

# CLINICAL STAFF BYLAWS

KAISER PERMANENTE PSYCHIATRIC HEALTH FACILITY –  
SANTA CLARA

2020

**THE BYLAWS OF THE CLINICALSTAFF OF  
KAISER PERMANENTE PSYCHIATRIC HEALTH FACILITY – SANTA CLARA**

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## PREAMBLE

In order to establish principles and procedures to assure that acceptable standards of clinical practice are maintained at Kaiser Permanente Psychiatric Health Facility - Santa Clara and in order to provide an organization through which such principles and procedures may be made effective, this Clinical Staff organization is formed, and the Bylaws and the Rules and Regulations hereafter set forth are adopted.

This organization recognizes that Kaiser Foundation Hospitals, a California nonprofit public benefit corporation, is the owner and operator of the Facility. The Board of Directors of Kaiser Foundation Hospitals, as the Governing Body of Kaiser Permanente Psychiatric Health Facility - Santa Clara has the ultimate responsibility for the proper functioning of the Facility and for all related matters.

The exercise of the Board's authority, directly or as delegated shall be exercised in accordance with applicable Requirements, including, without limitation any applicable deference to the Clinical Staff. Board actions shall follow the procedures prescribed in these Bylaws. "Requirements" mean, as applicable to the particular activity or event, state and federal law and regulations and the rules of any agency that accredits the Facility.

Providing clinical care and treatment of patients is the responsibility of the Clinical Staff. The primary reason for this organization is to promote the effectiveness of the Clinical Staff in carrying out this responsibility.

The Bylaws provide a framework for self-government by the Clinical Staff, a mechanism for the Clinical Staff to discharge its responsibilities in matters involving the quality of clinical care, a procedure for the orderly resolution of issues and the conduct of Clinical Staff functions, and to account to the Kaiser Foundation Hospital Governing Body for the effective performance of the Clinical Staff responsibilities, and a structure for the Clinical Staff operations, the Clinical Staff relations with the Governing Body, and relations with applicants to and members of the Clinical Staff. The Board of Directors recognizes that the standards and effectiveness of the Facility services and clinical care and treatment depend largely upon the Clinical Staff, and desires active Clinical Staff assistance and cooperation for maintaining acceptable standards of clinical care, treatment, safety and services for all persons admitted to or treated in the Facility.

The Clinical Staff and the Board of Directors mutually recognize that the interests of the Facility patients will be best served and protected by concerted and cooperative effort on the part of all the Clinical Staff practicing at the Facility, acting with the support and cooperation of the Board of Directors.

Kaiser Permanente Psychiatric Health Facility - Santa Clara is a psychiatric health facility intended to and morally obligated to provide, to the best of its ability, for the psychiatric and mental health needs of persons in the community, without unlawfully discriminating on the basis of any person's race, creed, religion, preexisting medical condition, mental or physical disability, sex, age, color, ethnicity, sexual orientation, national origin, citizenship, insurance status, economic status or ability to pay for clinical services.

The principal purpose of the Clinical Staff is to maintain and improve standards of health care for all persons served by the Facility.

## **ARTICLE A: NAME, PURPOSES, AUTHORITY AND DEFINITIONS**

### **SECTION A-1. NAME.**

The name of this organization shall be the "Clinical Staff of Kaiser Permanente Psychiatric Health Facility - Santa Clara."

### **SECTION A-2. PURPOSES.**

The purpose of this organization shall be:

- a. To foster, promote and oversee the quality of health care, toward the objective that all persons admitted to the Facility shall receive appropriate, cost-effective care of a quality consistent with acceptable standards of psychiatric health facility and clinical practice.
- b. To promote and foster continuing education and maintain acceptable educational standards through conduct of a comprehensive staff education program, including staff meetings and conferences, study of selected individual cases and groups of cases, lectures, demonstrations, instructional courses by knowledgeable persons in the profession, and access to Kaiser Permanente electronic library.
- c. To foster and promote acceptable standards of performance of the administrative responsibilities of the Clinical Staff, particularly with respect to the preparation and maintenance of medical records.
- d. To foster, promote and maintain acceptable professional, technical and ethical standards, and in furtherance of such purpose, to review and make recommendations regarding all staff appointments and grants of Facility privileges, including delineation of Facility privileges and review of practitioners' practices within the Facility.
- e. To provide a structure for Clinical Staff activities and accountability to the Board of Directors.
- f. To offer a means whereby problems of an administrative nature which have not been resolved at the Facility level may be discussed by the Clinical Staff with the Board of Directors or its representatives.

### **SECTION A-3. AUTHORITY.**

These Bylaws and the appended Rules and Regulations are adopted, and this organization is formed, under the authority of the Board of Directors.

### **SECTION A-4. CLINICAL STAFF RELATIONSHIP WITH THE FACILITY ADMINISTRATOR AND BOARD OF DIRECTORS.**

The Facility Administrator, pursuant to the Bylaws of Kaiser Foundation Hospitals, shall have primary responsibility for the management and administration of the Facility, and shall exercise such other authority and perform such other duties as the Board of Directors of Kaiser Foundation Hospitals may assign. The Clinical Staff member shall have full authority with respect to the clinical care of a patient, provided, however, that he or she observes the administrative policies of the Facility and these Bylaws and the Rules and Regulations. In administrative matters, the Clinical Staff, through the Chief of Clinical Staff, shall act in an

advisory capacity. Executive Committee liaison with the Board of Directors and the Facility Administrator and their respective representatives and delegates shall be through the Chief of Clinical Staff.

#### **SECTION A-5. DEFINITIONS.**

As used herein:

a. *“Active Staff”*

means members of the Clinical Staff meeting the qualifications set forth in Section C-1.

b. *“Allied Health Professional”*

means an individual, other than a licensed physician, clinical psychologist, licensed social worker, or marriage and family therapist who exercises independent judgment within the areas of his or her professional clinical competence and the limits established by the Board of Directors, the Clinical Staff and the applicable California state practice acts, who is qualified to render certain limited direct or indirect medical, psychiatric, or psychological care under the supervision or direction of a Clinical Staff member possessing privileges to provide such care in the Facility, and who may be eligible to exercise practice privileges and prerogatives in conformity with the rules adopted by the Board of Directors, these Bylaws, and the Clinical Staff Rules and Regulations. Allied Health Professionals are not eligible for Clinical Staff membership. “Allied Health Professional” includes, but is not limited to, physician assistants and nurse practitioners.

c. *“Appointment Period”*

means the term of appointment of members of the Clinical Staff, specifically not more than two years.

d. *“Assistant Chief of Clinical Staff”*

means assistant chief officer of the Clinical Staff meeting the qualifications set forth in Section D-2.b.

e. *“Board of Directors”*

means the Governing Body of Kaiser Foundation Hospitals.

f. *“Bylaws”*

means these Bylaws of the Clinical Staff of Kaiser Permanente Psychiatric Health Facility - Santa Clara.

g. *“Chief of Clinical Staff”*

means the chief officer of the Clinical Staff.

- h. *“Medical Disciplinary Cause or Reason”*
- in Section B.4 and B.5. of these Bylaws, refers to a basis for disciplinary action involving an aspect of a practitioner’s clinical competence or professional conduct which is reasonably likely to be detrimental to patient safety or to the delivery of patient care.
- i. *“Clinical Psychologist”*
- means an individual holding a doctoral degree in psychology or a doctoral degree considered equivalent by the state licensing board and a license to practice clinical psychology in this state.
- j. *“Clinical Staff”*
- means the formal organization of all physicians, clinical psychologists, licensed social workers licensed marriage and family therapists licensed to practice in the State of California and privileged to care for patients and/or participate in Clinical Staff matters in Kaiser Permanente Psychiatric Health Facility - Santa Clara.
- k. *“Complete Application”*
- means all information an applicant for Clinical Staff membership or Privileges has been asked to provide during the credentialing and privileging processes, described in Sections B-2.b, and B-3.a.1, has been submitted to the Facility.
- l. *“Consultant Staff”*
- means members of the Clinical Staff meeting the qualifications set forth in Section C-3.
- m. *“Courtesy Staff”*
- means members of the Clinical Staff meeting the qualifications set forth in Section C-2.
- n. *“Date of Receipt”*
- means, as used in Section B.4 and B.5 of these Bylaws, the date that any notice or other communication was delivered personally to the addressee, the date evidenced on the return receipt or other method confirming receipt or five (5) working days after it was deposited, as postage prepaid, First Class United States mail.
- o. *“Day”*
- means calendar day, including weekends and holidays.
- p. *“Executive Committee”*
- means the Executive Committee of the Clinical Staff.



- q. *“Facility”*
- means the licensed Kaiser Permanente Psychiatric Health Facility – Santa Clara, which is accredited by the Joint Commission and certified by CMS as a Psychiatric Health Facility.
- r. *“Facility Administrator”*
- means the individual appointed by the Board of Directors to undertake primary responsibility for the management and administration of the Facility.
- s. *“Governing Body”*
- means the Board of Directors of Kaiser Foundation Hospitals.
- t. *“House Staff”*
- means doctors of medicine in the Facility. House staff are not Clinical Staff members, and as such, are not entitled to any of the rights or prerogatives of Clinical Staff members.
- u. *“KFH Facility”*
- means a hospital, other healthcare facility or location under the governance of the Kaiser Foundation Hospitals Board of Directors.
- v. *“Licensed Clinical Social Worker”*
- means an individual who has a master's degree from an accredited school of social work and two years of post-master's experience in a mental health setting; is licensed to practice as a clinical social worker by the California Board of Behavioral Sciences; and who meets all applicable Requirements as specified in standards pertinent to the regulation of psychiatric health facilities.
- w. *“Licensed Marriage and Family Therapist”*
- means an individual licensed as such by the California Board of Behavioral Sciences and who meets all applicable Requirements as specified in standards pertinent to the regulation of psychiatric health facilities.
- x. *“Nursing Director”*
- means the nurse executive of the Facility, who is a registered nurse licensed to practice in the State of California, and is qualified by advanced education and management experience to be vested with the authority and responsibility for establishing standards of nursing practice throughout the Facility.
- y. *“Physician”*
- means an individual who is licensed to practice medicine or osteopathy in the State of California.

z. *“Practitioner”*

means, unless otherwise expressly limited, a member of the Clinical Staff or an Allied Health Professional exercising Privileges at the Facility. As used in Section B-5, "practitioner" refers to an applicant for initial membership or a member of the Clinical Staff who has requested a hearing pursuant to Section B-5 and includes physicians, clinical psychologists, licensed clinical social workers, and licensed marriage and family therapists\.

aa. *“Prerogatives”*

means a participatory right granted to a Clinical Staff member, exercisable subject to the conditions imposed in these Bylaws and in the Rules and Regulations.

bb. *“Privileges”*

means the permission granted to a Clinical Staff member or Allied Health Professional to render specific clinical diagnostic, therapeutic, medical, psychiatric or psychological services in the Facility within the limits of his or her license, registration or certification.

cc. *“Region”*

means the Northern California Region of Kaiser Foundation Hospitals.

dd. *“Rules and Regulations”*

means the Rules and Regulations of the Clinical Staff of Kaiser Permanente Psychiatric Health Facility - Santa Clara, as adopted according to the processes described in these Bylaws.

ee. *“Staff President”*

Means individual elected by the Active Staff meeting the qualifications set forth in Section D-2, C.

