentialing and Discipline Policy, Fair Hearing Policy, and Rules and Regulations.
- D. In the event all of a Medical Staff member's privileges are resigned, revoked or suspended, Medical Staff membership shall be automatically relinquished.
- E. A Medical Staff member's membership shall be automatically relinquished upon suspension or termination of his or her state license through action of the State Board of Medical Practice, State Board of Dentistry, or other applicable State Board.
- F. A Medical Staff member's membership shall be automatically relinquished if their employment contract with the Hospital or an affiliate of North Memorial Health Care is no longer in force.

2.8 No Discrimination. The Medical Staff shall act in a manner which does not discriminate against members of any protected category. This principle shall be applicable to all decisions subject to challenge under Article 9 of these Bylaws, as well as to proceedings governed by the Fair Hearing Policy of the Medical Staff.

2.9 Eligibility.

- A. All applicants shall be bound by the consent and waiver set forth on the application and the statement of immunity and obligations set forth in the Medical Staff Bylaws and Policies.
- B. All applicants must submit any requested documentation of his or her background, relevant training and experience, current clinical competence, adherence to the ethics of his or her profession, good reputation, ability to work with others and, if requested, health status, with sufficient adequacy to meet the requirements of the Medical Staff and the Board. The process for appointment to the Medical Staff and granting of clinical privileges is set forth in the Credentialing and Discipline Policy.



- C. To be eligible to apply for initial appointment, reappointment or clinical privileges, an applicant must meet all of the following threshold eligibility criteria:
1. have a current, unrestricted license to practice in Minnesota that is not subject to any restrictions, probationary terms, or conditions, including a decree of censure not generally applicable to all licensees, and have not had a license to practice in any jurisdiction revoked, restricted, conditioned, or suspended by any state licensing agency;
  2. have a current, unrestricted DEA registration and state controlled substance license;
  3. while providing services, be located (office and residence) close enough to fulfill Medical Staff responsibilities and to provide timely and continuous care for his or her patients in the Hospital;
  4. have current, valid professional liability insurance coverage in a form and in amounts satisfactory to the Hospital;
  5. have not been, and are not currently, excluded from participation in and Medicare or Medicaid, or other federal or state governmental health care program;
  6. be a participating provider who is enrolled in and in good standing with Minnesota Medical Assistance and Minnesota Health Care Programs;
  7. be permitted to order and refer items and services for Medicare patients;
  8. have not been disqualified by the Minnesota Department of Health or Minnesota Department of Human Services from direct contact with persons receiving services at licensed facilities;
  9. have had no adverse professional review actions regarding appointment or clinical privileges by any healthcare facility;
  10. have not had medical staff or allied health staff appointment or clinical privileges, or status as a participating provider denied, revoked, or terminated by any health care facility, including this Hospital, or health plan for reasons related to clinical competence or professional conduct;
  11. have not resigned medical staff or allied health staff appointment or relinquished privileges during an investigation or in exchange for not

- conducting such an investigation at any health care facility, including this Hospital;
12. not currently be under any criminal investigation or indictment and have not been required to pay a civil money penalty for governmental fraud or program abuse or been convicted of, or entered a plea of guilty or no contest to, any felony or misdemeanor related to: (i) controlled substances; (ii) illegal drugs; (iii) insurance or health care fraud (including Medicare, Medicaid or other federal or state governmental or private third-party payer fraud or program abuse); (iv) violent acts; (v) sexual misconduct; (vi) moral turpitude; or (vii) child or elder abuse;
  13. not currently be under investigation by any federal or state agency or healthcare facility for reasons related to clinical competence or professional conduct;
  14. agree to fulfill all responsibilities regarding emergency call as designated by the applicable department;
  15. have an appropriate coverage arrangement (as determined by the Credentials Committee or Hospital policy) with other members of the Medical Staff for those times when the individual will be unavailable;
  16. document compliance with all applicable training and educational protocols that may be adopted by the Medical Executive Committee, including, but not limited to, those involving electronic medical records or patient safety;
  17. meet any current or future eligibility requirements that are applicable to the clinical privileges being sought or granted;
  18. if applying for privileges in an area that is covered by an exclusive contract or arrangement, meet the specific requirements set forth in that contract;
  19. demonstrate clinical activity in their primary area of practice during the last two years;
  20. document compliance with any applicable health screening requirements (e.g., health examinations, TB testing, mandatory flu vaccines, and infectious agent exposures);
  21. have successfully completed a residency and, if applicable, fellowship training program approved by the Accreditation Council for Graduate Medical Education, American Osteopathic Association, Royal College of

- Physicians and Surgeons or other applicable professional society approved by the Medical Executive Committee in the specialty in which the applicant seeks clinical privileges;
- a) a dental or an oral and maxillofacial surgery training program accredited by the Commission on Dental Accreditation of the American Dental Association; or
  - b) a podiatric surgical residency program accredited by the Council on Podiatric Medical Education of the American Podiatric Medical Association.
22. be certified in their primary area of practice at the Hospital by the appropriate specialty/subspecialty board of the American Board of Medical Specialties, the American Osteopathic Association, the Royal College of Physicians and Surgeons, the American Board of Oral and Maxillofacial Surgery, the American Dental Association, the American Board of Foot and Ankle Surgery, or American Board of Podiatric Surgery, as applicable. Applicants who are not board certified at the time of application but who have completed their residency or fellowship training within the last five years will be eligible for Medical Staff appointment. However, in order to remain eligible, those applicants must achieve board certification in their primary area of practice within five years from the date of completion of their residency or fellowship training;
23. maintain board certification in their primary area of practice at the Hospital and, to the extent required by the applicable specialty/subspecialty board, satisfy recertification requirements (recertification will be assessed at reappointment); and
24. physically and mentally able to provide quality medical care under the privileges which may be granted by the Board.
- D. Failure to meet one or more of the threshold eligibility criteria in Section C above does not constitute a denial of membership and/or clinical privileges and does not entitle the applicant to a fair hearing under the Fair Hearing Policy. An applicant who does not meet one or more of the threshold criteria above may apply to the Medical Executive Committee for a waiver of one or more threshold criteria requirements. An applicant is not entitled to a waiver, and failure to grant a waiver does not give rise to the right to a hearing under the Fair Hearing Policy. All waivers will be reviewed at reappointment.

