



Kaleida Health

**BYLAWS OF THE  
MEDICAL AND DENTAL STAFF  
OF  
KALEIDA HEALTH**

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**ARTICLE 1 DEFINITIONS**

- 1.1 "Advanced Practice Provider" or "APP" shall mean a healthcare practitioner licensed by New York State, other than a Physician, Dentist or Podiatrist.
- 1.2 "Board of Directors" or "Board" shall mean the Board of Directors of Kaleida Health.
- 1.3 "Bylaws" shall mean the Bylaws of the Medical and Dental Staff of Kaleida Health.
- 1.4 "Kaleida Health" is the name of a domestic not-for-profit corporation licensed as a hospital under Article 28 of the Public Health Law.
- 1.5 "Chief Executive Officer" or "CEO" shall mean the Chief Executive Officer of Kaleida Health.
- 1.6 "Chief Medical Officer" or "CMO" shall mean the Executive Vice President for Medical Affairs and Chief Medical Officer of Kaleida Health.
- 1.7 "Chief of Service" shall mean the leader of a Clinical Service whose responsibilities include the clinical direction of the Clinical Service and such other duties or responsibilities as are specified in the Bylaws, Rules and Regulations, and Policies.
- 1.8 "Dentist" shall mean a doctor of dental surgery or dental medicine.
- 1.9 "Hearing Procedure" shall mean the procedures set forth in Articles 13-15 of the Bylaws.
- 1.10 "Hospital" shall refer to all Hospitals, as defined in the New York State Public Health Law, including, for example, general hospitals, long-term care facilities and diagnostic and treatment centers, operated solely by Kaleida Health.
- 1.11 "Medical Executive Committee" or "MEC" shall mean the Medical Executive Committee of the Staff.
- 1.12 "Member" shall mean a Physician, Dentist, Podiatrist, or Advanced Practice Provider who has been duly appointed to the Staff.
- 1.13 "NYCRR" shall mean the New York Codes, Rules and Regulations.
- 1.14 "Physician" shall mean a doctor of medicine or a doctor of osteopathy.
- 1.15 "Podiatrist" shall mean doctor of podiatric medicine who is a licensed healthcare professional who diagnoses, treats, operates and prescribes for any disease, injury, deformity, or other condition of the foot.
- 1.16 "Policies" shall mean Policies of the Staff and Kaleida Health.
- 1.17 "Rules and Regulations" shall mean the Rules and Regulations of the Staff or the various Clinical Services.
- 1.18 "Staff" shall mean the Medical and Dental Staff of Kaleida Health.
- 1.19 "University" shall mean the University at Buffalo Jacobs School of Medicine and Biomedical Sciences and the University of Buffalo School of Dental Medicine.

## **ARTICLE 2 MEMBERSHIP AND RIGHTS OF MEMBERS**

- 2.1 Nature of Staff Membership. Membership on the Staff is a privilege conferred by the Board, after receipt of the MEC's recommendation, only upon professionally-competent Physicians, Dentists, Podiatrists and Advanced Practice Providers who continuously meet the qualifications set forth in the Bylaws, Rules and Regulations, and Policies, consistent with the needs of Kaleida Health and its patients. Appointment to the Staff does not in itself confer privileges. Both Staff Membership and specific privileges are subject to approval by the Board in accordance with the Bylaws. The Bylaws, Rules and Regulations, and Policies do not create any contractual right on the part of a Member of the Staff in relationship to Kaleida Health.
- 2.2 Qualifications for Membership.
- Only Physicians, Dentists, Podiatrists and Advanced Practice Providers holding a license to practice in New York State who sufficiently document their background, experience, training, and physical and mental ability, and who present verifiable evidence of good judgment, individual character, clinical competence, adherence to the ethics of their profession, and their ability to work with others to assure the Staff and the Board that any patient treated by them shall receive care of a quality acceptable to the Hospital, shall be qualified for membership on the Staff. No individual is entitled to membership on the Staff or to exercise particular privileges merely by virtue of being licensed to practice in this or any other State, holding staff membership or privileges at another healthcare facility, or holding membership in any professional organization. In addition, Physicians, Dentists and Podiatrists shall be certified by their applicable certifying boards, or shall be eligible for certification as provided in the delineation of privileges for their applicable Clinical Services.
- 2.2.1 Satisfactory completion of residency or fellowship training requirements in a training program approved by the Accreditation Council for Graduate Medical Education (ACGME), or an ACGME-equivalent training program, the American Osteopathic Association (AOA), the American Podiatric Medical Association (APMA) or the American Dental Association (ADA) is required for Physicians, Podiatric Surgeons and Dental Specialists (including oral surgeons).
- 2.2.2 Applicants for membership on the Staff shall agree to accept the responsibilities and obligations of membership as set forth in the Bylaws, Rules and Regulations, and Policies.
- 2.3 Responsibilities of Staff Membership. Every Member of the Staff shall:
- a. Provide his or her patients with continuous and appropriate care; arrange for suitable alternative coverage for his or her patients by a Member of the Staff when necessary; seek consultation when necessary or required; supervise the work of any APP under his or her direction; and ensure that for every patient a history and physical has been completed and documented in the medical record no more than thirty (30) days before or twenty-four (24) hours after admission or registration, and prior to any high-risk procedure, surgery, procedures requiring anesthesia services, or other procedure requiring a history and physical;
  - b. Abide by the Bylaws, Rules and Regulations, and Policies, as well as state and federal laws and regulations;
  - c. Accept assignments relating to Staff and Hospital activities and functions, and conscientiously discharge any and all Staff, Clinical Service, committee, and Hospital functions for which he or she is responsible by virtue of appointment, election, or otherwise;

- d. Assist the Hospital in fulfilling its mission and responsibility to provide emergency and uncompensated care;
  - e. Act in a lawful, ethical and professional manner, including adherence to the ethical standards and principles set forth in the codes of ethics and principles adopted by his or her profession or specialty and to state and federal laws and regulations; and
  - f. Appear at any Special Meeting called by the Staff President or his designee or as otherwise provided by the Bylaws.
- 2.4 Nondiscrimination. Staff membership and privileges shall not be denied on the basis of age, sex, sexual orientation, gender identity or expression, physical appearance, race, color, creed, national origin, or a disability unrelated to the ability to fulfill patient care and Staff responsibilities. The reason for any unfavorable recommendation shall relate to patient welfare, standards of patient care, the objectives of the Hospital or the character or competence of the applicant.
- 2.5 Exemption from Liability. No Member of the Staff shall incur any liability to Kaleida Health for informing a patient that he or she refuses to give advice with respect to, or participate in, any induced termination of pregnancy.
- 2.6 Application and Approval Process. The form, content and method of processing applications for appointment and reappointment to the Staff and requests for clinical privileges shall be as prescribed in Articles 4 and 5 of the Bylaws.
- 2.7 Duration of Appointment. Initial appointment to the Staff shall be to the Associate Staff for a period of not more than two (2) years. Reappointment to any category of the Staff shall be for a period of not more than two (2) years.
- 2.8 Waiver of Qualifications. Any qualification for Staff membership may be waived at the discretion of the MEC upon consultation with the appropriate Chief of Service and with the approval of the Board upon determination that such waiver shall serve the best interests of the Kaleida Health and its patients.
- 2.9 Leave of Absence from Staff Membership.
- 2.9.1 Procedure. A Member may request a leave of absence for a period not to exceed two (2) years, by written application stating the reason for the request, accompanied by the written recommendation of the Chief of Service, to the MEC, which shall promptly render a decision and notify the Board, the Chief of Service and the Member. An extension of a leave of absence may be requested only once in the same manner. A Member shall not be required to pay dues during an approved leave of absence.
  - 2.9.2 Reinstatement. A Member may be reinstated as follows:
    - a. The Member shall request reinstatement of membership in the following manner:
      - (i) if the period of absence did not exceed the unexpired duration of the Member's term of appointment, by forwarding a request on the prescribed reinstatement application form approved by the MEC, accompanied by a written recommendation of the Chief of Service, to the MEC, which shall promptly notify the Board, the Chief of Service and the Member of its action on the request; or
      - (ii) if the period of absence exceeded the unexpired duration of the Member's term of appointment, by applying for reappointment to the Staff.

- b. Once a proper request for reinstatement has been made, the denial of the request shall be considered an unfavorable recommendation affording the Member the procedural rights set forth in the Hearing Procedure.
- 2.10 Each Member has the right to request a meeting with the MEC by sending a written notice to the MEC requesting the meeting and stating the reason(s) for the request. The MEC shall respond to such a request within ten (10) days following the next regularly-scheduled meeting of the MEC, and shall inform the Member who made the request of the meeting date, time and place. Prior to making such a request, the Member shall meet with his or her Chief of Service in an attempt to resolve the pertinent issue(s).
- 2.11 Any Member with voting rights may initiate a recall election of a Medical Staff Officer by submitting a petition to the MEC signed by at least twenty percent (20%) of the Members of the Active Staff. Upon presentation of such a petition, the MEC shall schedule a Special Meeting of the Staff for purposes of discussing the issue and (if appropriate) entertain a motion to recall the officer, which shall be effective only upon the affirmative vote of two-thirds (2/3) of the voting Members present or participating by teleconference at the Special Meeting of the Staff called and held for that purpose in accordance with the procedures set forth in these Bylaws.
- 2.12 Any Member with voting rights may initiate the scheduling of a Special Meeting of the Staff. Upon presentation of a petition signed by at least five percent (5%) of the Members of the Active Staff, the MEC shall schedule a Special Meeting of the Staff for the specific purpose addressed by the petition. No business other than as stated in the petition shall be transacted.
- 2.13 A Member or applicant, as appropriate, shall have the procedural rights set forth in the Hearing Procedure, subject to the provisions, limitations and exceptions set forth in the Bylaws, Rules and Regulations, and Policies, in the event any of the following unfavorable recommendations are made or taken:
  - a. Denial of initial Staff appointment, reappointment or reinstatement to the Staff, or Active Staff status;
  - b. Suspension or restriction of Staff appointment lasting thirty (30) or more days, or revocation of Staff appointment; or
  - c. Denial or involuntary reduction, restriction, suspension or revocation of privileges lasting thirty (30) or more days.

A "restriction" is an adverse action resulting from a professional review action based on clinical competence or professional conduct leading to an inability to exercise professional judgment in a professional setting.

- 2.14 Affirmative Duty to Report. A Member must promptly report in writing to the Credentials Committee Chair and the CMO any adverse action of a licensing board, third-party payer, licensed or certified health system or facility (i.e., other hospital), professional liability insurance company, court or government agency against the Member, including, without limitation, any denial, reduction, restriction, suspension or revocation of the Member's license to practice, Drug Enforcement Agency (DEA) certification, or participation in any federal or state healthcare insurance or reimbursement program.

### ARTICLE 3 CATEGORIES OF STAFF

3.1 Categories. The Staff shall consist of an Active Staff, Associate Staff, Courtesy Staff, Emeritus Staff and Advanced Practice Provider Staff.

3.1.1 Active Staff.

3.1.1.1 Qualifications. A Member of the Active Staff shall have completed at least two (2) years of satisfactory performance as an Associate Staff Member, shall have actively and regularly participated in patient care at Kaleida Health or in other activities of Kaleida Health, and shall:

- a. Meet the qualifications stated in these Bylaws;
- b. Demonstrate an interest in and commitment to Kaleida Health through patient care activities, providing his or her primary practice at Kaleida Health and/or providing services to Staff activities and functions, and perform such other obligations and duties as are assigned to him or her by the Staff President, the MEC or his or her Clinical Director;
- c. Actively participate in performance improvement and/or risk management activities at Kaleida Health;
- d. Contribute to the organizational and administrative activities of the Staff, including department or committee duties as elected or appointed; and
- e. Fulfill the obligations and responsibilities of an Active Staff Member.

3.1.1.2 Prerogative of Active Staff. An Active Staff member may:

- a. Admit patients to the Hospital if the practitioner's delineation of privileges includes admitting privileges, and exercise such privileges as are granted pursuant to these Bylaws;
- b. Vote on all matters presented at General and/or Special Meetings of the Staff and of the Clinical Services and committee(s) to which he or she is appointed; and
- c. Hold a Staff office.

