

THE CHILDREN'S MEDICAL CENTER OF DAYTON
PROFESSIONAL STAFF BYLAWS

Revised	11/96
Approved Board of Trustees	6/17/97
Approved Board of Trustees	3/16/99
Approved Board of Trustees	6/3/99
Approved Board of Trustees	3/21/2000
Revised	11/21/02
Approved Board of Trustees	3/18/03
PSEC Review	3/13/06
PSEC Review	4/14/08
Revised	9/22/09
Revised	10/2010
Approved Board of Trustees	3/22/11

The Children's Medical Center
Professional Staff Bylaws

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The Children's Medical Center
PROFESSIONAL STAFF BYLAWS

ARTICLE 1

Membership

The members of the professional staff of The Children's Medical Center will include doctors of Medicine, Dentistry, Osteopathy, and Psychology who meet and continue to meet all the qualifications and criteria outlined in these professional staff Bylaws, Rules and Regulations, and the Policies and Procedures of the professional staff. Similarly, to be granted clinical privileges, a physician or dentist must meet and continue to meet all criteria for appointment and clinical privileges articulated in the Bylaws, Rules and Regulations and the Policies and Procedures of the professional staff.

Practitioner Rights

SECTION 1.

Each member of the professional staff has the right to an audience with the professional staff executive committee. In the event a practitioner is unable to resolve a difficulty with his/her respective department chair, that practitioner may, upon presentation of a written notice, meet with the Professional Staff Executive Committee (PSEC) to discuss the issue.

SECTION 2.

Any practitioner has the right to initiate a recall election of a professional staff officer and/or division head. A petition for such recall must be presented, signed by at least 2/3 of the members of the active staff of the respective professional staff department or division. Upon presentation and verification of such petition, the PSEC will prepare a ballot to be mailed to all members of the active professional staff.

SECTION 3.

Any practitioner may initiate the scheduling of a combined staff meeting. Upon presentation of a petition signed by at least 10 members of the active staff, the PSEC will schedule a combined staff meeting for the specific purpose addressed by the petitioners. No business other than that in the petition may be transacted.

SECTION 4.

Any practitioner may raise a challenge to any rule or policy established by the professional staff executive committee. In the event that a rule or regulation or a policy or procedure is felt to be inappropriate, any physician may submit a petition signed by 10% of the members of the active staff intended to convene a special meeting of the combined professional staff to discuss the issue in question. When such petition has been received and verified by the PSEC, it will schedule a combined professional staff meeting to discuss the issue.

SECTION 5.

Any section/subspecialty group may request a division meeting when a majority of the members/subspecialists believes that the division has not acted appropriately.

SECTION 6.

This section is common to Section 1 through 5 above. This section does not pertain to issues involving disciplinary action, denial of request for appointment, reappointment or clinical privileges, or any other related to individual "credentialing" actions. Section 7 and the Fair Hearing Plan provide recourse in these matters.

SECTION 7.

Any professional staff member has a right to a hearing/appeal pursuant to the institution's Fair Hearing Plan in the event any of the following actions are taken or recommended:

1. Denial of initial professional staff appointment;
2. Denial of requested advancement in professional staff category;
3. Denial of professional staff reappointment;
4. Revocation of professional staff appointment;
5. Denial of requested initial clinical privileges;
6. Denial of requested increased clinical privileges;
7. Decrease of clinical privileges;
8. Suspension of clinical privileges for more than 30 days;
9. Imposition of mandatory concurring consultation requirement.

ARTICLE II

CLASSIFICATION OF MEMBERSHIP

Section 1 – Units

Consistent with the policies of the professional staff, the professional staff shall be divided into the following groups: active, courtesy, affiliate, academic/administrative, and honorary. All appointments to the active, courtesy, affiliate and academic/administrative professional staff shall be provisional for the first year (minimum).

Section 2 – The Active Professional Staff

- A. The active professional staff shall consist of physicians and dentists who have been selected to transact all business of the professional staff, to attend service patients in the medical center, and to carry out the teaching responsibilities of the professional staff. It is the responsibility of the professional staff to support the patient care mission of The Children's Medical Center by providing treatment for patients presenting to the facility seeking emergency medical and surgical care, regardless of the patient's ability to pay for such services. Every member of the professional staff shall be expected to participate in the on-call system if requested and to respond promptly (in accordance with applicable professional staff policies) when called to render clinical services within their area of expertise.
- B. A physician or dentist, applying for active professional staff membership will be assigned to the active professional staff for a period of probation that shall be for not less than twelve (12) months, nor more thirty-six (36) months duration. After the probationary period, the applicant may be appointed as a member of the active professional staff
- C. Assignment of a member of the active professional staff to the honorary professional staff can be made upon the recommendation of the department involved, reviewed and approved by the credential's committee and with the approval of the executive committee and the board of trustees.
- D. All business of the professional staff shall be transacted by the active professional staff and only members of this group shall be able to vote and hold professional staff offices. These elected offices include: the chairperson of the professional staff, the chairperson of the professional staff-elect, the past chair of the professional staff, the department chairs, and the division heads. The Chairs of the permanent professional staff committees are appointed as defined by policy.

Section 3 – The Courtesy Professional Staff

- A. The courtesy professional shall consist of physicians and dentists, who shall be privileged to admit private patients. They are not eligible to vote or hold office. It is the responsibility of the professional staff to support the patient care mission of The Children's Medical Center by providing treatment for patients presenting to the facility seeking emergency medical and surgical care, regardless of the patient's ability to pay for such services. Every member of the professional staff shall be expected to participate in the on-call system if requested and to respond promptly (in accordance with applicable professional staff policies) when called to render clinical services within their area of expertise.
- B. A physician or dentist, applying for courtesy professional staff membership will be assigned to the courtesy professional staff for a period of probation that shall be for not less than twelve (12) months, nor more than thirty-six (36) months duration. After the probationary period, the applicant may be appointed as a member of the courtesy professional staff.