- E. After a practitioner has been appointed to the Medical Staff, if at any time they no longer meet any of these threshold criteria, then the practitioner's membership and privileges shall be automatically relinquished.

2.10 Basic Obligations of Individual Practitioners. Each member of the Medical Staff, regardless of assigned staff category, each Practitioner exercising temporary privileges under these Bylaws, and each Professional Staff and Allied Health Staff, as applicable, shall:

- A. provide patients with continuous care at the generally recognized professional level of quality and efficiency;
- B. abide by the Medical Staff Bylaws, Policies and Procedures, Rules and Regulations and by all other standards, policies, and rules of the Hospital;
- C. discharge staff, committee, and Hospital functions for which the Practitioner is responsible by staff category assignment, appointment, election, or otherwise;
- D. provide services to patients who do not have a personal physician at the Hospital in accordance with protocols which may be adopted by the Medical Staff delineating responsibilities for services to such patients;
- E. prepare and complete in a timely fashion the medical and other required records for all patients he or she admits or in any way provides care to in the Hospital;
- F. abide by the principles of medical ethics adopted by the American Medical Association, the American Osteopathic Association, the American Dental Association, the American Board of Podiatric Surgery, or other applicable board or association;
- G. work effectively and appropriately with other Medical Staff members and with Hospital personnel, administration, and others, and behave in a manner that does not adversely affect patient care in the Hospital;
- H. agree to be subject to review as part of the Hospital's quality assessment and improvement programs and to comply with the Hospital's Corporate Bylaws and any policies or rules adopted by the Board;
- I. be in compliance and provide documentation demonstrating such compliance, with the continuing medical, dental, and podiatric education requirements of the Minnesota State Board of Medical Practice, Minnesota State Board of Dentistry, Minnesota State Board of Podiatric Medicine, or other licensing agency as applicable;

- J. notify the Medical Staff Office of any adverse action by any licensing board, peer review organization, third party payor, clinic, hospital, medical staff, or any health-related agency or organization within five (5) days of the adverse action, including:
1. the reduction, restriction, suspension, revocation, denial, non-renewal, or voluntary surrender of his/her professional license by any state;
  2. the reduction, restriction, suspension, revocation, denial, non-renewal, or voluntary surrender of medical staff membership or clinical privileges at any hospital or other health care institution;
  3. the commencement of a formal investigation, the filing of charges, or final action by the Department of Health and Human Services, or any law enforcement agency or health regulatory agency of the United States or any state;
  4. the filing of any suit against the Practitioner alleging professional liability; or
  5. any final judgments or settlements regarding any litigation or claims have and maintain professional liability insurance in adequate amounts, as established from time to time by resolution of the Board of Trustees, to cover claims and suits arising from alleged professional negligence in the Hospital.
- K. promptly notify the Medical Staff Office of any change in practice address, phone numbers or pager number;
- L. work with and provide supervision for residents as needed for high quality patient care and graduate medical education;
- M. maintain the confidentiality of patient clinical information and of the minutes, records, and work product of Medical Staff committees engaged in the peer review process. This provision shall not prohibit mandatory disclosures under state or federal law, nor disclosures made for a permitted purpose of a peer review organization, in accordance with applicable law;
- N. refrain from performing any procedures, assuming any patient care responsibilities, or applying for or exercising any specific privileges for which such individual is not licensed, currently trained, and currently qualified;
- O. Participate in a cooperative manner in the Medical Staff's efforts to review and improve the quality, efficiency and appropriateness of care provided by Medical

Staff members, including full participation in the review of patient encounters with the Medical Staff's peer review process. Participation includes submission of review forms in a timely manner;

- P. Notify the Medical Staff Office of any arrest or charged with any offense including, but not limited to, any substance-abuse related issue (including driving under the influence, impaired driving, or driving while intoxicated), as well arrests for domestic abuse, child abuse or maltreatment, or maltreatment of a vulnerable adult. Reports are required within five (5) days of such an arrest or within five (5) days of being charged with such offense. The Practitioners shall be required to meet with the Vice President of Medical Affairs after such report; and
- Q. Obtain, when requested, an appropriate fitness for practice evaluation, which may include diagnostic testing (such as blood and/or urine test) or a complete physical, mental, and/or behavioral evaluation, as set forth in these Bylaws and associated policies.

2.11 Emergency Call Duty. By applying for appointment to the Active Medical Staff, all Active Medical Staff licensed Physicians (M.D. and D.O.) agree to participate in on-call coverage arrangements, including but not limited to coverage for the Emergency Department and for obstetrics. The schedule for this on-call duty shall be established by the Medical Staff in collaboration with Hospital leadership. When appropriate, an Active Medical Staff member may apply for a waiver of this duty to the Medical Executive Committee, who may grant such waiver request in its sole discretion. A waiver must be approved by the Medical Executive Committee and the Board in order to be effective.

