



CHRISTIANA CARE

Medical-Dental Staff Bylaws

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ARTICLE 1

GENERAL

1.A. CODE OF CONDUCT

The Christiana Care Medical-Dental Staff has adopted the principles of the Christiana Care Way to guide and, the Culture of Responsibility to evaluate the conduct of its' members.

Members of the Staff are expected to:

- (1) Provide care in accordance with accepted standards of medical practice.
- (2) Physicians generally shall not treat themselves or members of their immediate families.
- (3) Display courtesy and professionalism in all interactions with patients, employees and peers.
- (4) Maintain appropriate behavior, avoid offensive or demeaning language, and verbal abuse in all interactions with patients, hospital employees, and peers.
- (5) Respect confidentiality in discussing protected health information as well as other sensitive matters, or potentially controversial issues.
- (6) Request assistance/consultation when appropriate.
- (7) In emergency situations, provide assistance/consultation when requested by a member of the Staff.
- (8) Display professionalism in personal appearance and behavior while acting in a professional capacity.
- (9) Maintain effective communication with patients and their families, hospital staff, other members of the health care team, and peers.
- (10) Maintain an environment that promotes the dignity and trust of those who are under our care.
- (11) Comply with federal and state laws and regulations. Adhere to Christiana Care policies including but not limited to those relating to discrimination/harassment, emergency medical treatment (EMTALA), fraud and abuse, prescribing practices, government reporting, and privacy.
- (12) Not discriminate when accepting or treating patients on the basis of any protected class, or insurance.

- (13) Participate and cooperate with Hospital's charitable mission and reasonably attend to patients who do not have the ability to pay for their medical care.
- (14) Cooperate with the Medical-Dental Staff, Departments, and Hospital by participating in peer review and by attending interviews and/or providing information necessary for evaluation of his/her credentials or resolution of any issues or concerns regarding patient care and/or professional interactions.

1.B. PEER REVIEW CONFIDENTIALITY AND PROTECTIONS

1.B.1. Confidentiality

Actions taken and recommendations made pursuant to these Bylaws shall be strictly confidential. Individuals participating in, or subject to, credentialing and peer review activities shall make no disclosures of any such information (through discussions or documentation) outside of peer review committee meetings, except:

- (1) when the disclosures are to another authorized member of the Medical-Dental Staff or authorized Hospital employee and are for the purpose of conducting legitimate credentialing and peer review activities;
- (2) when the disclosures are authorized by a Medical-Dental Staff or Hospital policy; or,
- (3) when the disclosures are authorized, in writing, by the Chief Executive Officer or by CCHS legal counsel.

A breach of confidentiality may severely jeopardize peer review protections.

Any individual who breaches the confidentiality of peer review shall be subject to corrective action and/or appropriate legal action.

1.B.2. Peer Review Activities and Protections

- (1) All credentialing, peer review, and quality and patient safety activities pursuant to these Bylaws and related Medical-Dental Staff documents shall be performed by "Peer Review Committees" in accordance with Delaware law. Peer review committees include, but are not limited to:
 - (a) All standing and ad hoc Medical-Dental Staff and Hospital committees;
 - (b) Hearing panels;

- (c) The Board and its committees;
- (d) Any individual acting for or on behalf of any such entity, including but not limited to department chairs, section chiefs, committee chairs and members, officers of the Medical-Dental Staff, and experts or consultants retained to assist in peer review activities;
- (e) All departments and sections; and,
- (f) Any ad hoc committees reviewing the quality or safety of patient care and/or a practitioner's medical practice or professional conduct.

All reports, recommendations, actions, and minutes made or taken by peer review committees are confidential, privileged pursuant to the Delaware peer review privilege, and may constitute Patient Safety Work Product, subject to the privilege under the Patient Safety and Quality Improvement Act of 2005.

- (2) All peer review committees shall also be deemed to be "professional review bodies" as that term is defined in the Health Care Quality Improvement Act.

1.C. CONFLICT OF INTEREST PRINCIPLES

- (1) If any Medical-Dental Staff member has or reasonably could be perceived as having a conflict of interest or a bias against the subject of a credentialing or peer review matter, the individual with a conflict shall not participate in the deliberations or voting on the matter.
- (2) Any member with knowledge of the existence of a potential conflict of interest or bias on the part of any other member may call the conflict of interest to the attention of President of the Medical-Dental Staff (or to the President-Elect if the President is the person with the potential conflict), or the applicable department chair or committee chair. The President of the Medical-Dental Staff or the applicable department chair or committee chair shall make a final determination as to whether a conflict of interest exists.
- (3) The evaluation of whether a conflict of interest exists shall be interpreted reasonably by the persons involved, taking into consideration common sense and objective principles of fairness. The fact that a department chair or staff member is in the same specialty as a member whose performance is being reviewed or the fact that an individual is employed by Christiana Care does not automatically

create a conflict. No Medical-Dental Staff member may compel the disqualification of another staff member based on an unsubstantiated allegation of conflict of interest.

- (4) The fact that a committee member or Medical-Dental Staff leader chooses to refrain from participation, or is excused from participation, shall not be interpreted as a finding of actual conflict.

1.D. INDEMNIFICATION WHEN PERFORMING CREDENTIALING AND PEER REVIEW FUNCTIONS

Christiana Care shall provide a legal defense for, and shall indemnify, all Medical-Dental Staff officers, department chairs, section chiefs, peer review committee chairs, peer review committee members, and authorized representatives when acting in good faith in those capacities, to the fullest extent permitted by law.

1.E. TIME LIMITS

Time limits referred to in these Bylaws are advisory only and are not mandatory, unless it is expressly stated that a particular right is waived by failing to take action within a specified period.

1.F. DELEGATION OF FUNCTIONS

When a function is to be carried out by a member of CCHS management, by a Medical-Dental Staff member, or by a Medical-Dental Staff Committee, the individual, or the committee, through its chair, may delegate performance of the function to one or more qualified designees.

1.G. MEDICAL-DENTAL STAFF FUNDS

- (1) Annual Medical-Dental Staff dues shall be set by the Medical Executive Committee.
- (2) Members of the Telemedicine and Pediatric Courtesy categories are exempted from paying dues.
- (3) Dues shall be payable annually upon request. Failure to pay dues shall result in ineligibility to apply for Medical-Dental Staff reappointment.

- (4) Expenditures from Medical-Dental Staff funds in excess of \$1,000 must be approved by two current officers.
- (5) Departments may also assess reasonable dues.

ARTICLE 2

PATIENT CARE AND HISTORY AND PHYSICAL

2.A. PATIENT CARE AND HISTORY AND PHYSICAL

The assessment and reassessment of patients will be completed in a timely manner and will be appropriate to the patient's problem and will be determined by: a) patient's diagnosis; b) treatment setting; c) patient's desire for treatment; and d) patient's response to previous treatment. Assessment of dying patients shall include social, spiritual, and cultural variables.

The History and Physical (H&P) examination will be completed by a physician, oral and maxillofacial surgeon, or other qualified licensed individual in accordance with state law and CCHS rules and regulations. The H&P will be completed and documented in the medical record no more than 30 days prior to or within 24 hours after registration or inpatient admission, but prior to surgery or a procedure requiring anesthesia services (except for emergency procedures- see CCHS Rule Section 11.5). For a history and physical examination that was completed within 30 days prior to registration or inpatient admission, an update documenting any changes in the patient's condition will be completed within 24 hours after registration or inpatient admission, but prior to surgery or a procedure requiring anesthesia services. Additional guidance can be found in CCHS Rules and Regulations.