3.1.1.3 Obligations and Responsibilities. Active Staff Members shall:

- a. Assume and carry out obligations and responsibilities within his or her area of professional competence for the daily care and supervision of each patient in Kaleida Health for whom he or she is clinically responsible, complete all necessary medical records in a timely fashion, and promptly arrange for a suitable alternative appointee on the Staff to provide such care and supervision during any absence or unavailability;
- b. Assume clinical responsibility for emergency care and for unreferred patients, in accordance with applicable laws and regulations, including EMTALA, and in accordance with requirements established by Staff committees, Clinical Services or departments, or at the discretion of the Staff President or the Member's Chief of Service;

- c. Be "on-call" unless excused from such duty by the CMO, the Staff President or the MEC. The "on call" schedule is Service-specific and shall be maintained by the Chief of Service;
- d. Actively participate in recognized functions of the Staff appointment process, including performance improvement, risk management and monitoring activities, including monitoring new appointees during their provisional periods, and in discharging other Staff functions as may be required from time to time; and
- e. Pay fees and/or dues in an amount established by the MEC.

### 3.1.2 Associate Staff.

3.1.2.1 Qualifications. Associate Staff shall consist of Staff Members who have not completed their initial, two-year appointments to the Staff as well as Staff Members who have completed the above, but who either do not actively and regularly participate in patient care at Kaleida Health, or do not participate in other activities of Kaleida Health. "Actively and regularly participate in patient care at Kaleida Health" shall mean to be involved in more than twenty (20) patient contacts, defined as admissions, patient evaluations or procedures at the Hospital, per year. An Associate Staff Member shall be moved to membership on the Active Staff when he or she has more than twenty (20) patient contacts in a calendar year.

3.1.2.2 Prerogatives of Associate Staff. An Associate Staff Member may:

- a. Admit patients to the Hospital if the practitioner's delineation of privileges provides admitting privileges, and exercise such privileges as are granted pursuant to these Bylaws;
- b. Attend Staff and Clinical Service meetings;
- c. Vote on all matters presented at General and/or Special Meetings of the Staff and of the Clinical Services and committee(s) to which he or she is appointed; and
- d. Hold a Staff office.

3.1.2.3 Obligations and Responsibilities. Each Member of the Associate Staff shall:

- a. Discharge the basic responsibilities of membership on the Staff;
- b. Pay any dues assessed by the Staff;
- c. Participate, if asked, as a member of a Staff committee; and
- d. If required, attend Clinical Service meetings.

### 3.1.3 Courtesy Staff.

3.1.3.1 Qualifications. Courtesy Staff shall consist of Staff members who are qualified for membership on the Staff pursuant to the provisions of Section 2.2 of the Bylaws but who do not request membership in the Active or Associate Staff or who have had no patient contacts since the date of last reappointment. A Courtesy Staff Member is required to establish an arrangement or relationship with an Active or Associate Member who shall



admit, manage, and attend to patients referred by the Courtesy Staff Member to the Hospital.

3.1.3.2 Prerogatives of Courtesy Staff:

- a. May not admit patients to the Hospital but shall discuss admissions and patient management with the Active or Associate Staff Member who is to attend to hospitalized patients referred by the Affiliate Staff Member. No procedural, consultative, or other clinical privilege is available to Courtesy Staff Members; and
- b. May attend Staff and Clinical Service meetings and serve on committees, but shall not be eligible to vote or to hold Staff office.

3.1.3.3 Obligations and Responsibilities. Members of the Courtesy Staff shall pay any fees and/or dues established by the MEC.

3.1.4 Emeritus Staff.

3.1.4.1 Qualifications. Emeritus Staff membership shall be conferred by the Board upon individuals who are recognized and recommended by the MEC for their outstanding reputations, distinguished contributions to the health and medical sciences and/or previous long-standing exemplary service to the Staff.

3.1.4.2 Prerogatives. Unless otherwise determined by the MEC, an Emeritus Staff Member:

- a. Is not eligible to admit patients to the Hospital or to exercise clinical privileges in the Hospital;
- b. May upon invitation attend Staff and Clinical Service meetings, but is not eligible to vote or to hold a Staff office and is not required to attend meetings or to pay dues or assessments; and
- c. May be appointed to a committee of the Staff.

3.1.5 Advanced Practice Providers.

3.1.5.1 Qualifications. The Rules and Regulations shall list the categories of Advanced Practice Providers approved by the Board for Staff membership.

3.1.5.2 Prerogatives. Advanced Practice Providers:

- a. Shall provide specified safe patient care, treatment and services under the supervision and direction of an Active Medical Staff Member or, where permitted, in collaboration with an Active Medical Staff Member, consistent with the standardized procedures or protocols granted to the Advanced Practice Provider and within the scope of practice of the Advanced Practice Provider's licensure or certification;
- b. Shall be represented on the MEC by one (1) voting member chosen by a vote of the Advanced Practice Provider Members of the Staff;
- c. May attend Staff and Clinical Service meetings, serve on committees, and vote for Advanced Practice Provider MEC representation, but may not hold Staff Office; and

- d. In the case of Nurse Practitioners and Physician Assistants, shall have limited admitting privileges for patients in ambulatory surgery status or observation status.

3.1.5.3 Obligations and Responsibilities. Members of the Advanced Practice Provider Staff shall:

- a. Abide by the Bylaws, Rules and Regulations, and Policies, and any Policies that apply specifically to Advanced Practice Providers; and
- b. Pay any fees and/or dues established by the MEC.

#### **ARTICLE 4 APPOINTMENT AND REAPPOINTMENT PROCEDURE**

- 4.1 Procedure. This procedure shall apply to all: (a) applications for appointment and reappointment to the Staff; (b) requests for reinstatement after a leave of absence from the Staff; and (c) initial requests for privileges.
- 4.2 Application for Initial Appointment and Reappointment. Each application for appointment or reappointment to the Staff shall be in writing and shall be submitted on the form prescribed by the MEC and approved by the Board. Each application shall include at least the following information:
  - a. Nature of request;
  - b. Qualifications, including licensure, education and training, and any additional training required by New York State or other regulatory agencies;
  - c. Experience, including present and prior affiliations;
  - d. Requested delineation of privileges and supporting documentation;
  - e. Documentation of current health status;
  - f. Professional liability coverage and detailed professional liability history. (Note: Kaleida Health should be listed on the certificate of insurance cover sheet as the certificate holder.);
  - g. Professional sanctions, misconduct proceedings, and criminal prosecutions or convictions, whenever and wherever instituted or imposed;
  - h. Professional references who can attest to an applicant's current competence. References shall be colleagues having the same specialty as the applicant. (Advanced Practice Professional references can be another APP or a Physician.);
  - i. Acknowledgment, agreement, authorization and verification statements;
  - j. Application processing fee; and
  - k. All other information sought on the prescribed form approved by the Board.

### 4.3 Application Process.

#### 4.3.1 Definitions.

4.3.1.1 Expedited Application. An expedited application or reapplication is one that does not contain any grounds for non-expedited treatment.

4.3.1.2 Non-Expedited Application. A non-expedited application or reapplication is one that contains one (1) or more of the following grounds for non-expedited treatment:

- a. The applicant is found to have experienced denial, reduction, limitation, restriction or revocation of membership or privileges, or to be under investigation or the subject of a professional review action at another organization;
- b. Applicant is or has been under investigation by a state medical board or licensing authority, or has a history of disciplinary or regulatory adverse action;
- c. Applicant has had more than two (2), or an unusual pattern of, malpractice or other professional liability action(s) filed against the applicant or has had one (1) final adverse judgment or settlement in such an action within the past five (5) years;
- d. Applicant changed medical schools or residency programs, or has gaps in training or practice;
- e. Applicant has changed practice location more than three (3) times in the past year;
- f. Applicant has practiced or been licensed in three (3) or more states;
- g. Applicant has one (1) or more reference responses that raise questions or concerns;
- h. A discrepancy is found between information received from the applicant and references or verified sources of information;
- i. Applicant is the subject of an adverse report in the National Practitioner Data Bank or other professional sources;
- j. The request for privileges is not reasonable based upon applicant's experience, training, and demonstrated current competence, and/or is not in compliance with applicable criteria;
- k. Applicant has been removed from a managed care panel for reasons of professional competence or professional conduct, or applicant has potentially relevant physical, mental, and/or emotional health problems; or
- l. Other reasons as determined by the Medical Staff leadership that raise questions about the qualifications, competency, professionalism, or appropriateness of the applicant for membership or privileges.

- 4.3.2 Applicant's Burden. Each applicant shall have the burden of producing adequate information for complete evaluation of his or her application and proving that the applicant meets the qualifications for membership under Section 2.2 of these Bylaws.
- 4.3.3 Verification of Information. The applicant shall deliver a completed application to the Medical Staff Office (MSO), or shall complete an online application. Staff administrators shall, in timely fashion, seek to verify information from the primary source(s), whenever feasible and required, and shall conduct database profile searches with the National Practitioner Data Bank and other professional sources. If applicable, the (MSO) will verify an applicant's Federal Narcotics Registration Certificate (DEA) number. The MSO shall promptly notify an applicant if the MSO is unable to obtain required information. An initial determination about whether an application shall be expedited or non-expedited shall be made by the MSO staff. When the information gathering and verification process is complete, the MSO shall submit the application and supporting materials to the appropriate Chief of Service for review and recommendation.
- 4.3.4 Chief of Service Action. The appropriate Chief of Service shall submit his or her written recommendation and the reasons for that recommendation to the Credentials Committee. A recommendation may include granting or denying membership or particular privileges, imposing a limitation, such as case review, or proctoring/monitoring with no restriction on privileges, or imposing a restriction, such as mandatory consultation. If the application was initially treated as expedited, the Chief of Service may disagree and the application shall become non-expedited. If the Chief of Service approves an expedited appointment or reappointment and/or privileges, then the Member may begin exercising such privileges provisionally for up to four (4) months, subject to the final authority of the Credentials Committee, the MEC and the Board. The Chief of Service shall not change an application from non-expedited to expedited without the approval of the Credentials Committee.
- The Chief of Service shall designate a Member of the Clinical Service to perform these actions with respect to the credentials and privileges of the Chief of Service.
- 4.3.5 Credentials Committee Action. The Chair of the Credentials Committee shall review the application, supporting documentation, Chief of Service recommendation, and any other relevant information. The Chair shall review the checklist completed by the MSO and verify that the requested privileges are appropriate. If the Chair determines that there are no reasons to treat the application as non-expedited, he or she shall approve the application as the CEO's designee and on behalf of the Credentials Committee, and send the recommendation to the MEC directly. If the Chair detects any reason not to expedite the application, he or she shall return the application/file to the MSO for additional investigation. In that event, the application for expedited new appointment, reappointment or privileges shall be considered inactive until the file is reviewed again by the appropriate Chief of Service. The applicant shall be notified immediately if his or her application and/or privileges have been inactivated. The Chair may also recommend that an application be treated as non-expedited. If the application is designated as non-expedited, another member of the Credentials Committee shall review the application and present the application to the full Credentials Committee. The full Credentials Committee shall then make its recommendation to the MEC. A recommendation may include granting or denying membership or particular privileges, imposing a limitation, such as case review, or proctoring/monitoring with no restriction on privileges, or imposing a restriction, such as mandatory consultation.
- 4.3.6 Medical Executive Committee Action. The MEC shall consider the Credentials Committee's recommendations and such other reliable information as is available to it, and shall submit its recommendations and the reasons for such recommendations in writing to the Board. If the recommended action is unfavorable as defined in

Article 13 of these Bylaws, a Notice of Recommendation shall be sent to the applicant in accordance with the Hearing Procedure.