Section 4 – The Affiliate Professional Staff

- A. The affiliate professional staff shall consist of physicians and dentists who meet all of the education, training, experience and conduct requirements articulated by these bylaws, policies, rules and regulations of the professional staff and whose services are needed only on an occasional basis at The Children's Medical Center.
- B. An affiliate professional staff member will be eligible to be granted clinical privileges in the limited area in which his/her expertise is required and will be permitted to provide services only at the invitation of a member of the active or courtesy professional staff. An affiliate professional staff member is subject to all policies, rules and regulations of The Children's Medical Center and its professional staff but is not eligible to vote, to hold office or to admit patients. Quality review of this physician's limited practice, as required on a regular basis and at reappointment time, will include discussions by the appropriate department chairperson with the professional staff member(s) who have invited the affiliate professional staff member to provide specific services. The professional staff appointment and reappointment fee will be waived for this category.

Section 5 – The Academic/Administrative Active Staff

- A. The Academic/Administrative staff shall consist of those individuals who participate in a teaching program sponsored by the Wright State University School of Medicine, which can involve students, residents or fellows. Further, the individual may be eligible by virtue of his/her filling an administrative position in the community which provides care, maintains health or prevents disease in pediatric patients. Finally, an individual may be eligible by virtue of his/her activity as chair or member of a committee involved in the care of children at CMC.
- B. These individuals must comply with the terms of membership in the professional staff, unless a specific requirement is waived by the Board. These individuals cannot admit patients. They cannot vote or hold office. Fees are waived. They must comply with bylaws, rules and regulations and policies and procedures.

Section 6 – The Honorary Professional Staff

- A. The honorary professional staff shall consist of physicians or dentists who are honored as emeritus physicians or dentists. These may be individuals who have retired from active hospital service or individuals of outstanding reputation, not necessarily within the community. The requirements for a license, practice, and residence in the immediate area and malpractice insurance shall be waived for the honorary staff.
- B. The person to be appointed to the honorary professional staff by the board of trustees may be appointed without applying, upon the recommendations of the credential's and nominating committee and the executive committee of the professional staff.

Section 7 - Community Staff – Membership Only

- A. The community based professional staff shall consist of Physicians, dentists and psychologists who meet all of the education, training, experience and conduct requirements articulated by these bylaws, policies and procedures, and rules and regulations of the professional staff. These individuals wish to remain affiliated with Dayton Children’s Medical Center, but do not want to provide primary inpatient services for their patients.
- B. A member of the community based professional staff is subject to the bylaws, the policies and procedures and the rules and regulations of the professional staff. He/she is eligible to vote and hold office. He/she is eligible to initiate a direct admission for his/her patients (by complying with the direct admit policy), refer patients to the Almost Home Unit (AHU) for procedures as well as provide admission order sets for the AHU. He/she is not eligible to provide inpatient care. He/she will be required to undergo limited training in the use of the electronic medical record. He/she will be eligible to obtain access to electronic records of his/her patients as well as those of his/her partners.
- C. He/she will be appointed for two years and reappointed every two years. He/she will be required to comply with the twenty patient contact policy, as well as have clinical work monitored as available (direct admit order sets can be reviewed as deemed necessary by Division Head or Chair of Medicine or Vice-President for Medical Affairs). Fees will be the same as charged for courtesy staff members.

ARTICLE III
DEPARTMENTS OF THE PROFESSIONAL STAFF

Section 1 – Organization and Titles

The departments of the professional staff shall be the department of medicine and the department of surgery. The department of medicine shall consist of the following divisions: adolescent medicine, allergy and immunology, cardiology, child psychiatry, child psychology, critical care medicine, dermatology, developmental pediatrics, emergency medicine, endocrinology, family practice, gastroenterology, general pediatric medicine, genetics, hematology/oncology, infectious disease, internal medicine, neonatology, nephrology, neurology, pathology, physical medicine, pulmonary medicine, radiation oncology, radiology and nuclear medicine and rheumatology. The department of surgery shall consist of the following divisions: anesthesiology, cardiovascular and thoracic surgery, dentistry and oral maxillofacial surgery, general pediatric surgery, neurosurgery, obstetrics and gynecology, ophthalmology, orthopedic surgery, otorhinolaryngology, plastic surgery and urology.

Section 2 – Assignment to Departments

Initial assignments to departments shall be made by the board of trustees after considering recommendations of the professional staff executive committee as provided for in the credentialing policies of the professional staff. Members of the department shall have demonstrated knowledge and skill in the particular branches of medicine where they are granted privileges as shall be determined by the credential's and nominating committee of the professional staff.

Section 3 – Meetings

The combined professional staff will meet at least four (4) times per year. The departments of medicine and surgery will meet at least two (2) times per year, independent of the combined professional staff meeting. Additional meetings of the departments of medicine and surgery may be called at the discretion of the respective chairs. Minutes, in writing, of all meetings shall be kept and reported to the executive committee. Also, these minutes shall record, among other things, the presence of professional staff members.

The chairperson of the professional staff shall conduct the meeting of the full professional staff. The agenda may include reports by various members of administration as needed, chairs of the departments of medicine and surgery, the chief executive officer, chairperson of the professional staff, vice president for medical affairs, old business, new business, quality improvement reports and other issues germane to all staff members. Reports, through minutes of meetings of the full professional staff, shall be forwarded to the executive committee and then to the board of trustees of The Children's Medical Center.

The board of trustees routinely provides communication to the professional staff through a number of means, including but not limited to: 1) board members sit on professional staff committees, 2) board members attend professional staff meetings, 3) professional staff officers provide feedback to professional staff, 4) paper and electronic communications, 5) board resolutions and 6) use of surveys.

Attendance at division, department and combined meetings is strongly encouraged but not required. Members of the professional staff, present and voting, shall constitute a quorum.