2.12 Leaves of Absence.

- A. Any member of the Active or Provisional Medical Staff who will not practice in the area for which he or she is credentialed for a period of more than one hundred eighty (180) days shall notify the Medical Executive Committee. This period shall constitute a leave of absence.
- B. Practitioners are not permitted to exercise their clinical privileges during a leave of absence.
- C. A leave of absence that lasts longer than one year requires a reapplication for clinical privileges. The reapplication shall be reviewed in the normal course. The Practitioner shall provide an explanation of his or her professional activities during the leave of absence and shall provide evidence and an explanation of any material change in any information submitted as part of the appointment and credentialing process, as set forth in the Credentialing and Discipline Policy.

- D. If a Practitioner does not actively practice in their specialty outside of the Hospital during a leave of absence, the Vice President of Medical Affairs, Chief of the Department and the Chief of Staff, in conjunction with the Credentials Committee and the Medical Executive Committee shall determine if proctoring or retraining is necessary.
- E. Any member of the Medical Staff who does not practice in their specialty for greater than thirty (30) days because of health reasons must notify the Medical Executive Committee. This shall not constitute a leave of absence unless it exceeds the 180-day period. The returning member must meet with the Vice President of Medical Affairs, Chief of the Department or the Chief of Staff who shall determine their return to practice in the hospital will interfere with their medical condition will interfere with their ability to practice medicine safely.
- 2.13 Dues. All persons appointed to the Active, Courtesy, Provisional Medical Staff, Professional Staff, or Allied Health Staff (except those on approved leave of absence) shall pay annual staff dues to the Medical Staff account. The Medical Executive Committee shall determine the staff dues for the succeeding year. A member's membership on the Medical Staff, Professional Staff, or Allied Health Staff and clinical privileges shall be automatically relinquished if the member fails to pay dues within ninety (90) days of the due date.

### **ARTICLE 3 - MEETINGS**

- 3.1 General Medical Staff Meetings. General Medical Staff meetings shall be held at least once a year on a schedule to be established by the Medical Executive Committee. The primary objective of the meetings shall be to report on the activities of the Medical Staff and to conduct such other business as may be on the agenda. One of the meetings shall be designated as the annual Medical Staff meeting, and the medical directors/advisors and committee membership may be appointed at this meeting.
- 3.2 Departmental Meetings. Departments shall meet with such frequency and at such times as the Department may determine to consider the findings resulting from the ongoing monitoring and evaluation of quality assessment and improvement activities, and to discuss other matters concerning the Department. All departmental meetings are open to every member of the Medical Staff.
- 3.3 Meeting Requirements. Medical Staff members are strongly encouraged but not required to attend meetings of the Medical Staff. In addition, Departments may establish attendance requirements for Department meetings.
- 3.4 Special Meetings. Special meetings of the Medical Staff may be called by the Board, Chief of Staff, or in his or her absence by the Vice Chief of Staff, or by a written call

signed by 15% of the members of the Active Staff. Such a meeting shall be convened within thirty (30) days of the receipt of the formal written request for a special meeting. The Chief of Staff shall provide notice of any special meetings in writing to all members of the Active Staff at least five(5) days prior to the meeting. No business may be transacted at any special meetings of the Medical Staff, except for those matters which have been included in the written call and the written notice issued for the meeting.

- 3.5 Communications with Medical Staff/Professional Staff. General communication with Medical Staff and Professional Staff will take place via email except as otherwise required by these Bylaws and Medical Staff policies and procedures, or when it is determined necessary by the Vice President of Medical Affairs or the Chief of Staff to communicate in a different way in a particular circumstance. It is the responsibility of each provider to notify the Medical Staff Office or his/her current email address and any changes to that email address.
- 3.6 Election and Action Requirements. Election and action requirements for the transaction of business shall be as follows:
- A. Election of officers shall be by emailed ballot. The process for nomination and election of officers shall be as described in Article 4 of the Medical Staff Bylaws.
  - B. Those members of the Active Medical Staff present at a duly called meeting shall constitute a quorum. A majority vote of those present shall be required to approve an action, except as provided in Section 9.2 with regard to amendment of the Medical Staff Bylaws.
  - C. A majority of Medical Executive Committee members shall constitute a quorum of the Medical Executive Committee. For all other committees and for Departments, those Practitioner members present at a duly called meeting shall constitute a quorum. In committees and Departments, a majority vote of those present at a meeting at which a quorum is present shall determine an action.
  - D. The Medical Staff may take action by written or email ballot. Any member of the Active Medical staff present at a duly called meeting of the full Medical Staff may request a written ballot of the membership of the entire Active Staff on any question lawfully coming before the meeting. Twenty-five percent of those present must vote to approve this request. In addition, the Medical Executive Committee may at its discretion order a ballot on any issue properly coming before the Medical Staff. Ballots shall be sent to all Active Medical Staff members and provide a final return date not less than thirty (30) days from the date of the ballot sent date. Those ballots returned as of the return date shall constitute a quorum and a majority of those voting shall determine the action.



- 3.7 Records. Complete and accurate minutes of all meetings required to be held under this Article shall be maintained. Such minutes shall, at a minimum, include a record of attendance of the members, the facts considered, and the conclusions, recommendations and actions taken at the particular meeting. The minutes shall be signed by the presiding officer. Each committee and Department shall maintain a permanent file of the minutes of each meeting. All minutes shall be kept in a permanent file.
- 3.8 Executive Session. Executive session is a meeting of a Medical Staff committee, department or section which only the voting Medical Staff members may attend, along with the Vice President of Medical Affairs and/or other senior Hospital Management. Executive sessions may be called by the presiding officer or the Vice President of Medical Affairs and are intended to be utilized to discuss peer review issues, personnel issues or any other issues requiring confidentiality. The conduct and activities of the committee, department or service while in executive session shall be consistent with the duties and responsibilities of the committee, department or service. In addition, they shall be conducted in a manner consistent with applicable federal and state law which includes maintaining the strict confidentiality of the proceedings.