ARTICLE 3
MEDICAL-DENTAL STAFF MEMBERSHIP

3.A. QUALIFICATIONS

3.A.1. Membership Criteria

To be eligible for initial appointment as well as maintain membership and clinical privileges, members of the Medical-Dental staff shall:

- (1) have a current, unrestricted license to practice in Delaware and have never had a license to practice revoked or suspended by any state licensing agency;
- (2) where applicable to their practice, have a current, unrestricted DEA registration and a Delaware controlled substance license;
- (3) demonstrate availability to provide services for Christiana Care patients as appropriate to his or her clinical responsibility and to fulfill his/her Medical-Dental Staff responsibilities;
- (4) have current, valid professional liability insurance coverage in a form and in amounts satisfactory to CCHS;
- (5) provide a cell phone number and e-mail address;
- (6) have never been convicted of Medicare, Medicaid, or any other federal or state governmental or private third-party payer fraud or program abuse, nor have been required to pay civil penalties for the same;
- (7) have never been, and are not currently, excluded or precluded from participation in Medicare, Medicaid, or any other federal or state governmental health care program;
- (8) have never had Medical-Dental Staff appointment, clinical privileges, or status as a participating provider revoked, suspended or terminated by any health care facility or health plan for reasons related to clinical competence or professional conduct, and have never resigned appointment or relinquished privileges during a Medical-Dental Staff investigation or in exchange for not conducting such an investigation;

- (9) have never been convicted of, or entered a plea of guilty or no contest, to any felony; or to any misdemeanor relating to the abuse of alcohol or controlled substances, illegal drugs, insurance or health care fraud or abuse, or violence;
- (10) agree to fulfill emergency call responsibilities as determined by the department chair;
- (11) have or arrange to have appropriate coverage arrangements with other members of the Medical-Dental Staff in the same specialty and with the privileges likely to be needed for those times when the covered practitioner will be unavailable;
- (12) have successfully completed an accredited residency training program in the specialty in which the applicant seeks clinical privileges;
- (13) be board certified as defined in the definitions in the Appendix 1 (except for members of the Administrative, Psychologists, and members of Hospital Dentistry) and maintain board certification in their primary area of practice.

Those applicants who are not board certified at the time of application but who have completed their residency or fellowship training within the last five years will be eligible for Medical-Dental Staff appointment. However, in order to remain eligible for Medical-Dental Staff membership, those applicants must achieve board certification in their primary area of practice within five years from the date of completion of their residency or fellowship training. This requirement does not apply to members who were appointed to staff prior to January 1, 1985, who were not board certified at the time of initial appointment and did not subsequently become board certified.

The deadlines for initial board certification or recertification may be extended for up to one additional year if necessary to afford the member with a reasonable opportunity to obtain certification in their primary specialty or subspecialty. In order to be eligible to request such an extension, the member must, at a minimum, satisfy the following criteria:

- (a) the individual must be a member of the Medical-Dental Staff in good standing; and,
- (b) the individual must provide a letter from the appropriate certifying board confirming that the individual remains eligible to take the certification or recertification examination within the next year; and,

- (c) the applicable department chair must provide a favorable report concerning the individual's qualifications;

A member who fails to meet the requirement of board certification shall be administratively terminated from the staff.

- (14) demonstrate recent active clinical practice for at least two of the last four years;
- (15) practice in a specialty that is not closed to applicants unless employed by Christiana Care or the contractor with an exclusive contract; and,
- (16) meet such other criteria as the Board may adopt from time to time.

3A.2. Waiver of Criteria

Any individual who does not satisfy one or more of the criteria outlined above may request that it be waived. The individual requesting the waiver bears the burden of demonstrating exceptional circumstances, and that his or her qualifications are equivalent to, or exceed, the criterion in question. A waiver of Board Certification shall not be granted if the member remains eligible to take the certifying exam. Members who are not eligible to take the certifying exam may request a waiver. Requests for a waiver shall be reviewed in accordance with the Medical-Dental Staff appointment process. An application for appointment that does not satisfy an eligibility criterion will not be processed until the Board has granted the waiver.

3.A.3. Ongoing Responsibilities and Requirements

As a condition for appointment or reappointment and as a condition of continued membership, every member specifically agrees to the following:

- (1) To provide ongoing and timely care to all patients for whom the member has responsibility;
- (2) To abide by all Bylaws, policies, and Rules and Regulations of CCHS and its Medical-Dental Staff in force during the time the member is appointed;
- (3) To accept committee assignments, emergency call obligations, care of unassigned patients, consultation requests, participation in quality improvement and peer review activities, and such other reasonable duties and responsibilities as assigned by the department chair;

- (4) To provide the names of at least one member of the Medical-Dental Staff who has agreed to provide coverage of his/her hospitalized patients should he/she not be available. The covering practitioner shall be in the same specialty and with the privileges likely to be needed for those times when the covered practitioner will be unavailable;
- (5) To comply with care management guidelines and protocols, including those related to national patient safety initiatives and core measures, that are established by, and must be reported to, regulatory or accrediting agencies or patient safety organizations or clearly document the clinical reasons for variance;
- (6) To utilize hospital procedures, protocols, and systems (including CPOE) for the care of patients admitted to the hospital;
- (7) To comply with care management guidelines and protocols and guidelines pertinent to his/her medical specialty, as may be adopted by the Medical-Dental Staff, the Medical-Dental Staff leadership, or Service Line Leadership or clearly document the clinical reasons for variance;
- (8) To inform the Department Chair and Medical-Dental Staff Services of any adverse change in the practitioner's status or any change in the information provided on the individual's application forms. The practitioner shall provide this information – with or without request – within a reasonable time from when the change occurs. The information to be reported includes, but is not limited to, adverse actions affecting licensure status, medical staff membership or clinical privileges at another hospital, or participation in Medicare or other federal health benefit programs; changes in professional liability insurance coverage; changes in credentials, or health conditions that affect the member's ability to safely and competently exercise clinical privileges (including impairment due to substance abuse);
- (9) To inform department leadership of interruption in practice that is likely to be greater than thirty (30) days.
- (10) To constructively participate in the development, review, and revision of care management guidelines, protocols and pathways pertinent to his/her medical specialty, including those related to national patient safety initiatives and core measures;
- (11) To comply with the Physician Wellness Policy;
- (12) To comply with the Code of Conduct;

- (13) when requested, to appear for personal interviews in regard to an application for initial appointment, reappointment, or clinical privileges;
- (14) when required by hospital or department leadership or a peer review committee, the member will in a timely manner respond, appear and participate to address an issue or concern;
- (15) to maintain ABMS or AOA board certification, as applicable to specialty;
- (16) to comply with peer review, performance improvement, and patient safety processes;
- (17) to complete in a timely manner all medical and other required records, and provide all information required by CCHS;
- (18) to abide by the terms of CCHS's Notice of Privacy Practices with respect to health care delivered in CCHS;
- (19) to perform all services and conduct himself/herself at all times in a cooperative and professional manner;
- (20) to promptly pay any applicable dues, assessments and/or fines;
- (21) to satisfy continuing medical education requirements; and,
- (22) to maintain current e-mail address and cell phone and/or pager number.

Failure to meet these responsibilities shall be grounds for remedial and/or corrective/disciplinary action.

3.B. INITIAL CREDENTIALING/APPOINTMENT AND RE-CREDENTIALING/REAPPOINTMENT

3.B.1. INITIAL CREDENTIALING

- (1) Procedures for initial credentialing involve the completion of a pre-application and application; and verification of information from primary sources and secondary sources. This will include a valid state license, education and training records, and Board Certification status. Additional procedures are set forth in Article 3 of the Credentials Manual.

3.B.2. Appointment

- (1) The Medical-Dental Staff follows a detailed process for evaluating requests for appointment, reappointment and clinical privileges to the Medical-Dental Staff.
- (2) Appointment: Applicants generally shall be required to submit a preapplication. Those applicants who meet membership criteria and are not applying for clinical privileges in a closed department, section, or service line shall be offered an application. The information on a completed application is verified and thereafter evaluated by the Medical-Dental Staff Services. After verification of credentials, review and interview by the pertinent department(s), the department chair(s) shall transmit a recommendation regarding the applicant's appointment and clinical privileges to the Staff Credentials Committee and then to the Medical Executive Committee. All applications for appointment to the Medical-Dental Staff and delineated clinical privileges must be approved by the Board. Details regarding the specific procedures for credentialing and appointment to the Medical-Dental Staff are set forth in Article 3 of the Credentials Manual.
- (3) Initial appointments to the Medical-Dental Staff and initial awards of clinical privileges shall be subject to focused professional practice evaluation (FPPE).