Section 4 – Chairs

Each department shall elect a representative from its department to act as chairperson of the department and to serve on the executive committee. Each chairperson shall be board certified by their particular specialty board or it shall be documented and forwarded to the credentials and nominating committee for its review and recommendation for approval that the chairperson possesses comparable competence to that of a board certified physician. Each department will be responsible for establishing the requirements and criteria for

documentation and competency. The election procedure shall be in accordance with the process described in Article IV, section 1.

Elections for department chairs shall occur during the Spring of even numbered years. Only active professional staff members may vote. Each department chairperson shall be responsible for securing observance of the bylaws, policies and procedures, and rules and regulations of the professional staff. Newly elected chairs assume their positions on July 1 of the election year.

- A. Ballots will be mailed to voting members of the active professional staff at least two (2) weeks prior to the annual meeting.
- B. The results are to be announced at the meeting. Election of officers shall be by secret ballot. A simple majority of the ballots returned by the active professional staff shall suffice for election. In the event that no single nominee receives a majority of the votes cast, a run off election between the top two vote getters will occur.
- C. Any vacancy that may occur shall be filled by election at the next regular department or quarterly meeting of the professional staff. The officers so elected shall hold office until the next election.

Section 5 – Duties, Chairs of the Departments

The chairs of the departments are responsible to the chairperson of the professional staff and to the vice president for medical affairs. This responsibility shall include the following:

- 1. Assure that the quality and appropriateness of the patient care provided within the department are monitored, evaluated and improved at regular meetings of the departments of medicine and surgery and that improvements are subsequently made and sustained. Reports of these meetings will be forwarded to the executive committee of the professional staff and subsequently to the board of trustees of The Children's Medical Center.
- 2. Be responsible for the clinically and administratively related activities within the department;
- 3. Monitor and evaluate the quality and appropriateness of patient care provided within the department;
- 4. Monitor the professional performance of all individuals who have delineated clinical privileges in the department, and report thereon to the credentials and nominating committee and the executive committee as part of the reappointment process and at such other times as may be indicated;
- 5. Recommend criteria for clinical privileges in the department;
- 6. Recommend sufficient number of qualified and competent individuals to provide care/clinical services;
- 7. Be responsible for the integration of the department/division into the primary functions of The Children's Medical Center;
- 8. Be responsible for the coordination and integration of interdepartmental and intradepartmental services;
- 9. Be responsible for the development and implementation of policies and procedures that guide and support the provision of services;
- 10. Appoint ad hoc committee or working groups as necessary to carry out quality improvement activities;

11. Make a report to the credentials and nominating committee and the executive committee concerning the appointment, reappointment and delineation of clinical privileges for all applicants seeking privileges in the department;
12. Be responsible for the evaluation of all provisional appointees and report thereon to the credentials and nominating committee and the executive committee.
13. Determine the qualifications and competence of department personnel who are not licensed independent practitioners and who provide patient care services.
13. Assist the medical center, in accordance with provisions of these bylaws, with respect to the evaluation of requests for temporary privileges, within the department.
14. Be responsible within the department of the medical center for the enforcement of the professional staff bylaws, policies and procedures, and rules and regulations;
15. Be responsible for implementation within the department of actions taken by the board of trustees and the professional staff executive committee;
16. Be responsible for the establishment, implementation, and effectiveness of the orientation, teaching, continuing education and research programs in the department;
17. Report and recommend to hospital management with respect to matters affecting patient care in the department, including personnel, space and other resources, supplies, special regulations, standing orders and techniques;
18. Assist hospital management in the preparation of annual reports and such budget planning pertaining to the department as may be required by the vice president for medical affairs, the chief executive officer or the board of trustees.
19. Assess and recommend to the relevant hospital authority off-site sources for needed patient care services not provided by the department or organization.
20. Maintain quality improvement and quality control programs as appropriate.

Section 6 – Development of Divisions

When the practitioners of specialties or subspecialties encounter special problems, and when their number is sufficient, the department may authorize the organization of other divisions.

Section 7 – Duties and Selection, Heads of the Division

The heads of the divisions shall be elected biennially, by the division, from the roster of active members in their respective divisions. Division heads shall serve for a term of two years. Elections shall occur in the Spring of odd-numbered years. Active members of the professional staff in each respective division shall receive a ballot which identifies the active staff members of the division. Ballots will be mailed to active staff members at least two weeks prior to the Spring meeting. A simple majority of the ballots returned by the active professional staff shall suffice for election. In the event of a tie, the professional staff executive committee shall deliberate and determine the division head by majority vote. The only exception to this is the head of the division of neonatology who shall be appointed by the president and chief executive officer in consultation with the professional staff executive committee. Division heads shall be responsible to their department chairperson. Such formally organized divisions shall meet to discuss clinical material of the divisions and to make policy recommendations to the departments, when deemed necessary by the division head.

Any vacancy that may occur shall be filled by a special election, as described above. Ballots will be mailed to active professional staff members of the respective division.

The heads of the divisions are responsible for the following:

1. Well-organized meetings, or production of reports of the division for review of patient care, administrative problems, and hospital clinical activity of previous months.
2. Ensuring that all practitioners of the division fulfill their commitments to the requirements of excellence in patient care.
3. The heads of the divisions are also responsible for the integration of the divisions into the primary functions of the organization; the coordination and integration of interdivisional and intradivisional services; the development and implementation of policies and procedures that guide and support the provision of services; the recommendations for a sufficient number of qualified and competent persons to provide care/service; continuing surveillance of the professional performance of all individuals who have delineated clinical privileges in the department; recommending to the medical staff the criteria for clinical privileges in the division; recommending clinical privileges for each member of the division; the continuous assessment and improvement of the quality of care and services provided; the maintenance of quality control programs as appropriate; the orientation and continuing education of all persons in the division and recommendations for space and other resources needed by the division.