- 4.3.7 Action by Board of Directors. The Board shall consider the MEC's recommendations and take such action as it deems appropriate. If the Board approves an unfavorable recommendation as defined in Article 13 of these Bylaws, a Notice of Recommendation shall be sent to the applicant in accordance with the Hearing Procedure. All applications shall be reviewed by either the full Board or a two-person subcommittee of the Board. If the subcommittee or the full Board approves the MEC's favorable recommendation, then the application shall be approved.
- 4.4 Time Periods for Processing Application. Upon receipt of a completed application, the review and appointment process shall not exceed one hundred eighty (180) days, except for good cause.
- 4.5 Length of Appointment/Reappointment. Initial appointments shall be provisional and shall be for no more than two (2) years. Reappointments shall be for no more than two (2) years and shall occur during the month of the applicant's birthdate.
- 4.6 After-Discovered Dishonesty in Application or Reapplication. If, after Staff Membership or privileges have been granted, false or misleading information or a material omission is detected in an application or reapplication, then the matter shall be referred to the Leadership Council. The Leadership Council may ask the Credentials Committee to make a recommendation. The Leadership Council shall make a recommendation to the MEC, which shall in turn make a recommendation to the Board. Revocation or other adverse action with respect to membership or privileges based on the above grounds shall not give rise to the procedural rights set forth in the Hearing Procedure.
- 4.7 Emergent Privileges and One-Time Emergency Privileges. Emergent Privileges are privileges that may be granted to an applicant during the initial application process, with the understanding that the complete credentialing process, as outlined in Article 4, will be fulfilled. One-Time Emergency Privileges are privileges that may be granted to a non-Member for a specific procedure or set of procedures. An applicant or the Chief of Service on an applicant's behalf may request Emergent Privileges or One-Time Emergency Privileges in the department in which the privileges shall be exercised, if there is primary verification of the applicant's current licensure and competence as provided below. The site Chief Medical Officer shall approve or not approve the request, as the CEO's designee. If the application presents grounds for non-expedited treatment, privileges shall not be granted unless both the CMO and Staff President agree. The applicant shall pay fee(s) in an amount established by the MEC. Denial of such privileges shall not give rise to the procedural rights set forth in the Hearing Procedure.
- 4.7.1 Important Patient Care Need. Emergent Privileges and One-Time Emergency Privileges may be granted on a case-by-case basis when an important patient care need exists that mandates an immediate authorization to practice, for a limited period of time. For the purposes of granting emergency privileges, an important patient care need is an exceptional circumstance. The following are examples of important patient care needs:
- a. One (1) or more individual patients shall experience care that does not adequately meet their clinical needs if the emergency privileges under consideration are not granted (e.g., a patient scheduled for urgent surgery would not be able to undergo the surgery in a timely manner); or
  - b. The Hospital shall be placed at risk of not adequately meeting the needs of patients who seek care from the Hospital if the emergency privileges under consideration are not granted (e.g., the Hospital shall not be able to provide

adequate emergency room coverage in the practitioner's specialty, or the Board has granted privileges involving new technology to a Member on condition that the physician is proctored for a specific number of initial cases, and the proctoring physician, who is not seeking Staff membership, requires temporary privileges to serve as a proctor); or

- c. A group of patients in the community shall be placed at risk of not receiving patient care that meets their clinical needs if the emergency privileges under consideration are not granted (e.g., urgent coverage for a large physician practice in the community that is unable to meet its patients' needs in the Hospital).

4.7.2 Required Documentation and Verifications for Emergent Privileges. Emergent Privileges may be granted only if the applicant provides the following, or provides information from which the MSO may verify the applicant's eligibility:

- a. Verified education and training;
- b. Verified EMR training;
- c. NYS license;
- d. Current Professional Liability coverage and detailed professional liability history. (Kaleida Health should be listed on the certificate of insurance cover sheet as the certificate holder.);
- e. ECFMG Certificate (if applicable);
- f. Two (2) reference letters;
- g. Approved VISA/Permanent Resident Card (if applicable);
- h. Completed History and Physical, including Rubella, Rubeola and PPD;
- i. Privileges being requested (DOP/SOP);
- j. Interview with Chief of Service;
- k. OPMC search;
- l. License verification;
- m. NPI Number verification;
- n. Board Certification verification;
- o. NPDB search; and
- p. Background check (includes OMIG and OIG).

4.7.3 Required Documentation and Verifications for One-Time Emergency Privileges. One-Time Emergency privileges may be granted only if the applicant provides the following, or provides information from which the MSO may verify the applicant's eligibility:

- a. A written request indicating what procedure the applicant shall perform, including the date of procedure, location and patient's initials;

- b. Copy of CV;
- c. NYS license to practice medicine;
- d. Current professional liability coverage and detailed professional liability history. (Kaleida Health should be listed on the certificate of insurance cover sheet as the certificate holder.);
- e. ECFMG Certificate (if applicable);
- f. Copy of primary hospital current privileges;
- g. Complete history and physical, including Rubella, Rubeola and PPD;
- h. Database profiles from OMIG, OIG, and OPMC;
- i. NPI Number;
- j. Proof of board certification;
- k. National Practitioner Data Bank data; and
- l. Background check.

4.7.4 Emergency Privileges at Reappointment. Emergency privileges may not be sought at reappointment or used in the following situations:

- a. The applicant fails to provide all information necessary to process his or her reappointment in a timely manner; or
- b. The application contains grounds for non-expedited treatment.

4.7.5 Rights of Practitioners Denied Emergency Privileges. An applicant is not entitled to the procedural rights afforded by Hearing Procedure if his or her request for emergency privileges is denied.

4.7.6 Extreme Emergency Situations. In the case of an extreme emergency, any practitioner, to the degree permitted by his or her license, and regardless of Clinical Service or Staff status or privileges, shall be permitted to do, and shall be assisted by Hospital personnel in doing, everything possible to save the life of a patient or to save a patient from serious harm. For the purposes of this Section, an extreme emergency is defined as a condition in which serious or permanent harm could result to a patient, or in which the life of a patient is in immediate danger and any delay in administering treatment could add to that harm or danger, and there is insufficient time to verify a practitioner's qualifications.

#### 4.8 Telemedicine.

##### 4.8.1 Definitions.

- a. "Telemedicine" shall mean the use of electronic communication or other communication technologies to provide or support clinical care from a distance.
- b. "Telemedicine practitioner" shall mean the licensed independent practitioner who has either total or shared responsibility for patient care, treatment, and

services (as evidenced by having the authority to write orders and direct care, treatment and services) through a telemedicine link.

- c. "Originating site" shall mean the site where the patient is located at the time a service is provided, which will also be the site where the practitioner providing the professional service is located.
- d. "Distant site" or "hub site" shall mean the site where the telemedicine practitioner providing the professional service is located.

#### 4.8.2 Credentialing and Privileging Telemedicine Practitioners.

The originating site has the responsibility to credential and privilege telemedicine practitioners through one (1) of the following mechanisms:

- a. Kaleida Health may fully credential and privilege the practitioner according to the process outlined in its credentialing procedures; or
- b. Kaleida Health may privilege telemedicine practitioners by using the credentialing information from a distant site provided that the site (i.e., Hospital or ambulatory care organization) is accredited by an appropriate accrediting authority and has made its decision to grant credentials to the telemedicine practitioner using a process comparable to the standards of the Staff, and the distant site is a Medicare-participating Hospital:
  - i. Kaleida Health may use a copy of the distant site's credentialing packet. The distant site's credentialing packet must include a list of all privileges granted; and
  - ii. The distant site must sign an attestation that the credentialing packet is complete, accurate and up to date.

#### 4.9 Training Clinical Privileges.

- 4.9.1 An applicant who wishes to receive training at a Kaleida Health Hospital may request training clinical privileges. The request shall be in writing to the appropriate Chief of Service. If the Chief of Service agrees, the Staff President and the CMO shall review and consider the clinical competency of the applicant, and, if they decide to grant such privileges, they shall do so in writing. Training clinical privileges do not confer any rights or privileges of Membership on the Staff. In the event the applicant's request is denied, or privileges, once granted, are later terminated, these actions shall not give rise to the procedural rights in the Hearing Procedure, and shall not be considered a restriction of privileges or adverse action requiring a report to the Office of Professional Medical Conduct (OPMC) or the equivalent regulatory body of the state in which the applicant is licensed, or to the National Practitioner Data Bank.
- 4.9.2 The request must include a copy of the practitioner's current NYS license to practice medicine (or other state license as allowed by the New York State Education Department), as well as satisfactory proof of adequate professional liability insurance coverage, a copy of the practitioner's CV, documentation of the practitioner's current privileges, and verification of a recent health review with PPD test and results.
- 4.9.3 Patients must give informed, written consent whenever a non-Member physician with training clinical privileges shall assist a Member in performing a patient procedure. The signed informed consent shall be given to the Chief of Service for the applicable Clinical Service, before the practitioner undergoing training may assist.



- 4.10 Organ Procurement Exemption. Practitioners from outside organ procurement organizations designated by the Secretary, U.S. Department of Health and Human Services, and engaged solely at the Hospital in the collecting of tissues and/or other body parts for transplantation, therapy, research or educational purposes pursuant to the Federal Anatomical Gift Act and the requirements of Section 405.25 of that part, need not be Members of the Staff or hold privileges.

## **ARTICLE 5 PRIVILEGES**

- 5.1 Procedure. This procedure shall apply to all requests for new/additional privileges.
- 5.1.1 Requests for new/additional privileges shall be in writing to the MSO. Each request shall include at least the following information:
- a. Nature of request;
  - b. Qualifications, including education and training;
  - c. Supporting documentation; and
  - d. All other information as needed under the Clinical Service delineation of privileges.
- 5.2 Chief of Service Action. The appropriate Chief of Service shall submit his or her written recommendation and the reasons therefor to the Credentials Committee. If the Chief of Service approves a new/additional privilege, then that privilege shall be promptly added to the applicant's delineation of privileges. Such new/additional privilege shall be provisional for up to four (4) months, subject to later approval by the Credentials Committee, the MEC and the Board. If the Chief of Service denies the request for privileges because the Member does not meet the eligibility criteria, then the applicant shall be so notified in writing and offered the opportunity to submit additional information. If the applicant does not do so, the request shall be considered voluntarily withdrawn.
- The Chief of Service shall designate a Member of the Clinical Service to perform these actions with respect to the credentials and privileges of the Chief of Service.
- 5.3 Credentials Committee Action. The Credentials Committee shall consider the Chief of Service recommendation and other available information. If the Committee concurs with a favorable recommendation, it shall recommend approval to the MEC. If the Credentials Committee denies the request for privileges, then the Chief of Service shall be notified along with the applicant.
- 5.4 Medical Executive Committee Action. The MEC shall consider the Credentials Committee's recommendation and such other information available to it and shall submit its recommendation in writing to the Board. If the MEC action is an unfavorable recommendation as defined in Article 12 of these Bylaws, a Notice of Recommendation shall be sent to the applicant in accordance with the Hearing Procedure.
- 5.5 Board of Directors Action. The Board shall consider the MEC's recommendation and take such action as it deems appropriate. If the Board action is an unfavorable recommendation as defined in Article 12 of these Bylaws, then a Notice of Recommendation shall be sent to the applicant in accordance with the Hearing Procedure.

## ARTICLE 6 OFFICERS

- 6.1 Identification. The Officers of the Staff shall be the President, President Elect, Treasurer, Secretary, and Immediate Past President.
- 6.2 Qualifications of Officers. Officers must be Members of the Active or Associate Staff at the time of nomination and election, and must remain so in good standing during their terms of office. Failure to maintain such status shall immediately create a vacancy in the office involved.
- 6.3 Nomination and Election of Officers and At-Large Members of the Medical Executive Committee.
- 6.3.1 Nomination Process. At least three (3) months prior to an election, the MEC, upon recommendation of the Staff President, shall appoint a Nominating Committee to identify and recommend to the Staff qualified individuals to nominate for service as Officers and at-large members of the MEC.
- 6.3.2 Nominating Committee. (1) The Nominating Committee shall consist of at least five (5) Members of the Active Staff. No more than two (2) members of the MEC may serve on the Nominating Committee at one time. Additional qualifications for members of the Nominating Committee may be established by the MEC; (2) The nominating committee shall make selections in accordance with the Conflict of Interest Policy; (3) The Nominating Committee shall offer one (1) or more nominees for each of the offices of President Elect, Secretary and Treasurer, and two (2) or more nominees for each position of at-large member of the MEC to be filled, and shall publish the names of nominees at least twenty (20) days before written ballots are mailed to the Members of the Active Staff; (4) At least forty-five (45) days prior to publishing the names of nominees, the Nominating Committee shall receive from the CMO the names of the Chiefs of Service selected to serve on the MEC pursuant to Section 8.1.1.1. The Nominating Committee shall also provide advice and recommendations to the Staff President with respect to his or her appointment of members of the Credentials Committee.
- 6.3.3 Election. Officers and at-large members of the MEC shall be elected by the Members of the Active Staff. Voting shall be conducted by written ballot by mail or electronic ballot pursuant to procedures adopted by the MEC. Write-in candidates shall be permitted. A nominee shall be elected to office upon receiving a plurality of the valid votes cast.
- 6.4 Term of Office. Each Officer shall serve a term of two (2) years and no Member shall serve more than two (2) consecutive terms in a particular office. Each Officer shall serve until the end of his or her term, or until a successor is elected. The President Elect shall automatically become Staff President.
- 6.5 Vacancies. Vacancies in office other than the President shall be filled by the MEC from one (1) or more nominees selected by the Nominating Committee. If there is a vacancy in the office of President, then the President Elect shall serve the remainder of the term.
- 6.6 Duties.
- 6.6.1 President. The President shall serve as the chief administrative officer of the Staff and shall perform the following duties:
- a. Serve as a member of the Board of Directors and represent the Staff through attendance and voice at meetings of the Board;

- b. Serve as a voting member of the MEC; preside at all meetings of the Staff and of the MEC, and schedule Special Meetings of the Staff and the MEC, as necessary;
- c. Appoint the membership of committees of the Staff other than the MEC, and serve as ex officio member of all Staff committees;
- d. Enforce the Bylaws, Rules and Regulations, and Policies of the Staff;
- e. Receive and communicate the Policies of the Board of Directors to the Staff;
- f. Report to the Staff at the annual meeting of the Staff and as necessary on the status of Staff activities and issues; and
- g. Communicate and present the opinions, proposed policies, concerns and needs of the Staff to the Board.