3.B.3. Recredentialing

The procedures for recredentialing involve the completion of a renewal application. Licensure, Board Certification, and NPDB must be re-verified from primary sources. The recredentialing process will also include review of performance indicators. Additional procedures are set forth in Article 5 of the Credentials Manual.

3.B.4. Reappointment

Medical-Dental Staff members who wish to renew their Staff membership and/or clinical privileges must complete a renewal application. Once the information is verified and evaluated through a department review process, the department chair shall transmit a recommendation regarding the applicant's reappointment and clinical privileges to the Staff Credentials Committee and then to the Medical Executive Committee. All reappointments and clinical privileges must be approved by the Board. Details regarding the specific procedures for credentialing and processing reappointments to the Medical-Dental Staff are set forth in Article 5 of the Credentials Manual.

3.C. GRANTING OF CLINICAL PRIVILEGES

3.C.1. Requests for Clinical Privileges

Consideration of requests for clinical privileges, whether initial or additional, shall be evaluated using a process similar to that for appointment or reappointment to the Medical-Dental Staff. The process is set forth in Article 4 of the Credentials Manuals.

3.C.2. Temporary Privileges

As recommended by the President of the Medical-Dental staff or his/her designee (the pertinent Department Chair), temporary clinical privileges may be granted by the CEO or his/her designee (CCO or VPMA) but only in the following limited circumstances:

- (1) for no longer than 120 days while awaiting completion of the credentialing process; and
- (2) when there is an important patient care, treatment, or service need; (including the need for external proctors as referenced in the Credentials Manual at § 4.C.1).

3.C.3. Emergency Privileges

In emergency situations, a Member of the Medical-Dental Staff may consult and treat a patient -- during the emergency only -- to the extent permitted by his or her license regardless of department assignment or clinical privileges. (See Credentials Manual at § 4.D).

3.C.4. Disaster Privileges

When the CCHS disaster plan has been implemented and it is likely that CCHS will have difficulty meeting the needs of patients, a modified credentialing process may be applied to grant disaster privileges to eligible licensed independent practitioners. (See Credentials Manual at § 4.E).

3.D. PEER REVIEW ACTION

3.D.1. Remedial and Corrective/ Disciplinary Actions

- (1) Whenever concerns arise regarding a Medical-Dental Staff member's clinical practice or professional conduct, within or outside of CCHS, remedial and/or corrective/disciplinary action may be initiated by an officer of the staff, by the CEO or his/her designee, the CCO, by the department chair, or by an officer of the Board.
- (2) Details regarding the procedures for remedial and corrective/disciplinary action are set forth in Article 6 of the Credentials Manual.

3.D.2. Summary Suspension or Restriction of Privileges

The President of the Medical-Dental Staff, department chair, CCO or designee, Board Chair or the Medical Executive Committee may impose a summary suspension or restriction of clinical privileges when failure to take such action may endanger the health or safety of an individual or interfere with Christiana Care's operations or patient care (See Credentials Manual at § 6.D). The summary suspension or restriction of privileges shall become effective immediately and will be subject to review in accordance with the procedures set forth in the Credentials Manual at § 6.D and § 6.C.

3.D.3. Administrative Suspension or Termination

Immediate administrative suspension or termination may be implemented as described in § 6.D of the Credentials Manual under the following circumstances:

- (1) failure to complete medical records;
- (2) failure to complete required immunizations;
- (4) action by governmental agency or insurer;
- (4) failure to satisfy membership criteria;
- (5) failure to provide requested or required information;
- (6) failure to attend special conference; or
- (7) fraudulent research activity.

Individuals administratively suspended or terminated are not entitled to procedural rights as outlined in Article 7 of the Credentials Manual.

3.D.4. Fair Hearing Procedures:

An applicant or member of the Medical-Dental Staff shall be entitled to hearing and appeal procedures only under the following circumstances:

- (1) denial of initial appointment to the Medical-Dental Staff;
- (2) denial of reappointment to the Medical-Dental Staff;
- (3) revocation of appointment to the Medical-Dental Staff;
- (4) denial of requested clinical privileges;
- (5) revocation of clinical privileges;
- (6) suspension of clinical privileges for more than 30 days other than administrative suspension or termination; or
- (7) denial of reinstatement from a leave of absence if the reasons relate to professional competence or conduct.

When any of the above circumstances exist, the Applicant or Staff member will be notified of the recommendation or action and afforded an opportunity to request a hearing. The pre-hearing process includes: (1) notice of hearing, statement of reasons for the action, and hearing rights; (2) appointment of a hearing panel and presiding officer or appointment of a hearing officer; and (3) exchange of witness lists. At the hearing, the Applicant or Staff member shall be entitled to counsel, to produce evidence, and to provide a post-hearing statement. Either party may request an appeal, as is set forth in the Credentials Manual, Section 7.E.(2) Grounds for Appeal. The procedures of fair hearing and appeal are set forth in detail in Article 7 of the Credentials Manual. An Applicant or Staff member shall be entitled only to one hearing on application for appointment, reappointment, or other matter.

ARTICLE 4

CATEGORIES OF THE MEDICAL-DENTAL STAFF

Only those individuals who satisfy the qualifications and conditions for appointment to the Medical-Dental Staff contained in these Bylaws and the Credentials Manual are eligible to apply for appointment to one of the following categories:

4.A. ATTENDING STAFF

4.A.1. Qualifications

This category shall consist of members who demonstrate their interest in and commitment to Christiana Care through active clinical practices and participation in Medical-Dental Staff activities and responsibilities. Members of this category must request inpatient and/or outpatient privileges and must exercise these privileges at a Christiana Care facility or be employed by Christiana Care.

4.A.2. Prerogatives

Attending Staff members:

- (1) may vote in all general and special meetings of the Medical-Dental Staff;
- (2) may serve on Medical-Dental Staff committees (with vote);
- (3) may hold office in the Medical-Dental Staff; and,
- (4) may serve as department chairs.

4.A.3. Responsibilities

- (1) Attending Staff members must:
 - (a) demonstrate involvement in the care and treatment of patients at CCHS;
 - (b) actively participate in any Medical-Dental Staff activities and responsibilities assigned, including committee and departmental assignments;
 - (c) assume the functions and responsibilities of membership on the Medical-Dental Staff, including emergency call, care for unassigned patients, consultations and teaching assignments as determined by the department chair;
 - (d) actively participate in the peer review, patient safety and performance improvement process, including the evaluation of members during their focused professional practice evaluation (FPPE) upon request from the department chair or designee;
 - (e) comply with CCHS and/or Medical-Dental Staff policies and procedures;
 - (f) pay application fees, dues and assessments; and
 - (g) perform any other duties assigned.

- (2) Members of the Attending Staff who have met criteria defined by Departmental Rules may request removal from emergency call and other rotational obligations.

4.B. AMBULATORY STAFF

4.B.1. Qualifications

The primary purpose of this category is to promote professional and educational opportunities including continuing medical education and to permit access to CCHS services for their patients by referral of patients to Attending Staff members for admission and care. The Ambulatory Staff consist of those members who are associated with, but do not have clinical privileges at CCHS. Members of this category include physicians, podiatrists and psychologists.

4.B.2. Transfer from Attending to Ambulatory

Unless otherwise approved by the department chair, a physician requesting transfer from Attending to Ambulatory or Administrative Staff must submit a written request for consideration to the Medical-Dental Staff Office a minimum of 4 (four) months prior to the date at which the physician desires the transfer to become effective. The recommendation from the Department on approval of this request will be made through the normal credentialing process.

4.B.3. Prerogatives and Responsibilities

Ambulatory Staff members:

- (1) may visit their hospitalized patients, review their CCHS medical records, and write notes in their medical records, although they may not admit patients, attend patients, exercise any clinical privileges, or write orders;
- (2) may attend educational activities of the Medical-Dental Staff and CCHS;
- (3) may vote on departmental matters;
- (4) may serve on Medical-Dental Staff Committees, with vote;
- (5) must comply with CCHS and/or Medical-Dental Staff policies and procedures;
and,
- (6) must pay application fees, dues and assessments.