ARTICLE IV
OFFICERS AND COMMITTEES

Section 1 – Officers

- A. The officers of the professional staff shall be the chairperson of the professional staff, the chairperson-elect of the professional staff, the past chairperson of the professional staff, the chairs of the departments of medicine and surgery and the heads of the divisions. Each officer must be a member of the active professional staff.
- B. The chairperson-elect shall serve a term of two (2) years and shall be elected in alternate years by active members of the professional staff. Elections shall occur during the Spring of even numbered years. The chairperson-elect shall become the chairperson at the end of his/her two (2) year term as chairperson-elect and shall serve a two-(2) year term as chairperson. Ballots will be mailed to voting members of the active professional staff at least two (2) weeks prior to the annual meeting. The results are to be announced at the meeting.
- C. Any vacancy that may occur shall be filled by election at the next regular department or quarterly meeting of the professional staff. The officers so elected shall hold office until the next election.
- D. Election of officers shall be by secret ballot. A simple majority of the ballots returned by the active professional staff shall suffice for election. In the event that no single nominee receives a majority of the votes cast, a run off election between the top two vote getters will occur (applies to Chairperson of Professional Staff, Chairperson of Medicine and Chairperson of Surgery). If there is a tie in a Division Head Election, the PSEC will determine the winner.

Section 2 – Qualifications of Officers

Only those active professional staff appointees who satisfy the following criteria shall be eligible to serve as professional staff officers.

- 1. be appointed in good standing to the active professional staff of the medical center and continue so during their term of office.
- 2. have no adverse recommendation concerning staff appointment or clinical privileges;
- 3. have demonstrated interest in maintaining quality medical care at the hospital;
- 4. not be presently serving as a professional staff or corporate officer, department chairperson, division head, or committee chairperson at another hospital, and not to serve during the term of office;
- 5. have constructively participated in professional staff affairs, including peer review activities;
- 6. be willing to discharge faithfully the duties and responsibilities of the position to which the individual is elected or appointed.
- 7. to be knowledgeable concerning the duties of the office;
- 8. possess written and oral communication skills;
- 9. possess and have demonstrated an ability for harmonious, professional interpersonal relationships;
- 10. in the event that a nominee has an employment or other contractual arrangement with another hospital or health care system not affiliated with this hospital, the CEO, Chair of the Professional

Staff and Counsel should determine if the arrangement constitutes grounds for declaring the candidate ineligible.

11. no professional staff member, actively practicing at CMC, is ineligible for membership on the executive committee solely because of his or her professional discipline or specialty.

All professional staff officers must possess at least all the above qualifications and maintain such qualifications during their term of office. Documentation of failure to meet the qualifications will be forwarded to the credentials and nominating committee and subsequently to the executive committee of the professional staff for review and recommendation. Failure to meet the qualifications, if confirmed by the credentials and nominating committee and the executive committee of the professional staff, shall automatically create a vacancy in the office involved.

Should an event occur, whereby an individual is elected to the position of a division head, who fails to meet one or more of the criteria established above, the professional staff executive committee, may under extraordinary circumstances, recommend to the board that the individual be allowed to assume the officer position. In such a case, the Chair of the professional staff will provide the justification for the recommendation of the PSEC to the board. The board retains the right to refuse to allow the individual to assume the position to which he/she was elected. Such an action by the board will result in the need for another election, to fill the position. Should the board refuse to allow an individual who fails to meet one/more of the criteria above to head a division, no appeal is allowed under the fair hearing plan.

Section 3 – Duties of Officers

A. Chairperson of the Professional Staff

The chairperson of the professional staff is chairperson of the executive committee. He/she shall preside at the meetings of the executive committee and shall be an ex-officio member of all committees of the professional staff. He/she shall be a member of the joint conference committee. He/she shall serve on the Executive Committee of the Board as well as other hospital or board committees, as determined by the CEO/designee and/or Chair of the Board. He/she shall preside at all general professional staff meetings. He/she may establish special committees and appoint members. He/she shall appoint members to serve on standing committees where specifically provided. He/she may discharge or relieve from duty any of his/her appointees during his/her term of office should he/she feel it necessary for any reason. He/she shall be responsible in assisting the president and chief executive officer, the vice president for medical affairs, the executive committee, and the professional staff in coordinating the medical care, discipline, teaching and research programs of the medical center.

B. Chairperson of the Professional Staff-Elect

The chairperson of the professional staff-elect shall serve in the capacity of chairperson of the professional staff in the latter's absence. He/she will attend all meetings of the executive committee and any other meetings as instructed by the chairperson of the professional staff. His/her chief function as chairperson-elect shall be to be in training for better continuity of service when he/she assumes the duties of the chairperson of the professional staff and in aiding the chairperson of the professional staff when requested. The chairperson of the professional staff-elect will be the chairperson of the Children's Quality Improvement Committee.

C. Past Chairperson of the Professional Staff

The past chairperson of the professional staff shall also serve as an officer of the professional staff. He/she will attend all meetings of the executive committee. He/she will serve on other committees as requested by the chair of the professional staff. He/she shall chair the Credentials and Nominating Committee.

D. Chairperson of the Department of Medicine and Surgery

The chairperson of the departments of medicine and surgery shall serve as professional staff officers. The duties of the chairperson are defined completely in article III, section 5 of these bylaws. In addition, these individuals shall serve as members of the professional staff executive committee and the children's quality improvement committee. Further committee responsibilities will be determined by the chair of the professional staff or the board of trustees.

E. Division Heads

The division heads shall serve as professional staff officers. The duties of the division heads are defined completely in article III, section 7, of these bylaws. The division heads shall serve on committees as determined by the chair of the professional staff or the board of trustees.

Section 4 – Professional Staff Executive Committee

Purpose:

It shall be the purpose of this committee to act and serve on behalf of the professional staff in and during the intervals between all regular and special professional staff meetings.