## **ARTICLE B: MEMBERSHIP**

Membership to the Clinical Staff of the Facility shall be extended only to those practitioners who are professionally competent and who continuously meet the standards and requirements set forth in these Bylaws.

### **SECTION B-1. CLASSIFICATION AND MINIMUM QUALIFICATIONS.**

a. Clinical Staff Classifications.

All members of the Clinical Staff shall be assigned to a category of Clinical Staff membership in accordance with the provisions of Article C.

b. Minimum Qualifications: Licensure.

No person shall be appointed to the Clinical Staff unless duly licensed to practice medicine, osteopathic medicine, psychiatry, clinical psychology, clinical social work or marriage and family therapy in this state. No one shall be entitled to Clinical Staff membership or to enjoy Facility privileges solely because he or she meets the foregoing minimum qualifications.

c. General Qualifications for Membership.

To qualify for and continue membership on the Clinical Staff, a practitioner must:

1. Document and submit evidence of his or her experience, background, training, demonstrated ability, availability, and physical and mental health status, with sufficient adequacy to demonstrate to the Clinical Staff and the Board that he or she will provide care to patients at the generally recognized level of professional quality taking into account patients' needs, available facility resources and resource management standards at the Facility;
2. Agree to cooperate in any review of a practitioner's credentials, qualifications or compliance with the Bylaws (including one's own), any review as part of the Clinical Staff's performance improvement activities, and refrain from directly or indirectly interfering, obstructing or hindering any such review by any means, including by threat of harm or liability by withholding information, or by refusing to serve or participate in assigned responsibilities;
3. Demonstrate willingness to participate in the discharge of Clinical Staff responsibilities, including providing for the continuous care of his or her patients;
4. Manage a sufficient number of cases, and have sufficient patient care contact within the Facility or another psychiatric health facility or health care setting to permit the Clinical Staff to assess the applicant's current competency for all Privileges, whether requested or already granted, including completion of initial evaluation and proctoring as specified in Section G-2;
5. Be free of any physical, mental or behavioral impairment that interferes with, or presents a substantial probability of interfering with patient care, the exercise of privileges, the assumption and discharge of required responsibilities, or cooperative working relationships;
6. Abide by the terms, conditions and procedures of the Bylaws and Rules and Regulations of the Clinical Staff and the policies of the Clinical Staff and the Facility, including the Credentialing and Privileging Policies and Procedures of the Facility;
7. Demonstrate the ability to work cooperatively and professionally with the Facility, its staff and the Clinical Staff, and refrain from harassing, disruptive, or any other behavior which has interfered or could interfere with patient care or the proper operation of the Facility and its Clinical Staff;

8. Have a practice or a specialty which is consistent with the purposes, treatment, philosophy, methods and resources of the Facility and for which the Facility has a current need;
9. Demonstrate compliance with additional criteria imposed by the Clinical Staff;
10. Maintain adequate professional liability insurance or equivalent coverage, meeting the standards established by Facility Administration.

d. General Responsibilities of Membership.

For continued membership on the Clinical Staff, a practitioner must:

1. Provide his or her patients with care at the generally recognized level of professional clinical quality and efficiency;
2. Discharge such staff, committee and Facility functions for which he or she is responsible by appointment, election or otherwise, including "on call" availability to the extent required by the Facility or applicable law, and comply with policies governing after hours supervision;
3. Prepare and complete in a timely and legible manner the medical and other required records for all patients he or she admits or to whom he or she in any way provides care in the Facility;
4. Abide by the ethical principles and laws governing his or her profession;
5. Maintain the confidentiality of all medical record and patient treatment information; quality improvement, risk management, and resource management information and data; and peer review information, proceedings, and records;
6. To the extent applicable, provide services to indigent, medical assistance patients and other patients in accord with the requirements of the Clinical Staff;
7. Notify the Chief of Clinical Staff or the Facility Administrator immediately, but in no event later than 15 days of the expiration, revocation, suspension, limitation or voluntary or involuntary relinquishment of his or her professional license in any jurisdiction; the imposition of terms of probation or limitation of practice by any state licensing agency; his or her voluntary or involuntary loss of staff membership or loss, curtailment or restriction of privileges, at any facility or other health care institution; the cancellation or restriction of his or her professional liability insurance coverage; the revocation, suspension, or voluntary or involuntary relinquishment, or any prior or pending challenges to his or her DEA registration or other authorization to prescribe or furnish controlled substances; adverse determinations by a Quality Improvement Organization concerning his or her quality of care; any opt out, sanction or debarment or notice of same by a government health program (e.g. Medicare); a formal investigation or the filing of charges by the Department of Health and Human Services or health regulatory agency of the United States or any state or territory of the United States; or notice of a claim or entry of a judgment or settlement against the practitioner alleging professional liability, or any other matter likely to impact or interfere with his or her ability to provide safe, quality health care;

8. Notify the Chief of Clinical Staff or the Facility Administrator immediately, but in no event later than 15 days of the commencement of any investigation, filing of charges, arrest or notice thereof by any law enforcement agency; except in the case of a conviction of a crime where notice shall be given no later than 3 days of the conviction regardless of whether or not an appeal is taken or pending from such judgment;
  9. Notify the Chief of Clinical Staff or Facility Administrator immediately, but in no event later than 15 days if he or she no longer meets one or more of the qualifications listed above or if he or she is unable to exercise Privileges or the responsibilities of membership.
- e. The foregoing minimum and general qualifications and responsibilities shall apply to all Practitioners.

## **SECTION B-2. APPOINTMENT OF CLINICAL STAFF MEMBERS.**

- a. Authority of Board of Directors.

It is recognized that the Board of Directors has ultimate legal and moral responsibility for health care and services rendered in the Facility, including final authority on the granting, renewing, delineating, reducing, suspending, and terminating of Clinical Staff privileges. The exercise of the Board's authority in this regard, directly or as delegated, shall be exercised in accordance with applicable Requirements, including, without limitation, any applicable deference to the Clinical Staff, and Board actions shall follow the procedures prescribed in these Bylaws. "Requirements" mean, as applicable to the particular activity or event, state and federal law and regulations and the rules of any agency that accredits the Facility.

- b. Application.

An applicant applying for membership on the Clinical Staff and/or Privileges shall file an application on a form approved by the Credentials and Privileges Committee, presenting the professional and other qualifications of the applicant, and additional relevant information, and documenting the applicant's agreement to abide by the Clinical Staff Bylaws and Rules and Regulations and to release all persons and entities from any liability that might arise from their investigating and/or acting on the application.

- c. Consideration and Review.

1. It is the applicant's responsibility to provide all information required to make an application complete as defined in Section A-5.j. If a complete application is not provided within thirty (30) days after any request for information is made by the Facility Administrator, or his or her designee, the application shall be automatically removed from consideration for membership and privileges. The application shall not be denied, but will be filed as incomplete, which action shall not entitle the applicant to the hearing and appeals procedure set forth in Section B-5.
2. The Credentials and Privileges Committee, in conjunction with the Chief of Clinical Staff, shall review the professional competence, qualifications, and other factors that are relevant

to the membership and privileges requested. The Committee may request an interview with the applicant. The Committee shall verify, through information provided by the applicant and other sources available to it, that the applicant meets and has established the necessary qualifications for Clinical Staff membership.

3. No applicant shall be recommended for rejection because of unlawful discrimination based upon his or her race, creed, sex, age, mental or physical disability, color, religion, sexual orientation or national origin.
4. If the Credentials and Privileges Committee, upon examining the application and supporting information has doubts regarding the privileges the applicant seeks in the Facility, it shall make such further inquiry as it deems appropriate. However, the burden of establishing his or her qualifications and producing the requisite information shall be on the applicant. Misrepresentations, omissions, or the failure to furnish requested information are grounds for denying the application.
5. The Credentials and Privileges Committee shall make a written recommendation to the Executive Committee of the Clinical Staff, indicating whether the applicant should be accepted, rejected, or deferred pending reasonable inquiries into the qualifications and competence of the applicant-appropriate. Such recommendation also shall indicate the applicant's staff classification and privileges to be granted.
6. The period of time between Executive Committee recommendation on a completed application and action by the Board of Directors shall not exceed one hundred and twenty (120) days.

d. Executive Committee Action.

The Executive Committee, at its next regular meeting after receipt thereof, shall consider the application, supporting and related information, findings and recommendations of the Credentials and Privileges Committee. The Executive Committee may arrange to interview the applicant and request further information relative to the application as it deems desirable. The Executive Committee shall:

1. Recommend that the applicant be appointed, designating the staff classification and indicating the privileges to be granted, or
2. Reject the applicant but not because of unlawful discrimination based upon his or her race, creed, religion, sex, age, color, sexual orientation or national origin, mental or physical disability, or
3. Defer action on the application pending reasonable inquiries into the qualifications and competence of the applicant as the Executive Committee considers to be appropriate.

The recommendations of the Executive Committee shall be referred to the Board of Directors for final action. Only recommendations for appointment shall be referred to the Board of Directors for final action. The applicant shall be notified of the Executive Committee's recommendation within ten (10) days thereof.

- e. Action by Board of Directors; Conference with Staff Representatives.