4.C. ORAL & MAXILLOFACIAL SURGERY AND HOSPITAL DENTISTRY
ATTENDING STAFF

4.C.1. Qualifications

The Oral & Maxillofacial Surgery and Hospital Dentistry Attending Staff shall consist of dentists and oral surgeons who provide or are responsible for the oral and maxillofacial care in CCHS facilities.

4.C.2. Prerogatives

Oral and Maxillofacial Surgery and Hospital Dentistry Staff members:

- (1) may vote in all general and special meetings of the Medical-Dental Staff;
- (2) may serve on Medical-Dental Staff committee meetings (with vote);
- (3) may hold office; and,
- (4) may serve as Department Chair.

4.C.3. Responsibilities

Oral and Maxillofacial Surgery and Hospital Dentistry Staff members:

- (1) demonstrate involvement in the care and treatment of patients at CCHS;
- (2) actively participate in Medical-Dental Staff activities and responsibilities assigned, including committee and departmental assignments;
- (3) assume the functions and responsibilities of membership on the Medical-Dental staff, including, where appropriate, emergency call, care for unassigned patients, consultations, and teaching assignments;
- (4) actively participate in the peer review, patient safety and performance improvement process, including the evaluation of members during their focused professional practice evaluation (FPPE) period.
- (5) must comply with CCHS and/or Medical-Dental Staff policies and procedures;
- (6) must pay application fees, dues and assessments; and
- (7) must perform any other duties assigned.

4.D. AFFILIATE STAFF

4.D.1. Qualifications

The Affiliate Staff shall consist of podiatrists and psychologists who provide medical care at CCHS.

4.D.2. Prerogatives

Podiatrists and psychologists:

- (1) may attend Medical-Dental Staff meetings; and
- (2) may serve on Medical-Dental Staff committees (with vote);
- (3) may serve as Department Chair/Section Chief.

4.D.3. Responsibilities

Affiliate Staff members shall:

- (1) demonstrate involvement in the care and treatment of patients at CCHS;
- (2) actively participate in Medical-Dental Staff activities and responsibilities assigned, including committee and departmental assignments;
- (3) assume the functions and responsibilities of membership on the Medical-Dental staff, including, where appropriate, emergency call, care for unassigned patients, consultation, and teaching assignments;
- (4) actively participate in the peer review, patient safety and performance improvement process, including the evaluation of members during their focused professional practice evaluation period;
- (5) must comply with CCHS and/or Medical-Dental Staff policies and procedures;
- (6) must pay application fees, dues and assessments; and
- (7) must perform any other duties assigned.

4.E. PEDIATRIC COURTESY STAFF

4.E.1. Qualifications

- (1) The Pediatric Courtesy Staff shall consist of physicians who have their primary employment/affiliation at A.I. DuPont Hospital for Children and who practice at CCHS on an as-needed basis.
- (2) At each reappointment time, physicians shall provide evidence of clinical performance at A.I. DuPont hospital and any other hospital or other affiliation in such form as may be requested and other information as may be required in order

to perform an appropriate evaluation of qualifications (including, but not limited to, information from the individual's office practice, information from managed care organizations in which the individual participates, and/or receipt of confidential evaluation forms completed by referring/referred to physicians).

4.E.2. Prerogatives and Responsibilities

Pediatric Courtesy Staff members:

- (1) may attend and participate in Medical-Dental Staff and department meetings (without vote);
- (2) may not hold office;
- (3) may not serve as department or committee chairs;
- (4) may not serve on Medical-Dental Staff committees;
- (5) shall provide emergency call and care of unassigned patients as determined by the department chair;
- (6) will cooperate in the peer review, patient safety and performance improvement process; and,
- (7) comply with CCHS and Medical-Dental Staff policies and procedures.

4.F. ADMINISTRATIVE STAFF

4.F.1. Qualifications

The Administrative Category of the Medical-Dental Staff shall consist of members who do not provide clinical patient care and are engaged in providing administrative functions and services.

4.F.2. Prerogatives and Responsibilities

Administrative Staff members may:

- (1) may vote in all general and special meetings of the Medical-Dental Staff (unless otherwise specified in these bylaws);
- (2) may serve on Medical-Dental Staff committees (with vote unless otherwise specified in these bylaws);
- (3) may serve as department chairs;
- (4) may not admit patients to CCHS;
- (5) must comply with CCHS and Medical-Dental Staff policies and procedures;
- (6) must only meet relevant membership criteria; and,

- (7) must pay dues and assessments.

4.G. TELEMEDICINE STAFF

4.G.1. Qualifications

- (1) The Telemedicine Staff will consist of physicians who qualify for telemedicine privileges according to the approved criteria. Telemedicine is defined as the use of medical information exchanged from one site to another via electronic communications for the purpose of improving patient care, treatment and services.
- (2) The qualifications shall include:
 - (a) current licensure by the appropriate State of Delaware licensing board;
 - (b) current state and federal controlled substances registration, if applicable;
 - (c) current professional liability insurance coverage as specified in these Bylaws;
 - (d) successful completion of an accredited residency and/or fellowship training program in the appropriate field; and,
 - (e) current medical staff membership in good standing at a JCAHO-accredited hospital at which he/she holds pertinent privileges, or
 - (f) member of a JCAHO-accredited organization.

4. G.2. Prerogatives and Responsibilities

Telemedicine Staff members:

- (1) may perform medical evaluations, provide orders, and assist in monitoring and managing patients from a remote monitoring station; and,
- (2) at reappointment, shall provide evidence of clinical practice activities in such form as may be required by the Medical-Dental Staff to allow for appropriate assessment of continued qualifications for Staff appointment and clinical privileges; and,
- (3) must comply with CCHS and Medical-Dental Staff policies and procedures.

ARTICLE 5

OFFICERS

5.A. DESIGNATION

The officers of the Medical-Dental Staff will be the President, President-Elect, Immediate Past President and Secretary-Treasurer.

5.B. ELIGIBILITY CRITERIA

Only those members of the Attending Staff who satisfy the following criteria initially and continuously will be eligible to serve as an officer. They must:

- (1) be members in good standing of the Medical-Dental Staff, and have served on the Attending Staff for at least five years;
- (2) not currently serve as department chair;
- (3) have no pending adverse recommendations or actions relating to their Medical-Dental Staff appointment or clinical privileges;
- (4) not serve as Medical Staff officers, Board Members or department chairs at any other hospital;
- (5) be willing to faithfully discharge the duties and responsibilities of the position;
- (6) have experience in a leadership position, or participated in oversight of performance improvement functions within the past two years;
- (7) have demonstrated an ability to work well with others.

5.C. DUTIES

5.C.1. President of the Medical-Dental Staff

The President of the Medical-Dental Staff will:

- (1) act in coordination and cooperation with CCHS management in matters of mutual concern involving the care of patients in CCHS;
- (2) represent and communicate the views, policies and needs, and report on the activities of the Medical-Dental Staff to the CEO, Chief Medical Officer and Board;
- (3) act as a liaison between the Medical-Dental Staff, CCHS leadership and the Board of Directors;

- (4) call, preside at, and be responsible for the agenda of all meetings of the Medical-Dental Staff and the Medical Executive Committee;
- (5) appoint all applicable committee chairs and committee members, in consultation with the Medical Executive Committee and Chief Medical Officer;
- (6) chair the Medical Executive Committee (with vote, as necessary) and be a member of all other Medical-Dental Staff committees, *ex officio*, without vote;
- (7) promote adherence to the Bylaws, policies, Rules and Regulations of the Medical-Dental Staff and to the Policies and Procedures of CCHS;
- (8) recommend Medical-Dental Staff representatives to CCHS committees;
- (9) perform all functions authorized in all applicable policies, including the Credentials Manual; and
- (10) serve as a member *ex officio* of the CCHS Board of Directors with vote

5.C.2. President-Elect

The President-Elect will:

- (1) assume all duties of the President of the Medical-Dental Staff and act with full authority as President of the Medical-Dental Staff in his or her absence;
- (2) serve on the Medical Executive Committee;
- (3) assume all such additional duties as are assigned to him or her by the President of the Medical-Dental Staff or the Medical Executive Committee; and
- (4) become President of the Medical-Dental Staff upon completion of his/her term or occurrence of a vacancy in that position.