6.6.2 President Elect. The President Elect shall be a voting member of the MEC, and shall perform the following duties:

- a. In the absence of the President, assume the duties and have the authority of the President;
- b. Such additional duties as the MEC or Staff President shall assign; and
- c. Attend Professional Practice Evaluation Committee meetings as a voting member.

6.6.3 Treasurer. The Treasurer shall be a voting member of the MEC and shall perform the following duties:

- a. Oversee the collection of annual dues and special assessments as authorized by the Staff;
- b. Pay all bills and invoices properly incurred by the Staff and maintain adequate books and records of all financial transactions of the Staff;
- c. Present an audit of the funds of the Staff at the Spring meeting of the Staff;
- d. Submit quarterly reports to the MEC; and
- e. Attend Credentials Committee meetings as a voting member.

6.6.4 Secretary. The Secretary shall be a voting member of the MEC and shall perform the following duties:

- a. Supervise the preparation of accurate and complete minutes of meetings of the Staff and the MEC;
- b. Supervise the correspondence of the Staff and the MEC and maintain adequate records, correspondence, reports, minutes and related documents of the Staff and its committees;
- c. Attend the APP Committee Meetings as a voting member;
- d. Give proper notice of all Staff meetings; and

- e. Oversee the maintenance of a correct list of all Staff Members.

## 6.7 Removal from Office.

6.7.1 Grounds. An Officer may be removed for any one (1) or more of the following reasons:

- a. Failure to perform the duties or fulfill the responsibilities of the office in a timely and appropriate manner;
- b. Failure to continuously satisfy the qualifications of the office; or
- c. Incapacity by reason of physical or mental infirmity damaging to the best interests of the Staff or Kaleida Health or their respective goals, programs or reputation.

6.7.2 Procedure. An Officer may be removed by:

- a. The Staff through a two-thirds (2/3) majority vote by secret ballot of those present or participating by teleconference, at a meeting of the Staff called for that purpose; or
- b. The Board, but only after the Board has referred the matter to a special committee and received that committee's report recommending removal of the Officer. The special committee shall be composed of the CMO and three (3) representatives each of the Board and the Staff. The Chair of the Board shall choose the representatives of the Board and the MEC shall choose the representatives of the Staff.

## **ARTICLE 7 CLINICAL SERVICES**

7.1 Organization of Staff. The Staff shall be organized into Clinical Services, each of which shall be directed by a Chief of Service, who shall be responsible to the CMO for administration of the Clinical Service and the general supervision of clinical practice and teaching activities within the Clinical Service. Each Member of the Staff shall be assigned membership in at least one (1) Clinical Service, but may be granted clinical privileges in more than one (1) Clinical Service. The exercise of clinical privileges within a Clinical Service shall be subject to the Policies, Rules and Regulations of that Clinical Service and to the authority of the Chief of Service, as provided in the Bylaws.

7.2 Delineation of Clinical Services. The Staff shall be divided into the following Clinical Services:

- Anesthesiology
- Dentistry and Oral and Maxillofacial Surgery
- Dermatology
- Emergency Medicine
- Family Medicine
- Gynecology and Obstetrics
- Internal Medicine and Radiation Oncology
- Neurology
- Neurosurgery
- Ophthalmology
- Orthopedics
- Otolaryngology
- Pathology

Pediatric Surgical Services  
 Pediatrics  
 Psychiatry and Behavioral Medicine  
 Radiology and Nuclear Medicine  
 Rehabilitation Medicine  
 Surgery  
 Thoracic/Cardiovascular Surgery  
 Urology

- 7.3 Responsibilities of the Clinical Services. The primary responsibility delegated to each Clinical Service shall be to review and evaluate the provision of patient care in order to preserve and continuously improve the quality and efficiency of patient care provided in the Clinical Services. Each Clinical Service shall: (a) account to the CMO for all professional and administrative activities of the Clinical Service; (b) formulate and recommend to the Credentials Committee criteria for granting privileges within the Clinical Service; (c) submit recommendations pursuant to the Bylaws regarding the specific privileges that each Member or applicant may exercise; (d) conduct continuing review of the clinical care and professional performance of all Members of the Clinical Service and Advanced Practice Providers having privileges in the Clinical Service; (e) formulate the Rules, Regulations, and Policies regarding the operations and membership of the Clinical Service, subject to approval by the MEC and the Board; (f) encourage and supervise teaching and research programs; (g) meet, as often as necessary, to provide a forum for discussion of the needs and concerns of the Members of the Clinical Service; and (h) formulate guidelines for covering emergency room, unreferred patients, and in-patient consults in a timely fashion.
- 7.4 Chief of Service.
- 7.4.1 Qualifications. Each Chief of Service shall be a Member of the Active Staff, willing and able to discharge the functions of the office, and shall either be certified by an appropriate specialty Board or possess equivalent qualifications as determined by the MEC.
- 7.4.2 Selection and Appointment. A Chief of Service shall be selected and appointed for each Clinical Service by the CMO, subject to approval by the MEC and the Board. A Chief of Service shall serve until a successor Chief of Service is appointed or until discharged by the CMO. The appointment of a Chief of Service for a Clinical Service that has a University residency program shall be made in accordance with the applicable provisions of the affiliation agreement between Kaleida Health and the University.
- 7.4.2.1 Selection Committee. A Selection Committee composed of the CMO, the Staff President and the site Chief Medical Officers shall supervise and facilitate the nomination for appointment of Chiefs of Service, and the evaluation of Chiefs of Service for reappointment. The Selection Committee shall be responsible for obtaining input from the appropriate Clinical Service prior to appointment or reappointment of a Chief of Service.
- 7.4.2.2 Medical Executive Committee Action. The MEC shall receive and review the nomination for Chief of Service from the Selection Committee, and shall either confirm the nominee or notify the Selection Committee of its reason(s) for not doing so.
- 7.4.3 Duties and Responsibilities. The Chief of Service is responsible for the following duties and responsibilities to be performed in accordance with the Bylaws, Rules and Regulations, and Policies of the Staff and Kaleida Health:

- a. all clinical and administrative activities and responsibilities of the Clinical Service;
- b. the integration and coordination of programs with the other Clinical Services and with Kaleida Health;
- c. the development and implementation of policies and procedures that guide and support the provision of care;
- d. the continuing surveillance of the professional performance of all individuals who have delineated clinical privileges in the Clinical Service;
- e. making recommendations to the Credentials Committee about the criteria for granting clinical privileges in the Clinical Service;
- f. submitting recommendations concerning clinical privileges for each Member of the Clinical Service or applicant;
- g. determining the qualifications and competence of Advanced Practice Providers;
- h. continuously assessing and improving the quality of care and services provided, and maintaining quality control programs;
- i. providing for the orientation and continuing education of all Members of the Clinical Service;
- j. making recommendations for the use of space and other resources, including personnel, needed by the Clinical Service, and assessing and recommending off-site sources for necessary patient care services;
- k. encouraging and facilitating the establishment of educational and research programs and the participation of Members of the Clinical Service in such programs; and
- l. developing and distributing an on-call schedule to cover emergency room patients, unreferred patients, and in-patient consults.

7.4.4 Review of Chief of Service. The CMO and the MEC shall review the performance of each Chief of Service. The review of a Chief of Service for a Clinical Service that includes a University residency program shall be made in accordance with the applicable provisions of the affiliation agreement between Kaleida Health and the University.

7.4.4.1 Special Review. The Staff President, the CEO, a majority of the MEC, or a majority of the Members of the Active Staff in the relevant Clinical Service may, for good cause, request that the CMO review a Chief of Service prior to the expiration of his or her term of appointment. Any such request shall be in writing and shall specify the conduct or occurrence giving rise to the request. A copy of the request shall be sent to the Chief of Service, the Staff President, and the CMO. The CMO shall conduct a special review. The CMO shall formulate a recommendation, which shall be reviewed with the MEC. The MEC shall confirm its concurrence or, if it does not concur, state its reasons and recommendations. After considering the MEC's reasons and recommendations, the CMO shall make a final determination. In the event that the CMO and MEC recommendations differ, both

recommendations and reasons therefor shall be sent to the CEO for final determination.

- 7.4.5 Vacancies. In the event a Chief of Service position becomes vacant, the CMO shall designate an Interim Chief of Service, subject to MEC and Board approval, who shall serve until a Chief of Service is selected and appointed pursuant to Section 7.4.2.
- 7.4.6 Removal from Office. The CMO may remove a Chief of Service for any one (1) or more of the following reasons:
- a. Failure to perform the duties or fulfill the responsibilities assigned in a timely and effective manner;
  - b. Failure to continuously satisfy the qualifications of the office;
  - c. Incapacity by reason of physical or mental infirmity; or
  - d. Conduct damaging to the best interest of the Staff and its goals, programs, or reputation.

## ARTICLE 8 COMMITTEES

### 8.1 Medical Executive Committee.

#### 8.1.1 Composition and Selection.

8.1.1.1 Voting Members. The MEC shall have twenty-two (22) voting members consisting of the following:

- a. each of the Officers of the Staff;
- b. eight (8) Chiefs of Service elected by majority vote of the Chiefs of Service, by a vote held concurrently with the MEC election;
- c. nine (9) at-large members elected by the Staff, by a vote held concurrently with the MEC election; and
- d. one (1) Advanced Practice Provider member elected by the Advanced Practice Provider members of the Staff, by a vote held concurrently with the MEC election.

8.1.1.2 Non-voting Members. The CEO, the CMO, the Chief Nurse Executive, the Immediate Past President of the Staff, the Vice President for Health Sciences for the State University of New York at Buffalo, the Chair of the Credentials Committee, and the Chair of the Professional Practice Evaluation Committee shall be non-voting ex officio members of the MEC. Additional non-voting members shall be determined jointly by the Staff President and the CMO.

8.1.2 Term. Each voting member of the MEC shall serve a term of two (2) years. Each at-large member shall serve until the end of his or her term and until a successor is chosen, and shall serve no more than two (2) consecutive terms.

8.1.3 Vacancies. A vacancy in the position of an at-large member of the MEC shall be filled by the MEC from one (1) or more nominees selected by a nominating

committee formed for that purpose. The nominating committee shall make selections in accordance with the Conflict of Interest Policy. A vacancy in the position of a member of the MEC elected by the Chiefs of Service Committee shall be filled by a vote of the Chiefs of Service.

8.1.4 Duties. The duties of the MEC shall be to:

- a. Act for the Staff in the intervals between Staff meetings and represent the Staff in all matters except as otherwise provided in the Bylaws;
- b. Receive and act on reports and recommendations from Staff committees, Clinical Services and special committees;
- c. Develop, review, approve and enforce Rules and Regulations and Policies;
- d. Develop, review and recommend to the Staff and to the Board proposals for changes in the Bylaws, Rules and Regulations, and Policies;
- e. Participate with the Board and management in leading ongoing efforts to improve the overall quality and efficiency of patient care in Kaleida Health and carry out specific regulatory and accreditation requirements pertaining to Staff activities;
- f. Take reasonable steps to encourage professionally ethical conduct and competent clinical performance on the part of the Staff, including initiating investigations and Professional Performance Evaluation when warranted;
- g. Submit recommendations to the Board concerning all matters relating to appointments, reappointments, privileges, Professional Performance Evaluation and Practice Improvement;
- h. Inform the Staff of the results of reviews by accrediting and regulatory agencies;
- i. Make recommendations to the Board about any issue that, in its judgment, affects patient care;
- j. Make recommendations to the CEO about medical/dental, administrative and planning matters;
- k. Act as liaison between the Staff, the CEO and the Board; and
- l. Conduct such other functions as are necessary for the effective operation of the Staff and to fulfill the Staff's responsibility to the Board for the medical care of patients in the Hospital.

