

**MARIN GENERAL HOSPITAL  
MEDICAL STAFF BYLAWS**

**PROPOSED REVISIONS**

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*Section 11.3-2 – Selection and Removal of Medical Executive Committee Members – NEW* (Sets forth the mechanisms for nomination, selection and removal of the various categories of MEC members, as required by MS.01.01.01)

*Section 11.3-3 – Medical Executive Committee Duties – REV.* (Clarifies that the MEC's duties are delegated by the Medical Staff and establishes the mechanism for revoking authority granted to the MEC, as required by MS.01.01.01)

*Section 14.1 – Rules and Regulations – REV.* (Section deleted in light of proposed Article XV, as below)

*Article XV – Adoption and Amendment of Bylaws, Rules and Policies – NEW* (Outlines the process for adopting and amending Bylaws, Rules and Policies, including provisions permitting the Medical Staff to propose such directly to the Hospital's Governing Body, as required by MS.01.01.01)

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**ARTICLE IV  
APPOINTMENT AND REAPPOINTMENT**

**4.2 BURDEN OF PRODUCING INFORMATION**

In connection with all applications for appointment, reappointment, or advancement or transfer of category, the applicant shall have the burden of producing information for an adequate evaluation of the applicant's qualifications and suitability for the cClinical pPrivileges and staff category requested, of resolving any reasonable doubts about these matters, and of satisfying requests for information. The applicant's failure to sustain this burden shall be grounds for denial of the application. This burden may include submission to a medical or psychological examination, at the applicant's expense, if deemed appropriate by the Chief of Staff, in consultation with the Physician Well-Being Committee (or the Credentials Committee), which Committee Medical Executive Committee which may select or reserve the right to approve the examining physician. If the applicant fails to complete the application within 6 months, or to provide additional information requested after written notice, the application shall be deemed automatically withdrawn. The An applicant's failure to sustain the burden of providing adequate information in support of the Application shall result in a finding of incomplete application, as provided under Bylaws Section 4.5-3. An applicant's provision of information containing significant misrepresentations (by affirmative statement or omissions) or omissions and/or failure to sustain the burden of producing adequate information shall be constitute grounds for denial of the application.

**4.5-3 APPLICANT'S RESPONSIBILITY TO PRODUCED COMPLETE INFORMATION**

The applicant shall have the burden of producing adequate and complete information in a timely fashion for a proper evaluation of his/her competence, character, ethics, and other basic qualifications for membership. Only complete applications will be fully processed, receive consideration. A complete application is one which provides responsive information to each inquiry on the application form and provides all requested supplementary information reasonably necessary to enable the Medical Staff to make a sound recommendation regarding the application.

-Insufficient information, as well as any Unresolved disciplinary action or unresolved malpractice litigation or the inability to verify information may render an application incomplete. An application which is not deemed complete shall not be considered. If the applicant fails to complete the application within one hundred eighty (180) days, or to provide additional information, requested at any time, within thirty (30) days after receipt of such written request, made by the Medical Staff the application shall be deemed to be incomplete and automatically withdrawn, unless an exception is made for good cause by the Medical Executive Committee. An application which remains incomplete after one hundred eighty (180) days, unless an exception is made for good cause by the Medical

~~Executive Committee, will be deemed to have been withdrawn. The failure to Receipt of notice that an application is incomplete and will not be processed consider applications deemed incomplete shall not entitle the applicant to any hearing rights under due process rights pursuant to Article VIII or any other provision of these Bylaws.-~~

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**ARTICLE VIII  
HEARINGS AND APPELLATE REVIEWS**

**8.2 GROUNDS FOR FORMAL HEARING**

~~In any case in which any Member of the Medical Staff, or any applicant for such membership, receives notice of a specific recommendation of the Medical Executive Committee to the Governing Body outlined in this Section 8.2 which recommendation, if approved by the Governing Body, would adversely affect Practitioner's exercise of Clinical Privileges ("adverse recommendation"), or if a Practitioner is otherwise entitled by these Bylaws to a hearing and review under these Bylaws, the Practitioner shall be entitled to a hearing before a Judicial Review Committee, and if the Judicial Review Committee also makes an adverse recommendation, to appellate review by the Governing Body prior to its final decision on the matter. Except as otherwise specified in these Bylaws (including those Exceptions to Hearing Rights specified in Section 8.6), any one or more of the following Medical Executive Committee actions or recommended actions recommendations, if taken for a medical disciplinary cause or reason and if reportable to the appropriate California licensing board under California Business and Professions Code Section 805, shall be deemed actual or potential adverse action and constitute grounds for a hearing:~~

- (a) Denial of Medical Staff membership;
- ~~(b) Denial of requested advancement in staff membership status, or category;~~
- ~~(e**b**) Denial Summary Suspension of Medical Staff membership in excess of fourteen (14) days reappointment;~~
- ~~(d**c**) Demotion to lower Revocation/termination of Medical Staff category or membership status;~~
- ~~(e**d**) Suspension of staff membership Denial of requested Clinical Privileges;~~
- ~~(f**e**) Revocation of Medical Staff membership Revocation/termination of Clinical Privileges;~~
- ~~(g**f**) Denial of requested Summary Suspension of Clinical Privileges in excess of fourteen (14) days;~~
- ~~(h) Involuntary reduction of current Clinical Privileges~~
- ~~(g) Restriction of Clinical Privileges for a cumulative total of thirty (30) days or more in any twelve-month period, excluding proctoring of initially-granted Clinical privileges and other proctoring under Section 5.5-1 of these Bylaws; and~~
- ~~(i) Suspension of Clinical Privileges;~~