#### **ARTICLE 4 - OFFICERS**

- 4.1 Officers. The officers of the Medical Staff shall be the Chief of Staff, Vice Chief of Staff, Credentials Committee Chair and Chair of the Multispecialty Peer Review Committee. No person may hold more than one office at a time.
- 4.2 Election and Term.
- A. Officers must be members of the Active Medical Staff at the time of nomination and election and must remain members in good standing during their term of office.
  - B. Officers shall be elected bi-annually by electronic ballot. Only members of the Active Medical Staff shall be eligible to vote. Ballots will list the candidates nominated by the Nominating Committee and approved by the Medical Executive Committee and will provide space to reject the names or to write in other names. Each nominated candidate shall be elected unless rejections or write-ins returned within thirty (30) days of the initial mailing of the ballots amount to more than 15% of the ballots mailed out.
  - C. If a candidate is rejected, the Nominating Committee shall select at least one other candidate. The new slate of candidates shall be posted in the doctor's lounge for thirty (30) days immediately following Medical Executive Committee approval of the new slate. A new ballot will be mailed out in the same manner as the original ballot, and the election or rejection process for the new slate shall be as described in Section 4.2(C).

- D. The Nominating Committee shall be appointed by the Medical Executive Committee from among the Active Medical Staff members. The Nominating Committee shall offer one nominee for Chief of Staff, one nominee for Vice Chief of Staff, one nominee for Chair of the MSPR Committee, and one nominee for Chair of Credentials Committee.
- E. All officers shall serve two-year terms. Officers shall take office on the first day of the Medical Staff year.

4.3 Qualifications. Officers and Department Chairs must meet the following qualifications, unless waived by the Medical Executive Committee:

- A. Have no past or pending adverse recommendations concerning Medical Staff appointment or clinical privileges;
- B. Not currently be serving as a Medical Staff officer, Board member or department chair at another hospital system;
- C. Be willing to faithfully discharge the duties and responsibilities of the position;
- D. Attend continuing education relating to Medical Staff leadership and/or credentialing functions prior to or during the term of the office;
- E. Have demonstrated an ability to work well with others; and
- F. Not have any financial relationship with an entity that competes with the Hospital or one of its affiliates.

4.4 Chief of Staff.

- A. The Chief of Staff shall preside at all meetings of the Medical Staff and the Medical Executive Committee. He or she shall serve ex officio as a member of all committees of the Medical Staff. The Chief of Staff, in conjunction with the Vice Chief of Staff, Vice President of Medical Affairs, and the Manager of the Medical Staff Office, shall be responsible for Medical Staff activities with respect to the accreditation by the Hospital's accrediting agency, and any appropriate state or federal agencies and shall act in coordination and cooperation with the President of the Hospital in all matters of mutual concern with the Hospital. The Chief of Staff shall appoint committee members and chairs to special Medical Staff committees, except the Medical Executive Committee. The Chief of Staff shall be the spokesperson of the Medical Staff in its external professional and public relations; and represent the views, policies, needs, and grievances of the Medical Staff to the Board and to the President of the Hospital. The Chief of Staff shall be responsible

for the educational activities of the Medical Staff, subject to policies of the Board. The Chief of Staff shall receive and interpret the policies of the Board to the Medical Staff and report and interpret to the Board in return, on the performance and maintenance of quality with respect to the delegated responsibility of the Medical Staff to provide medical care. The Chief of Staff shall be responsible for the conduct and organization of the Medical Staff. The Chief of Staff shall be responsible for the enforcement of the Medical Staff Bylaws, Credentialing and Discipline Policy, Rules and Regulations, for implementation of sanctions where these are stipulated for noncompliance, and for presentation to the Medical Executive Committee in those instances where corrective action may be recommended by the Board of Trustees. He or she shall perform all duties incident to the office of Chief of Staff, and such other duties as may from time to time be prescribed by the Medical Staff. If necessary, the Chief of Staff shall fulfill the role or function of a Department Chair or appoint another Active Staff member to fulfill such role or function, due to the absence of, or inability, or refusal of a Department Chair to fulfill such role or function and the unavailability of a Department Vice Chair. The Chief of Staff shall act as Secretary/Treasurer. He or she shall perform all duties incident to the office of Secretary/Treasurer, and such other duties as may from time to time be prescribed by the Medical Staff or the Medical Executive Committee.

- B. The Chief of Staff shall serve for a term of two years, and may be re-nominated to serve one additional consecutive two-year term. Nominees for the position of Chief of Staff must be current or past members of the Medical Executive Committee.
- C. The immediate past Chief of Staff may serve on the Credentials Committee or the Multispecialty Peer Review Committee.

4.5 Vice Chief of Staff. The Vice Chief of Staff shall assume all the duties and have the authority of the Chief of Staff in the event of the Chief's temporary inability to perform due to illness, being out of the community, or being unavailable for any other reason. The Vice Chief of Staff shall serve on the Medical Executive Committee as a voting member. The Vice Chief of Staff shall perform such duties as are assigned by the Chief of Staff. The Vice Chief of Staff shall be considered by the Nominating Committee to succeed the Chief of Staff upon the completion of the Chief of Staff's term, but the Nominating Committee shall not be obligated to nominate the Vice Chief of Staff to become the Chief of Staff, and the selection of the Chief of Staff shall be conducted as set forth in Section 5.2. The Vice Chief of Staff shall automatically succeed the Chief for the remainder of the Chief's term when the Chief cannot complete his or her term for any reason.