8.1.5 Issue Resolution. The MEC shall have the right to make recommendations to the Board about any issue that, in its judgment, affects patient care. If the Board determines not to follow a recommendation submitted to it by the MEC, the MEC may request a joint conference between the Officers of the Board and the Officers of the Staff to discuss the issue. The joint conference shall be scheduled by the CEO within two (2) weeks after receipt of a request for such a conference from the Staff President.

8.1.6 Meetings. The MEC shall meet monthly and at such others times as is necessary to perform its functions, and shall maintain a permanent record of its proceedings and actions. Special Meetings of the MEC may be called at any time by the Staff



President. Written notice of a Special Meeting shall not be necessary, but the Staff President shall endeavor to give reasonable notice under the circumstances to each Member of the Committee. The presence of a majority of the voting members of the MEC at any regular or Special Meeting shall constitute a quorum for the transaction of business. All members are required to attend at least seventy-five (75%) percent of the MEC meetings during the year. Failure to meet mandatory attendance requirements may be the basis for removal from the MEC.

8.1.7 Medical Executive Committee Advisory (MEC Advisory) Committees. MEC Advisory Committees shall serve to facilitate communication and the exchange of information between the MEC and Staff at the Hospital sites. The number of MEC Advisory Committees, the size of each Committee, and the specific charge and responsibilities of the MEC Advisory Committees shall be determined by the MEC. The members of the MEC Advisory Committees shall be selected by the Staff Members who are active at the respective Hospital sites pursuant to procedures determined by the MEC. The MEC shall invite representatives of the administrative staff of each Hospital to participate as members of the appropriate MEC Advisory Committee.

8.1.8 Removal from Office.

8.1.8.1 Grounds. A member of the MEC may be removed for any one (1) or more of the following reasons:

- a. Failure to perform the duties or fulfill the responsibilities assigned in a timely and effective manner;
- b. Failure to continuously satisfy the qualifications of the office;
- c. Incapacity by reason of physical or mental infirmity; or
- d. Conduct damaging to the best interest of the Staff and its goals, programs or reputation.

8.1.8.2 Procedure. A member of the MEC may be removed by:

- a. The Staff through a two-thirds (2/3) majority vote by secret ballot of those present or participating by teleconference, at a meeting of the Staff called for that purpose; or
- b. The Board, but only after the Board has referred the matter to a special committee and received that committee's report recommending removal of the member of the MEC. The special committee shall be composed of the CMO and three (3) representatives each of the Board and the Staff. The Chair of the Board shall choose the representatives of the Board, and the MEC shall choose the representatives of the Staff.

8.2 Credentials Committee.

8.2.1 Composition and Selection.

8.2.1.1 Voting Members. The Credentials Committee shall consist of one (1) Advanced Practice Provider member, the Treasurer of the Staff and thirteen (13) other voting members who are Members of the Staff but not Chiefs of Service. The Staff President shall appoint the voting members of the Committee, and shall designate the voting member who shall act as Chair.

8.2.1.2 Non-voting Members. The Staff President or his or her designee, the CEO, or his or her designee, and the CMO shall be non-voting members.

8.2.2 Term. Each member of the Credentials Committee shall be appointed for a minimum term of two (2) years. Continuance of appointment shall be approved by the Staff President.

8.2.3 Duties. The Credentials Committee shall:

- a. Evaluate the qualifications of individuals applying for appointment or reappointment to the Staff and privileges;
- b. Integrate quality review, risk management, and utilization review findings and information into the process used to evaluate appointment and reappointment applications and to grant privileges;
- c. Make recommendations to the MEC as to the grant or denial of applications for appointment, reappointment and privileges, pursuant to the provisions of the Appointment and Reappointment Procedure;
- d. Periodically review the Appointment and Reappointment Procedure and make recommendations about the credentialing process, including, without limitation, the criteria, procedures and forms used in the application and credentialing process;
- e. Recommend standards for maintenance of a credentials file for each Staff Member;
- f. Recommend, review and implement, as appropriate, Rules and Regulations or Policies related to Advanced Practice Providers; and
- g. Perform such other duties as may be assigned to it by the MEC.

8.2.4 Meetings. The Credentials Committee shall meet monthly and a copy of the minutes of each meeting shall be submitted to the MEC.

8.3 Professional Practice Evaluation Committee. The Staff is responsible for establishing a centralized, multi-specialty approach to evaluating each Member's professional performance as well as that of the Staff. The Professional Practice Evaluation Committee (PPEC) shall facilitate a systematic process of Staff professional practice for the purposes of evaluating quality of care, identifying opportunities to improve medical care, providing an evidence-based privileging renewal process, and ensuring the Members do not exceed their scope of practice.

8.3.1 Composition and Selection.

8.3.1.1 Voting Members. The PPEC shall be comprised of no fewer than ten (10) and no more than fifteen (15) voting members who are Members of the Staff, with a balanced representation of the various Clinical Services of Kaleida Health, including a representative of the Advanced Practice Providers. Members from other specialties may be invited to attend meetings of the Committee, as needed. No more than two (2) Chiefs of Service may serve on the Committee. The Medical Staff President-Elect shall be a voting member. The voting members shall be appointed by the Staff President in consultation with the Chiefs of Service, site Chief Medical Officers, and the PPEC Chair, and shall be approved by the MEC.

- 8.3.1.2 Non-voting Members. The CMO or his or her designee(s), site Chief Medical Officers, the Credentials Committee Chair, the Staff President, resident(s), and Vice President of Quality and Patient Safety shall be non-voting members.
- 8.3.2 Term. Voting members shall be appointed for a three (3) year term. Voting members may be appointed for additional terms, up to an additional three (3) terms or twelve (12) years. The PPEC Chair shall be appointed by the Staff President and approved by the MEC. The Chair must be a current voting member who served as a voting member at some earlier time for at least one (1) year. The Chair shall serve for a term of two (2) years and may have an unlimited number of consecutive terms as long as the Chair is eligible to be a PPEC member. The PPEC Chair may appoint a Vice Chair to serve if the Chair is not available or has a conflict of interest. The Chair shall be an ex officio member of the MEC.
- 8.3.3 Duties. The PPEC members shall attend at least two-thirds (2/3) of the scheduled PPEC meetings over a twelve (12) month period, and perform assigned case reviews according to PPEC Policies in order to maintain membership on the Committee. A member who fails to fulfill his or her responsibilities shall be replaced by the process used for initial appointment to the Committee. The PPEC members shall be expected to participate in appropriate educational programs provided by Kaleida Health or the Staff to increase their knowledge and skills in performing PPEC responsibilities. These educational activities may be supported by Staff funds.
- 8.3.4 Meetings. The Committee shall meet at least eight (8) times per year, or more often as needed. A quorum will require the presence of a majority of the Committee members.
- 8.3.5 Reporting. The Committee shall report to the MEC and to the Quality Committee of the Board. No changes shall be made to the Committee's Rules and Regulations or Policies without MEC approval. The Chair or designee shall provide a report to the MEC after each meeting.
- 8.4 Leadership Council. The Leadership Council shall be a standing MEC committee. It shall consult on, and facilitate resolution of, complex Staff issues that involve professional conduct or wellness.
- 8.4.1 Composition. The following Staff and Kaleida Health leaders shall serve on the Leadership Council:
- a. Past-President of the Staff (Council Chair);
  - b. Staff President;
  - c. President-Elect of the Staff;
  - d. PPEC Chair;
  - e. Credentials Chair; and
  - f. CMO.
- 8.4.2 Term. The members of the Leadership Council shall serve during their Staff, committee or contractual terms of office.
- 8.4.3 Duties. The Leadership Council duties shall be:

- a. Receive referrals from Staff leadership and site administration;
- b. Perform expedited reviews related to professional conduct and wellness;
- c. Give advice to Chiefs of Service, site CMOs or PPEC;
- d. Assist in developing Performance Improvement Plans, as needed; and
- e. Assist the Staff and Kaleida Health in managing Member wellness issues.

8.4.4 Reporting. The Leadership Council shall report to the MEC.

8.5 Advanced Practice Providers Committee.

8.5.1 Composition and Selection.

8.5.1.1 Voting Members. The Advanced Practice Providers (APP) Committee is a multidisciplinary committee consisting of at least nine (9) Advanced Practice Providers who shall be Members of the Staff. The Medical Staff Treasurer shall be a voting member.

8.5.1.2 Non-voting Members. The Staff President or his/her designee, the CEO or his/her designee, the CMO or his/her designee shall be non-voting members.

8.5.2 Term. The Chair of the APP Committee shall be elected to a two (2) year term by the APP Committee members and shall have a two (2) term limit.

8.5.3 Duties. The APP Committee shall be responsible for evaluating the qualifications of Advanced Practice Providers applying for appointment or reappointment to the Staff and for privileges, and for making recommendations to the Credentials Committee and the MEC about granting or denying applications for appointment, reappointment and privileges. The APP Committee Chair shall meet with all new Advanced Practice Providers admitted to the Staff to orient and instruct them about the responsibilities of Staff Membership.

8.6 Other Committees. In addition to any committees specifically described in the Bylaws, the MEC may create and appoint standing committees and/or special committees or task forces. The size of each committee shall be determined by the MEC, provided that each committee shall have at least three (3) members.

8.6.1 Standing Committees. Standing committees shall be appointed by the MEC to fulfill continuous or regularly-recurring functions of the Staff and the MEC. Members of standing committees shall serve for a term of two (2) years and until their successors are appointed.

8.6.2 Special Committees. Special committees shall be appointed by the MEC to fulfill special tasks as circumstances warrant. A special committee shall limit its activities to the accomplishment of the task for which it was formed, and it shall stand discharged upon the completion of such task.

8.6.3 Meetings. Each standing and special committee shall meet with such frequency as may be prescribed by the MEC, and at such additional times as the particular committee chair may determine. Unless otherwise specified, a majority of the committee members shall be considered a quorum and a vote by a majority of the members present at a duly-organized committee meeting shall be the act of the committee. Each committee shall keep minutes.

## ARTICLE 9 STAFF MEETINGS AND PROCEDURES

### 9.1 Meetings.

9.1.1 Regular Meetings. Regular meetings of the Staff shall be held no less than two (2) times per year at a time and place specified by the Staff President upon written notice to all Members at least ten (10) days prior to the date of the meeting. The first meeting of the year shall be the annual meeting of the Staff.

9.1.1.1 Order of Business. The agenda at a regular meeting shall be determined by the Staff President and shall include, without limitation, the following:

- a. Acceptance of the minutes of the last regular meeting and of all Special Meetings of the Staff and MEC held since the last regular meeting;
- b. Administrative reports from the CEO, the Staff President and any communication from the Board;
- c. Unfinished business; and
- d. New business.

9.1.2 Special Meetings. Special Meetings of the Staff may be called at any time by the Board Chair, the Staff President, the MEC or as otherwise provided in the Bylaws, and shall be held at the time and place designated in the meeting notice. No business shall be transacted at any Special Meeting except as stated in the meeting notice. Notice of a Special Meeting shall be in writing, mailed by regular mail at least five (5) days prior to the date of the meeting to all Members of the Active Staff.

9.2 Quorum and Attendance Requirement. There shall be no minimum quorum requirement. The business of the Staff may be conducted by vote of the Active Staff. Members of the Staff are encouraged but not required to attend meetings of the Staff.

9.3 Manner of Action. The Staff shall conduct its affairs in accordance with the Bylaws, Rules and Regulations, and Policies of Kaleida Health. Except as otherwise provided in the Bylaws, the action of a majority of the voting Members present at a meeting of the Staff shall be the action of the Staff, unless the MEC determines, with respect to a specific matter, that the Staff shall act by written ballot and/or may participate in a meeting by teleconference.

9.4 Rules of Procedures. The latest edition of Robert's Rules of Order shall govern parliamentary procedure in all meetings of the Staff.

9.5 Dues. A schedule of dues and assessments to be collected from each Member as provided in the Bylaws shall be developed by the MEC.