The Board of Directors, at its next regular meeting after receipt of the final report and recommendations of the Executive Committee on any initial application for membership, shall consider same. If the Board proposes to act contrary to the recommendation of the Executive Committee, or if the Board proposes to act without a recommendation of the Executive Committee, the Board shall provide written notice to the Executive Committee of its proposal. Within ten (10) days of such notification, a conference shall be arranged between an equal number of representatives of the Executive Committee and of the Board to discuss the Board's proposed action. Following such conference, the Board shall make its decision at its next regularly scheduled meeting. When the Board has taken final action on any application for membership on the Clinical Staff, and/or Privileges, the Board shall notify the Facility Administrator, noting the extent of privileges granted, if any, including any restrictions or limitations thereon or reduced duration of the appointment. The Facility Administrator shall inform the applicant, the Executive Committee, the Credentials and Privilege Committee and the Chief of Clinical Staff of the action taken. The Board shall exercise its authority under this section B-2.e in accordance with applicable Requirements, including, without limitation, any applicable deference to the Clinical Staff.

### **SECTION B-3. REAPPOINTMENTS OF CLINICAL STAFF MEMBERS.**

- a. Request for Reappointment; Review and Recommendation.

1. Members shall be appointed to the Clinical Staff for a term not to exceed two (2) years. Within six (6) months before the lapse of a two-year appointment period, the member may apply for reappointment to the Clinical Staff. The member shall be required to indicate the scope of privileges requested. If increased privileges are requested, appropriate supporting information shall be provided.

The member shall promptly furnish a completed application with current information to include, but not be limited to, that specified in Section B-2.b. If the applicant has not provided a completed application within thirty (30) days of the notice of expiration of the appointment period, the application may be removed from consideration and filed as incomplete, which action shall not entitle the member to the hearing and appeals procedure set forth in section B-5. The Facility Administrator shall notify the member that his or her application has been removed from consideration.

2. The Chief of Clinical Staff shall be responsible for the review of the performance of the member seeking renewal, and shall consider, but not limit review to, factors relevant to the applicant's competency as specified in Article B of these Bylaws and shall make a timely recommendation to the Credentials and Privileges Committee.
3. The Credentials and Privileges Committee shall review the information provided by the applicant for renewal of membership and privileges and other pertinent information, including reports from other facilities where the individual is a member of the Clinical Staff. The Credentials and Privileges Committee shall recommend to the Executive Committee for or against reappointment of each member of the Clinical Staff for the ensuing

appointment period (which shall not exceed two years), including the Privileges to be granted and the extent thereof, and whether such privileges are to be changed.

b. Executive Committee;

The Executive Committee shall follow the same procedure set forth in Section B-2.d.

c. Action by Board of Directors; Conference with Staff Representatives.

The Board of Directors shall follow the same procedure set forth in Section B-2.e.

**SECTION B-4. CLINICAL PRACTICE MONITORING & EDUCATION, INVESTIGATION, CORRECTIVE ACTION, SUSPENSION, AND RESIGNATION.**

a. Clinical Practice Monitoring and Education.

1. Responsibility. It shall be the responsibility of the Chief of Clinical Staff to design and implement an effective program (A) to monitor, informally review, conduct focused reviews as indicated, and otherwise assess the quality of professional practice, and (B) to improve the quality of practice by: (1) providing education, and counseling; (2) issuing letters of admonition, warning or censure, as necessary; and (3) requiring routine administrative monitoring when deemed appropriate.

2. Procedure.

A. Informal Review.

- (1) The Chief of Clinical Staff conducts patient care reviews and studies of practice in conformity with the Facility's quality improvement processes and, where warranted, reviews complaints and practice-related incidents.
- (2) Clinical Staff focused review activities shall be conducted in conformity with applicable quality improvement processes and policies and procedures
- (3) Acting on their own initiative and in their leadership capacities, the Chief of Clinical Staff may also independently review such matters.
- (4) The above reviews shall not be considered a formal "investigation" as defined by California Business and Professions Code §805, and/or the National Practitioner Data Bank, nor shall such reviews be considered corrective action

B. At the discretion of the Chief of Clinical Staff, when a practitioner's practice or conduct is scheduled for discussion the practitioner may be requested to attend. If a suspected deviation from standard clinical practice is involved, the notice shall be given at least (7) seven days prior to the meeting and shall include the time and place of the meeting and a general indication of the issue involved. Failure of a practitioner to appear at any meeting with respect to which he or she was given such notice, unless excused



by the Executive Committee upon a showing of good cause, may be a basis for separate corrective action.

- C. In order to assist members to conform their conduct or professional practice to the standards of the Clinical Staff or Facility, the Chief of Clinical Staff may issue informal comments or suggestions, either orally or in writing. Such comments or suggestions shall be subject to the confidentiality requirements and protections of all Clinical Staff information and may be issued by the Chief of Clinical Staff with or without prior discussion with the recipient. Such comments or suggestions shall not constitute a restriction of privileges, shall not be considered to be corrective action as provided in Section B-4, and shall not give rise to hearing review or appeal rights under Section B-5.
- D. Following discussion of identified concerns with any member, the Chief of Clinical Staff (or his or her designee) may issue a letter of admonition, warning or censure, or require such member to be subject to routine, administrative monitoring for such time as may appear reasonable. Any discussion of such actions with individual members shall be informal. Such action shall not constitute a restriction of privileges, shall not be considered to be corrective action as provided in Section B-4, and shall not give rise to hearing review or appeal rights under Section B-5.
- E. Action taken pursuant to this Subsection need not be reported to the Executive Committee.

b. Formal Investigation and Corrective Action.

- 1. Initiation of Formal Investigation. An investigation may be initiated whenever a practitioner demonstrates the inability to meet acceptable standards of care; or whenever a practitioner makes statements, exhibits demeanor, or engages in conduct, (either within or outside of the Facility), that is likely to be detrimental to patient safety or the delivery of quality patient care within the Facility; is disruptive to the operation of the Facility; or engages in actions that violate any Requirement that may result in the imposition of sanctions against any person, the Facility, or any person acting on behalf of the Facility by any governmental authority or agency that accredits the Facility. A request for an investigation may be initiated by any officer of the Clinical Staff, the Chief of Clinical Staff, the Credentials and Privileges Committee, the Board of Directors, or the Facility Administrator. The request for investigation will be made in writing and may be based on a complaint or information furnished by any person.
- 2. Formal Investigation. The Executive Committee may initiate a formal investigation on its own initiative, or may do so based on a written request submitted to the Executive Committee, describing the specific activities or conduct that are the basis for proposing an investigation. The Executive Committee may conduct the investigation itself, may refer the matter to the Credentials and Privileges Committee to conduct the investigation or may appoint an ad hoc committee of Clinical Staff members to conduct the formal investigation. The Executive Committee, Credentials and Privileges Committee or ad hoc committee conducting the investigation may, in its discretion, interview the practitioner regarding the subject of the formal investigation. Any such interview shall be informal, shall not constitute a "hearing" as that term

is used in Section B-5, and none of the procedural rights or requirements in a hearing under Section B-5 shall apply. Neither the practitioner, Executive Committee, Credentials and Privileges Committee, ad hoc Clinical Staff Committee, nor any person in attendance during the interview shall be represented by legal counsel at the interview. The initiation of an investigation under this paragraph shall demark the point at which an “impending investigation” is deemed to have commenced within the meaning of Business and Professions Code Section 805 (c), and the point at which an “investigation” is deemed to have commenced for purposes of reporting “resignations during investigation” to the National Practitioner Data Bank.

3. Time Frame for Formal Investigation. Insofar as feasible under the circumstances, formal investigations should be conducted expeditiously and should be completed no later than sixty (60) days after the formal investigation’s commencement. If additional time is needed to complete the investigation, the Executive Committee, Credentials and Privileges Committee, or whichever committee is conducting the investigation may defer action and it shall so notify the affected practitioner. A subsequent recommendation for any one or more of the actions provided in Section B 4.b.3, or a decision to defer the matter further, shall be made within the time specified by the Executive Committee or Credentials and Privileges Committee, and if no such time is specified, then within thirty (30) days of the deferral.
4. Executive Committee Corrective Action. The Executive Committee may take corrective action after consideration of a recommendation for corrective action, or on its own initiative after consideration of a potential basis for corrective action, whether or not the Executive Committee has conducted a formal investigation. A corrective action may be requested by any officer of the Clinical Staff, the Chief of Clinical Staff, the Credentials and Privileges Committee, the Board of Directors, or the Facility Administrator. A corrective action may be taken whenever a practitioner demonstrates the inability to meet acceptable standards of care; or whenever a practitioner makes statements, exhibits demeanor or engages in conduct (either within or outside of the Facility) that is likely to be detrimental to patient safety or the delivery of quality patient care within the Facility, is disruptive to the operation of the Facility, or engages in actions that violate any Requirement that may result in the imposition of sanctions against any person, the Facility, or any person acting on behalf of the Facility by any governmental authority or agency that accredits the Facility. The Executive Committee may take corrective action including, without limitation:
  - A. Determining no corrective action should be taken;
  - B. Deferring for a reasonable time;
  - C. Issuing letters of admonition, censure, reprimand or warning. In the event such letters are issued, the affected practitioner may make a written response which shall be placed in the practitioner’s credentialing file. Nothing herein shall preclude the Chief of Clinical Staff (or his or her designee) from issuing such letters as otherwise provided in these Bylaws;
  - D. Recommending the imposition of terms of probation or special limitation upon continued Clinical Staff membership and/or the exercise of Privileges including without limitation, individual requirements for co-admission, mandatory consultation or

monitoring;

- E. Recommending reductions of Clinical Staff membership status or category or limitations of any Privileges or other prerogatives that are related to the provision of patient care;
  - F. Recommending suspension or revocation of Clinical Staff membership and/or Privileges. If suspension is recommended, the Executive Committee shall state the terms and duration of the suspension and the conditions that must be met before the suspension is ended;
  - G. Referring the Practitioner to the Chief of Clinical Staff who manages practitioner well-being referrals on behalf of the Executive Committee for evaluation and follow-up as appropriate;
  - H. Other actions appropriate to the facts developed in the course of investigation;
  - I. The Executive Committee may implement summary suspension at any time in the exercise of its discretion pursuant to Section B.4c.1; and
  - J. Nothing in this section shall require the Executive Committee to initiate a formal investigation prior to taking action upon a practitioner's Clinical Staff membership or Privileges.
5. Interviews After Recommended Corrective Action by Executive Committee. To facilitate the resolution of inter-professional issues at an early stage, a member who is the subject of a recommendation that entitles the member to the procedural rights provided in Section B-5 may request, in writing, an informal interview before the Executive Committee in order to explain or discuss the facts relevant of the recommended corrective action. The Executive Committee shall decide, in its sole discretion, whether to grant the member's request for the interview. Alternatively, the Executive Committee may request, in writing, such an interview with the member. The Executive Committee shall fix the time and place for the interview as soon as the Committee reasonably may be convened but, preferably, on a date within ten (10) working days after the Executive Committee's receipt of the request or after the request's delivery to the member, as the case may be. This interview shall be informal, shall not constitute a "hearing" as that term is used in Section B-5, and none of the procedural rights or requirements in a hearing under Section B-5 shall apply. Neither the practitioner, Executive Committee, ad hoc Clinical Staff Committee, nor any person in attendance during the interview shall be represented by legal counsel at the interview.
6. Board of Directors Action. The Board of Directors shall notify the Executive Committee in writing of the Board's intention to act on its own initiative, or contrary to the favorable recommendations of the Executive Committee on a matter involving staff privileges. Within ten (10) days of such notification, a conference shall be arranged between an equal number of representatives of the Executive Committee and of the Board to discuss the Board's proposed investigation or corrective action. Following such conference, the Board may direct the Executive Committee to initiate an investigation or take corrective action. The Executive