- ~~(j) Termination of all Clinical Privileges;~~
- ~~(k) Involuntary imposition of significant consultation or monitoring requirements (excluding monitoring incidental to provisional status and Section 5.3);~~
- ~~(h) Any other disciplinary action or recommendation that must be reported to a California licensing board under Business and Professions Code Section 805. Termination of contract between Hospital and Member of the Medical Staff for a medical disciplinary cause or reason as defined in Business and Professions Code Section 805 or its successor statute;~~
- ~~(m) Denial, reduction, suspension or termination of temporary Privileges for a medical disciplinary cause or reason as defined in Business and Professions Code Section 805 or its successor statute;~~
- ~~(n) Any other disciplinary action or recommendation that must be reported to the Medical Board of California or the Practitioner's appropriate licensing board.~~

For purposes of this Section, Clinical Privileges means any arrangement under which a Practitioner is allowed to practice in or provide care for patients in the Hospital. Those arrangements shall include, but are not limited to, full Staff privileges, Active Staff privileges, Courtesy Staff privileges, Consulting Medical Staff privileges, Provisional Staff privileges, limited Staff privileges, auxiliary Staff privileges, temporary, special or locum tenens privileges, and contractual arrangements to provide professional services, including but not limited to, arrangements to provide outpatient services.

## **8.3 REQUESTS FOR HEARING**

### **8.3-1 NOTICE OF ACTION OR PROPOSED ACTION**

In all cases in which action has been taken or a recommendation made as set forth in Section 8.2, said person or body shall give the Member prompt written notice. This notice shall in all instances include the following information;

- (a) A description of the action or recommendation;
- (b) That the Practitioner has the right to request a hearing. Such hearing must be requested within thirty (30) days after receipt of the notice or the right to a hearing is waived;
- (c) A summary of the Practitioner's rights in the hearing;
- (d) A concise statement of the reasons for the action or recommendation; and

- (e) ~~In the event the adverse action or recommendation is the type of action which will be reportable to Medical Board of California pursuant to Section 805 of the Business and Professions Code, if adopted or implemented, then the notice should also explain~~An explanation that the action (or recommendation, if adopted or implemented), will be reportable to Medical Board of California pursuant to Business and Professions Code ~~section~~ Section 805.

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**ARTICLE VIII  
HEARINGS AND APPELLATE REVIEWS**

**8.9 INFORMAL HEARING**

In certain circumstances, the Medical Executive Committee may propose imposition of a corrective action that does not give rise to the right of a Formal Hearing under Section 8.2 of the Bylaws or California Business and Professions Code Section 809, it may, nonetheless, offer the affected Practitioner the right to an Informal Hearing in accordance with the provisions of this section. Such circumstances shall be determined by the MEC on a discretionary basis.

When the MEC determines that an Informal Hearing should be offered, it shall follow the process noted below.

**8.9-1 NOTICE OF PROPOSED CORRECTIVE ACTION**

The Practitioner subject to the proposed action shall promptly be advised, by Special Notice, of the proposed action and of the right to request an opportunity to be heard by the Medical Executive Committee for the purpose of challenging the proposed action. The Special Notice shall in all instances include the following information:

- (a) A description of the proposed corrective action;
- (b) The Practitioner's right to request an Informal Hearing within fourteen (14) days after receipt of Notice;
- (c) A copy of Section 8.9 of the Bylaws, summarizing the Practitioner's rights within the context of the Informal Hearing; and
- (d) A concise statement of the reasons for the proposed corrective action.

**8.9-2 REQUEST FOR INFORMAL HEARING**

The Practitioner shall have fourteen (14) days following receipt of Notice within which to request an Informal Hearing. The request shall be in writing, addressed to the Medical Executive Committee and received by the Medical Staff Office within the required timeframe.

**8.9-3 TIME AND PLACE OF INFORMAL HEARING**

The Practitioner shall be notified of the date, time and place of the Informal Hearing in writing.

#### **8.9-4 WAIVER OF INFORMAL HEARING**

In the event the Practitioner fails to request an Informal Hearing within the time and in the manner described above, the Practitioner shall be deemed to have waived any right to an Informal Hearing and to have accepted the recommendation or action involved.

#### **8.9-5 DOCUMENTATION**

At least seven (7) days prior to the date scheduled for the Informal Hearing, the Medical Executive Committee and the Practitioner shall exchange documents relevant to the proposed action.

#### **8.9-6 CONDUCT OF HEARING**

Although the Medical Executive Committee shall have flexibility in determining the manner and mode of an Informal Hearing, the Practitioner shall have a reasonable opportunity to challenge the proposed action.