## ARTICLE 10 ADOPTION AND AMENDMENT OF BYLAWS, RULES AND REGULATIONS, AND POLICIES

10.1 Staff Responsibility. The Staff has the responsibility and delegated authority to formulate, review, adopt, and recommend to the Board Bylaws and amendments thereto which shall be effective when approved by the Board. In addition, the Staff shall adopt and recommend to the Board such Rules and Regulations and Policies as may be necessary

to implement more specifically the general principles found in the Bylaws. The Bylaws, Rules and Regulations, and Policies of the Staff may be amended at any time and shall be reviewed by the Staff not less than every two (2) years.

- 10.2 Adoption and Amendment Procedure. Proposed Bylaws, Rules and Regulations, and Policies or amendments thereto shall be submitted to the MEC for review. At the discretion of the MEC, the proposed Bylaw, Rule and Regulation, or Policy, or an amendment thereto, shall be considered for approval in accordance with the provisions of this Section. The adoption, amendment or repeal of Staff Bylaws, Rules and Regulations, and Policies shall be accomplished as follows:
- a. Approval of a proposed Bylaws section or article or an amendment thereto shall require the affirmative vote of two-thirds (2/3) of the voting Staff members: (i) present at a meeting of the Staff, provided that a copy of the proposed Bylaws section or article or an amendment thereto shall be mailed by regular or electronic mail to each Member of the Active Staff at least fifteen (15) days prior to the date of the Staff meeting at which the vote is to be taken; or, in the alternative, (ii) voting by written ballot in accordance with procedures established by the MEC. Upon adoption by the Staff, a proposed Bylaws section or amendment thereto, shall be effective upon approval by the Board.
  - b. Approval of a proposed Rule, Regulation or Policy, or an amendment thereto, shall require the affirmative vote of two-thirds (2/3) of the voting members of the MEC. Upon adoption by the MEC, a proposed amendment or Rule, Regulation or Policy shall be effective upon approval by the Board.

## **ARTICLE 11 AUTOMATIC RELINQUISHMENT/VOLUNTARY RESIGNATION**

- 11.1 Initiation. In the following instances, a Member's privileges and/or membership shall be considered relinquished, or limited as described, without giving rise to the procedural rights in the Hearing Procedure. When a bona fide dispute exists as to whether one (1) of the following instances has occurred, the relinquishment or limitation shall stand until the MEC determines that it is not applicable. The MEC shall make such determination as soon as practicable. The Staff President may reinstate the Member's privileges or membership if he or she determines that the triggering circumstances have been rectified or are no longer present within sixty (60) days of the relinquishment or limitation. After sixty (60) days, the Member shall have to reapply for membership and/or privileges. In addition, further Professional Performance Evaluation may be recommended in accordance with these Bylaws whenever any of the following occurs:

### 11.1.1 Licensure.

- 11.1.1.1 Revocation and Suspension. Whenever a Member's license or other legal credential authorizing practice in New York State is revoked, suspended, expired, or voluntarily relinquished, Staff membership and clinical privileges shall be automatically relinquished by the Member as of the date such action becomes effective.
- 11.1.1.2 Restriction. Whenever a Member's license or other legal credential authorizing practice in New York State is limited or restricted by an applicable licensing or certifying authority, any clinical privileges that the Member has been granted that are within the scope of said limitation or restriction shall be automatically limited or restricted in a similar manner, as of the date such action becomes effective and throughout its term.

- 11.1.1.3 Probation. Whenever a Member is placed on probation by the applicable licensing or certifying authority, his or her membership status and clinical privileges shall automatically become subject to the same terms and conditions of the probation as of the date such action becomes effective and throughout its term.
- 11.1.1.4 Medicare, Medicaid, Tricare (a managed care program that replaced the former Civilian Health and Medical Program of the Uniformed Services), or other federal programs. Whenever a Member is sanctioned or barred from Medicare, Medicaid, Tricare, or other federal programs, Staff membership and privileges shall be considered automatically relinquished as of the date such action becomes effective. Any member listed on the U.S. Department of Health and Human Services Office of the Inspector General's List of Excluded Individuals/Entities shall be considered to have automatically relinquished his or her privileges.
- 11.1.2 Controlled Substances.
- 11.1.2.1 DEA Certificate. Whenever a practitioner's U.S. Drug Enforcement Agency (DEA) certificate is revoked, limited, restricted or suspended, the practitioner shall automatically and correspondingly be divested of the right to prescribe medications covered by the certificate, as of the date such action becomes effective and throughout its term.
- 11.1.2.2 Probation. Whenever a Member's U.S. DEA certificate is subject to probation, the Member's right to prescribe such medications shall automatically become subject to the same terms of the probation, as of the date such action becomes effective and throughout its term.
- 11.1.3 Professional Liability Insurance. Failure of a Member to maintain professional liability insurance in the amount required by state law or regulations and by Staff and Board Rules and Regulations or Policies and sufficient to cover the privileges granted to the Member shall result in automatic relinquishment of the Member's privileges. If, within sixty (60) calendar days of the automatic relinquishment, the Member does not provide evidence of the required professional liability insurance (including tail coverage for any period during which insurance was not maintained), the Member shall not be considered for reinstatement and shall be considered to have voluntarily resigned from the Staff. The Member shall notify the MSO immediately of any change in professional liability insurance carrier or coverage.
- 11.1.4 Staff Dues/Special Assessments. Failure to promptly pay Staff dues or any special assessment shall result in automatic relinquishment of a Member's appointment. If, within sixty (60) calendar days after written warning of the delinquency, the Member does not remit such payments, the Member shall be considered to have voluntarily resigned membership on the Staff.
- 11.1.5 Current History and Physical and PPD. Failure of a Member to maintain a current History and Physical and PPD shall result in automatic relinquishment of a Member's privileges. If, within sixty (60) calendar days of the relinquishment, the Member does not provide evidence of a current History and Physical and PPD, the Member shall not be considered for reinstatement and shall be considered to have voluntarily resigned from the Staff.
- 11.1.6 Special Certifications. Failure of a Member to maintain current certifications, such as ACLS, PALS, ATLS, etc., shall result in automatic relinquishment of the Member's privilege(s) that require special certification. If, within sixty (60) calendar days of the relinquishment, the Member does not provide evidence of current certification, the

Member shall not be considered for reinstatement of the privilege(s) and shall be considered to have voluntarily relinquished the privilege. The Member shall be required to reapply for the privilege.

- 11.1.7 Felony/Misdemeanor Indictment or Conviction. A Member who has been indicted, convicted of, or has pleaded "guilty," "no contest," or its equivalent to a felony or a misdemeanor charge involving moral turpitude in any jurisdiction shall be considered to have automatically relinquished Staff membership and privileges. Such relinquishment shall become effective immediately upon such indictment, conviction, or plea, regardless of whether an appeal is filed. Such relinquishment shall remain in effect unless resolved by the Board.
- 11.1.8 Failure to Satisfy Required Appearance at Special Meeting. A Member who fails without good cause to appear at a meeting where his or her special appearance is required in accordance with these Bylaws shall be considered to have automatically relinquished all privileges with the exception of emergencies and imminent deliveries. These privileges shall be restored upon compliance with the special appearance requirement. Failure to comply within thirty (30) calendar days shall be considered a voluntary resignation from the Staff.
- 11.1.9 Failure to Participate in an Evaluation. A Member who fails to participate in an evaluation of his or her qualifications for Staff membership or privileges as required under these Bylaws (whether an evaluation of physical or mental health or of clinical skills), shall be considered to have automatically relinquished all privileges. These privileges shall be restored upon compliance with the requirement for an evaluation. Failure to comply within thirty (30) calendar days will be considered a voluntary resignation from the Staff.
- 11.1.10 Failure to Execute Release and/or Provide Documents. A Member who fails to execute a general or specific release and/or provide documents when requested by the Staff President or his or her designee in order to evaluate the Member's physical or mental health or clinical skills shall be considered to have automatically relinquished all privileges. If the release is executed and/or documents provided within thirty (30) calendar days, the Member shall be reinstated. Otherwise, the Member shall be deemed to have resigned from the Staff. The Member shall be required to reapply for Staff membership and privileges.
- 11.1.11 Medical Record Completion Requirements. A Member shall be considered to have voluntarily relinquished the privilege to admit new patients or schedule new procedures whenever he or she fails to complete medical records within time frames established by the MEC. This relinquishment of privileges shall not apply to patients admitted or already scheduled at the time of relinquishment, to emergency patients, or to imminent deliveries. The relinquishment shall be automatically restored upon the Member's completion of the medical records and compliance with medical records Policies.

## **ARTICLE 12 PRACTICE IMPROVEMENT**

### 12.1 Collegial, Education and/or Informal Proceedings.

- 12.1.1 Criteria for Initiation. These Bylaws encourage the use of progressive steps by Staff leaders and Hospital management, beginning with collegial and education efforts, to address questions relating to a Member's clinical practice and/or professional conduct. The goal of these efforts is to arrive at voluntary, responsive actions by the Member to address issues that have been raised. All collegial intervention efforts by



Staff leaders and Hospital management shall be considered confidential and part of the Hospital's performance improvement and professional practice evaluation activities. Collegial intervention efforts are encouraged, but are not mandatory, and shall be within the discretion of the appropriate Staff leaders and Hospital management. When any observations arise suggesting opportunities for a Member to improve, the matter may be referred for professional practice evaluation in accordance with the applicable Policies adopted by the Staff and the Hospital. Collegial intervention efforts may include, without limitation, the following:

- a. Educating and advising Members of all applicable Policies, such as Policies regarding appropriate behavior, emergency call obligations, and the timely and adequate completion of medical records;
- b. Following up on any questions or concerns raised about the clinical practice and/or professional conduct of Members holding privileges, and recommending such steps as proctoring, monitoring, consultation, and letters of guidance; and
- c. Sharing summary comparative quality, utilization, and other relevant information in order to assist Members to conform their practices to appropriate norms.

During or following efforts at collegial intervention, if it appears that there are grounds for a precautionary restriction or suspension, or grounds for an investigation, then Staff leaders or Hospital management shall refer the matter for further action as provided below.

## 12.2 Precautionary Restriction or Suspension.

- 12.2.1 Criteria for Initiation. Whenever a Member's conduct appears to require that immediate action be taken to protect the life or well-being of patient(s), or to reduce a substantial and imminent likelihood of significant impairment of the life, health, and safety of any person, or when Medical Staff leaders and/or the CEO determines that there is a need to carefully consider any event, concern, or issue that, if confirmed, has the potential to adversely affect patient or employee safety or the effective operation of the institution, or to impair the reputation of the Staff or the Hospital, then any two (2) of the following may restrict or suspend the Staff membership or privileges of such Member as a precaution: Staff President or his or her designee, the applicable Chief of Service, the CMO, or the MEC. A suspension of all or any portion of a practitioner's clinical privileges at another hospital may be grounds for a precautionary suspension of all or any of the Member's privileges at this Hospital.

Unless otherwise stated, such precautionary restriction or suspension shall become effective immediately upon imposition. The site Chief Medical Officer shall notify the Member immediately or as soon as practicable. Thereafter, the Staff President or his or her designee shall promptly give written notice to the Member, the MEC, the CEO, and the Board. The restriction or suspension may be limited in duration and shall remain in effect for the period stated or, if none, until resolved as set forth herein. The precautionary suspension is not a complete professional review action in and of itself, and it shall not imply any final finding regarding the circumstances that caused the suspension.

Unless otherwise indicated by the terms of the precautionary restriction or suspension, the Member's patients shall be promptly assigned to another Member of the Medical Staff by the Staff President or his or her designee, considering, where feasible, the wishes of the affected Member and the patient(s) in the choice of a substitute practitioner.

- 12.2.2 Medical Executive Committee Action and Procedural Rights. As soon as practicable and within fourteen (14) calendar days after such precautionary suspension or restriction has been imposed, a meeting of the MEC or phone conference shall be convened to review and consider the action and if necessary to begin the investigation process as noted in Section 12.2.3 below. Upon request and at the discretion of the MEC, the Member may be given the opportunity to address the MEC concerning the action, on such terms and conditions as the MEC may impose, although in no event shall any meeting of the MEC, with or without the Member present or participating, constitute a "Hearing Procedure" as defined in the hearing and appeal sections of these Bylaws, nor shall the procedural rules with respect to hearings or appeals apply. The MEC may modify, continue, or terminate the precautionary restriction or suspension, and shall furnish the Member with notice of its decision. The Member shall be entitled to the rights afforded by the Hearing Procedure once the restriction(s) or suspension lasts more than thirty (30) calendar days.
- 12.2.3 Investigations. A request for an investigation shall be submitted by a Staff Officer, committee chair, department/Clinical Service Chief, the CEO, the CMO, a site Chief Medical Officer or the Board Chair to the MEC, and shall be supported by reference to the specific occurrence(s) or conduct of concern. If the MEC initiates the request, it shall make an appropriate record of its reasons.