Committee shall consider the Board's direction within thirty (30) days. If the Executive Committee does not take action in response to the Board's direction, the Board may, in furtherance of the Board's ultimate responsibilities and fiduciary duties, initiate corrective action, but must comply with applicable provisions of these Bylaws, including Section B-5 where applicable. The exercise of the Board's authority in this regard, directly or as delegated, shall be exercised in accordance with applicable Requirements, including, without limitation, any applicable deference to the Clinical Staff, and Board actions shall follow the procedures prescribed in these Bylaws. The Board shall inform the Executive Committee in writing of any action it takes under this Section.

c. Suspension.

1. Summary Suspension.

- A. In cases where it is determined that failure to take action may result in imminent danger to the health of any individual, the Executive Committee, the Facility Administrator, Chief of Clinical Staff may summarily suspend or restrict the Privileges and/or membership of a practitioner. In such cases, the Facility Administrator should consult with the Executive Committee or the Chief of Clinical Staff before taking action. The Chief of Clinical Staff shall make arrangements for other staff members to attend any inpatients of the suspended staff member.
- B. The Board of Directors or its designee may immediately suspend or restrict a member's Privileges if a failure to summarily suspend or restrict such privileges or membership is likely to result in imminent danger to the health of any individual, provided that the Board has made reasonable attempts to contact the Executive Committee before the suspension or restriction.
- C. A summary suspension or restriction by the Board or the Facility Administrator which has not been ratified by the Executive Committee within two (2) working days after the suspension or restriction, excluding weekends and holidays, shall terminate automatically.
- D. Oral or written notice of the suspension or restriction, given to the member, shall suffice, provided that any member who is suspended in excess of fourteen (14) days for a Medical I Disciplinary Cause or Reason shall be provided with the notice and hearing rights set forth in Section B-5. Similarly, a staff member who has been summarily suspended or restricted for a cumulative total of thirty (30) days or more within any twelve (12) month period, for a Medical Disciplinary Cause or Reason, shall be provided with the notice and hearing rights set forth in Section B-5.
- E. The Executive Committee may, at its sole discretion, interview the suspended member in the manner and on the terms set forth in Section B-4.b.2. Whether or not such an interview occurs, the Executive Committee shall schedule a meeting on the matter as soon as the Committee reasonably may be convened, but not longer than ten (10) days after the suspension or restriction is imposed. The

Executive Committee shall determine whether such suspension or restriction shall be continued and, if so, for how long or under what conditions restoration of privileges will occur.

- F. Any challenge to the suspension or restriction, or to any recommendation for corrective action pursuant to Section B-4.c. resulting from the suspension or restriction and any related investigation, shall be considered in one (1) single hearing. Any corrective action investigation related to or arising from the suspension or restriction should be completed promptly so that any hearing on the summary suspension or restriction and corrective action can be commenced within sixty (60) days after a hearing on a summary suspension or restriction is requested.

2. Administrative Suspension.

- A. Incomplete Medical Records.

A suspension, effective until delinquent medical records are completed, may be imposed by the Facility Administrator, for failure of the practitioner to complete medical records within the period of time established in accordance with Clinical Staff Rules and Regulations, applicable accreditation standards, and legal requirements. The practitioner shall be given ten (10) days' notice of the intent to suspend. The suspension shall continue until the suspended practitioner completes his or her medical records to the satisfaction of the Facility Administrator. A suspended practitioner may not admit patients to the Facility.

- B. Revocation, Suspension or Expiration of License to Practice, DEA Certificate, Other Permits and Certificates, or Probation

License to Practice. Upon notification from the appropriate state agency of the revocation or suspension of the license to practice his or her profession in this state of a practitioner having Privileges, the practitioner's Privileges and Clinical Staff membership shall automatically terminate. Upon restoration or lifting of the revocation or suspension of the license, the practitioner may apply for Clinical Staff membership and/or Privileges.

If a practitioner having privileges at the Facility is restricted or placed on probation by a state professional licensing agency, the terms of such probation or restriction shall be automatically imposed upon the practitioner's Clinical Staff membership and/or privileges. Upon the expiration of the license, the Clinical Staff membership and/or Privileges of the practitioner shall automatically be suspended and shall be reinstated upon verification of renewal.

DEA Registration. Any action by a government agency resulting in the revocation, limitation, or suspension of the practitioner's DEA registration shall automatically terminate the right to prescribe such medications as a member of the Clinical Staff. Restoration of the DEA registration after revocation, limitation or suspension, shall not automatically restore the right to prescribe the covered medications in the

Facility without reconsideration thereof and a determination by the Executive Committees to make such restoration. In the event of an adverse recommendation by the Executive Committee, based on a Medical Disciplinary Cause or Reason, the member's hearing rights shall be governed by Section B-5.

Upon the expiration of the DEA registration, the practitioner's right to prescribe medications subject to DEA regulation shall automatically terminate and shall be reinstated upon verification of renewal.

Other Permits and Certificates. Upon notification from an issuer of a permit or certificate of the revocation or suspension of a permit or certificate that is required for the performance of all or part of a practitioner's practice in the facility, the practitioner's Privileges shall be automatically suspended to the extent of the practice authorized by the permit or certificate. Restoration of the permit or certificate shall not automatically restore the right to resume the practice authorized by the permit or certificate without reconsideration thereof and a determination by the Executive Committee upon the recommendation of the Chief of Clinical Staff to make such restoration. In the event of an adverse recommendation by the Executive Committee, based on a Medical Disciplinary Cause or Reason, a Clinical Staff member's hearing rights shall be governed by Section B-5.

Upon the expiration of the permit or certificate the Clinical Staff member's Privileges shall automatically be suspended to the extent of the practice authorized by the permit or certificate and shall be reinstated upon verification of renewal.

C. Failure to Maintain Minimum Professional Liability Coverage.

A practitioner who fails to maintain the minimum professional liability coverage as established by the Facility Administration shall be subject to automatic and immediate suspension of all Privileges. The Chief of Clinical Staff shall make arrangements for other staff members to attend any inpatients of the suspended member.

D. Conviction of a Crime.

A practitioner who has been convicted of a crime shall give notice to the Facility of the conviction within 3 Days of the conviction regardless of whether or not an appeal is taken or pending from such judgment.

A practitioner who has been convicted of a felony shall be automatically suspended from practicing at the Facility as of the date that the Facility receives notice of the conviction, regardless of whether or not an appeal is taken or pending from such judgment. Such suspension shall remain in effect until removed or rescinded by agreement between the Chief of Clinical Staff and the Facility Administrator. If the suspension has not been removed or rescinded within ten (10) days of the date of automatic suspension, the suspension shall be deemed an

action by the Executive Committee and the practitioner may request a hearing under the provisions of Section B-5 of these Bylaws. The sole issue in this hearing and in any proceedings subsequent to the hearing shall be whether or not the felony conviction is substantially related to the practitioner's exercise of Privileges or membership on the Clinical Staff (including, without limitation, whether the practitioner has the appropriate judgment to exercise privileges or membership) or substantially injurious to the reputation or status of the Facility or its Clinical Staff. The Chief of Clinical Staff shall make arrangements for other staff members to attend any patients of the suspended member.

E. Exclusion from Government Health Care Programs.

Practitioners who are currently debarred or excluded from, or sanctioned by, any health care program funded, in whole or in part, by the federal government or any state, shall be subject to automatic and immediate suspension of membership and/or all Privileges. The lifting of any sanctions by or debarment or exclusion from a government health care program, shall not automatically result in a restoration of such privileges or membership unless the Executive Committee finds that the practitioner meets the requirements of Clinical Staff membership or is otherwise qualified to exercise Privileges at the Facility. The Chief of Clinical Staff shall make arrangements for other staff members to attend any inpatients of the suspended practitioner.

F. Procedure.

Notification of the administrative suspension to the affected practitioner and Chief of Clinical Staff shall be the responsibility of the Facility Administrator. Administrative suspensions are not imposed for Medical Disciplinary Cause or Reason; therefore, no hearing under Section B-5 shall be afforded the suspended practitioner.

d. Joint Review, Investigation and Corrective Action at Multiple KFH Facilities.

1. Notice of Pending Reviews or Investigations / Joint Reviews or Investigations.

- A. The Chief of Clinical Staff and Facility Administrator shall each have the discretion to notify their counterparts at other KFH Facilities whenever a practitioner is under review or whenever corrective action has been recommended or taken.
- B. In addition, the Executive Committee may authorize the Facility's review process or investigation to coordinate with another KFH Facility Clinical Staff's review process or investigation.
- C. The Chief of Clinical Staff and the Facility Administrator are authorized to disclose to another KFH Facility's peer review body (or an authorized representative of that body) information from Facility and Clinical Staff records to assist in the other KFH Facility's independent or joint review or investigation of any practitioner.

D. The results of any joint investigation shall be reported to each involved KFH Facility's Executive Committee for its independent determination of what, if any, corrective action should be taken.

2. Notice of Actions.

In addition to the discretionary notification and joint investigation provisions set forth at Section B-4.d.1, the Chief of Clinical Staff and/or the Facility Administrator are authorized to inform his or her counterpart at any other KFH Facility where the practitioner is known to hold Privileges whenever any summary suspension of Privileges or other corrective actions have been taken.

3. Effect of Actions Taken by Other KFH Facilities.

Whenever the Chief of Clinical Staff or Facility Administrator receives information about an action taken at another KFH Facility, the Chief of Clinical Staff or Facility Administrator shall ensure that there is an independent assessment of the practitioner's practice within this Facility, as appropriate.

e. Termination and Non-renewal of Staff Membership.