Composition

The membership of this committee shall include but is not limited to ten (10) members of the professional staff and three (3) representatives from the hospital administration. The Executive Committee includes physicians and may include other practitioners and other individuals as determined by the organized medical staff. Committee membership includes:

Chairperson (chairperson of the professional staff)

Chairperson-elect of the professional staff

Past chairperson of the professional staff

President and chief executive officer

Vice president for medical affairs

Vice president for hospital operations/Nurse executive

Chairperson of the department of surgery

Chairperson of the department of medicine

Chair of the Department of Pediatrics (Wright State University School of Medicine)

At least 4 At-large representatives from the professional staff chosen in the following manner.

The chair-elect of the professional staff shall submit a slate of nominees to the executive committee for deliberation, review and approval by July 1st of even numbered years. The at-large members will be seated at the first meeting chaired by the chair-elect of the professional staff, following approval by the full executive committee and ratification by the board.

The chairperson of this committee is the current chairperson of the professional staff. All members of the executive committee shall have voting privileges.

Duties:

Primary functions of this committee shall be the following:

1. To represent and act on behalf of the professional staff.
2. To review and act on reports of professional staff committees, departments, and other assigned activity groups.
3. To coordinate the activities and general policies of the professional staff.
4. To implement policies of the professional staff and the chief executive officer.
5. To provide a liaison between the professional staff and the chief executive officer.

6. To recommend action to the board of trustees on medico-administrative matters including but not limited to professional staff structure, professional staff membership, credentials and privilege review and performance improvement activities.
7. To review the report of the credentials and nominating committee on all applicants and make recommendations for staff membership, department assignments, and delineation of clinical privileges.
8. To take all reasonable steps to ensure professional ethical conduct and competent clinical performance for all members with clinical privileges.
9. To conduct such other functions as are necessary for the effective operation of the professional staff.
10. To organize the professional staff's performance improvement activities and establish a mechanism designed to conduct, evaluate, and revise such activities.
11. To develop the mechanism by which professional staff membership may be terminated.
12. To recommend procedures designed for use in the fair hearing plan.
13. To review the financial status of hospital activities.
14. To actively participate in advocacy programs affecting children.
15. Assess and recommend to the relevant hospital authority off-site sources for needed patient care services, not provided by the hospital.
16. To receive and provide input on activities and issues related to the medical education program affiliations.

Reporting:

The executive committee reports to the professional staff through the chairperson of the professional staff and to the board of trustees through production of minutes.

Meetings:

This committee shall meet monthly or with greater or lesser frequency as determined by the chairperson of the professional staff. Attendance at meetings is strongly encouraged. Failure to attend at least 50% of meetings in a fiscal year could result in counseling by the chairperson. Continued failure to attend could result in a recall election or (if an at-large member) a recommendation by a majority of the professional staff executive committee to replace the individual. A quorum at an executive committee meeting will consist of $\geq 50\%$ of voting members.

Subject to the approval of the professional staff, the executive committee shall have the authority to determine appropriate fees for staff application and re-application membership. The amount may vary among the various staff categories. The derived funds will be utilized for continuing medical education of the professional staff, legal fees incurred as a result of direct support of professional staff functions and at the discretion of the executive committee.

Section 5 – Protection from Liability

Any professional staff officer, committee chairperson, committee member, and individual staff appointee who acts for and on behalf of the hospital in discharging duties, functions or responsibilities stated in these professional staff bylaws, rules and regulations, policies and procedures and the policy on professional staff appointment and/or election of the individual has been approved by the board.

Section 6 – Removal of Professional Staff Officers

Failure of professional staff officers to continue to comply with the requirements defined in Article IV, Section 2, of the bylaws could result in automatic relinquishment of the right to hold the respective elected office. The mechanism for addressing such an issue is outlined in Article IV, section 2. Further, the active membership of the professional staff could determine the need to remove an elected officer from his/her position. This section addresses the procedures for such action.

A. Petitions

1. A petition containing the signatures of no less than two-thirds (2/3) of the active professional staff calling for the removal of an officer shall be presented to the chairperson of the executive committee or the chairperson-elect of the professional staff.
2. The petition shall set forth reasons for removal.
3. The chairperson of the executive committee shall place the issue on the agenda of the next regularly scheduled executive committee meeting, at which time an ad-hoc committee of three (3) shall be appointed to validate the signatures on the petition.

Such validation shall be for the proper number, authenticity, and current active membership status of those who signed the petition.

4. The ad-hoc committee shall certify to the chairperson of the executive committee, within two (2) weeks of the formation, the validity and sufficiency of the petition.

B. Ballots

Upon receipt of the certification of petition validity, the chairperson of the executive committee shall cause a written secret ballot of removal to be distributed to the active membership.

C. Tabulations

The ballots shall be mailed to the office of the president and chief executive officer, who shall cause a tabulation to occur.

The president and chief executive officer shall transmit to the chairperson of the executive committee the results of the tabulation.

D. Results

1. A vote to remove the affected officer from his/her elected position requires a simple majority of the returned ballots.
2. If the vote is in favor of removal, the chairperson shall so notify the affected officer with a copy to the chairperson of the board of trustees and president and chief executive officer.
3. If the vote is against removal, the chairperson shall so notify the affected officer with a copy to the chairperson of the board of trustees and the president and chief executive officer.

ARTICLE V
MEETINGS

Section 1 – The Annual Meeting

The annual meeting shall be the combined meeting in Spring of each year. At this meeting the retiring officers and committees shall make reports, if necessary and the results of elections for professional staff officers shall be announced.

Section 2 – The Regular Meetings

The entire professional staff shall meet four (4) times per year. The Spring meeting shall be the annual meeting, as stated in section 1. The departments of medicine and surgery shall meet at least two (2) times per year, independent of the combined professional staff meetings. Additional meetings may be called at the discretion of the chair of medicine or the chair of surgery. The departmental meetings shall submit written reports to the executive committee. Attendance at the professional staff department and combined professional meetings is encouraged but not required for reappointment. Members of the standing committees of the professional staff are encouraged to attend at least 50 percent of their regularly scheduled meetings.