4.6 Credentials Committee Chair. The Credentials Committee Chair shall preside over meetings of the Credentials Committee and be responsible for coordinating its activities. The Credentials Committee Chair shall be elected to serve a term of two years. The

Credentials Committee shall serve on the Medical Executive Committee as a voting member.

4.7 Chair of the Multispecialty Peer Review Committee. The Chair of the Multispecialty Peer Review Committee shall preside over meetings of the Multispecialty Peer Review Committee and be responsible for coordinating its activities. The Chair of the Multispecialty Peer Review Committee shall be elected to serve for a two-year term. The Chair of the Multispecialty Peer Review Committee shall serve on the Medical Executive Committee as a voting member.

4.8 Removal.

A. Removal of an elected officer or a member of the MEC may be effectuated by a two-thirds vote of the MEC, or by a two-thirds vote of all members of the Active Staff (for officers and MEC members), two-thirds of department or section (for department chiefs as applicable), or by the Board. Grounds for removal shall be:

1. failure to comply with applicable policies and Bylaws;
2. failure to perform the duties of the position held;
3. conduct detrimental to the interests of the Hospital and/or its Medical Staff;
4. an infirmity that renders the individual incapable of fulfilling the duties of that office; or
5. failure to continue to satisfy the qualifications for the position.

B. Prior to scheduling a meeting to consider removal, a representative from the Medical Staff, Medical Executive Committee or the Board will meet with and inform the individual of the reasons for the proposed removal proceedings.

C. The individual will be given at least ten (10) days' special notice of the date of the meeting at which removal is to be considered. The individual will be afforded and opportunity to address the Medical Executive Committee, the Active Staff, department, or the Board, as applicable, prior to a vote on removal.

D. Removal will be effective when approved by the Board.

4.9 Vacancies. A vacancy in any office during the Medical Staff year shall be filled as follows: A vacancy in the office of Chief of any Department or Section shall be filled by the Chief elect of such Department or Section, if any. Any vacancy in the office of Chief of Staff shall be filled by the Vice Chief of Staff. In the event of a vacancy in any other office of the Medical Staff, the Medical Executive Committee shall select an acting officer to fill

such vacancy, who will serve until the Nominating Committee can present a slate of candidates before a meeting of the Medical Staff for filling the vacancy. Upon accession or election of an officer to fill a vacancy in an office, the new officer shall fill the unexpired term of the person whose office was vacated.

- 4.10 Resignation. Any officer may resign at any time by giving written notice to the Medical Executive Committee. Such resignation, which may or may not be made contingent on formal acceptance, shall take effect on the date of receipt or any later time specified in the written notice.

## **ARTICLE 5 - DEPARTMENTS**

- 5.1 Departments. The Medical Staff shall be organized into the following Clinical Departments: Anesthesiology, Surgery, Family Medicine, Internal Medicine, Neurology and Psychiatry, Pediatrics, Emergency Medicine and Radiology. The Surgery Department shall include Practitioners practicing in the Sections of Oral & Maxillofacial Surgery & Hospital Dentistry, Obstetrics and Gynecology, Surgery and Surgical Specialties, Orthopedics, Neurosurgery, and Pathology.
- 5.2 Assignment to Department. The Medical Executive Committee, upon the recommendation of the Department, shall recommend the final Department assignment of each applicant and reapplicant to the Medical Staff, subject to Board approval.
- 5.3 Functions of Departments.
- A. Each Department shall be responsible for maintaining quality patient care by continuing observation and evaluation of the professional performance of the Medical Staff with privileges in its Department.
  - B. Each Department shall establish its own criteria for recommending clinical privileges. Clinical privileges must be delineated for each Department Medical Staff member in a comprehensive manner and must be commensurate with the individual's documented training, experience and current clinical competence. Through regular review, each Department will endeavor to assure that all individuals with privileges provide services within the scope of those privileges granted.
  - C. In the event privileges are requested in more than one Department, the recommendation regarding privileges will be made by chair of the primary Department after consultation with the other Department(s) to determine whether the applicant demonstrates competence for the requested privileges.

- D. The Department will perform regular reviews and evaluations of the quality and appropriateness of patient care. Minutes shall be maintained and shall include topics discussed and actions taken. All minutes shall be forwarded to the Medical Executive Committee.
- E. Department policies and regulations shall be reviewed periodically by the Department. All policies and regulations adopted by a Department shall be subject to approval by the Medical Executive Committee and shall bear the date of such approval.
- F. Each Department shall be responsible for the delineation of privileges for all Professional Staff and Allied Health Staff being supervised by the members of that Department. Recommendations of the Department shall be referred to the Medical Executive Committee for approval.

5.4 Department Organization.

- A. The Department Chair and Department Vice Chair shall be Active Medical Staff members qualified by training, experience, and demonstrated ability, and elected by the Active Medical Staff members of the Department. Terms of service shall be two years, unless such term of service is changed or modified as determined by the individual Department. The Department Chair and Department Vice Chair may be re-elected for multiple successive terms. In the absence of the Department Chair, the Department Vice Chair will assume all duties of the Department Chair including chairing the Department and representing the Department in the Medical Executive Committee.
- B. The Department Chair or Department Vice Chair may be removed from office if he or she fails to perform the duties of the office. The Medical Executive Committee shall review the performance of the person in question and may remove him or her from office by a majority vote. The Department Chair and Department Vice Chair shall not have a vote.
- C. In the event that a Department Chair is unable, unwilling, or ineligible to perform the duties of the office or is removed from office, such office shall be declared vacant by the Medical Executive Committee. Such vacancy shall be filled by the Department Vice Chair. If the Department Vice Chair is unable to fill the vacancy, then the office shall be filled by the Chief of Staff.