1. Termination on Expiration. Any Clinical Staff membership, whether in good standing or under suspension, which is not renewed by the Board of Directors, shall terminate upon the expiration of the appointment period.

f. Resignation.

A practitioner may resign at any time by written notice of such resignation submitted to the Facility Administrator or Chief of Clinical Staff. If the resignation is submitted to the Chief of Clinical Staff, he or she shall promptly notify the Facility Administrator. The resignation shall be effective upon receipt if no effective date is specified, or at any later date therein specified. Formal acceptance by or on behalf of the Board of Directors shall not be required.

**SECTION B-5. HEARING AND APPEALS PROCEDURE.**

a. General Provisions

1. Exhaustion of Remedies. If adverse action described in Section B-4 and this Section B-5 is taken or recommended, the applicant or Clinical Staff member agrees to follow and complete the procedures set forth in these Bylaws, including appellate procedures, before attempting to obtain judicial relief in any forum related to any issue or decision which may be subject to a hearing or appeal under these Sections.

2. Individual Evaluations. The sole purpose of the meetings, investigations, hearings and appeals provided in Sections B-4 and B-5 is to evaluate individual Clinical Staff members on the basis of Bylaws, Rules and Regulations, policies and standards of the Clinical Staff and the Facility. The Judicial Review Committee provided for under Section B-5 has no authority to modify, limit or overrule any established Bylaw, Rule, Regulation, policy or



requirement (collectively “rules or requirements”), and shall not entertain challenges to such rules and requirements.

3. Substantial Compliance. Technical non-prejudicial or insubstantial deviations from the procedures set forth in these Bylaws shall not be grounds for invalidating the action taken under Sections B-4 or B-5.
  4. Hearings Prompted by Board of Directors Action. If the hearing is based upon an adverse action taken by the Board of Directors, the Chairman of the Board of Directors shall fulfill the functions assigned in this Section to the Chief of Clinical Staff, and the Board of Directors shall assume the role of the Executive Committee under this Section. There shall be no Appellate Review of the decisions resulting from such hearings.
- b. Basis for Request for Hearing.
1. A practitioner may request a hearing when notified in writing that the Executive Committee has proposed any of the following for a Medical Disciplinary Cause or Reason that requires reporting to the applicable licensing authority:
    - A. that the practitioner’s application for membership or request for privileges be rejected,
    - B. that the scope of privileges the practitioner has requested be denied,
    - C. that the practitioner’s membership or privileges be terminated or not renewed,
    - D. that there be a reduction in the practitioner’s existing privileges,
    - E. that the practitioner's privileges or membership or both, be suspended pursuant to Section B-4.c.
    - F. that any other action be taken which would require that a report be filed regarding the practitioner with the applicable licensing authority.
  2. Notice of Adverse Action. The notice of adverse action provided under Section B-5.b-1 shall advise the practitioner of the action that has been proposed, a brief indication of the reasons for the proposed action, his or her right to request a hearing under Section B-5 of these Bylaws, the time limit within which to request such a hearing, and that the proposed action is one for which a report must be filed with the state licensing board in accordance with applicable legal requirements. A copy of the notice of adverse action shall be hand-delivered to the practitioner, or sent by First Class mail, or certified mail, return receipt requested, or other method confirming receipt to his or her latest address as shown in the practitioner’s credentials file.
  3. Request for Hearing. The request for a hearing shall be submitted in writing to the Facility Administrator within thirty (30) days of receipt by the practitioner of notification of the Executive Committee’s action. Failure to make such timely request shall constitute a waiver of the right to a hearing and appeal as well as acceptance by the practitioner of the recommendation and action of the Executive Committee.

c. Pre-Hearing Procedure.

1. Judicial Review Committee. The hearing shall be held before an ad hoc Judicial Review Committee appointed by the Chief of Clinical Staff. The Chief of Clinical Staff shall appoint an ad hoc Judicial Review Committee consisting of a chairperson and two additional members of the Clinical Staff who shall gain no direct financial benefit from the outcome, who have not acted as accusers, investigators, fact finders or initial decision makers in the same matter, and who have not previously taken an active part in the consideration of the matter contested. The Chief of Clinical Staff shall also appoint alternate members of the Judicial Review Committee, as the Chief of Clinical Staff deems necessary. The Chief of Clinical Staff may in his or her discretion appoint any practitioner with privileges to practice at any Kaiser Foundation Hospitals' facility to serve on the Judicial Review Committee. Where feasible, the Committee shall include an individual practicing the same specialty as the staff member or applicant. In addition to the other authority and responsibilities set forth in Section B-5, the Judicial Review Committee shall serve as the initial finder of fact in this hearing and appeal process and shall have such authority as necessary to discharge its responsibilities.
2. Hearing Officer.
  - A. Appointment and Qualifications. A Hearing Officer shall be appointed by the Chief of Clinical Staff to preside at the hearing. The Hearing Officer shall be an attorney at law qualified to preside over a formal hearing and preferably shall have experience in Clinical Staff disciplinary matters. He or she shall not be biased for or against the practitioner, and shall not be an attorney who regularly advises the Clinical Staff on legal matters. The Hearing Officer shall gain no direct financial benefit from the outcome, and must not act as a prosecuting officer or advocate for either side.
  - B. Authority and Duties.
    - i. The Hearing Officer may participate in the deliberations and act as a legal advisor to the Judicial Review Committee, but he or she shall not be entitled to vote. He or she shall act to assure that all participants in the hearing have a reasonable opportunity to be heard and to present all relevant oral and documentary evidence, and that proper decorum is maintained. He or she shall be entitled to determine the order of or procedure for presenting evidence and argument during the hearing and to set reasonable schedules for timing and/or completion of all matters related to the hearing.
    - ii. He or she shall have the authority and discretion, in accordance with these Bylaws, to grant continuances, to rule on disputed discovery requests, to decide when evidence may or may not be introduced, to rule on witness issues, including disputes regarding expert witnesses, to rule on challenges to Judicial Review Committee members, to rule on challenges to himself or herself serving as a Hearing Officer, and to rule on questions which are raised

prior to or during the hearing pertaining to matters of law, procedure, or the admissibility of evidence.

- iii. If the Hearing Officer determines that either side in a hearing is not proceeding in an efficient and expeditious manner, the Hearing Officer may take such discretionary action as seems warranted by the circumstances, including, but not limited to, limiting the scope of examination and cross-examination and setting fair and reasonable time limits on either side's presentation of the case. Under extraordinary circumstances, where a party's failure to cooperate in the proceedings interferes with the Judicial Review Committee's ability to evaluate the evidence and reach a conclusion such that further proceedings are ineffectual, the Hearing Officer may recommend to the Judicial Review Committee, or the Judicial Review Committee may initiate on its own, termination of the hearing, to the extent permitted by law. When the Hearing Officer deems that termination of the hearing is necessary and orders termination, if the order is against the Executive Committee, the charges against the practitioner will be deemed to have been dropped. If, instead, the order is against the practitioner, the practitioner will be deemed to have waived his/her right to a hearing. The party against whom termination sanctions have been ordered may appeal the matter to the Board of Directors.
        - iv. In all matters, the Hearing Officer shall act reasonably under the circumstances and in compliance with applicable legal principles and these Bylaws. In making rulings, the Hearing Officer shall endeavor to promote a less formal, rather than more formal, hearing process and also to promote the swiftest possible resolution of the matter, consistent with the standards of fairness set forth in these Bylaws. When no attorney is accompanying any party to the proceedings, the Hearing Officer shall have authority to interpose any objections and to initiate rulings necessary to ensure a fair and efficient process.
3. Notice of Hearing and Notice of Charges. After consultation with the members of the Judicial Review Committee and the practitioner, the Chief of Clinical Staff shall fix the place and time of the hearing, on a date within sixty (60) days of the Clinical Staff's receipt of the practitioner's request for hearing. The Chief of Clinical Staff shall send by First Class mail, or by certified mail, return receipt requested, or other method confirming receipt or hand deliver a notice to the practitioner of such date, time and place not less than thirty (30) days prior to the hearing. Together with the notice stating the place, time and date of the hearing, the Chief of Clinical Staff shall include a notice of charges, prepared by the Executive Committee, which shall state clearly and concisely in writing the reasons for the action, including the specific acts or omissions with which the practitioner is charged and a list of any charts on which the Executive Committee is relying in support of the charges. The Executive Committee may amend the notice of charges at any time so long as the practitioner is provided with reasonable notice of any amendment prior to the next hearing session. The practitioner's sole remedy for inadequate notice of any such amendment shall be a continuance of the hearing as determined by the Hearing Officer pursuant to Section B-5.c.2. The scope of the hearing shall be limited to determining

whether the adverse action described in the Notice of Adverse Action, for the reasons described in the Notice of Charges, is reasonable and warranted.