5.C.3. Immediate Past President of the Medical-Dental Staff

The Immediate Past President of the Medical-Dental Staff will:

- (1) serve on the Medical Executive Committee;
- (2) serve as an advisor to other Medical-Dental Staff leaders;
- (3) assume all duties assigned by the President of the Medical-Dental Staff or the Medical Executive Committee; and
- (4) serve as a member *ex officio* of the CCHS Board of Directors with vote and as chair of the Nominating Committee.

5.C.4. Secretary-Treasurer

The Secretary-Treasurer will:

- (1) be responsible for providing notices as specified in these Bylaws;
- (2) be responsible for assuring that attendance and minutes are recorded for all meetings of the Medical-Dental Staff and Medical Executive Committee;
- (3) serve on the Medical Executive Committee; and
- (4) be responsible for the collection of, accounting for, and disbursements of any funds collected, donated, or otherwise assessed and present in the Medical-Dental Staff Fund and report on such funds to the Medical-Dental Staff.

5.D. NOMINATIONS

The Nominating Committee shall identify candidates, including self-nominations, for the following Medical-Dental Staff positions:

- (1) President Elect;
- (2) Secretary-Treasurer; and
- (3) Seven At-Large members of the Medical Executive Committee (and three alternates).

Candidates must notify the Nominating Committee that they wish to be considered for a Medical-Dental Staff position on or before May 15 of the odd-numbered year. The Nominating Committee will present a slate of candidates to the Medical-Dental Staff Executive Committee at the June meeting of each odd-numbered year. If two or more qualified individuals are nominated for a particular officer position, they will be presented to the Medical-Dental Staff for vote. All candidates for At-Large Seats will be presented to the Staff for vote. Ballots shall be distributed to all voting members of the Medical-Dental Staff.

After the election, three individuals shall be appointed to serve as alternates for At-large members of the Medical Executive Committee. These seats will be filled in the following order: the candidates not elected for the Medical-Dental Staff Officer positions (first the President-Elect and then Secretary-Treasurer) and if any seats remain, the candidates who had the highest number of votes but were not elected as At-Large members of the Medical Executive Committee.

5.E. ELECTION

Candidates receiving a majority of written votes cast will be elected, subject to Board confirmation. If no candidate receives a simple majority vote on the first ballot, a run-off election will be held promptly between the two candidates receiving the highest number of votes.

5.F. TERM OF OFFICE

Officers will serve for a term of two years or until a successor is elected. Provided, however, that the term of office for Secretary-Treasurer and the terms of at-large members shall be limited to three (3) consecutive terms.

5.G. REMOVAL

- (1) An elected officer or a member of the Medical Executive Committee may be recommended for removal from his/her position by a two-thirds vote of the Medical Executive Committee; or may be removed by the Board, for:
 - (a) failure to comply with applicable CCHS or Medical-Dental Staff policies, Bylaws, or Rules and Regulations;
 - (b) failure to perform the duties of the position held;
 - (c) conduct detrimental to the interests of CCHS and/or its Medical-Dental Staff;
 - (d) an infirmity that renders the individual incapable of fulfilling the duties of that office; or,
 - (e) failure to remain as a member in good standing of the Medical-Dental Staff.
- (2) At least ten days prior to the initiation of any removal action, the individual will be given written notice of the date of the meeting at which action is to be considered. The individual will be afforded an opportunity to speak to the Medical Executive Committee or the Board prior to a vote on removal.

5.H. VACANCIES

A vacancy in the office of President of the Medical-Dental Staff will be filled by the President-Elect, who will serve until the end of the President's unexpired term. In the event there is a vacancy in both the office of the President and President-Elect or a vacancy in another office, the Medical Executive Committee will appoint an individual to fill the pertinent office for the remainder of the term or until a special election can be held, at the discretion of the Medical Executive Committee.

ARTICLE 6 STAFF DEPARTMENTS

6.A. ORGANIZATION

The Medical-Dental Staff will be organized into the departments as listed in the Organization Manual. Subject to the approval of the Board, the Medical Executive Committee may create new departments, eliminate departments, create sections within departments, or otherwise reorganize the department structure.

6.B. ASSIGNMENT TO DEPARTMENT/SECTION

- (1) Upon initial appointment to the Medical-Dental Staff, each member will be assigned to a clinical department and, if pertinent, a clinical section based upon an applicant's training and practice. Assignment to a particular department or section does not preclude an individual from seeking and being granted clinical privileges typically associated with another department.
- (2) An individual may request a change in department/section assignment to reflect a change in the individual's clinical practice.
- (3) Requirements for appointment to a specific clinical section within a department will be established by the Medical Executive Committee upon the recommendation of the Staff Credentials Committee after recommendation, if applicable, of the pertinent department chair and/or department credentials committee.

6.C. FUNCTIONS OF DEPARTMENTS

- (1) The departments shall be organized for the purpose of implementing departmental processes, including:
 - (a) peer review;
 - (b) performance improvement;
 - (c) credentialing and privileging; and,
 - (d) patient safety.
- (2) These functions may be delegated to standing committees, ad hoc panels or individuals as determined by the department chair. The standing committees may include: a department peer review committee, a department credentials committee, and/or a department executive committee.
- (3) Each department shall assure emergency call coverage for all patients.

6.D. QUALIFICATIONS OF DEPARTMENT CHAIRS

Each department chair will:

- (1) be a member in good standing of the Medical-Dental Staff;
- (2) be certified by an appropriate specialty board or possess comparable competence, as determined through the credentialing and privileging process; and
- (3) have no pending adverse recommendations or actions relating to their Medical-Dental Staff appointment or clinical privileges;
- (4) not serve as a Medical-Dental Staff officer or board of director member at CCHS or any other hospital;
- (5) not serve as department chair at any other hospital;
- (6) be willing to faithfully discharge the duties and responsibilities of the position;
- (7) have demonstrated leadership and performance improvement experience within the past two years;
- (8) attend continuing education relating to Medical-Dental Staff leadership and/or credentialing functions prior to or during the term of the office;
- (9) have demonstrated an ability to work well with others; and
- (10) not have any financial relationship (i.e., an ownership or investment interest in or compensation arrangement) with an entity that competes with CCHS or its affiliates.

6.E. APPOINTMENT AND REMOVAL OF DEPARTMENT CHAIRS

(1) The chairs of the following departments will be named by the holder of the exclusive contract subject to approval of the CCO:

- (a) Anesthesiology;
- (b) Emergency Medicine;
- (c) Pathology; and,
- (d) Radiation Oncology.

These department chairs may be removed from office by the CCO, after consultation with the CEO, the officers of the Medical-Dental Staff and representatives of the individual's department.

(2) All other department chairs will be appointed by the CCO and may be removed in accordance with their employment agreements.