If the MEC concludes that an investigation is warranted, it shall direct an investigation to be undertaken through the adoption of a formal resolution. In the event the Board believes the MEC has incorrectly determined that an investigation is unnecessary, it may direct the MEC to proceed with an investigation.

The MEC may conduct the investigation itself or may assign the task to an appropriate standing or ad hoc committee of the Staff. If the investigation is delegated to a committee other than the MEC, such committee shall proceed with the investigation in a prompt manner and shall forward a written report of its findings, conclusions, and recommendations to the MEC as soon as practicable. The committee conducting the investigation shall have the authority to review all documents it considers relevant, to interview individuals, to consider appropriate clinical literature and practice guidelines, and to utilize the resources of an external consultant if it deems a consultant necessary and such use is approved by the MEC and the CEO. The investigating body may also require the Member under review to undergo a physical and/or mental examination and may access the results of such examinations. The Member shall be notified that the investigation is being conducted and shall be given an opportunity to provide information in a manner and upon such terms as the investigating body deems appropriate. This meeting (and meetings with any other individuals the investigating body chooses to interview) shall not constitute a "Hearing Procedure" as that term is used in the hearing and appeal sections of these Bylaws, nor shall the procedural rules with respect to hearings or appeals apply. The Member being investigated shall not have the right to be represented by legal counsel before the investigating body nor to compel the Staff to engage external consultation. Despite the status of any investigation, at all times the MEC shall retain authority and discretion to take whatever action may be warranted by the circumstances, including suspension, termination of the investigative process, or other action.

An external reviewer shall be considered when:

- a. Litigation seems likely;
- b. The Hospital is faced with ambiguous or conflicting recommendations from Staff committees, or where there does not appear to be a strong consensus

for a particular recommendation. In these circumstances consideration may be given by the MEC or the Board to retain an objective external reviewer; or

- c. There is no one on the Staff with expertise in the subject under review, or when the only practitioners on the Staff with appropriate expertise are direct competitors, partners, or associates of the Member under review.

12.2.4 Medical Executive Committee Action. As soon as practicable after the conclusion of the investigation, the MEC shall take action that may include, without limitation:

- a. Determining that no action shall be taken, and, if the MEC determines that the complaint is not supported by credible evidence, removing any adverse information from the Member's file;
- b. Deferring action for a reasonable time when circumstances warrant;
- c. Issuing a letter of admonition, censure, reprimand, or warning, although nothing herein shall be deemed to preclude the issuance of informal written or oral warnings prior to an investigation. In the event such letters are issued, the affected Member may make a written response, which shall be placed in the Member's file;
- d. Recommending the imposition of a limitation upon continued Staff membership or exercise of privileges, including, without limitation, temporary or permanent requirements for probation, co-admissions, monitoring/proctoring, or mandatory consultation or other restrictions;
- e. Recommending denial, reduction, limitation, restriction, suspension or revocation of privileges;
- f. Recommending reductions of membership status or limitation of any prerogatives directly related to the Member's delivery of patient care; or
- g. Taking other actions deemed appropriate under the circumstances.

12.2.5 Subsequent Action. If the MEC makes an unfavorable recommendation enumerated in Section 2.13 relating to membership or privileges, that recommendation shall be transmitted in writing to the Board. Notice to the Member or applicant shall be made in accordance with Section 13.3. The Member may then request a hearing in accordance with the Hearing Procedure, in which case the final decision shall be determined as set forth therein.

12.3 Administrative Time Out. The MEC may institute one (1) or more Administrative Time Outs for a Member for a cumulative period not to exceed thirty (30) consecutive calendar days in a calendar year. During an Administrative Time Out, the Member may not exercise any clinical privileges except in an emergency situation or to address an imminent delivery. Circumstances warranting an Administrative Time Out may include:

- a. When the action or occurrence relates to one (1) of the following Policies or Rules and Regulations of the Staff: (1) Completion of Medical Records; (2) Medical Staff Professional Conduct Policy; (3) requirements for emergency department coverage; or (4) on-call coverage; and
- b. When the action or occurrence has been reviewed by the MEC and only when the MEC has determined that one (1) or more of the above Policies have been violated; and

- c. When the affected Member has been offered an opportunity to meet with the MEC prior to the imposition of the Administrative Time Out. Failure on the part of the Member to accept the MEC's offer of a meeting shall constitute a violation of the Bylaws regarding a Member's appearance at a Special Meeting and shall not prevent the MEC from issuing the Administrative Time Out.

12.3.1 An Administrative Time Out shall take effect after the Member has been given an opportunity either to arrange for his or her patients currently at the Hospital to be cared for by another qualified Member or to provide needed care prior to discharge. During this period, the Member shall not be permitted to schedule any elective admissions, surgeries, or procedures. The Staff President or designee shall determine details of the extent to which the practitioner may continue to be involved with admitted patients prior to the effective date of the Administrative Time Out.

### **ARTICLE 13 INITIATION AND NOTICE OF HEARING PROCEDURE**

13.1 Initiation of Hearing Procedure. Anyone eligible for Medical Staff appointment shall be entitled to request a hearing following an unfavorable recommendation by the MEC or an unfavorable determination by the Board enumerated in Section 2.13 related to clinical competence or professional conduct.

13.2 Hearings Shall Not Be Triggered by the Following Actions:

- a. Issuance of a letter of guidance, warning, or reprimand;
- b. Imposition of a requirement for proctoring/monitoring (i.e., observation of the practitioner's performance by a peer in order to provide information to the PPEC) with no restriction on privileges;
- c. Failure to process a request for a privilege when the applicant/member does not meet the eligibility criteria to hold that privilege;
- d. Conducting an investigation into any matter or the appointment of an ad hoc investigation committee;
- e. Requirement to appear for a Special Meeting under the provisions of these Bylaws;
- f. Automatic relinquishment or voluntary resignation of appointment or privileges;
- g. Imposition of a precautionary suspension or restriction or an Administrative Time Out that does not exceed thirty (30) consecutive calendar days or that is imposed for a reason unrelated to clinical competence or professional conduct;
- h. Denial of a request for leave of absence, or for an extension of a leave;
- i. Determination that an application is incomplete or untimely;
- j. Determination that an application shall not be processed due to a false or misleading statement, or a material omission;
- k. Decision in accordance with Section 4.6 of these Bylaws related to after-discovered dishonesty in the application or reapplication process;

- l. Decision not to expedite an application;
- m. Determination that an applicant for membership does not meet the requisite qualifications for membership;
- n. Ineligibility to request membership or privileges or continue privileges because a relevant specialty is closed under a Staff development plan or covered under an exclusive provider agreement;
- o. Imposition of supervision pending completion of an investigation to determine whether further action is warranted;
- p. Termination of any contract with or employment by Hospital;
- q. Any recommendation voluntarily accepted by the Member;
- r. Expiration of membership and privileges as a result of failure to submit an application for reappointment within the allowable time period;
- s. Change in assigned Staff category;
- t. Refusal of the Credentials Committee or MEC to consider a request for appointment, reappointment, or privileges within five (5) years of a final unfavorable decision regarding membership or privileges;
- u. Removal or limitations of emergency department call obligations;
- v. Any requirement to complete an educational assessment;
- w. Retrospective chart review;
- x. Any requirement to complete a health and/or psychiatric/psychological assessment required under these Bylaws; or
- y. Appointment or reappointment for duration of less than twenty-four (24) months.

- 13.3 Notice of Recommendation. When a precautionary suspension or restriction has lasted more than thirty (30) calendar days or when a recommendation is made, which, according to the Hearing Procedure, shall entitle a Member or applicant to request a hearing prior to a final decision of the Board, the affected Member or applicant shall promptly (but not longer than five (5) calendar days after the action giving rise to rights under the Hearing Procedure) be given written notice by the Staff President delivered either in person or by certified mail, return receipt requested. This notice shall contain:
- a. A statement of the recommendation made and the general reasons for it (Statement of Reasons);
  - b. Notice that the Member or applicant shall have thirty (30) calendar days following the date of the receipt of such notice within which to request a hearing on the recommendation;
  - c. Notice that the recommendation, if finally adopted by the Board, may result in a report to the state licensing authority (or other applicable state agencies) and the National Practitioner Data Bank; and
  - d. A copy of Article 15 of these Bylaws.

- 13.4 Such Member or applicant shall have thirty (30) calendar days following the date of the receipt of such notice to request the hearing. The request shall be made in writing to the Staff President or his or her designee. In the event the Member or applicant does not request a hearing within the time and in the manner required by the Hearing Procedure, he or she shall be deemed to have waived the right to such hearing and to have accepted the recommendation made, and such recommendation shall thereupon be forwarded to the Board.
- 13.5 Notice of Hearing and Statement of Reasons. The CEO, in consultation with the Staff President, shall schedule the hearing and shall give written notice to the Member or applicant who requested the hearing. The notice shall include:
- a. The time, place and date of the hearing;
  - b. A proposed list of witnesses (as known at that time, but which may be modified) who shall give testimony or evidence in support of the MEC, or the Board, at the hearing;
  - c. The names of the hearing panel members and presiding officer or hearing officer, if known;
  - d. A statement of the specific reasons for the recommendation as well as the list of patient record numbers and/or information supporting the recommendation. This statement, and the list of supporting patient record numbers and other information, may be amended or added to at any time, even during the hearing, so long as the additional material is relevant to the continued appointment or clinical privileges of the Member or applicant requesting the hearing, and that Member or applicant and his or her counsel have sufficient time to study this additional information and rebut it; and
  - e. The hearing shall begin as soon as practicable, but no sooner than thirty (30) calendar days after the notice of the hearing has been sent unless an earlier hearing date has been specifically agreed to in writing by the parties.
- 13.6 Witness List. At least fifteen (15) calendar days before the hearing, the Member or applicant requesting the hearing shall provide a written list of the names and addresses of the individuals expected to offer testimony or evidence on the Member or applicant's behalf. The list of witnesses who shall testify in support of the recommendation of the MEC or the Board shall include a brief summary of the nature of the anticipated testimony. The witness list of either party may, in the discretion of the presiding officer, be supplemented or amended at any time during the course of the hearing, provided that notice of the change is given to the other party. The presiding officer shall have the authority to limit the number of witnesses.

#### **ARTICLE 14 HEARING PANEL AND PRESIDING OFFICER OR HEARING OFFICER**

- 14.1 Hearing Panel.
- a. When a hearing is requested, the Staff President shall appoint a hearing panel of at least three (3) members. No member of the hearing panel shall have actively participated in the consideration of the matter involved at any previous level. However, mere knowledge of the matter involved shall not preclude any individual from serving as a member of the hearing panel. Employment by, or a contract with, the Hospital or an affiliate shall not preclude any individual from

serving on the hearing panel. Hearing panel members need not be Staff Members. When the issue before the panel is a question of clinical competence, all panel members shall be clinical practitioners. Panel members need not be clinicians in the same specialty as the member requesting the hearing.

- b. The hearing panel shall not include any individual who is in direct economic competition with the Member or applicant or any such individual who is professionally associated with or related to the Member or applicant. This restriction on appointment shall include any individual designated as the chair or the presiding officer.
- c. The Staff President shall notify the Member or applicant requesting the hearing of the names of the panel members and the date by which the Member or applicant must object, if at all, to appointment of any member(s). Any objection to any member of the hearing panel or to the hearing officer or presiding officer shall be made in writing to the Staff President, who shall determine whether a replacement panel member should be identified. While the Member or applicant who is the subject of the hearing may object to a panel member, he or she is not entitled to veto that member's participation. Final authority to appoint panel members shall rest with the Staff President.