4. Failure to Appear and Proceed. Failure of the practitioner to appear personally and to proceed at such hearing without good cause, shall be deemed to constitute voluntary acceptance of the prior recommendations of the Executive Committee, which shall become the Executive Committee's final report and recommendation to the Board of Directors.
5. Discovery.
  - A. Each side shall have a right to inspect and copy, at its own expense, any documentary information relevant to the charges which the other party has in its possession or under its control, as soon as reasonably practicable after the receipt of the request for a hearing. However, the right to inspect and copy information does not extend to confidential information referring solely to individually identifiable practitioners, other than the practitioner. The Hearing Officer shall consider and rule upon any request for access to information and may impose any safeguards that the protection of the peer review process and justice require. When ruling upon requests for access to information and determining the relevancy thereof, Hearing Officer shall, among other factors, consider: (1) whether the information sought may be introduced to support or defend the charges; (2) the exculpatory or inculpatory nature of the information sought, if any; (3) the burden imposed on the party in possession of the information sought, if access is granted; and (4) any previous requests for access to information submitted or resisted by the parties to the same proceeding.
  - B. The failure by either party to provide access to the information specified in B-5.c.5.A., at least thirty (30) days before the hearing, shall constitute good cause for a continuance.
  - C. At the request of either side, each side shall disclose to the other copies of documents which it intends to introduce and a list of witnesses who are expected to testify or to provide evidence at the hearing, not less than ten (10) days prior to the hearing. Each side shall have the duty to notify the other side of any change in its witness list promptly after that party learns of the change. The failure to provide a copy of a document or to provide the name of a witness, as required above, shall constitute good cause for a continuance.
  - D. It shall be the duty of the practitioner and the Executive Committee, or its designee, to exercise reasonable diligence in promptly notifying the Hearing Officer of any anticipated disputes regarding requests for access to information or other procedural disputes in advance of the hearing. Objections to any pre-hearing decisions may be made at the hearing.

d. Hearing Procedure

1. Representation.

- A. The parties may be represented at the hearing by anyone of their choice, including an attorney at law. The representative of the Executive Committee shall not be accompanied by an attorney if the staff member or applicant is not so accompanied. The foregoing shall not be deemed to deprive any party of its right to the assistance of legal counsel for the purpose of preparing for or participating in the hearing.
  - B. If attorneys are not present in the hearing pursuant to this Section, the practitioner and the Executive Committee may be represented at the hearing by a practitioner licensed to practice in the state of California who is not also an attorney at law.
2. Conduct of Hearing. The hearing will be closed, informal, and conducted in accordance with the rules of this Section B-5.
3. Rights of the Parties. At a hearing, both sides shall have the following rights:
- A. to ask Judicial Review Committee members and/or the Hearing Officer questions which are directly related to determining whether they meet the qualifications set forth in these Bylaws and to challenge such members.
  - B. to call and examine witnesses;
  - C. to introduce relevant documents and other evidence;
  - D. to receive all information made available to the Judicial Review Committee;
  - E. to cross-examine any witness who testified orally on any matter relevant to the issues, and otherwise to rebut any evidence;
  - F. to submit written statements in support of its position, both no later than ten (10) days prior to the start of the hearing and within five (5) days after the close of the hearing, or at such other times as the parties may agree or the Hearing Officer may order;
  - G. the practitioner may be called by the Executive Committee and examined as if under cross-examination;
  - H. the Judicial Review Committee may question the witnesses or call additional witnesses if it deems such action appropriate;
  - I. the Judicial Review Committee may request each party to submit a written statement in support of his or her position both prior to the start of the hearing or at the close of the hearing.
4. Rules of Evidence. The Judicial Rules of evidence and procedure relating to the conduct of the hearing, examination of witnesses and presentation of evidence shall not apply in any hearing conducted hereunder. Any relevant evidence, including hearsay, shall be admitted by the Hearing Officer if it is the sort of evidence upon which responsible persons

are accustomed to rely in the conduct of serious affairs, regardless of the admissibility of such evidence in a court of law.

5. Burdens of Presenting Evidence and Proof. The Executive Committee shall have the initial duty to present evidence which supports the charge or action. An initial applicant shall have the burden of persuading the Judicial Review Committee by a preponderance of the evidence of his or her qualifications by producing information which allows for adequate evaluation and resolution of reasonable doubts concerning his or her current qualifications for staff privileges or membership. He or she shall not be permitted to introduce information not produced upon the request of the Executive Committee or Credentials and Privileges Committee, as applicable during and appointment, reappointment or privilege application review or during corrective action, unless he or she establishes that such information could not have been produced previously in the exercise of reasonable diligence. Except as provided above for initial applicants, the Executive Committee shall bear the burden of persuading the Judicial Review Committee by a preponderance of the evidence that the action or recommendation is reasonable and warranted.
6. Record of Hearing. The Judicial Review Committee shall maintain a record of the hearing by using a certified shorthand reporter. The party requesting a transcript shall pay the cost of preparing the transcript prior to receiving it. The other party may obtain a photocopy of the transcript for the cost of preparing one. The Hearing Officer may, but is not required to, order that oral evidence shall be taken only on oath administered by any person designated by the Judicial Review Committee and entitled to notarize documents in this state or by affirmation under penalty of perjury to the Hearing Officer.
7. Continuances. The parties shall exert their best efforts to assure that the hearing is completed within a reasonable time after the practitioner's receipt of notice of a final proposed action or an immediate suspension or restriction of Privileges. Continuances shall be granted by the Hearing Officer upon the agreement of the parties or for good cause, including failure of either party to comply with Section B-5.e.5.
8. Adjournment and Conclusion. The Hearing Officer may adjourn the hearing and reconvene it as agreed to by the parties or as he or she deems proper in consultation with the Judicial Review Committee. When the presentation of evidence and arguments is concluded, the Hearing Officer may declare the hearing to be closed. The Judicial Review Committee then shall deliberate privately and make a recommendation and report to the Board in accordance with Section B-5.d.1. above.
9. Decision of the Judicial Review Committee and Report to the Board.
  - A. Within thirty (30) days of conclusion of the hearing, the Judicial Review Committee shall make a report and decision in writing to the Board with a copy to the Executive Committee and to the Facility Administrator. The hearing shall be considered concluded when the Judicial Review Committee has concluded its deliberations.
  - B. The Judicial Review Committee's decision shall be based on the evidence presented at the hearing, including oral testimony, written statements, facility and

medical record information, documents introduced at the hearing and other admissible evidence made available to the Judicial Review Committee at the hearing.

- C. The written report shall include findings of fact and a conclusion articulating the connection between the evidence produced at the hearing and the decision reached. If the Judicial Review Committee decides the Executive Committee's action is reasonable and warranted, the Judicial Review Committee's report to the Board shall affirm the action, and state the reasons for the Judicial Review Committee's decision. If the Judicial Review Committee decides the action is not reasonable and warranted, the Judicial Review Committee's report should modify or reject the action, and state the reasons for the Judicial Review Committee's decision. The Judicial Review Committee also may remand the matter to the Executive Committee for further consideration of specified issues.
- D. The Judicial Review Committee shall also send a copy of its written report to the staff member or applicant who requested the hearing, by First Class, or certified mail, return receipt requested, or other method confirming receipt and shall include a written explanation of the procedure for appealing the decision.

e. Appellate Review.

- 1. Time for Appeal. Within forty (40) days after the date of receipt of the Judicial Review Committee decision, either the practitioner or the Executive Committee may request an appellate review by the Board. Said request shall be delivered to the Facility Administrator, in writing, either in person or by First Class or certified mail, return receipt requested, or other method confirming receipt at 3840 Homestead Rd Santa Clara, CA 95051. The request shall briefly state the reasons for appeal. Reasons for appeal shall be procedural failure so as to deny a fair hearing, that the decision of the Judicial Review Committee was not reasonable and warranted or that the decision was made arbitrarily or capriciously. If appellate review is not requested within this period, both sides shall be deemed to have accepted the decision of the Judicial Review Committee and it shall thereupon become the final recommendation of the Executive Committee. The Board shall exercise its authority under this section in accepting or rejecting the recommendation of the Executive Committee in accordance with applicable Requirements, including, without limitation, any applicable deference to the Clinical Staff.
- 2. If appellate review is timely requested by the appellant practitioner or the Executive Committee, the Chairman of the Board of Directors shall appoint a three member Appellate Review Panel, at least one of whom shall be a member of the Clinical Staff of the Facility who was not a witness at the prior hearing or a member of the Judicial Review Committee at which the hearing was conducted and who had no prior involvement in the same matter as an initial fact-finder, accuser, witness, or decision-maker. The Chairperson of the Panel shall be selected by the Chairman of the Board of Directors. The Appellate Review Panel shall have such authority as necessary to discharge its responsibilities.

3. Appeal Procedure. The Appellate Review Panel shall review the record of the hearing before the Judicial Review Committee, and may accept additional oral or written evidence, subject to a foundational showing that such evidence could not have been made available to the Judicial Review Committee in the exercise of reasonable diligence, or that the evidence was improperly excluded at the hearing before the Judicial Review Committee, and subject to the same rights of cross-examination or confrontation provided at the Judicial Review Committee hearing. The Appellate Review Panel may remand the matter to the Judicial Review Committee for the taking of further evidence and for decision. Each party has the right to be represented by an attorney or any other representative the party chooses. The Appellate Review Panel may select an unbiased attorney to assist it by fulfilling the duties of a Hearing Officer as described in Section B-5.c.2.

A verbatim record shall be made of the appellate hearing by a court reporter. The parties may obtain a transcript or a copy thereof in the same manner as provided in Section B-5.d-5.

Each party has the right to present a written statement in support of his, her or its position on appeal, in a length and format determined by the Hearing Officer in consultation with the Appellate Review Panel, and to appear personally and present oral argument. At the conclusion of oral argument, the Appellate Review Panel may thereupon conduct, at a convenient time, deliberations outside the presence of the parties and their representatives. Failure of the practitioner to appear personally and to proceed at such a proceeding without good cause, shall be deemed to constitute voluntary acceptance of the report and decision of the Judicial Review Committee. If the practitioner requested appellate review, the report and decision of the Judicial Review Committee, that report and decision shall be considered the final recommendation of the Executive Committee and shall then be forwarded to the Board for review. The Board shall exercise its authority under this section in accepting or rejecting the recommendation of the Executive Committee in accordance with applicable Requirements, including, without limitation, any applicable deference to the Clinical Staff. If the Executive Committee requested appellate review, the Appellate Review Panel shall proceed under this Section B-5.e and reach a decision based on the record of the prior hearing and information and argument submitted by the Executive Committee under this section.

4. Decision. The Appellate Review Panel shall determine whether the bylaws and procedures governing the hearing were complied with, whether any prejudice resulted from any deviations from the hearing process, whether any interpretation or application of any bylaw provision was reasonable, and whether the decision it is reviewing was supported by substantial evidence. The Appellate Review Panel, after reviewing the record and arguments of the parties, may affirm, modify or reverse the recommendation. The Appellate Review Panel also may remand the matter for further consideration of designated issues. In such instance the recommendations as to the designated issues may be reviewed by the Appellate Review Panel, in accordance with the procedures of this subsection, but following an expedited time frame, if feasible. The decision shall specify the reasons for the action taken and provide findings of fact and conclusions articulating the connection between the evidence produced at the hearing, the appeal (if any), and the



decision reached, if such findings and conclusions differ from that of the Judicial Review Committee.

The Appellate Review Panel shall deliver copies of the decision to the Board, the practitioner and to the Executive Committee and Facility Administrator by personal delivery, by First Class mail or by certified mail, return receipt requested or other method confirming receipt.

5. Decision by the Board. Following receipt of the decision of the Appellate Review Panel, the Board shall consider the recommendation and report and shall render its decision in the matter in accordance with its fiduciary duties. The Board shall give the recommendation of the Appellate Review Panel great weight, but shall not be bound by such recommendation. The decision of the Board in the matter shall be final. The Board shall notify the practitioner, the Executive Committee and the Facility Administrator of its decision in writing, by personal delivery, by First Class mail or by certified mail, return receipt requested or other method to confirm receipt.