5.5 Functions of Department Chairs. Department Chairs shall serve as members of the Medical Executive Committee and perform all duties incident to the office of Department Chair and such other duties as may from time to time be prescribed by the Chief of Staff,

Medical Executive Committee or Medical Staff as a whole. Each Department Chair is responsible for the following:

- A. all clinically related activities of the Department;
- B. all administratively related activities of the Department, unless otherwise provided for by the Hospital, including acting as the liaison between the Department and the Medical Staff;
- C. continuing surveillance of the professional performance of all individuals who have delineated clinical privileges in the Department;
- D. recommending to the Medical Staff the criteria for clinical privileges that are relevant to the care provided in the Department;
- E. recommending clinical privileges for each member of the Department;
- F. reviewing applications and reapplications for privileges in the Department;
- G. assessing and recommending to the relevant Hospital authority off-site sources for needed patient care treatment and services not provided by the Department or the organization;
- H. the integration of the Department or service into the primary functions of the Hospital;
- I. the coordination and integration of interdepartmental and intradepartmental services;
- J. the development, review, and implementation of policies and procedures that guide and support the provision of care, treatment, and services;
- K. the recommendation for a sufficient number of qualified and competent persons to provide care, treatment and services;
- L. the determination of the qualifications and competence of Department or service personnel who provide patient care, treatment, and services;
- M. the continuous assessment and improvement of the quality of care, treatment, and services;
- N. the maintenance of utilization, review and quality control programs, as appropriate;
- O. the orientation and continuing education of all persons in the Department or service;

- P. recommendations for space and other resources needed by the Department or service;
  - Q. membership on the Medical Executive Committee and regular attendance at Medical Executive Committee meetings; and
  - R. other duties as outline in the current accreditation standards for Department chairs.
- 5.6 Jurisdictional Disputes. Disputes or conflicts in jurisdiction between the Departments shall be submitted to the Medical Executive Committee for determination and resolution.

#### **ARTICLE 6 - SECTIONS**

- 6.1 Medical Staff Sections. Medical Staff Sections shall be established to perform functions relating to various clinical specialties providing services at the hospital. Sections may be created, disbanded, or changed from time to time by the Medical Executive Committee. The Sections are listed below:
- A. Oral & Maxillofacial Surgery & Hospital Dentistry;
  - B. Obstetrics and Gynecology;
  - C. Surgery and Surgical Specialties;
  - D. Pathology;
  - E. Orthopedic Surgery; and
  - F. Neurosurgery.
- 6.2 Section Duties. The Section Chief shall be appointed by the relevant Department Chair. The Section Chief shall perform the necessary functions determined by the Department Chair, including assistance with credentialing, for the proper operation of the Section.
- 6.3 Section Meetings. Sections shall meet with such frequency and at such times as they may determine, provided that the Hospital-based Sections, which are Anesthesiology and Pathology, shall meet at least quarterly. All Section meetings are open to every member of the Medical Staff.

#### **ARTICLE 7 - COMMITTEES**

- 7.1 Committee Structure. The Medical Staff and its committees and Sections shall perform the Medical Staff's peer review responsibilities, including, but not limited to monitoring and evaluating the quality of patient care rendered by all Departments and their members;



performing credentialing activities; providing programs of continuing education; developing policies, rules and regulations; and performing such other functions as are required to ensure quality of care. Unless otherwise provided, the Chief of Staff shall select committee chairpersons from the membership of the Medical Staff. Committees other than the Medical Executive Committee may include participation of physicians and staff who are not members of the Medical Staff. Participants who are not members of the Medical Staff may be members of committees, except the Medical Executive Committee, and are eligible to vote. Members of the Medical Staff shall be assigned to committees by the Chief of Staff for terms to coincide with the election of Medical Staff Officers. The Medical Executive Committee may, from time to time, appoint such other committees as determined to be appropriate, and subject to approval by the Board, and may prescribe the functions and duties of such committees and the terms of membership of committee members.

7.2 Medical Executive Committee. The Medical Executive Committee shall be comprised of the Chief of Staff, the Vice Chief of Staff, the Past Chief of Staff, the Chair of the Credentials Committee, the elected Department Chiefs, and the elected Section Chiefs, the Chair of the Multispecialty Peer Review Committee, and the Professional Staff Credentials Chair. In addition, the following persons shall also serve ex-officio as non-voting members of the Medical Executive Committee, unless already serving on the Medical Executive Committee in some other official capacity: the President of the Hospital, the Chief Medical Officer, the Vice President of Medical Affairs, the Chief Operating Officer, Chief Nursing Officer, Medical Director of Quality, Chair of Wellness Committee, and the Director of the Family Medicine Residency Program. The President of the Hospital and the Chief Nursing Officer, or their designees, shall attend each Medical Executive Committee meeting on an ex-officio basis. The Medical Executive Committee shall be scheduled to meet as needed to coordinate the activities and policies of the Medical Staff, and shall act on behalf of and under the limitations imposed by the Medical Staff as a whole. The Medical Executive Committee may meet as a body or via use of any other confidential manner currently available, i.e., conference call or e-mail. The functions of the Medical Executive Committee include, but are not necessarily limited to, the following:

- A. Reporting at each regular meeting of the Medical Staff on actions taken by the Medical Executive Committee since the last preceding Medical Staff meeting;
- B. Performing the duties and acting on behalf of the Medical Staff in the interim between regular meetings of the Medical Staff, in accordance with the authority delegated to the Medical Executive Committee by the Medical Staff, which authority may be delegated, revised or removed by an action of the Medical Staff taken in accordance with Article 4.5;
- C. Receiving and acting upon and sharing with the Board of Trustees the reports and recommendations from Medical Staff committees, Departments, Sections, and

assigned activity groups regarding at least the following: medication management oversight, infection prevention and control oversight, tissue review, utilization review, medical record review, and quality management;