Special appearance requirement: At the sole discretion of the executive committee or board of trustees, any person involved in the treatment of a case under review or involved in a special investigation may be required to attend a meeting to discuss the issue provided that the individual was given reasonable advance notice. Failure on the part of a professional staff member to comply with this special appearance requirement could be deemed as cause for automatic relinquishment of privileges

Section 3 – Special Meetings

Special meetings of the professional staff may be called at any time by the chairperson of the professional staff or at the request of the board of trustees, the executive committee, or ten- (10) members of the voting professional staff. At any special meeting, no business shall be transacted except that stated in the notice of call for meeting. Notice for a special meeting shall be mailed at least seventy-two (72) hours in advance by card or letter to all voting members of the professional staff. Members of the professional staff present and voting shall constitute a quorum.

Section 4 – Conduct of Meetings

Robert's rules of order shall be in effect at all official meetings of the professional staff, except that members of the professional staff present and voting shall constitute a quorum.

Section 5 – Agenda at Staff and Department Meetings

At each meeting there shall be, in addition to other business, a review and analysis of the clinical work in the hospital during the preceding period.

ARTICLE VI
AMENDMENTS

All amendments to the bylaws shall be introduced and proposed for adoption by any member of the active professional staff or by the committees of the professional staff. Such proposed amendments shall be referred to the professional staff executive committee. This committee shall review, discuss and amend the proposal as needed. Following approval by the executive committee, a notice announcing the revisions/additions/deletions to the bylaws and the date, time and location of the combined professional staff meeting scheduled to discuss and vote on the proposed changes will be sent by regular mail to active members of the professional staff at least two (2) weeks prior to the next combined meeting of the professional staff. The proposed changes will be posted in the professional staff lounge, the surgery lounge and on the CMC website (or equivalent) at least two weeks prior to the meeting. Upon written request, by a professional staff member, a copy of the amendment will be mailed to the requesting professional staff member. Voting on the amendments shall occur at the first regular meeting following the announcement and a two-thirds (2/3) majority of the active members present and voting shall be required for adoption.

These bylaws shall be approved at any regular meeting of the combined active professional staff and shall become effective when approved by the board of trustees. Neither the professional staff nor the board of trustees may unilaterally amend these bylaws. A current copy of the professional staff bylaws will be maintained on the CMC website. Any professional staff member may request a copy of these bylaws by submitting a written request to the professional staff office. Significant changes to these bylaws (as determined by the professional staff executive committee) shall be cause to notify all professional staff members that such changes have occurred. Revised texts of the changes will be made available to professional staff members.

ARTICLE VII
RULES AND REGULATIONS

The professional staff shall adopt such rules and regulations as may be necessary for the proper conduct of its work. Such rules and regulations shall be a part of these bylaws. Amendments to the professional staff rules and regulations may be introduced by any member of the active professional staff, or committee of the professional staff. Particular rules and regulations may be adopted, amended, repealed or added by vote of the executive committee at any regular or special meeting, provided that copies of the proposed amendments, additions or repeals are posted on the professional staff bulletin board and the CMC website (or equivalent) at least fourteen (14) days prior to the next executive committee meeting. Notification of proposed changes will be mailed to all professional staff members at least fourteen (14) days in advance of the executive committee meeting. Upon written request by a professional staff member to the professional staff office, a copy of the proposed changes to the rules and regulations will be mailed to the requesting professional staff member. All written comments on the proposed changes by individuals holding current appointments to the professional staff must be brought to the attention of the executive committee before the changes are voted upon. If the active professional staff disagrees with the changes and/or amendments, a special meeting of the active professional staff may be called to hear concerns by petition of 10% of the active professional staff to the executive committee. A minimum of 20% of the active professional staff must attend the special meeting. Two-thirds of the active professional staff present at the meeting must vote to overturn the amendment. The overturned amendment will then be forwarded back to the executive committee for reconsideration. If 20% of the active professional staff are not present at the special meeting, the proposed amendment, as votes on previously by the executive committee, will then be final.

These rules and regulations shall be adopted at any regular meeting of the professional staff executive committee and shall become effective when approved by the board of trustees. Neither the professional staff nor the board of trustees may unilaterally amend these rules and regulations. A current copy of the professional staff rules and regulations will be maintained on the CMC website. Any professional staff member may request a copy of these rules and regulations by submitting a written request to the professional staff office. Significant changes to these rules and regulations (as determined by the professional staff executive committee) shall be cause to notify all professional staff members that such changes have occurred. Revised texts of the changes will be made available to professional staff members.

ARTICLE VIII
POLICIES AND PROCEDURES

The professional staff shall adopt policies and procedures as may be necessary for the proper conduct of its work. Such policies and procedures shall be a part of these bylaws. Amendments to the professional staff policies and procedures may be introduced by any member of the active professional staff, or committee of the professional staff. Particular policies and procedures may be adopted, amended, repealed or added by vote of the executive committee at any regular or special meeting, provided that copies of the proposed amendments, additions or repeals are posted on the professional staff bulletin board and the CMC website (or equivalent) at least fourteen (14) days prior to the next executive committee meeting. Notification of proposed changes will be mailed to all professional staff members at least fourteen (14) days in advance of the executive committee meeting. Upon written request by a professional staff member to the professional staff office, a copy of the proposed changes to the policies and procedures will be mailed to the requesting professional staff member. All written comments on the proposed changes by individuals holding current appointments to the professional staff must be brought to the attention of the executive committee before the change is voted upon. If the active professional staff disagrees with the changes and/or amendments, a special meeting of the active professional staff may be called to hear concerns by petition of 10% of the active professional staff to the executive committee. A minimum of 20% of the active professional staff must attend the special meeting. Two-thirds of the active professional staff present at the meeting must vote to overturn the proposed amendment. The overturned amendment will then be forwarded back to the executive committee for reconsideration. If 20% of the active professional staff are not present at the special meeting, the proposed amendment as voted on previously by the executive committee will then be final.