#### **8.9-7 PRESIDING OFFICER**

The Chief of Staff shall act as the presiding officer at the Informal Hearing. In her or his capacity as the Informal Hearing's presiding officer, the Chief of Staff shall:

- (a) Introduce the Practitioner to the Medical Executive Committee;
- (b) Summarize the proposed action that the Practitioner has elected to challenge;
- (c) Endeavor to ensure that the Practitioner has a reasonable opportunity to be heard (e.g., by making a statement and/or via discussion with Medical Executive Committee members); and,
- (d) Excuse the Practitioner upon completion of the Informal Hearing, prior to further deliberation by the Medical Executive Committee.

If the Chief of Staff determines that the Informal Hearing is not proceeding in an efficient and expeditious manner, the Chief of Staff may take such measures as are warranted by the circumstances.

#### **8.9-8 REPRESENTATION**

Neither the Medical Executive Committee nor the Practitioner has a right to be represented by an attorney at the Informal Hearing meeting.

### **8.9-9 RECORD OF HEARING**

No recording of the Informal Hearing shall be permitted, except for notes taken by a representative of the Medical Staff Office for the purpose of preparing Medical Staff meeting minutes.

### **8.9-10 PRESENCE OF MEDICAL EXECUTIVE COMMITTEE MEMBERS**

A quorum of the Medical Executive Committee members shall be present for the Informal Hearing.

### **8.9-11 DECISION OF THE MEDICAL EXECUTIVE COMMITTEE**

The Practitioner shall be notified, in writing, of the Medical Executive Committee's final decision within seven (7) days of the final decision being reached.

### **8.9-12 APPEAL**

The Medical Executive Committee's final decision shall not be subject to appeal.

### **8.9-13 LIMITATIONS REGARDING INFORMAL HEARING**

This Informal Hearing process is intended to provide a forum for challenging a proposed corrective action that, while not so significant as to give rise to the right to a Formal Hearing under these Bylaws, is nevertheless sufficiently burdensome to an affected Practitioner such that it is reasonable to allow an opportunity for challenging the corrective action that has been or will be imposed.

Generally speaking, the Informal Hearing process is not intended to be offered with respect to routine evaluation activities (such as proctoring incidental to the granting of clinical privileges upon initial appointment to the Staff or the granting of new privileges at any time under Bylaws Section 5.5-1; initiation of a focused professional practice evaluation or investigation at the Departmental or Medical Executive Committee level; routine monitoring and evaluation pursuant to Bylaws Section 7.1-1; informal counseling; and required attendance at Medical Staff Committee meetings) or with respect to issuance of letters of concern, admonishment, reprimand and the like.

However, any Member may petition the Medical Executive Committee (via request to the Chief of Staff) to provide the Member with an Informal Hearing regarding any imposed or recommended corrective action. The decision to offer an Informal Hearing shall, at all times, remain within the exclusive discretion of the Medical Executive Committee.

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**ARTICLE I  
NAME, PURPOSE AND AUTHORITY**

**1.4. CONFLICT MANAGEMENT ~~DISPUTE RESOLUTION~~**

**1.4-1 PEER REVIEW RECOMMENDATION DISPUTES**

With respect to the management of conflicts between the Medical Staff and the Governing Body relating to the initiation of an investigation of or adverse action against a Medical Staff member (e.g., with respect to appointment or reappointment and the granting of clinical privileges), the parties shall follow the provisions set forth in Article VII, Section 7.1-7 of these Bylaws.

**1.4-2 CONFLICTS RELATED TO MEDICAL STAFF SELF-GOVERNANCE**

With respect to any dispute regarding the Medical Staff's rights of self-governance and/or discharge of Medical Staff responsibilities, the Medical Staff and the ~~Board~~Governing Body shall meet and confer in good faith to resolve the dispute. The forum established in these Bylaws for this meet and confer obligation is the Joint Conference Committee; however, the Medical Staff and the ~~Board~~Governing Body can utilize additional or different forums or processes, such as mediation, so long as both the Medical Staff and the ~~Board~~Governing Body mutually agree to the forum or process as well as any procedures that would govern the meet and confer function. Whenever any person or entity, including the ~~Board~~Governing Body, has engaged in, or is about to engage in, acts or practices that hinder, restrict or obstruct the Medical Staff's ability to exercise its rights, obligations or responsibilities, the Medical Staff may apply for, ~~and the Superior Court of the County in which the Hospital is located, may issue~~ an injunction, writ of mandate or other appropriate order. Prior to seeking judicial relief, the Medical Staff must first make a reasonable effort to resolve the dispute, including the pursuit of any reasonable administrative remedies provided in these Bylaws.

**1.4-3 OTHER CONFLICTS BETWEEN LEADERSHIP GROUPS**

Leadership Groups are comprised of the members of the Governing Body, elected or appointed leaders of the Medical Staff and the Hospital Management Team. With respect to any dispute between the Hospital's Leadership Groups that do not relate to peer review recommendations or the Medical Staff's right of self-governance, the Conflict Management Policy and Procedure shall be followed.