#### 14.2 Hearing Panel Chair or Presiding Officer.

- 14.2.1 In lieu of a hearing panel chair, the Staff President may appoint an attorney at law or other individual experienced in legal proceedings as the presiding officer. Such presiding officer shall not act as a prosecuting officer, or as an advocate for either side at the hearing. The presiding officer may participate in the private deliberations of the hearing panel and may serve as a legal advisor to it, but shall not be entitled to vote on, its recommendation.
- 14.2.2 If no presiding officer has been appointed, a chair of the hearing panel shall be appointed by the Staff President to serve as the presiding officer and shall be entitled to one (1) vote.
- 14.2.3 The presiding officer (or hearing panel chair) shall do the following:
  - a. Act to insure that all participants in the hearing have a reasonable opportunity to be heard and to present oral and documentary evidence subject to reasonable limits on the number of witnesses and duration of direct and cross examination, applicable to both sides, as may be necessary to avoid cumulative or irrelevant testimony or to prevent abuse of the hearing process;
  - b. Prohibit conduct or presentation of evidence that is cumulative, excessive, irrelevant, or abusive, or that causes undue delay. In general, it is expected that a hearing shall last no more than fifteen (15) hours;
  - c. Maintain decorum throughout the hearing;
  - d. Determine the order of procedure throughout the hearing;
  - e. Have the authority and discretion, in accordance with this Hearing Procedure, to make rulings on all questions that pertain to matters of procedure and to the admissibility of evidence;

- f. Act in such a way that all information reasonably relevant to the continued appointment or clinical privileges of the hearing subject is considered by the hearing panel in formulating its recommendations;
- g. Conduct argument by counsel on procedural points in the presence or outside the presence of the hearing panel; and
- h. Seek legal counsel when he or she feels it is appropriate. Legal counsel to the Hospital may advise the presiding officer or panel chair.

#### 14.3 Hearing Officer.

- a. As an alternative to the hearing panel described in Section 14.1 of these Bylaws, the Staff President may instead appoint a hearing officer to perform the functions of the hearing panel. The hearing officer may be an attorney.
- b. The hearing officer may not be any individual who is in direct economic competition with the hearing subject, and shall not act as a prosecuting officer or as an advocate to either side at the hearing. In the event a hearing officer is appointed instead of a hearing panel, all references to the "hearing panel" or "presiding officer" shall be deemed to refer instead to the hearing officer, unless the context would clearly require otherwise.

### **ARTICLE 15 PRE-HEARING AND HEARING PROCEDURE**

#### 15.1 Provision of Relevant Information

- 15.1.1 There is no right to formal "discovery" in connection with the hearing. The presiding officer, hearing panel chair, or hearing officer shall rule on any dispute regarding discovery and may impose any safeguards, including denial or limitation of discovery, to protect the process while ensuring a fair and reasonable hearing. In general, the hearing subject shall be entitled, upon specific request, to the following, subject to a stipulation signed by both parties and the hearing subject's counsel and any experts that such documents shall be maintained as confidential consistent with all applicable state and federal professional practice evaluation and privacy statutes and shall not be disclosed or used for any purpose outside of the hearing:
- a. Copies of, or reasonable access to, all patient medical records referred to in the Statement of Reasons, at his or her expense;
  - b. Reports of experts relied upon by the MEC;
  - c. Copies of redacted relevant committee minutes;
  - d. Copies of any other documents relied upon by the MEC;
  - e. No information regarding other practitioners shall be requested, provided or considered; and
  - f. Evidence unrelated to the reasons for the recommendation or to the hearing subject's qualifications for appointment or the relevant clinical privileges shall be excluded.
- 15.1.2 Prior to the hearing, on dates set by the presiding officer or agreed upon by counsel for both sides, each party shall provide the other party with all proposed exhibits. All



objections to documents or witnesses to the extent then reasonably known shall be submitted in writing in advance of the hearing. The presiding officer shall not entertain subsequent objections unless the party offering the objection demonstrates good cause.

- 15.1.3 Prior to the hearing, on dates set by the presiding officer, the hearing subject shall, upon specific request, provide to the Credentials Committee or MEC copies of any expert reports or other documents upon which he or she shall rely at the hearing.
- 15.1.4 There shall be no contact by the hearing subject with those individuals appearing on the Hospital's witness list concerning the subject matter of the hearing; nor shall there be contact by the Hospital with individuals appearing on the hearing subject's witness list concerning the subject matter of the hearing, except as to work and other scheduling matters, unless specifically agreed upon by that the hearing subject or his or her counsel.
- 15.2 Pre-Hearing Conference. The presiding officer may require representatives of the hearing subject and the MEC to participate in a pre-hearing conference. At the pre-hearing conference, the presiding officer shall resolve all procedural questions, including any objections to exhibits or witnesses, and determine the time to be allotted to the testimony and cross-examination of each witness.
- 15.3 Failure to Appear. Failure, without good cause, of the hearing subject to appear and proceed at such a hearing shall be deemed to constitute a waiver of all hearing and appeal rights and a voluntary acceptance of the recommendations or actions pending, which shall then be forwarded to the Board for final action. Good cause for failure to appear shall be determined by the presiding officer, chair of the hearing panel, or hearing officer.
- 15.4 Record of Hearing. The hearing panel shall maintain a record of the hearing by a reporter present to make a record of the hearing or a recording of the proceedings. The cost of such reporter shall be borne by the Hospital, but copies of the transcript shall be provided to the hearing subject at the hearing subject's expense. The hearing panel may, but shall not be required to, order that oral evidence shall be taken only on oath or affirmation administered by any person designated to administer such oaths and entitled to notarize documents in New York State.
- 15.5 Rights of Both Sides.
- 15.5.1 At the hearing both sides shall have the following rights, subject to reasonable limits determined by the presiding officer:
- a. To call and examine witnesses to the extent available;
  - b. To introduce exhibits;
  - c. To cross-examine any witness on any matter relevant to the issues and to rebut any evidence;
  - d. To have representation by counsel who may be present at the hearing, advise his or her client, and participate in resolving procedural matters. Attorneys may call, examine, cross-examine witnesses and present the case. Both sides shall notify the other of the name of their counsel at least ten (10) calendar days prior to the date of the hearing; and
  - e. To submit a written statement at the close of the hearing.

- 15.5.2 Any hearing subject who does not testify in his or her own behalf may be called and examined as if under cross-examination.
- 15.5.3 The hearing panel may question the witnesses, call additional witnesses or request additional documentary evidence.
- 15.6 Admissibility of Evidence. The hearing shall not be conducted according to legal rules of evidence. Hearsay evidence shall not be excluded merely because it may constitute legal hearsay. Any relevant evidence shall be admitted if it is the sort of evidence on which reasonable people are accustomed to rely in the conduct of serious affairs, regardless of the admissibility of such evidence in a court of law.
- 15.7 Burden of Proof. The hearing panel shall recommend in favor of the MEC unless it finds that the hearing subject has proved with a preponderance of the evidence that the recommendation which prompted the hearing was arbitrary, capricious, unfounded or not supported by credible evidence. It is the burden of the hearing subject to demonstrate that he or she satisfies, on a continuing basis, all criteria for initial appointment, reappointment, and clinical privileges and fully complies with all Staff and Hospital policies.
- 15.8 Post-Hearing Memoranda. Each party shall have the right to submit a written statement or memorandum, and the hearing panel may request such a memorandum to be submitted within ten (10) days, following the close of the hearing.
- 15.9 Official Notice. The presiding officer shall have the discretion to take official notice of any matters, either technical or scientific, relating to the issues under consideration. Participants in the hearing shall be informed of the matters to be officially noticed and such matters shall be noted in the record of the hearing. Either party shall have the opportunity to request that a matter be officially noticed or to refute the noticed matter by evidence or by written or oral presentation of authority. Reasonable additional time shall be granted, if requested by either party, to present written rebuttal of any evidence admitted on official notice.
- 15.10 Postponements and Extensions. Postponements and extensions of time beyond any time limit set forth in this policy may be requested by anyone but shall be permitted only by the presiding officer on a showing of good cause.
- 15.11 Persons to be Present. The hearing shall be restricted to those individuals involved in the proceeding. Administrative personnel may be present as requested by the Staff President or CEO.
- 15.12 Order of Presentation. The MEC shall first present evidence in support of its recommendation. Thereafter, the burden shall shift to the hearing subject to present evidence.
- 15.13 Basis of Recommendation. The hearing panel shall recommend in favor of the MEC or the Board unless it finds that the hearing subject has met his or her burden of proof under Section 15.7 of these Bylaws.
- 15.14 Adjournment and Conclusion. The presiding officer may adjourn the hearing and reconvene the same at the convenience and with the agreement of the participants. Upon conclusion of the presentation of evidence by the parties and questions by the hearing panel, the hearing shall be closed.
- 15.15 Deliberations and Recommendation of the Hearing Panel. Within twenty (20) calendar days after receipt of the post-hearing memorandum, the hearing panel shall conduct its deliberations outside the presence of any other person (except the presiding officer, if

one is appointed) and shall render a report and recommendation, signed by all the panel members, which shall include a concise statement of the reasons for the recommendation.

- 15.16 Disposition of Hearing Panel Report. The hearing panel shall deliver its report and recommendation to the MEC. The MEC shall send a copy of the hearing panel's report and recommendation by certified mail, return receipt requested, to the hearing subject and to the CEO. The MEC shall consider the report and recommendation of the hearing panel and shall make its final recommendation, along with all supporting documentation, which shall include the report and recommendation of the hearing panel, to the Board for further action. The MEC shall also send a copy of its recommendation to the Board to the hearing subject and his or her counsel.

**ARTICLE 16 APPEAL TO THE BOARD OR REVIEW OF MEC  
RECOMMENDATION WHEN MEMBER/APPLICANT DOES NOT APPEAL**

- 16.1 Time for Appeal. The hearing subject shall have ten (10) calendar days to appeal to the Board after receiving a copy of the hearing panel's report and recommendation, or after receiving notice of the MEC's recommendation to the Board relating to the matter, whichever is later. The hearing subject's request for appellate review by the Board shall be in writing, and shall be delivered to the CEO or designee either in person or by certified mail, and shall include a brief statement of the reasons for the appeal and the specific facts or circumstances which justify further review. If the hearing subject does not request such appellate review by the Board within ten (10) calendar days as provided herein, the hearing subject shall be deemed to have accepted the recommendation involved.
- 16.2 Grounds for Appeal. The grounds for appeal shall be limited to the following:
- a. There was substantial failure to comply with the Bylaws prior to or during the hearing so as to deny the hearing subject a fair and reasonable hearing; or
  - b. The recommendation of the hearing panel was arbitrary or capricious; or
  - c. The recommendation of the hearing panel was not supported by credible evidence found in the hearing record.
- 16.3 Time, Place and Notice. Whenever an appeal is requested as set forth herein, the Board Chair shall schedule an appellate review as soon as arrangements can be reasonably made, taking into account the schedules of all individuals involved. The hearing subject shall be given notice of the time, place and date of the appellate review. The Board Chair may extend the time for appellate review for good cause.
- 16.4 Nature of Appellate Review.
- a. The Board Chair shall appoint a review panel composed of at least three (3) members of the Board. Members of this review panel may not be direct competitors of the hearing subject under review and shall not have participated in any formal investigation leading to the recommendation that is under review.
  - b. The review panel may, but is not required to, accept additional oral or written evidence subject to the same procedural constraints in effect for the hearing panel or hearing officer. Such additional evidence shall be accepted only if the party seeking to admit it can demonstrate that it is new, relevant evidence and that any opportunity to admit it at the hearing procedure was denied.

- c. Each party shall have the right to present a written statement in support of its position on appeal. In its sole discretion, the review panel may allow each party or its representative to appear personally and make a time-limited thirty-minute (30) oral argument. The review panel shall recommend final action to the Board.
  - d. The Board may accept, reject or modify the recommendation of the review panel or, in its discretion, refer the matter for further review and recommendation, or make its own decision based upon the Board's ultimate legal responsibility to grant appointment and clinical privileges.
- 16.5 Final Decision of the Hospital Board. The Board may accept, reject or modify the recommendation of the MEC. Within thirty (30) calendar days after receipt of the review panel's recommendation, or, if the Member has not appealed, within thirty (30) days of receipt of the MEC's recommendation, the Board shall render a final decision in writing, including specific reasons for its action, and shall deliver copies thereof to the hearing subject and to the Chairs of the Credentials Committee and MEC, in person or by certified mail, return receipt requested.
- 16.6 Right to One (1) Appeal Only. No Member or applicant shall be entitled as a matter of right to more than one (1) hearing or appellate review on any single matter which may be the subject of an appeal. In the event that the Board ultimately determines to deny Staff appointment or reappointment to an applicant, or to revoke or terminate the Staff appointment and/or clinical privileges of a current Member, that individual may not apply within five (5) years of the date of such determination for Staff appointment or for those clinical privileges that were at issue in the appeal unless the Board provides otherwise.