6.F. DUTIES OF DEPARTMENT CHAIRS

Each department chair is responsible for the following:

- (1) all clinically-related activities of the department;
- (2) all administrative activities of the department, unless otherwise provided for by CCHS;
- (3) continuing surveillance, and, if necessary, collegial intervention or corrective action on the professional performance of all individuals in the department who have delineated clinical privileges;
- (4) provision of recommendations of criteria for clinical privileges that are relevant to the care provided in the department;
- (5) evaluation and provision of recommendations on applications for initial appointment and clinical privileges, including interviewing applicants;
- (6) evaluation and provision of recommendations on applicants for reappointment and renewal of clinical privileges;
- (7) evaluation of individuals during the FPPE period;
- (8) delegation to a designee such duties as appropriate, including but not limited to, the review of applications for appointment, reappointment, or clinical privileges, and peer review of clinical performance (provided, however, that the department chair must provide credentialing recommendations);

- (9) determination of the qualifications and competence of department or service personnel (for both licensed independent practitioners and non-licensed independent practitioners) who provide patient care services;
- (10) development of recommendations for a sufficient number of qualified and competent persons to provide care, treatment or service;
- (11) assessment and recommendations of off-site sources for needed patient care services not provided by the department or CCHS;
- (12) development of recommendations for equipment, drugs and new services to be provided at CCHS;
- (13) the integration of the department into the primary functions of CCHS;
- (14) the coordination and integration of inter- and intra-departmental services;
- (15) the development and implementation of policies and procedures that guide and support the provision of care, treatment and services;
- (16) continuous assessment and improvement of the quality of care and services provided;
- (17) development of recommendations and implementation of performance improvement and patient safety activities applicable to the Department;
- (18) maintenance of quality monitoring programs, as appropriate;
- (19) oversight of educational programs and research;
- (20) the orientation and continuing education of all persons in the department;
- (21) development of recommendations for space and other resources needed by the department;
- (22) supervision of contracted, employed, and leased physicians assigned to the department; and
- (23) performance of other duties and functions as are assigned by these Bylaws, the Credentials Manual, CCHS policies, Medical-Dental Staff leaders, Administration or the Board.

6.G. SECTIONS

6.G.1. Functions of Sections

Sections may perform any of the following activities:

- (1) continuing education;
- (2) discussion of policy;

- (3) discussion of equipment needs and recommendations for new programs;
- (4) development of recommendations to the department chair or department committees regarding the appointment, reappointment or clinical privileges of members of the section, which may thereafter be submitted to the Medical Executive Committee;
- (5) participation in the development of criteria for clinical privileges (when requested by the department chair);
- (6) development of recommendations regarding a specific issue at the special request of a department chair or the Medical Executive Committee;
- (7) development of recommendations to the department chair regarding performance improvement and patient safety activities applicable to the section; and
- (8) performance of peer review and developments of recommendations regarding the patient care and professional conduct of members of the section.

6.G.2. Qualifications and Appointment of Section Chiefs

Section chiefs will meet the qualifications, and will be subject to appointment and removal provisions as outlined in departmental rules.

6.G.3. Duties of Section Chiefs

The section chief will carry out the duties requested by the department chair. These duties may include:

- (1) review and reporting on applications for initial appointment and clinical privileges, including interviewing applicants;
- (2) review and reporting on applications for reappointment and renewal of clinical privileges;
- (3) evaluation of individuals during the provisional period;
- (4) participation in the development of criteria for clinical privileges;
- (5) review and reporting on the professional performance of individuals practicing within the section;
- (6) delegation to a designee such duties as appropriate, including, but not limited to, the review of applications for appointment, reappointment, or clinical privileges or questions that may arise if the Section Chief has a conflict of interest with the individual under review; and,

- (7) upon request of the department chair or designee, conduct peer review for cases applicable to the section.

ARTICLE 7

MEDICAL-DENTAL STAFF COMMITTEES AND PERFORMANCE IMPROVEMENT FUNCTIONS

7.A. MEDICAL EXECUTIVE COMMITTEE

7.A.1. Composition

- (1) The Medical Executive Committee will include the officers of the Medical-Dental Staff, the chair of each department, the chair of the Bylaws Committee, the chair of the Residents' Council, and seven Medical-Dental Staff members (with three alternates) elected at large by the Medical-Dental Staff.
- (2) The President of the Medical-Dental Staff will chair the Medical Executive Committee.
- (3) The Chief Executive Officer, Chief Clinical Officer, Chief Learning Officer, Service line directors, Chief Nursing Executive, will be *ex officio* members of the Medical Executive Committee, without vote.

7.A.2. Duties:

The Medical Executive Committee has the primary oversight authority related to professional activities and functions of the Medical-Dental Staff and performance improvement activities regarding the professional services provided by Medical-Dental Staff Members with clinical privileges. The Medical Executive Committee is responsible for the following:

- (1) acting on behalf of the Medical-Dental Staff in the intervals between Medical-Dental Staff meetings (the officers are empowered to act in urgent situations between Medical Executive Committee meetings);
- (2) recommending directly to the Board on at least the following issues:
 - (a) the Medical-Dental Staff's structure;
 - (b) the mechanism used to review credentials and to delineate individual clinical privileges;
 - (c) the granting of Medical-Dental Staff appointment to individual applicants;

- (d) delineation of clinical privileges for each eligible applicant;
 - (e) participation of the Medical-Dental Staff in CCHS performance improvement activities;
 - (f) the termination or restriction of Medical-Dental Staff appointment and/or clinical privileges; and
 - (g) implementation of hearing procedures.
- (3) representing the Medical-Dental Staff;
 - (4) consulting with hospital leadership on quality-related aspects of contracts for patient care services;
 - (5) receiving and acting on reports and recommendations from Medical-Dental Staff committees, departments, the Graduate Medical Education Committee, and other groups as appropriate;
 - (6) making appropriate recommendations for improvement or action when there are significant departures from established or expected clinical practice patterns or professional conduct;
 - (7) formulating, implementing and enforcing Medical-Dental Staff policies;
 - (8) reviewing (or delegating the review of) quality indicators;
 - (9) providing leadership in activities related to patient safety;
 - (10) providing oversight in the process of analyzing and improving patient satisfaction;
 - (11) reviewing or delegating to the Bylaws Committee the responsibility to review the Bylaws and associated documents (including the Credentials Manual, and the Medical-Dental Staff Organizational Manual), Rules and Regulations, Department Rules and other associated documents of the Medical-Dental Staff and recommending such changes as may be necessary or desirable; and
 - (12) performing such other functions as are assigned to it by the governance documents, or the Board.

7.A.3. Meetings:

The Medical Executive Committee will meet as often as necessary to fulfill its responsibilities and shall maintain a permanent record of its proceedings and actions. At least ten (10) regular meetings shall be scheduled annually.

7.B. OTHER MEDICAL-DENTAL STAFF COMMITTEES

In addition to the Medical Executive Committee, the standing committees of the Staff shall consist of the following:

- (1) Bylaws
- (2) Staff Credentials
- (3) Nominating
- (4) Peer Review Committee
- (5) Physician's Health Committee

The composition and duties of these committees are set forth in the CCHS Organization Manual and incorporated herein by reference.

Other committees involved in clinically related activities shall report to the Medical Executive Committee (including Pharmacy and Therapeutics, Medication Safety Committee, Graduate Medical Education, and Infection Prevention).

7.C. APPOINTMENT OF COMMITTEE CHAIRS AND MEMBERS

- (1) All Medical-Dental Staff committee chairs and members (other than the Medical Executive Committee) will be appointed as defined in the Organizational Manual.
- (2) The President of the Medical-Dental Staff and the CEO (or their respective designees) will be members, *ex officio*, without vote, on all committees, unless otherwise stated.

7.D. MEETINGS, REPORTS AND RECOMMENDATIONS

Unless otherwise indicated, each committee described above shall meet as necessary to accomplish its functions, and shall maintain a permanent record of its findings, proceedings, and actions. Each committee shall make a timely written report after each meeting to the Medical Executive Committee and to other committees and individuals as may be indicated in these Bylaws. Such reports may be considered Patient Safety Work Product and submitted to the PSO.

7.E. CREATION OF ADDITIONAL MEDICAL-DENTAL STAFF STANDING COMMITTEES

The Medical Executive Committee may, by resolution and upon approval of the Board, establish additional committees to perform one or more staff functions. In the same manner, the Medical Executive Committee may dissolve or rearrange committee structure, duties, or composition as needed to better accomplish Medical-Dental Staff functions. Any function required to be performed by these Bylaws that is not assigned to an individual, a standing committee, or a special task force will be performed by the Medical Executive Committee.