**1.4-4 CONFLICTS BETWEEN THE MEDICAL STAFF AND MEDICAL EXECUTIVE COMMITTEE**

- (a) Upon receipt of a written petition signed by at least twenty-five percent (25%) of the voting members of the Medical Staff, the MEC shall initiate a process for addressing a disagreement between the Medical Staff and the MEC regarding matters including, but not limited to, a proposal to adopt or amend a Medical Staff Rule or Policy.
- (b) A petition to initiate a process for addressing a conflict between the Medical Staff and the MEC shall designate two Active Medical Staff members to serve as representatives for the petitioners and describe the nature of the disagreement.
- (c) The process for addressing a conflict between the Medical Staff and the MEC shall include a meeting, called by the Chief of Staff, between the MEC and the petitioners' representatives. The MEC and the petitioners' representatives shall exchange information relevant to the conflict and shall make good faith efforts to manage differences in a manner that respects the positions of the Medical Staff, the leadership responsibilities of the MEC, and the safety and quality of patient care.

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**ARTICLE V  
CLINICAL PRIVILEGES**

**5.6 MEDICAL HISTORIES AND PHYSICAL EXAMINATIONS**

A medical history and physical examination must be completed and documented for each patient no more than 30 days before or 24 hours after admission or registration, but prior to surgery or a procedure requiring anesthesia services. The medical history and physical examination must be completed and documented by a qualified licensed individual in accordance with State and federal law, as well as these Bylaws and the Medical Staff Rules and Regulations.

Whenever a medical history and physical examination has been completed prior to admission or registration (which may occur only as permitted in accordance with this Section, the Medical Staff Rules and Regulations, as well as applicable law and accreditation requirements), an updated examination of the patient, including any changes in the patient's condition, must be completed and documented within 24 hours after admission or registration, but prior to surgery or a procedure requiring anesthesia services. The updated examination, including any changes in the patient's condition, must be completed and documented by a qualified licensed individual, as described above.

Additional requirements for completing a medical history and physical examination are set forth in Section 5.7, and the Medical Staff Rules and Regulations.

**5.67 CONDITIONS FOR PRIVILEGES OF PRACTITIONERS OTHER THAN PHYSICIANS**

**5.6-1 ADMISSIONS**

When dentists, oral surgeons, and clinical psychologists who are Members of the Medical Staff admit patients a physician Member of the Medical Staff must conduct or directly supervise the admitting history and physical examination (except the portion related to dentistry, or clinical psychology), and assume responsibility for the care of the patient's medical problems present at the time of admission or which may arise during hospitalization which are outside of the Practitioner's lawful scope of practice. It is the responsibility of the non-physician Practitioner to secure the services of a physician to perform these functions prior to admitting the patient to the Hospital.

**5.6-2 SURGERY**

Surgical procedures performed by dentists and podiatrists shall be under the overall supervision of the Chair of the Department of Surgery or the Chair's designee.

### 5.6-3 MEDICAL APPRAISAL

All patients admitted for care in a hospital by a dentist, podiatrist, or clinical psychologist shall receive the same basic medical appraisal as patients admitted to other services, and the dentist, podiatrist or clinical psychologists shall seek consultation with a physician Member to determine the patient's medical status and a need for medical evaluation whenever the patient's clinical status indicates the development of a new medical problem. Where a dispute exists regarding proposed treatment between a physician Member and a Practitioner other than a physician based upon medical or surgical factors outside of the scope of licensure of said Practitioner, the treatment will be suspended insofar as possible while the dispute is resolved by the appropriate ~~department~~Department Chair(s).

*N.B.:* Revise numbering throughout the remainder of Article V to reflect inclusion of the new Section 5.6

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**ARTICLE XI  
COMMITTEES**

**11.3 MEDICAL EXECUTIVE COMMITTEE**

**11.3-1 COMPOSITION**

The Medical Executive Committee shall consist of the following persons:

- (a) The officers of the Medical Staff.
- (b) The Department Chairs;
- (c) Two (2) at-large physician Members of the Active Medical Staff, regardless of discipline or specialty, each of whom ~~who shall be nominated and elected for a two (2) year term in the same manner and at the same time as provided in Sections 9.1-4 through 9.1-5 for the nomination and election of officers.~~
- (d) Other Members, as may be required to comply with the state licensing regulations and/or The Joint Commission (or equivalent) accreditation standards or the standards of comparable accreditation agencies. The majority of the voting members of the Medical Executive Committee must be licensed physicians actively practicing in the Hospital. All Members of the organized Medical Staff, of any discipline or specialty, are eligible for membership on the Medical Executive Committee.

The Chief Executive Officer is permitted to attend, but not to vote, at meetings of this Committee. ~~Their presence~~ Non-voting Medical Executive Committee members may be excused if the Medical Executive Committee determines that it is appropriate for the Committee to meet in executive session.

**11.3-2 SELECTION AND REMOVAL OF MEDICAL EXECUTIVE COMMITTEE MEMBERS**

- (a) The officers of the Medical Staff shall be nominated and selected in accordance with Sections 9.1-3 and 9.1-4, and removed in accordance with Section 9.1-6.
- (b) The Department Chairs shall be selected in accordance with Section 10.7-2 and removed in accordance with Section 10.7-4.

- (c) The two at-large physician Members of the Active Medical Staff shall be nominated, selected and removed in the same manner as for officers of the Medical Staff.

### **11.3-23 DUTIES**

The duties of the Medical Executive Committee, as are hereby delegated by the Medical Staff, shall include, but are not be limited to the following. Further, it is the responsibility of this Committee to make final recommendations concerning all such matters to the Board of Directors of the Hospital.