- D. Developing and implementing policies of the Medical Staff that are not otherwise the responsibility of the individual committee;
- E. Recommending to the Board all matters relating to the structure of the Medical Staff, credentialing, appointments and reappointments, staff categorization, Department assignments, clinical privileges, and corrective action, except where such recommendation is a function of the Medical Staff as a whole;
- F. Fulfilling the Medical Staff's accountability to the Board for the quality of the overall care, treatment and services rendered to the patients in the Hospital;
- G. Preparing the annual Medical Staff budget and submitting it to the Medical Staff for information;
- H. Initiating and pursuing corrective action when warranted, in accordance with these Bylaws;
- I. Requesting evaluations of a Practitioner's privileges, when there is doubt as to the ability of an applicant or Medical Staff member's ability to perform the privileges requested;
- J. Taking all reasonable steps to insure professional ethical conduct and competent clinical performances on the part of all members of the Medical Staff, including the initiation and/or participation in medical corrective or review measures when warranted;
- K. Addressing issues which involve unusual occurrences and/or claims involving allegations of malpractice within the Hospital;
- L. Informing the Medical Staff of all accreditation programs and the accreditation status of the Hospital; and
- M. Organizing quality improvement activities of the Medical Staff and Professional Staff as well as evaluation and review of such activities.

7.3 Credentials Committee. The Credentials Committee shall include the Chief of Staff, the Vice Chief of Staff, and five or more members appointed by the Chief of Staff with approval of the Medical Executive Committee to serve as permanent members until they choose to resign or are removed by the majority vote of the Medical Executive Committee.

In addition, the Credentials Committee shall include five past Department Chiefs or Section Chiefs designated by the Chief of Staff to serve two-year terms. The Vice President of Medical Affairs shall act as an ex-officio non-voting member of the Credentials Committee. The Chair or designee of the Professional Staff Credentials Committee shall act as an ex-officio full voting member on all issues before the Credentials Committee. The Medical Staff Credentials Committee and its subcommittee, the Professional Staff Credentials Committee, shall perform the functions ascribed to them in these Bylaws and in the Credentialing and Discipline Policy, and shall perform such other duties as may be established by the Medical Executive Committee.

- 7.4 Professional Staff Credentials Committee. The Professional Staff Credentials Committee shall be chaired by a credentialed member of the Professional Staff at North Memorial Health Hospital. In addition, a Nurse Clinician, Clinical Nurse Specialist, Certified Registered Nurse Anesthetist, Nurse Practitioner, Physician’s Assistant, Clinical Leader, Patient Care Director, Practicing Physician (present member of the Medical Staff Credentials Committee), representative from Human Resources, other disciplines (depending on issues) shall serve as voting members on the Professional Staff Credentials Committee. The Vice President of Medical Affairs and the Executive Director of Patient Care Services shall act as ex-officio non-voting members. The Professional Staff Credentials Committee shall perform the functions ascribed to it in these Bylaws and in the Credentialing & Discipline Policy, and such other duties as may be established by the Medical Executive Committee.
- 7.5 Multispecialty Peer Review Committee. The Multispecialty Peer Review Committee (“MSPR Committee”) shall be voluntary members representing each Department from the Medical Staff. The MSPR Committee shall perform the functions described in the North Memorial Health Hospital Peer Review Policy, including: determination of whether appropriate care was provided with the hospital; determination of whether physician review or auditing, education, conversation, or other remedial measures are warranted; oversight of other peer review committees; reporting to the MEC on peer review actions; and reporting to MEC immediately in the case of egregious or emergent situations.
- 7.6 Nominating Committee. The Nominating Committee shall be comprised of the recent Chiefs of Staff who are active members of the Medical Staff and the current Chief of Staff. The Chief of Staff shall appoint one member of the Nominating Committee to serve as chair of the committee, and shall give consideration for the position of chair to the immediate past Chief of Staff. The Nominating Committee shall present a slate of at least one candidate for each office of the Medical Staff which is to be filled by election.
- 7.7 Minutes. Each committee of the Medical Staff shall keep regular minutes or other records of its proceedings, which shall be maintained permanently.

**ARTICLE 8 - POLICIES AND PROCEDURES; RULES AND REGULATIONS**

- 8.1 Credentialing and Discipline Policy. Policies respecting Medical Staff membership and privileges for Practitioners and others credentialed by the Medical Staff shall be set out in the Credentialing and Discipline Policy adopted by the Medical Staff and the Board of Trustees and attached hereto and by this reference made a part of these Bylaws.
- 8.2 Fair Hearing Policy. Policies establishing a fair hearing and review process and suspension rules for Practitioners subject to adjudicative decisions of the Medical Staff shall be set out in the Fair Hearing Policy adopted by the Medical Staff and the Board of Trustees and attached hereto and by this reference made a part of these Bylaws.
- 8.3 Rules and Regulations. The Medical Executive Committee may promulgate such other rules and regulations as it determines necessary for the effective administration of the Medical Staff and to implement the general provisions or principles found in these Bylaws, Credentialing and Discipline Policy, and Fair Hearing Policy. Such rules and regulations must be consistent with the Medical Staff Bylaws. Only Medical Staff rules and regulations adopted by the Medical Executive Committee, Medical Staff and the Board of Trustees are binding upon the Medical Staff and its members. The Medical Staff Rules and Regulations are attached hereto and by this reference made a part of these Bylaws. The Rules and Regulations may be amended by a majority vote of the Medical Executive Committee with the approval of the Medical Staff and the Board of Trustees.
- 8.4 Other Policies and Procedures. The Medical Executive Committee may promulgate such other policies and procedures or amendments to such, as it determines necessary for the effective administration of the Medical Staff. Such policies and procedures must be consistent with the Medical Staff Bylaws.
- 8.5 Member Challenge. Any member of the Medical Staff may raise a challenge to any rule or policy established by the Medical Executive Committee. In the event a rule, regulation or policy is felt to be inappropriate, any member may submit a petition signed by 15% of the members of the Active Staff. The Medical Executive Committee shall review any such petition and shall have the authority to determine whether any change to a rule or policy is needed.
- 8.6 Action by Medical Staff. Regardless of whether the Medical Executive Committee is empowered to act on behalf of the Active Staff on a given issue, the Medical Staff as a whole may, through action taken in accordance with Article 9, adopt amendments to the Medical Staff Bylaws, rules and regulations, and policies and procedures and propose such amendments directly to the Board for the Board's approval.
- 8.7 Departmental Rules and Regulations. Each Department of the Medical Staff shall promulgate its own rules and regulations for the effective administration of such