- f. Right to One Hearing.

Notwithstanding any other provision of these Bylaws, no practitioner shall be entitled as a right to more than one judicial, evidentiary hearing and one appellate review on any matter which shall have been the subject of any action or recommendation giving rise to a hearing under Section B.5.

- g. Joint Hearing and Appeal for KFH Facilities.

1. Joint Hearing.

- A. Whenever a practitioner is entitled to a hearing at this Facility and one or more other KFH Facilities based on the same or substantially similar acts, events, or circumstances, a single joint hearing may be conducted, at the sole discretion of the Executive Committees of the involved KFH Facilities. The hearings shall be conducted in accordance with the hearing procedures set forth in these Bylaws, to the extent that these provisions are consistent with the other KFH Facility's Bylaws. If the Bylaws are not consistent on an aspect of hearing procedure, then the parties shall agree on which bylaws provisions shall apply to that procedural aspect. If the parties cannot reach agreement, then the Hearing Officer shall determine which hearing procedure applies. The Chief of Clinical Staff at this Facility and at each participating KFH Facility shall appoint one member of the Judicial Review Committee, which shall consist of representatives of members of the Clinical Staff of this Facility and of other KFH Facilities whose action is the subject of the hearing. The Judicial Review Committee shall in all cases consist of an odd number of members to avoid deadlocked recommendations. The Chief of Clinical Staff of this Facility and participating KFH Facilities shall agree on additional appointments to reach an odd number of members on the Judicial Review Committee. The Chief of Clinical Staff shall also agree on alternate members of the committee, as they deem necessary. The Judicial Review Committee shall otherwise be subject to the qualifications for membership set forth in these bylaws.
- B. In the event there is such a joint hearing, the Judicial Review Committee shall report its recommendation to the Board on behalf of this Facility and other KFH Facilities that participate in the joint hearing.

2. Joint Appeal.

Should the practitioner or the Executive Committees of one or more KFH Facilities wish to request appellate review, the provisions of section B-5.g shall apply. In the case of an appellate review of a joint hearing, the Appellate Review Panel must include at least one member of the Clinical Staff of the Facility and each participating KFH Facility. The Appellate Review Panel may consist of more than three members to meet this requirement, but must consist of an odd number of members to avoid deadlock.

h. Reapplication After End of Hearing Procedure.

Upon completion of the hearing and appeals procedure, or upon waiver thereof, the practitioner whose membership and/or privileges have been terminated shall be ineligible to apply for staff membership for at least thirty-six (36) months, unless the Executive Committee chooses to consider the reapplication at an earlier date.

i. Exceptions to Hearing Rights.

1. Actions based on failure to meet the Minimum Qualifications.

A practitioner shall not be entitled to any formal hearing or appellate review rights if his or her membership, application or request is denied, suspended, or terminated, because of

his or her failure to meet minimum qualifications for membership or privileges as established under these Bylaws.

2. Administrative Suspension.

A practitioner shall not be entitled to any formal hearing for any matter related to an administrative hearing as defined in Section B-4.c.2 except as otherwise specified.

3. Allied Health Professionals.

The provisions of Section B-5 of these Bylaws shall not apply to the Allied Health Professionals, except where required by law.

## **ARTICLE C: CLASSIFICATIONS, PREROGATIVES, AND OBLIGATIONS OF THE CLINICAL STAFF**

### **SECTION C-1. ACTIVE STAFF.**

a. Qualifications.

The Active Staff shall consist of practitioners who:

1. Meet the requirements set forth in Sections B-1 through 3.
2. Are engaged in the practice of their professions in the vicinity of the Facility.
3. Regularly care for patients in this Facility; or are otherwise regularly involved in the care of in excess of five (5) patients a year in the Facility; or are regularly involved in Clinical Staff functions, as determined by the Clinical Staff.
4. Have satisfactorily completed appointment in the Provisional Staff Category.

b. Prerogatives.

The prerogatives of an Active Staff member, unless otherwise limited by these Bylaws and Rules and Regulations, shall be to:

1. Exercise privileges as provided in Article G,
2. Be eligible to hold office in the Clinical Staff and to serve on committees.
3. Vote on all matters presented at general and special meetings of the Clinical Staff and committees of which he or she is a member.
4. Attend all scientific and educational meetings.

c. Obligations.

The obligations of Active Staff members include the following:

1. Each member of the Active Staff shall attend not less than one (1) meeting of the Clinical Staff and one third (1/3) of the regular meetings of his or her section, and of Clinical Staff committees of which he or she is a member.
2. Each member of the Active Staff, within the areas of his or her professional competence, shall actively participate in and regularly assist the Facility in fulfilling its obligations related to patient care, including, but not limited to, consultative emergency services.
3. Each member of the Active Staff shall actively participate in peer review and be available to participate in other performance improvement activities, including resource management review, quality evaluation and related monitoring activities, proctoring other Clinical Staff members and Allied Health Professionals, and in performing other related functions as may be required.

### **SECTION C-2. COURTESY STAFF.**

a. Qualifications.

The Courtesy Staff shall consist of practitioners who:

1. Meet the requirements set forth in Sections B-1 through 3.
2. Do not regularly care for patients or are not regularly involved in Clinical Staff functions as determined by the Clinical Staff.

b. Prerogatives.

The prerogatives of a Courtesy Staff member, unless otherwise limited by these Bylaws and Rules and Regulations, shall be to:

1. Exercise privileges as provided in Article G,
2. Be eligible for appointment to any committee;
3. Have the privilege of the floor at any business meeting, but not to vote; and
4. Attend all scientific, educational, and business meetings.

c. Obligations.

1. Courtesy Staff members shall use their best efforts to attend a reasonable number of department, business, scientific and educational meetings.
2. Have satisfactorily completed appointment in the Provisional Staff Category.

### **SECTION C- 3. CONSULTANT STAFF.**

a. Qualifications.

The Consultant Staff shall consist of practitioners who:

1. Meet the requirements set forth in Sections B-1 through 3.
2. Provide consultative services at the Facility.

b. Prerogatives.

The prerogatives of a Consultant Staff member, unless otherwise limited by these Bylaws and Rules and Regulations, shall be to:

1. Provide consultative services patients consistent with his or her privileges as provided in Article G,
2. Be eligible for appointment to any committee;
3. Have the privilege of the floor at any business meeting, but not to vote; and
4. Attend all scientific, educational, and business meetings.

Members of the Consultant Staff shall not admit patients.

c. Obligations.

The obligations of a Consultant Staff member shall include, but not be limited to:

1. Use their best efforts to attend a reasonable number of department, business, scientific and educational meetings; and
2. Satisfactory completion of a term of appointment in the Provisional Staff Category.

#### **SECTION C-4. PROVISIONAL STAFF.**

a. Qualifications.

The Provisional Staff shall consist of practitioners who:

1. Meet the requirements set forth in Sections B-1 through 3.
2. Immediately prior to their application and appointment to the Clinical Staff were not members (or were no longer members) in good standing of this Clinical Staff.

b. Prerogatives.

The prerogatives of a Provisional Staff member, unless otherwise limited by these Bylaws, Rules and Regulations, shall be to:

1. Be eligible for appointment to any committee;
2. Have the privilege of the floor at any business meeting; [but not to vote;] and
3. Attend all scientific, educational, and business meetings; and

4. For Physicians who are Clinical Staff members and desire assignment to and meet the qualifications for the Active and Courtesy staff categories, have the privilege to admit and discharge patients.
- c. Provisional Staff members shall use their best efforts to attend a reasonable number of department, business, scientific and educational meetings.
- d. The Executive Committee may award additional prerogatives and assign additional obligations to individual members of the Provisional Staff.
- e. Term: A member shall remain in the Provisional Staff category until completion of the Initial Evaluation as defined in Section G-2, for a period of one year, not to exceed a total of two years .]

## **ARTICLE D: OFFICERS**

### **SECTION D-1. OFFICERS.**

Only members of the Active Staff shall serve as officers. The officers of the Clinical Staff and their terms of office shall be:

- a. The Chief of Clinical Staff: Six (6) years
- b. The Assistant Chief of Clinical Staff: Six (6) years
- c. The Staff President: Two (2) years

If the Executive Committee so recommends, the Clinical Staff may elect such other officers as needed.

### **SECTION D-2. SELECTION OF OFFICERS.**

The officers of the Clinical Staff listed in a-c above shall be selected as follows:

- a. Chief of Clinical Staff.

The Chief of Clinical Staff shall be a psychiatrist and member of the Clinical Staff, who has at least three years of post-graduate direct clinical experience with the mentally disordered. The Chief of Clinical Staff shall be elected by the Active Staff pursuant to the procedure described in this Section D-2. The Chief of Clinical Staff shall hold office until December 31 of the year in which his or her term expires or until his or her successor is selected and takes office, whichever occurs first. If a Chief of Clinical Staff does not complete his or her term, the successor shall take office as soon as possible.

- b. Assistant Chief of Clinical Staff.

The Assistant Chief of Clinical Staff shall be a psychiatrist and member of the Clinical Staff who has at least three years of post-graduate direct clinical experience with the mentally disordered, appointed by the Chief of Clinical Staff and shall hold office until his or her successor is appointed.

In the event of temporary absences of the Chief of Clinical Staff, the Assistant Chief of Clinical Staff shall serve as Chief of Clinical Staff during such absences. Upon the death, permanent incapacity, termination or resignation of the Chief of Clinical Staff, the Assistant Chief of Clinical Staff shall serve until a Chief of Clinical Staff is elected and takes office.

c. Staff President.

The Staff President shall be elected by the Active Staff at, or prior to the annual business meeting and shall take office commencing January 1 of the following calendar year, and shall continue in office until December 31 of the following calendar year or until his or her successor shall be elected and take office. In the event that, for any reason, a vacancy shall occur in this office, the Executive Committee shall appoint a successor. The officer so appointed shall hold office during the unexpired term of his or her predecessor.

d. Procedure for Electing Clinical Staff Officers.