7.F. AD HOC COMMITTEES

Ad Hoc Committees may be created and their members and chairs appointed by the President of the Medical-Dental Staff. Such committees will confine their activities to the purpose for which they were appointed and will report to the Medical Executive Committee. The President of the Medical-Dental Staff will provide a purpose or charge for the Committee.

7.G. PERFORMANCE IMPROVEMENT FUNCTIONS

The Medical-Dental Staff is actively involved in performance improvement functions, including reviewing data and recommending and implementing processes to address the following issues, including but not limited to:

- (1) reduce patient harm and promote patient safety;
- (2) CCHS's and individual practitioners' performance on Joint Commission accreditation standards and CMS core measures;
- (3) medication usage, including review of significant adverse drug reactions, medication errors and the use of experimental drugs and procedures;
- (4) the utilization of blood and blood components, including review of significant transfusion reactions;
- (5) operative and other procedures, including tissue review and review of discrepancies between pre-operative and post-operative diagnoses;
- (6) education of patients and families;

- (7) coordination of care, treatment and services with other practitioners and CCHS personnel;
- (8) accurate, timely and legible completion of medical records;
- (9) the use of developed criteria for autopsies;
- (10) sentinel events, including root cause analyses and responses to unanticipated adverse events;
- (11) nosocomial infections and the potential for infection;
- (12) unnecessary procedures or treatment;
- (13) appropriate resource utilization;
- (14) peer review/performance improvement; and
- (15) patient satisfaction.

7.H. REGULATORY COMPLIANCE FUNCTIONS

The Medical-Dental Staff is actively involved in the Christiana Care Corporate Compliance Program and, specifically, complies with all of its policies and with the requirements of Federal and State laws and regulations, and specifically, with regard to the following:

- (1) appropriate coding for services performed (supported by documentation in the medical record including documentation of medical necessity);
- (2) submission of appropriate claims for payment, including those relating to teaching activities;
- (3) refraining from improper relationships and/or referrals, including those in violation of the Stark law or the Ant kickback Statute;
- (4) compliance with the requirements of the Emergency Medical Treatment and Active Labor Act (“EMTALA”);
- (5) compliance with the requirements of the Christiana Care IRB, research policies, and federal and state law regulations regarding the protection of human subjects;
- (6) disclosure of any conflicts of interest or potential conflicts of interest with Christiana Care and recusal from participation in any consideration or decisions related to real or apparent conflicts;

- (7) compliance with HIPAA and other federal and state laws and regulations and Christiana Care policies regarding protection of patient privacy and confidentiality of protected health information;
- (8) reporting to the Compliance Officer, or other appropriate members of the administration any actual or suspected violations of the standards of conduct, Christiana Care’s compliance policies, or any federal or state laws or regulations.

ARTICLE 8
CHIEF CLINICAL
OFFICER

8.A. CHIEF CLINICAL OFFICER (“CCO”)

The Chief Clinical Officer is the senior physician executive. The CCO has broad leadership responsibilities including oversight of strategic planning, clinical services, professional performance, care management, performance improvement, patient safety, and medical education. The CCO serves as advisor to the Medical-Dental Staff and its officers and leaders, assists the department chairs in the performance of their duties, and acts as a liaison between the Medical-Dental Staff, CCHS leadership and the Board of Directors.

ARTICLE 9
MEETINGS OF THE MEDICAL-DENTAL
STAFF

9.A. MEDICAL-DENTAL STAFF YEAR

The Medical-Dental Staff year is November 1 to October 31.

9.B. MEDICAL-DENTAL STAFF MEETINGS

9.B.1. Regular Meetings

The Medical-Dental Staff will meet at least once a year.

9.B.2. Special Meetings

Special meetings of the Medical-Dental Staff may be called by the President of the Medical-Dental Staff, the Medical Executive Committee, the Board, or by a petition signed by not less than one-fourth of the Attending Staff.

If a Special meeting is called as a result of a conflict on issues related to the provisional amendment to the Rules and Regulations, the President of the Medical-Dental Staff, in collaboration with the Chief Clinical Officer will select at least two of the Attending Staff, not on the Medical Executive Committee to represent the Medical-Dental Staff. Such appointed representatives shall meet in good faith to resolve the conflict.

9.C. DEPARTMENT, SECTION AND COMMITTEE MEETINGS

9.C.1. Regular Meetings

Except as otherwise provided in these Bylaws or in the Medical-Dental Staff Organization Manual, each department, section and committee, will meet at least annually, at times set by the presiding officer.

9.C.2. Special Meetings

A special meeting of any department, section or committee may be called by or at the request of the department or committee chair (or other presiding officer), the President of the Medical-Dental Staff, or by a signed petition. If the special meeting is being called by petition, the petition must be signed by no less than one-fourth of the Attending Staff members of the department, section, or committee, and by no fewer than three members.

9.D. PROVISIONS COMMON TO ALL MEETINGS

9.D.1. Notice of Meetings

- (1) Medical-Dental Staff members will be provided notice of all regular meetings of the Medical-Dental Staff and regular meetings of their departments, sections, and committees at least 14 calendar days in advance of the meetings. All notices will state the date, time, and place of the meetings.
- (2) When a special meeting of the Medical-Dental Staff, a department, a section and/or a committee is called, the notice period will be 48 hours. Posting may

not be the sole mechanism used for providing notice. All notices will state the date, time, and place of the meetings.

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

9.D.2. Quorum and Voting:

- (1) A quorum is required for the transaction of business.
- (2) For any regular or special meeting of the Medical-Dental Staff, or its committee (other than the Medical Executive Committee), one-fourth (25%) of the voting members will constitute a quorum.
- (3) For any regular or special meeting of the Medical Executive Committee, fifty percent (50%) of the voting members will constitute a quorum.
- (4) For any regular or special meeting of the department or section or their committees, a quorum shall be determined by the departmental rules.
- (5) Recommendations and actions of the Medical-Dental Staff, departments, sections, and committees will be by consensus. In the event it is necessary to vote on an issue, that issue will be determined by a majority vote when a quorum is present or as stipulated in these bylaws.
- (6) The voting members of the Medical-Dental Staff, a department, or a committee may also be presented with a question by electronic communication, and their votes returned to the Chair by the method designated in the notice. A quorum for purposes of these votes will be determined by the number of members returning responses to the Chair by the date indicated or as stipulated in these bylaws. The question raised will be determined in the affirmative if a majority of the responses returned has so indicated.
- (7) Meetings may be conducted by telephone and/or electronic conference. Elections and voting may be conducted electronically.

9.D.3. Agenda:

The presiding officer for the meeting will set the agenda for any regular or special meeting of the Medical-Dental Staff, department, section, or committee.

9.D.4. Rules of Order:

Robert's Rules of Order will not be binding at Medical-Dental Staff meetings or elections, but may be used for reference in the discretion of the presiding officer for the meeting. Specific provisions of these Bylaws, and Medical-Dental Staff department, section or committee custom will prevail at all meetings, and the department chair or committee chair will have the authority to rule definitively on all matters of procedure.

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

- (1) Minutes of all meetings of the Medical-Dental Staff, departments, and committees (and applicable section meetings) will be prepared and will include a record of the attendance of members and the recommendations made and the votes taken on each matter.
- (2) A summary of all recommendations and actions of the Medical-Dental Staff, departments, sections, and committees will be transmitted to the Medical Executive Committee, CEO, and Chief Clinical Officer. The Board will be kept apprised of the recommendations of the Medical-Dental Staff and its departments, sections, and committees.
- (3) The CEO or his or her authorized designee will maintain a permanent file of the minutes of all meetings, in accordance with CCHS's policies on document retention.

9.D.6. Confidentiality:

Members of the Medical-Dental Staff who have access to, are engaged in, or are the subjects of credentialing and/or peer review information agree to maintain the confidentiality of this information. Credentialing and peer review documents, and information contained therein, must not be disclosed to any individual not involved in the credentialing or peer review processes, except as authorized by the Medical-

Dental Staff Credentials Manual or other applicable Medical-Dental Staff or Christiana Care Health Services policy. A breach of confidentiality may result in the imposition of disciplinary action.