These policies and procedures shall be adopted at any regular meeting of the professional staff executive committee and shall become effective when approved by the board of trustees. Neither the professional staff nor the board of trustees may unilaterally amend these policies and procedures. A current copy of the professional staff policies and procedures will be maintained on the CMC website. Any professional staff member may request a copy of these policies and procedures by submitting a written request to the professional staff office. Significant changes to these policies and procedures (as determined by the professional staff executive committee) shall be cause to notify all professional staff members that such changes have occurred. Revised texts of the changes will be made available to professional staff members.

ARTICLE IX

FAIR HEARING PLAN

The professional staff shall adopt the fair hearing plan for the proper conduct of its work. Such fair hearing plan shall be a part of these bylaws. Amendments to the professional staff fair hearing plan may be introduced by any member of the active professional staff, or committee of the professional staff. Particular parts of the plan may be adopted, amended, repealed or added by vote of the executive committee at any regular or special meeting, provided that copies of the proposed amendments, additions or repeals are posted on the professional staff bulletin board and the CMC website (or equivalent) at least fourteen (14) days prior to the next executive committee meeting. Upon written request by a professional staff member to the professional staff office, a copy of the proposed changes to the fair hearing plan will be mailed to the requesting professional staff member. All written comments on the proposed changes by individuals holding current appointments to the professional staff must be brought to the attention of the executive committee before the change is voted upon. If the active professional staff disagrees with the changes and/or amendments, a special meeting of the active professional staff may be called to hear concerns by petition of 10% of the active professional staff to the executive committee. A minimum of 20% of the active professional staff must attend the special meeting. Two-thirds of the active professional staff present at the meeting must vote to overturn the proposed amendment. The overturned amendment will then be forwarded back to the executive committee for reconsideration. If 20% of the active professional staff are not present at the special meeting, the proposed amendment as voted on previously by the executive committee will then be final.

The fair hearing plan shall be adopted, amended, repealed or added to at any regular meeting of the professional staff executive committee and shall become effective when approved by the board of trustees. Neither the professional staff nor the board of trustees may unilaterally amend this plan. A current copy of the fair hearing plan will be maintained on the CMC website. Any professional staff member may request a copy of this plan by submitting a written request to the professional staff office. Significant changes to this plan (as determined by the professional staff executive committee) shall be cause to notify all professional staff members that such changes have occurred. Revised texts of the changes will be made available to professional staff members.

ARTICLE X

REVISIONS TO BYLAWS TO REFLECT CHANGES IN MS.01.01.01 (MARCH 2011)

INTRODUCTION:

Doctors of Medicine, Dentistry, Osteopathy and Psychology as approved by the professional staff and the board of trustees, are organized into a self-governing professional staff that oversees the quality of care provided by all privileged practitioners. The professional staff and the board of trustees collaborate in a well-functioning relationship.

To support its work, and its relationship with and accountability to the board of trustees, the organized professional staff creates and maintains a written set of documents that describe its organizational structure and rules for self governance. These documents include the bylaws, the policies and procedures of the professional staff, the rules and regulations of the professional staff, the fair hearing plan, the committee manual and the allied health supervisory documents. These documents summarize the system or rights, responsibilities, and accountabilities between the professional staff, the allied health staff and the board of trustees, as well as between the organized professional staff and its members.

The professional staff executive committee plays a vital role in maintaining the relationship between the professional staff and the board of trustees. The professional staff and the board of trustees often depend upon the executive committee to act expeditiously on urgent and other delegated matters that arise in the hospital. If conflicts arise within the professional staff regarding bylaws, rules and regulations, policies and procedures, the fair hearing plan, the committee manual and/or the allied health supervisory documents, the executive committee can implement its conflict management process.

Recently approved revisions to Standard MS.01.01.01 of the comprehensive accreditation manual for hospitals recommended significant changes to many policies addressing the professional staff, its documents and the board of trustees. This section summarizes many of those changes and makes reference to additional information addressing many of the standards.

1. The professional staff bylaws, rules and regulations, policies and procedures, fair hearing plan, committee manual and allied health supervisory documents are compatible with each other, the bylaws of the board of trustees, and are compliant with the law and federal/state regulations.
2. Any member of the active professional staff can recommend changes to the bylaws, rules and regulations, policies and procedures, fair hearing plan, committee manual and/or the allied health supervisory manual pursuant to the process for submitting proposed amendments. The specific details for each of these amendment policies is defined in these bylaws and in the specific relevant manual.
3. The organized active professional staff has the right to propose changes to the bylaws, rules and regulations, policies and procedures, fair hearing plan, committee manual and the allied health manual directly to the board of trustees. However, professional staff members are strongly encouraged to follow the usual and customary policy for submitting proposed changes.

If submitted directly to the board of trustees, the board of trustees shall follow its policy for accepting the proposed changes, and for the subsequent management of the proposed changes.

4. The organized professional staff has a policy that is implemented to manage conflict between the professional staff and the executive committee on issues relating to, but not

limited to, proposals to adopt a change to the bylaws, rules and regulations, policies and procedures, fair hearing plan, committee manual and allied health supervisory documents. See policies and procedures of the professional staff.