- (a) Representing and acting on behalf of the Medical Staff in the intervals between Medical Staff meetings, subject to such limitations as may be imposed by these Bylaws.
- (b) Coordinating and implementing the professional and organizational activities and policies of the Medical Staff.
- (c) Receiving and acting upon reports and recommendations from Medical Staff Departments, Divisions, committees, and assigned activity groups.
- (d) Recommending action to the Board of Directors on matters of a medical-administrative nature, to include appointment to medical administrative positions, and Medical Staff participation in organizational performance improvement activities.
- (e) Establishing the structure of the Medical Staff, the mechanism to review credentials and delineate individual Clinical Privileges, the granting of individual staff memberships and Privileges, the organization of quality assurance activities and mechanisms of the Medical Staff to conduct, evaluate and revise such activities, denial, suspension, restriction or termination of Medical Staff membership and/or Clinical Privileges and related fair hearing procedures, changes to Medical Staff Bylaws and Rules and Regulations as well as other matters relevant to the operation of an organized Medical Staff.
- (f) Evaluating the medical care rendered to patients in the Hospital. Such evaluation shall include, but not be limited to, participation in the review of the following functions: infection surveillance and control, medical record review, blood usage, drug usage, case management review of physicians and allied health professionals, and other activities necessary to assess and improve the quality of care provided at Marin General Hospital. Further, it is the responsibility of this Committee to ensure that there is adequate physician participation in the review of these functions

- (g) Participating in the development of all Medical Staff and Hospital policy, practice, and planning, including effective communication with the Board and Administration via the Chief of Staff, Committee Chairs, and Department Chairs.
- (h) Reviewing the qualifications, credentials, performance and professional competence and character of applicants and Staff Members and making recommendations to the Board of Directors regarding staff appointments and reappointments, assignments to departments, Clinical Privileges, and corrective action.
- (i) Taking reasonable steps to promote ethical conduct and competent clinical performance on the part of all Members including the initiation of and participation in Medical Staff corrective or review measures when warranted including but not limited to, taking informal corrective action such as counseling a Practitioner or issuing letters of warning or reprimand to a Practitioner.
- (j) Taking reasonable steps to develop continuing education activities and programs for the Medical Staff.
- (k) Designating such committees as may be appropriate or necessary to assist in carrying out the duties and responsibilities of the Medical Staff and approving or rejecting appointments to those committees by the Chief of Staff.
- (l) Reporting to the Medical Staff at regular staff meetings.
- (m) Assisting in the obtaining and maintaining of accreditation.
- (n) Developing and maintaining of methods for the protection and care of patients and others in the event of internal or external disaster.
- (o) Appointing such special or ad hoc committees as may seem necessary or appropriate to assist the Medical Executive Committee in carrying out its functions and those of the Medical Staff.
- (p) Reviewing the quality and appropriateness of services provided by contract physicians and services.
- (q) Reviewing and acting on requests for deletions of materials from staff credentialing files as set forth in 14.911-3.
- (r) Reviewing and approving the designation of the Hospital's authorized representative for National Practitioner Data Bank purposes.

- (s) Establishing a mechanism for dispute resolution between Medical Staff Members (including limited license practitioners) involving the care of a patient;
- (t) Issuing such directives as appropriate to assure effective performance of all Medical Staff functions and following up to assure implementation of all directives;
- (u) With the assistance of the Chief of Staff, supervise the Medical Staff's compliance with the Medical Staff Bylaws, Rules and Regulations and policies; the Hospital's Bylaws, Rules and policies; state and federal laws and regulations and The Joint Commission (or equivalent) accreditation requirements.

The authority delegated to the Medical Executive Committee under these Bylaws may be removed only via an amendment to these Bylaws under the process set forth in Article XV.

#### **11.3-34 MEETINGS**

The Medical Executive Committee shall meet as often as necessary, but at least ten (10) times yearly and shall maintain a record of its proceedings and actions.

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**ARTICLE XIV  
GENERAL PROVISIONS**

**14.1 — RULES AND REGULATIONS**

The Medical Staff shall initiate and adopt such Rules and Regulations as it may deem necessary for the proper conduct of its work and shall periodically review and revise its Rules and Regulations to comply with current Medical Staff practice. Recommended changes to the Rules and Regulations shall be submitted to the Medical Executive Committee for review and evaluation prior to presentation for consideration by the Medical Staff as a whole, under such review or approval mechanism as the Medical Staff shall establish. If there is a conflict between either a general Rule or a Departmental Rule and the Bylaws, the Bylaws shall prevail.

Following adoption, such Rules and Regulations shall become effective following approval of the Board of Directors, which approval shall not be withheld unreasonably, or automatically in ninety (90) days if no action is taken or withheld by the Board of Directors. Applicants and Members of the Medical Staff shall be governed by such Rules and Regulations as are properly initiated and adopted. If there is a conflict between the Bylaws and the Rules and Regulations, the Bylaws shall prevail. The mechanisms described in Article 15.1 and herein shall be the sole methods for the initiation, adoption, amendment, or repeal of the Medical Staff Rules and Regulations.