ARTICLE 10

AMENDMENTS

10.A. Bylaws:

- (1) All proposed Bylaw amendments must be reviewed and approved by the Medical Executive Committee prior to a vote by the Medical-Dental Staff.
- (2) Following approval by the Medical Executive Committee, the proposed amendments shall be submitted to the voting members of the Medical-Dental Staff members via special ballot, which will be mailed, faxed or e-mailed. Voting period shall 10 calendar days.
- (3) Approval of proposed amendments require majority affirmative vote of the ballots returned.
- (4) The Medical Executive Committee, in its discretion, also may provide to the voting staff an executive summary of the proposed amendments.
- (5) The Medical Executive Committee will have the power to adopt on the Medical-Dental Staff's behalf any amendments to these Bylaws which are needed because of reorganization, renumbering, or punctuation, spelling or other errors of grammar or expression.
- (6) All amendments will be effective only after approval by the Board.
- (7) If the Board has determined not to accept a recommendation submitted to it by the Medical Executive Committee or the Medical-Dental Staff, the Medical Executive Committee may request a conference between the officers of the Board and the officers of the Medical-Dental Staff. Such conference will be for the purpose of further communicating the Board's rationale for its contemplated action and permitting the officers of the Medical-Dental Staff to discuss the rationale for the recommendation. Such a conference will be scheduled by the CEO within two weeks after receipt of a request for same submitted by the President of the Medical-Dental Staff.

10. B. Other Medical-Dental Staff Documents

- (1) In addition to the Medical-Dental Staff Bylaws, the Medical-Dental Staff shall adopt the following governance documents:
 - (a) The Credentials Manual;
 - (b) The Medical-Dental Staff Organizational Manual;
 - (c) The Medical-Dental Staff Rules and Regulations; and,
 - (d) Department and Section Rules.
- (2) The Medical-Dental Staff may also adopt other policies, procedures and rules and regulations that will be applicable to all members of the Medical-Dental Staff and other individuals who have been granted membership, clinical privileges, or a scope of practice.
- (3) All proposed amendments to Other staff documents will be reviewed by the Medical Executive Committee prior to distribution to the Medical-Dental Staff.
- (4) Following review and endorsement by the Medical Executive Committee, the proposed amendments shall be provided to each voting member to allow for comment. This should occur at least ten (10) calendar days prior to the Medical Executive Committee meeting when the vote is to take place. A summary of comments may be submitted to the Medical Executive Committee for final review and vote.
- (5) Notice of Department documents are required to be provided only to the voting members of the applicable department prior to consideration by the Medical Executive Committee.
- (6) Medical-Dental Staff governance documents shall only be effective when approved by the Board.
- (7) In the event that urgent action is required to comply with law or regulation, the Medical-Dental Staff hereby authorizes the Medical Executive Committee to provisionally adopt a Rule and Regulation and forward it to the Board for provisional approval and immediate implementation, subject to the following. If the Medical-Dental Staff did not receive prior notice of the proposed Rule and Regulation, the Medical-Dental Staff will be notified of the provisionally-adopted and approved Rule and Regulation, The Medical-Dental Staff may,

within thirty (30) days of distribution of the notice, request a special meeting, by petition as outlined in Article 9.C.2, to resolve any conflict related to the provisionally adopted amendments. If the outcome of the meeting is to modify the amendment, the final recommendation will be forwarded to the Medical Executive Committee and the Board.

If there is no conflict between the organized medical staff and the Medical Executive committee, the provisional amendment stands.

- (8) The Medical-Dental Staff Bylaws will control over any inconsistent governance document or policies.

ARTICLE 11

APPROVAL

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

APPENDIX I

DEFINITIONS

The following definitions shall apply to terms used in these Bylaws and related policies and manuals:

- (1) "THE CHRISTIANA CARE WAY"- We serve our neighbors as respectful, expert, caring partners in their health. We do this by creating innovative, effective, affordable systems of care that our neighbors value.
- (2) "AT-RISK BEHAVIOR" – behavioral choice that increases risk where risk is not recognized or is mistakenly believed to be justified.
- (3) "BOARD" means the Board of Directors of CCHS which has the overall responsibility for CCHS.
- (4) "BOARD CERTIFICATION" is the designation conferred by one of the affiliated specialties of the American Board of Medical Specialties ("ABMS"), the American Osteopathic Association ("AOA"), the American Board of Oral and Maxillofacial Surgery, the American Board of Podiatric Surgery, or the American Board of Professional Psychology upon a practitioner, as applicable, who has successfully completed an approved educational training program and an evaluation process, including passing an examination, in the practitioner's area of clinical practice.
- (5) "CHIEF EXECUTIVE OFFICER" ("CEO") means the individual appointed by the Board to act on its behalf in the overall management of CCHS.
- (6) "CCHS" means Christiana Care Health Services, Inc.
- (7) "CHIEF CLINICAL OFFICER" or "CCO" means the individual appointed by the Board to act as the executive medical officer of CCHS, in cooperation with the President of the Medical-Dental Staff.
- (8) "CLINICAL PRIVILEGES" means the authorization granted by the Board to a provider to render specific patient care services.
- (9) "ADVANCED PRACTICE CLINICIAN ("APC") means advanced practice nurses, physician assistants, optometrists and other health care providers who are not members of the Medical-Dental Staff but who are credentialed by the

Medical-Dental Staff pursuant to the CCHS Manual regarding Associated Credentialed Health Care Providers.

- (10) "CREDENTIALS MANUAL" means The Medical-Dental Staff Credentials Manual of CCHS.
- (11) "DAYS" means calendar days.
- (12) "DENTIST" means a doctor of dental surgery ("D.D.S.") or doctor of dental medicine ("D.M.D.").
- (13) "DEPARTMENT CHAIR" means the individual elected by the Department or appointed by the Board to act as the administrative and clinical leader of a particular department.
- (14) "DISCIPLINARY ACTION" means actions beyond remedial, as dictated by the bylaws, rules or regulations; up to and including termination.
- (15) "HUMAN ERROR" means inadvertently doing other than what should have been done; a slip, lapse or mistake.
- (16) "MEDICAL-DENTAL STAFF" means the organization of all physicians, dentists, oral surgeons, podiatric surgeons and psychologists who have been appointed to the Medical-Dental Staff by the Board. The Medical-Dental Staff does not include residents, advanced practice nurses, physician assistants, optometrists, and other licensed health care providers not identified in these Bylaws.
- (17) "MEDICAL-DENTAL STAFF LEADER" means any Medical-Dental Staff Officer, Chief Medical Officer, Department Chair, Section Chief, or Medical-Dental Staff Committee Chair.
- (18) "MEDICAL EXECUTIVE COMMITTEE" means the Executive Committee of the Medical-Dental Staff.
- (19) "MEMBER" means any physician, dentist, oral surgeon, podiatrist, or psychologist who has been granted Medical-Dental Staff appointment and clinical privileges by the Board to practice at CCHS.
- (20) "NOTICE" means written communication by regular U.S. mail, e-mail, facsimile, internal mail, or hand delivery.
- (21) "PHYSICIAN" includes both doctors of medicine ("M.D.s") and doctors of osteopathy ("D.O.s").

- (22) "PODIATRIC SURGEON" means a doctor of podiatric medicine ("D.P.M.").
- (23) "PSYCHOLOGIST" means an individual with a doctorate in clinical psychology.
- (24) "RECKLESS BEHAVIOR" means behavioral choice to consciously disregard a substantial and unjustifiable risk.
- (25) "REMEDIAL ACTION" means the actions taken to aid an individual, including education, training, assignment to task in accordance with knowledge and skill, consistent with policies.
- (26) "SELF-GOVERNMENT" means the duty of the officers, committees and departments of the Medical-Dental Staff to initiate and carry out the functions delegated by the Board and to fulfill the obligations provided for in these Bylaws and applicable policies.
- (27) "SPECIAL NOTICE" means hand delivery; certified mail, return receipt requested; or overnight delivery service providing receipt.