5. In case of a documented need for an urgent amendment to rules and regulations necessary to comply with law or regulation, there is a process by which the medical executive committee, if delegated to do so by the voting members of the organized medical staff, may provisionally adopt and the board of trustees may provisionally approve an urgent amendment without prior notification of the medical staff. In such cases, the medical staff will be immediately notified by the medical executive committee. The medical staff has the opportunity for retrospective review of and comment on the provisional amendment. If there is no conflict between the organized medical staff and the medical executive committee, the provisional amendment stands. If there is conflict over the provisional amendment, the process for resolving conflict between the organized medical staff and the medical executive committee is implemented. If necessary, a revised amendment is then submitted to the board of trustees for action.
6. The qualifications for appointment and reappointment to the professional staff are outlined in the policies and procedures of the professional staff.
7. The requirements for privileging and re-privileging licensed independent practitioners to the professional staff are defined in detail in the policies and procedures of the professional staff. This includes the granting of emergency privileges and temporary privileges. The specific criteria for privileging are outlined in the privilege delineation manual.
8. The policies for completion and documentation of admission histories and physical examinations are outlined in detail in the rules and regulations of the professional staff.
9. Allied health personnel are not admitted to membership to the professional staff. However, there is an extensive outline of the policies and procedures that address the privileging and re-privileging of these personnel, as well as those staff who are granted permission to practice. These are summarized in the allied health supervisory manual.
10. The professional staff acknowledges the occasional need for varying types of suspensions that might be applied to professional staff members. These include automatic relinquishment of privileges, suspension of privileges (often termed summary suspension) or precautionary suspension. The indications for these type suspensions, as well as the process to be used in conducting an investigation into the performance of a professional staff member are outlined in the policies and procedures.
11. The professional staff have reviewed and approved a fair hearing plan that addresses rights and responsibilities of professional staff members who are entitled to request a hearing. In the event that an adverse action is being proposed to the board of trustees by the executive committee, the President and Chief Executive Officer shall notify the affected party in writing. The content of the notification letter is summarized in detail in the fair hearing plan. In addition, the responsibilities of the affected member in requesting a hearing are also outlined. The President and Chief Executive Officer is responsible to schedule the hearing, indicate the proposed list of witnesses who are likely to testify, identify the hearing committee members by name (if known), and state the reasons for the adverse action being considered as well as a list of relevant patient records and information supporting the recommendation.

The process for conducting the hearing is summarized in great detail in the fair hearing plan. It includes (but is not limited to) appearances by the affected member, the role of the presiding officer, the possible role of a hearing officer (if deemed appropriate), rules regarding objections, rules regarding attendance of hearing members, the rights of all

parties involved, the procedures for presentation of evidence, the nature of the record and the post-hearing statement. See the fair hearing plan for more detail.

12. Conflict Resolution: The Board of Trustees of Dayton Children's has ultimate authority and accountability for the safety and quality of care, treatment, and services within the Children's Medical Center (Dayton Children's), as well as the general operations of Dayton Children's. The Board delegates responsibility for daily operations of the professional staff to the professional staff leaders and the professional staff committees. The leadership duties to be carried out by the Professional Staff leaders and committees are outlined in the Corporate Bylaws, Professional Staff Bylaws, Rules and Regulations, Dayton Children's policies, and related documents. At least one Professional Staff leader shall serve on the Board. The Professional Staff Executive Committee is responsible for all Professional Staff functions not specifically delegated, through these documents, to a Professional Staff leader or committee.

A. Conflicts may arise between and among leaders and leadership groups that could prevent them from optimally fulfilling their duties. Such conflicts may include, but are not limited to, the following:

- (1) personal conflict between individual leaders;
- (2) concern by one leader that another leader should not participate in a particular activity or duty because of a personal conflict of interest;
- (3) disagreement of one leader or leadership group with the actions or recommendations of another leader or leadership group;
- (4) concern that duties that have been delegated to one leader or leadership group are being performed by another leadership group to whom such duties have not been delegated; and
- (5) concern by a leader or leadership group about the type or extent of leadership duties delegated to that leader or leadership group.

B. If a particular conflict has the potential to affect the safety or quality of care, treatment or services, or the orderly operation of Dayton Children's, it should be resolved as soon as possible in accordance with this Section.

C. Individual leaders or leadership groups who are experiencing a conflict should first make reasonable efforts to manage and resolve the matter collegially and informally. Leaders or leadership groups may request the assistance of an individual educated, trained, or experienced in conflict management or negotiation by making a written request to the Board Chair (or designee). Provided that such an individual is available and willing to serve, conflict management assistance will be offered to help the leaders or leadership groups manage the conflict. Resources available may include key Human Resource personnel or members of the Psychology Department with skills in conflict resolution and negotiation, trained counselors from Dayton Children's designated Employee Assistance Program, or legal counsel from the hospital's law firm. Selection of the appropriate resource may be based on the nature of the conflict and/or the level of leadership personnel involved in the conflict situation.

D. If the informal efforts are unsuccessful, or if a leader or leadership group believes that those efforts would be ineffective in a particular circumstance, the leader or leadership group may request Board consideration of a leadership conflict by submitting a written request to the Board Chair.

- E. The Board Chair shall consider such request and take one or more of the following actions:
- (1) meet personally with one or more of the leaders or leadership groups to gather additional information about the conflict, or designate another member of the Board, Management, or Professional Staff to do so;
 - (2) designate someone with conflict management experience or training (internal or external) to meet with one or more of the leaders or leadership groups in conflict (refer to section C of this policy for resources);
 - (3) instruct the leaders or leadership groups who requested Board review of the conflict to make additional efforts to come to mutual agreement on the matter;
 - (4) appoint an ad hoc committee to meet with the leaders or leadership groups experiencing the conflict and make a recommendation to the Board regarding how to best manage or resolve the conflict; and/or
 - (5) schedule the matter for consideration by the full Board.
- F. The Board shall have ultimate authority to manage and/or resolve any conflict arising between individual leaders or leadership groups. Such Board action shall be final and not subject to appeal.
- G. To facilitate the successful resolution of conflicts between and among leaders and leadership groups, education and training in conflict management may be offered to leaders and leadership groups periodically. All leaders are encouraged to attend this education and training.

ARTICLE XI
REVIEW OF PROFESSIONAL STAFF DOCUMENTS

It is the expressed policy of the professional staff that the professional staff bylaws, the policies and procedures, the rules and regulations and the fair hearing plan of the professional staff shall be reviewed every two years (at a minimum). A report on the conclusions of the review will be determined by need and defined by the applicable amendment process.