The Rules and Regulations may be amended at any regular or special meeting of the Medical Staff provided that such amendments have been reviewed and approved by the Bylaws and Medical Executive Committees and at least one (1) month written notice of changes has been given to the Active Staff Members. A Rules and Regulations amendment shall be considered approved if a supporting vote of at least 51% of Active Staff Members present is achieved.

*N.B.:* Please see Sections 15.3 and 15.5, *below*, which replace Section 14.1.

**14.12 DUES OR ASSESSMENTS**

The Medical Executive Committee shall have the power to recommend the amount of annual dues or assessments, if any, for each category of Medical Staff membership, subject to the approval of the Medical Staff, and to determine the manner of expenditure of such funds received as appropriate for the purposes of the Medical Staff.

*N.B.:* Revise numbering throughout Article XIV to reflect deletion of the previous Section 14.1.

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**ARTICLE XV**

**ADOPTION AND AMENDMENT OF BYLAWS, RULES, AND POLICIES**

**15.1 GENERAL PROVISIONS**

**15.1-1 GOVERNING DOCUMENTS**

The primary governing documents of the Medical Staff are its Bylaws, Rules and Regulations (“Rules”), and Policies and Procedures (“Policies”). These Bylaws describe the fundamental principles of Medical Staff self-governance and accountability to the Governing Body, providing key standards and processes for Medical Staff membership, appointment, reappointment, and privileging. Provisions regarding implementation of the Medical Staff standards, including but not limited to the associated details of Bylaws’ processes, may reside in the Medical Staff Bylaws, Rules, or Policies, as required by law or the Joint Commission Standards and as further described below.

For any topic that is required by law or accreditation standards to be addressed in the Bylaws, the basic provision shall reside in the Bylaws. However, associated details meant to address implementation of the basic provisions may reside in the Rules and/or Policies. Such associated details may be adopted or amended by the Medical Executive Committee consistent with the delegation of such authority, or otherwise as described in this Article.

**15.1-2 EXCLUSIVITY**

The mechanisms described herein shall be the sole method for the initiation, adoption, amendment, or repeal of the Medical Staff Bylaws, Rules, and Policies. Neither the Medical Staff nor the Governing Body may unilaterally amend the Medical Staff Bylaws.

**15.1-3 MEDICAL STAFF MEMBERS ENTITLED TO VOTE**

References within this Article to voting by “Members” or the signing and/or submission of a petition by “Members” are references to the Active Members of the Medical Staff in good standing.

**15.1-4 VOTING**

When a vote is required by all Medical Staff Members entitled to vote under this Article (as opposed to any vote to be taken solely by the Medical Executive Committee), voting may be accomplished by written ballot, email or other electronic means, so long as adequate precautions are taken to ensure reliability and security. Notice of the proposed change(s) by mail, email, or other electronic means shall be sent to all Members entitled to vote at least thirty (30) days prior to the date set for submission of the votes. Approval

shall require the affirmative vote of at least fifty-one percent (51%) of the Members voting by written or electronic ballot.

#### **15.1-5 APPROVAL BY GOVERNING BODY**

Bylaws changes adopted by the Medical Staff and Rules and/or Policies adopted by the Medical Executive Committee on behalf of the Medical Staff or by the voting Medical Staff Members directly, pursuant to the procedures of this Article, shall become effective following approval by the Governing Body which approval shall not be withheld unreasonably. Adopted changes shall be submitted to the Governing Body for consideration at its next regularly scheduled meeting. Bylaws changes adopted by the Medical Staff shall become effective following approval by the Governing Body, whose approval shall not be withheld unreasonably, or automatically within ninety (90) days if no action is taken by the Governing Body. If approval is withheld, the reasons for doing so shall be specified by the Governing Body in writing, and shall be forwarded to the Chief of Staff, the Medical Executive Committee and the Bylaws Committee.

#### **15.1-6 CONFLICTS BETWEEN BYLAWS, RULES, AND POLICIES**

The Medical Staff Bylaws, Rules, and Policies, the Governing Body Bylaws, and the Hospital Policies shall be compatible with each other and compliant with law and regulation. If there is a conflict between the Medical Staff Bylaws and the Governing Body Bylaws, either party may request a meeting to discuss the matter and attempt to resolve it under Section 1.4-2 of the Bylaws. If there is a conflict between the Medical Staff's Bylaws, Rules or Policies, these Bylaws shall prevail.

### **15.2 ADOPTION AND AMENDMENT OF BYLAWS**

#### **15.2-1 PROCEDURE**

Upon the request of (1) the Medical Executive Committee, or the Chief of Staff or the Bylaws Committee, and after approval by the Medical Executive Committee, or (2) upon timely written petition signed by at least ten percent (10%) of the Members, consideration shall be given to the adoption, amendment, or repeal of these Bylaws by the Medical Staff Members entitled to vote in the manner described in Section 15.1-4.

#### **15.2-2 CLERICAL AMENDMENTS**

The Medical Executive Committee ~~shall have the power~~ is delegated the authority to approve, on behalf of the Medical Staff, such amendments to the Bylaws, Rules and Policies as are, in its judgment, strictly clerical modifications or clarifications, such as reorganization or renumbering of the Bylaws, amendments made necessary because of punctuation, spelling, or other errors of grammar or expression, or inaccurate cross-references. Clerical revisions made under this section shall be presented to the Hospital's Governing Body for approval.