Department. All such rules and regulations must be approved by the Medical Executive Committee and the Board of Trustees. The rules and regulations for each Department shall include, but are not limited to, provisions for the following:

- A. Statement of purpose and objectives;
- B. Qualifications for Physician, Dentist, or Podiatrist membership in the Department;
- C. Procedures and criteria for the granting and delineation of privileges;
- D. Organization of the Department, including selection of committee members, appointment of officers, and duties of the Chief;
- E. Meetings and meeting requirements;
- F. Specialized policies and protocols of the Department; and
- G. Qualifications and privileges of Professional Staff and Allied Health Staff assigned to the Department.

#### **ARTICLE 9 - ADOPTION, AMENDMENTS AND PERIODIC REVIEW**

- 9.1 Adoption. These Bylaws together with the appended Credentialing and Discipline Policy, Fair Hearing Policy, and Rules and Regulations, or other policies adopted in accordance with Article 9, shall be adopted at any regular or special meeting of the Active Medical Staff or by electronic ballot and shall become effective when approved by the Board of the Hospital.
- 9.2 Amendment. Amendments to these Bylaws of the Medical Staff must be approved by a two-thirds majority of the Medical Staff Executive Committee and then submitted to the Medical Staff by emailed ballot. Amendments shall pass unless 30% of mailed ballots that are received with thirty (30) days reject the amendments. Amendments so made shall be effective when approved by the Board.

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 made necessary because of punctuation, spelling or other errors of grammar or expression. Such amendments shall be effective immediately and shall be permanent if not disapproved by the Medical Staff or the Board within sixty (60) days of adoption by the Medical Executive Committee. The action to amend may be taken by a motion acted upon in the same manner as any other motion before the Medical Executive Committee. Immediately upon adoption, such

amendments shall be sent to the Hospital President and posted for review by the Medical Staff for fourteen (14) days.

- 9.3 Periodic Review. The Bylaws, and rules, regulations and policies and procedures promulgated in accordance with the Bylaws, shall be reviewed from time to time, at least every three years, by the Medical Executive Committee.

#### **ARTICLE 10 – MISCELLANEOUS**

- 10.1 Captions. The captions and section-headings used in these Bylaws are for organizational and informational purposes only. They shall not be deemed to modify or abrogate the content of any terms or provisions contained in these Bylaws.
- 10.2 Medical Staff Role in Exclusive Contracting. The Hospital may consult with the Medical Staff regarding issues of quality of care associated with the establishment of exclusive arrangements for physician and/or professional services, and the Medical Executive Committee may independently report on such issues to the Board of Trustees as it deems appropriate, all in keeping with the responsibility of the Medical Staff to work to improve the quality of care in the Hospital.
- 10.3 Effect of the Bylaws. Upon adoption and approval as provided in these Bylaws in consideration of the mutual promises and agreements contained in these Bylaws, the Hospital and the Medical Staff, intending to be legally bound, agree that these Bylaws shall constitute part of the contractual relationship existing between the Hospital and the Medical Staff members, both individually and collectively.
- 10.4 Indemnification. The Hospital shall defend (or cover the costs incurred for the defense by), and cover settlements, judgments, and damages amounts on behalf of any member of the Medical Staff serving on or assisting any Hospital or Medical Staff committee, or assisting in peer review or quality management activities involving care provided at the Hospital, involved in claims arising out of such activities, so long as the member acted in good faith.

#### **References/Attachments:**

[Medical Staff Bylaws - Attachment A - Credentialing and Discipline Policy](#)

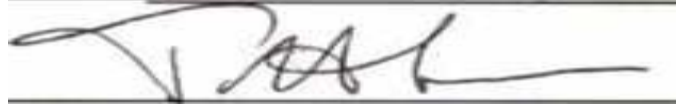
[Medical Staff Bylaws - Attachment B - Fair Hearing](#)

[Medical Staff Bylaws - Attachment C - Rules and Regulations](#)

[Medical Staff Bylaws - Attachment D - Glossary](#)

Adopted by the Medical Staff of North Memorial Health Hospital on:

Date: April 18, 2019



Chief of Staff

Approved by the Board of Trustees of North Memorial Health Care on:

Date: April 18, 2019



President of the Board of Trustees

**TABLE OF REVISIONS:**

<b>Date</b>	<b>Description of Change</b>
01/2016	Changed MSQPR to MSPR – Multispecialty Peer Review
	Defined reportable adverse actions and timeframe for reporting
	Nominating Committee approval required in order hold more than one office concurrently.
02/2018	Revisions as per the Bylaw review committee
12/2018	Revisions as per the Bylaw review committee
04/2019	Revised Anesthesia section to become a Department of Medical Staff