### **15.2-3 SUCCESSOR IN INTEREST**

These Bylaws, and prerogatives of individual Members of the Medical Staff accorded under these Bylaws, will be binding upon the Medical Staff, and the Governing Body of any successor in interest in the Hospital, except where the Hospital Medical Staffs are being combined. In the event that the staffs are being combined, the Medical Staffs shall work together to develop new Bylaws which will govern the combined Medical Staffs, subject to the approval of the Hospital's Governing Body or its successor in interest. Until such time as the new Bylaws are approved, the existing Bylaws of each Medical Staff will remain in effect.

## **15.3 ADOPTION AND AMENDMENT OF RULES**

### **15.3-1 MEDICAL EXECUTIVE COMMITTEE DELEGATION AND ADOPTION**

- (a) The Medical Staff delegates authority to the Medical Executive Committee to initiate and adopt such Rules as it may deem necessary for the proper conduct of Medical Staff business. Recommended changes to the Rules may be submitted to the Medical Executive Committee by any member of the Medical Executive Committee or by other Medical Staff committees. If the Medical Executive Committee proposes to adopt a change(s) to the Rules, it must communicate the proposal to the Medical Staff in writing at least 15 days before it is adopted.
- (b) Following adoption by the Medical Executive Committee, such Rules shall become effective upon approval of the Governing Body as set forth in Section 15.1-5.
- (c) Rules shall be reviewed every two (2) years, or more frequently, as needed, and revised to comply with current Medical Staff practice. Applicants and Members of the Medical Staff shall be governed by such Rules as are properly initiated and adopted.

### **15.3-2 AMENDMENTS FOR LEGAL/REGULATORY COMPLIANCE**

- (a) The Medical Staff has delegated authority to the Medical Executive Committee to provisionally adopt, without prior notification to the Medical Staff, an amendment to the Rules when there is a documented need to promptly comply with specific rules required by law or governmental and/or accrediting agencies.
- (b) The action to amend may be taken by motion and acted upon in the same manner as any other motion before the Medical Executive Committee.
- (c) Upon adoption by the Medical Executive Committee, notice will promptly be provided to the Governing Body who will approve or reject the amendment promptly.

- (d) Upon approval by the Governing Body the Medical Executive Committee will notify the Medical Staff promptly and provide the Medical Staff with an opportunity to retrospectively review and comment on the amendment.
- (e) If there is a conflict regarding the amendment between the Medical Staff and the Medical Executive Committee, the process for managing conflicts described in Section 1.4-4 will be implemented.

## **15.4 ADOPTION AND AMENDMENT OF POLICIES**

### **15.4-1 MEDICAL STAFF POLICIES – MEDICAL EXECUTIVE COMMITTEE**

- (a) For purposes of this Section, the term “Medical Staff Policies” shall mean those Policies that are adopted by the Medical Executive Committee and pertain to the Medical Staff as a whole. It does not include Policies developed by Departments or Sections for their members or Hospital Policies, even if such Policies are approved by the Medical Executive Committee.
- (b) Medical Staff Policies shall be developed as necessary to implement more specifically the general principles found within these Bylaws and the Rules. The Medical Staff delegates authority to the Medical Executive Committee to initiate and/or adopt such Medical Staff Policies as it may deem necessary for the proper conduct of the Medical Staff’s business. The Medical Executive Committee may develop such Medical Staff Policies itself or may direct a Department or designate a committee to draft a Medical Staff Policy and Procedure for its review.
- (c) Following adoption or amendment of a Medical Staff Policy and Procedure by the Medical Executive Committee, such Medical Staff Policy and Procedure shall become effective upon approval of the Governing Body as set forth in Section 15.1-5.
- (d) Following approval of the Governing Body, adoption or amendment of a Medical Staff Policy and Procedure shall be communicated to the organized Medical Staff by the Medical Executive Committee.

### **15.4-2 CLINICAL DEPARTMENT POLICIES**

Departmental Policies may be formulated by each clinical Department for the conduct of its affairs and the discharge of its responsibilities. The Departmental Policies shall be consistent with the Medical Staff Bylaws, Rules, and Policies. Departmental Policies shall be approved or revised by the affected Department and approved by the Medical Executive Committee and the Governing Body. It is the responsibility of the Department to communicate approved Policies to its members, as appropriate.

## **15.5 DIRECT MEDICAL STAFF PROPOSAL TO GOVERNING BODY – ADOPTION AND AMENDMENTS TO BYLAWS, RULES OR POLICIES**

Notwithstanding any other provision of these Bylaws, the Medical Staff Members entitled to vote may propose adoption or amendment of Bylaws, Rules or Policies that pertain to the Medical Staff as a whole directly to the Governing Body. Bylaws proposals shall be made in accordance with Section 15.2, above. To propose a Rule, Policy, or amendment directly to the Governing Body, an Active Member of the Medical Staff in good standing must take the following steps in the order shown:

- (a) Obtain an initial written petition in support of the proposed Rule, Policy or amendment language signed by at least twenty-five percent (25%) of the Members of the Medical Staff who are entitled to vote. Any such written petition shall identify two Active Medical Staff members who will serve as representatives and act on behalf of the petitioners.
- (b) Communicate in writing both the proposed Rule, Policy or amendment and the reason for the proposed Rule, Policy or amendment to the Medical Executive Committee for its consideration and vote.
- (c) **Proposed Rule.** If the MEC agrees with a proposed Rule or amendment, the MEC shall follow the provisions of Section 15.3-1(a) and (b).
- (d) **Proposed Policy.** If the Medical Executive Committee adopts the proposed Policy or amendment, it shall follow the process outlined in Section 15.4-1(c) and (d).
- (e) In the event of conflict regarding the proposal, either the Medical Executive Committee or the Medical Staff petitioners may initiate the Process described in Section 1.4-4 in an attempt to resolve the conflict.
- (f) If, following a failed attempt to resolve any conflict over the proposed Rule, Policy, or amendment, the Medical Executive Committee ultimately rejects the proposed Rule, Policy, or amendment, the Members of the Medical Staff entitled to vote shall be given notice of the proposed Rule, Policy, or amendment and a vote shall be taken in the manner described in Section 15.1-4.
- (g) If the proposed Rule, Policy, or amendment is adopted by the Medical Staff, it shall become effective upon approval of the Governing Body, in accordance with Section 15.1-5.

### **15.1 PROCEDURE**

Upon the request of (1) the Medical Executive Committee, or the Chief of Staff, or the Bylaws Committee after approval by the Medical Executive Committee, or (2) upon timely written petition signed by at least 10% of the Members of the Active Medical Staff entitled to vote,

~~consideration shall be given to the adoption, amendment, or repeal of these Bylaws. Such action shall be taken by mail ballot, or at a regular or special meeting provided (1) written notice of the proposed change was sent to all voting Members, or at the last meeting of the Medical Staff a notice of such changes was offered, or (2) notice of the meeting at which action is to be taken included notice that a Bylaw change would be considered. Notices shall include the exact wording of the existing Bylaw language, if any, and the proposed change(s).~~

#### **~~15.2 ACTION ON BYLAW CHANGE~~**

~~Such action to change these Bylaws shall be taken by authenticated written ballot. Written notice of the proposed Bylaws change(s) shall be sent to all Members at least thirty (30) days prior to the date set for submission of the ballots. Approval of changes shall require an affirmative vote of fifty one percent (51%) of the Members voting by written ballot.~~

#### **~~15.3 APPROVAL~~**

~~Bylaw changes adopted by the Medical Staff shall become effective following approval by the Board of Directors, which approval shall not be withheld unreasonably, or automatically within ninety (90) days if no action is taken by the Board of Directors. If approval is withheld, the reasons for doing so shall be specified by the Board of Directors in writing, and shall be forwarded to the Chief of Staff, the Medical Executive and the Bylaws Committees.~~

#### **~~15.4 AMENDMENT TO BYLAWS~~**

~~The Medical Executive Committee shall have the power to adopt such amendments to the Bylaws, Rules and Regulations as are, in its judgment, technical modifications or clarifications, reorganization or renumbering of sections, grammatical or punctuation errors, inaccurate cross-reference, or such amendments necessary to respond to specific rules and requirements of governmental agencies. The Medical Executive Committee shall advise the Medical Staff of such amendments in writing and provide an opportunity for questions or challenges.~~

~~Such amendments shall be effective immediately and shall be permanent if not disapproved by the Medical Staff or the Board within ninety (90) days of adoption by the Medical Executive Committee. The action to amend may be taken by motion acted upon in the same manner as any other motion before the Medical Executive Committee. After approval, such amendments shall be communicated in writing to the Medical Staff and to the Board.~~

~~Except as noted above, the mechanism described herein shall be the sole method for the initiation, adoption, amendment, or repeal of the Medical Staff Bylaws, Rules and Regulations.~~

#### **~~15.5 EXCLUSIVITY~~**

~~The mechanism described herein shall be the sole method for the initiation, adoption, amendment, or repeal of the Medical Staff Bylaws. Neither the Medical Staff nor the Governing Body may unilaterally amend the Medical Staff Bylaws.~~

## **15.6 — AMENDMENTS TO GOVERNING BODY BYLAWS**

The Board of Directors shall inform the Medical Staff of changes to the governing body Bylaws so that the content of the Medical Staff Bylaws, Rules and Regulations, or policies and procedures and the governing body Bylaws will not be in conflict.

## **15.7 — SUCCESSOR IN TRUST**

These Bylaws, the Medical Staff Rules and Regulations, and the rights and Privileges accorded to individual Medical Staff Members as specified therein, will be binding upon the Medical Staff and the Board of Directors of any successor in interest in this Hospital. In the event the staffs are being combined, the Medical Staffs shall work together to develop new bylaws. Until such time as new bylaws are approved, these existing Medical Staff bylaws will remain in effect.

Affiliations between the Hospital and other hospitals, health care systems or other entities shall not, in and of themselves, affect these Bylaws.

***N.B.:*** In light of the foregoing, delete Medical Staff Rules Article X (“Medical Staff Policies and Procedures”) and renumber all subsequent articles.