Any Clinical Staff officer elected by the Active Staff shall be nominated and elected according to the following procedure. An ad hoc nominating committee will be appointed by the Chief of Clinical Staff and will consist of a minimum of three individuals, including the Chief of Clinical Staff. The committee composition shall be selected by the Chief of Clinical Staff from the current Clinical Staff members of the Executive Committee. The Chief of Clinical Staff shall chair the nominating committee, which shall review candidates meeting the qualifications of office as described in these Bylaws and select a single candidate for nomination. The Chief of Clinical Staff will convene the nominating committee to begin the selection process within one hundred twenty (120) days before the expiration of the Clinical Staff officer's term. The candidate will be presented to the Clinical Staff for election via email ballot sent by the Chief of Clinical Staff's office for a vote and the outcome shall be determined by a majority of votes cast by email ballot that are returned to the Chief of Clinical Staff's office within fifteen (15) days after the distribution of the ballots. If the nominated candidate does not receive a majority of the votes cast, the nominating committee shall follow the process above to nominate another candidate.

### **SECTION D-3. DUTIES OF CLINICAL STAFF OFFICERS.**

a. Chief of Clinical Staff.

The Chief of Clinical Staff shall be responsible for the organization and conduct of the Clinical Staff and provide for general supervision of the clinical care of the Facility patients. He or she shall be an ex officio member, with voice and vote, of all committees and shall perform such other duties as the Clinical Staff or the Executive Committee shall designate. He or she shall act in coordination and cooperation with the Facility Administration in matters of mutual concern within the facility. He or she shall serve as the Chairperson of the Executive Committee. He or she shall appoint, with Executive Committee approval, the chairpersons and committee members of all standing and

special Clinical Staff committees, except where otherwise provided by these Bylaws and Rules and Regulations. He or she shall represent the views, policies, needs and grievances of the Clinical Staff to the Facility Administrator and the Board of Directors. He or she shall impart the policies of the Board of Directors to the Clinical Staff. He or she shall be spokesman for the Clinical Staff in professional and public relations. The Chief of Clinical Staff shall supervise the enforcement of these Bylaws and Rules and Regulations.

b. Assistant Chief of Clinical Staff.

The duties of the Assistant Chief of Clinical Staff shall be as follows: 1) those functions delegated by the Chief of Clinical Staff, 2) to serve as Chief of Clinical Staff in his or her temporary absence

c. Staff President.

The Staff President shall have primary responsibility for the administrative aspects of the Clinical Staff. He or she shall call, preside at, and be responsible for the agenda of all general and special meetings of the Clinical Staff. He or she shall be responsible for maintaining a permanent written record of Clinical Staff meetings and of meetings, major actions, and decisions of the Executive Committee, and shall supervise the keeping of all other committee records required by Article E. He or she shall maintain a roster of Clinical Staff members. He or she shall cause to be maintained a record of attendance at all committee meetings. He or she shall conduct such correspondence as the Clinical Staff shall require, and perform such other duties as the Clinical Staff, the Executive Committee, or the Chief of Clinical Staff shall designate.

#### **SECTION D-4. REMOVAL OF STAFF OFFICER.**

- a. The Staff President shall be subject to removal from office by two-thirds vote of the Executive Committee, or by vote of two-thirds of the Active Staff members at a special staff business meeting convened for that purpose. Action for removal may be initiated by the Executive Committee or upon written request of twenty percent (20%) of the members eligible to vote for officers. An Assistant Chief of Clinical Staff shall be subject to removal from office at the discretion of the Chief of Clinical Staff.
- b. Removal of the Chief of Clinical Staff prior to completion of his or her appointed term may be accomplished by a two-thirds majority vote of the Active Staff members. Voting on removal of a Chief of Clinical Staff shall be by secret written mail ballot. The written mail ballots shall be sent to each voting member at least twenty-one (21) days before the voting date and the ballots shall be counted by the Staff President.
- c. An officer who has been removed from office is not entitled to a hearing pertaining to such action.
- d. Cause for removal of an officer shall be any of the following: (1) failure to perform the duties of the office, as described herein; or (2) failure to meet or continue to meet the qualifications of an officer, as described herein; or (3) the inability to serve effectively in the role as an officer.



## ARTICLE E: COMMITTEES

### SECTION E-1. GENERAL.

a. Designation and Approval of Actions.

The committees described in this Article shall be the standing committees of the Clinical Staff. Unless otherwise specified, the members of such committees and the Chairpersons of such committees shall be appointed by the Chief of Clinical Staff subject to the Executive Committee's approval. All committee actions require Executive Committee approval except as otherwise designated in these Bylaws.

b. Composition of Committees: Quorum.

Except for the Executive Committee, the composition of which is specified in Section E-2, each committee shall consist of such number of members as the Chief of Clinical Staff shall appoint, but ordinarily not less than three, a majority of whom shall be selected from the Active Staff. The Chief of Clinical Staff and the Facility Administrator or their designees shall serve ex officio on the committees with voice and vote. Committees reviewing clinical performances or related records shall include representation of the Nursing Department. Other non-physician committee members shall consist of representatives serving on those committees concerned with their respective areas of concentration. They shall be appointed by the Facility Administrator, confirmed by the Executive Committee, and shall have voice and vote.

A quorum of fifty percent of the voting membership shall be required for Executive and Credentials and Privileges Committee meetings. For other committees, a quorum shall consist of one third of the voting members of a committee but in no event less than two (2) voting members.

Unless otherwise specified, meetings should be conducted according to Robert's Rules of Order Newly Revised. Technical or non-substantive departures from such rules shall not invalidate action taken at such a meeting.

c. Appointment and Term of Office.

Committee Chairpersons shall be members of the Active Clinical Staff. They shall be appointed by the Chief of Clinical Staff with Executive Committee approval. Other members of standing committees, including members of the Executive Committee, shall be appointed or reappointed annually by the Chief of Clinical Staff, subject to Executive Committee approval. Committee members, including members of the Executive Committee, may be terminated by the Chief of Clinical Staff upon recommendation of the committee chairperson, for cause.

Participation by all committee members shall be reviewed annually by the Chief of Clinical Staff. Unless otherwise specified, vacancies on any committee shall be filled in the same manner in which original appointment to such committee is accomplished.

d. Committee Minutes.

Each committee shall keep permanent minutes of its proceedings, of the persons attending each meeting and the result of the vote on each matter upon which a vote is taken. Committee minutes shall be kept in such manner and form as the Chief of Clinical Staff shall designate. Committees shall report relevant concerns and findings. As specified by Section E-2., all committee minutes shall be provided to the Executive Committee for review and approval of all recommendations and actions taken.

e. Voting.

Except as otherwise specified, the action of a majority of the members present and voting at a meeting at which a quorum is present shall be the action of the group. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of members. Any action taken must be approved by at least a majority of the required quorum for such meeting. Committee action may be taken by telephone or video conference or electronic mail which shall be deemed to constitute a meeting for the matters discussed in that telephone or video conference or electronic mail. A committee may act without a meeting if a written description of the action is signed by a majority of members entitled to vote. All committee members, including those not members of the Clinical Staff, shall have voice and vote.

f. Provision for Committees.

The functions of two or more standing committees of the Clinical Staff may be combined upon approval of the Executive Committee. Committees shall submit reports to the Board of Directors, through the Executive Committee, as requested.

The standing committees of the Clinical Staff shall be:

1. Executive Committee
2. Credentials and Privileges Committee
3. Special Committees

## **SECTION E-2. EXECUTIVE COMMITTEE.**

The Executive Committee shall consist of the Chief of Clinical Staff, who shall be chairperson of the committee; Staff President, other Clinical Staff officers as applicable; the Facility Administrator or designee and the Nursing Director. Ex officio members may be appointed by the Chief of Clinical Staff with approval of the Executive Committee. Ex officio members shall be members of the Clinical Staff or Facility Administration. The Executive Committee is responsible to ensure the proper functioning of all committees and other activities of the Clinical Staff and to monitor the effectiveness of Clinical Staff activities. The committee shall coordinate the activities and general policies, implement Clinical Staff policies, and act for the Clinical Staff as a whole in the intervals between Clinical Staff meetings under such limitations as may be imposed by the Clinical Staff with respect to both business and clinical matters. It shall receive and act upon reports and recommendations of committees and other groups performing services under the Bylaws

of the Clinical Staff, including infection prevention and control, resource management, pharmacy and therapeutics, risk management and patient safety, quality assessment and performance improvement and medical records (health information management), and practitioner well-being. It shall be responsible for the organization of the performance improvement and patient safety activities of the Clinical Staff as well as the mechanisms used to conduct, evaluate and revise such activities. It shall make recommendations to the Board of Directors on Staff appointments, reappointments, requests for and delineation of Privileges, disciplinary action, and the mechanism for the review of the foregoing, including the processes used to review credentials. The Executive Committee shall establish, as necessary, such ad hoc committees that will fulfill particular functions for a limited period of time and will report directly to the Executive Committee. The Executive Committee shall meet at least monthly, and maintain a permanent record of its proceedings and actions. It shall report at each regular Clinical Staff meeting and submit periodic reports to the Board of Directors at least quarterly and as requested.

### **SECTION E-3. CREDENTIALS AND PRIVILEGES COMMITTEE.**

The Credentials and Privileges Committee shall meet as frequently as necessary and at least quarterly, and shall review, investigate, and evaluate the credentials of all applicants for membership and/or Privileges, and maintain a continuing review of the qualifications and performance of all members of the Clinical Staff and Allied Health Professionals. It shall consider and make recommendations regarding appointment, proctoring, renewal, classification and delineation of privileges and changes therein, as required by these Bylaws. In addition, if requested by the Executive Committee, the Committee shall investigate and report on matters involving any breach of professional standards by Clinical Staff members or Allied Health Professionals. The Committee shall report to the Executive Committee at least quarterly.

### **SECTION E-4. SPECIAL COMMITTEES**

- a. Special committees may be appointed by the Chief of Clinical Staff, by the Executive Committee, or may be created by majority vote of the Active Staff at any Clinical Staff meeting, to aid in carrying out the duties of the Clinical Staff. Such committees shall confine their work to the purposes for which they are appointed.
- b. Joint Liaison Committee.

Disputes between the Clinical Staff and the Facility ordinarily shall be resolved by Facility Administration and elected representatives of the Clinical Staff. To resolve any disputes that cannot be resolved by Facility Administration and the Clinical Staff, the Board and the Chief of Clinical Staff may agree to convene a Joint Liaison Committee composed of the Chief of Clinical Staff, Facility Administrator, one person chosen by the Active Staff and two representatives of the Board of Directors. If a Joint Liaison Committee is convened, upon agreement of the Chief of Clinical Staff and at least one representative of the Board of Directors, a neutral mediator acceptable to both the Chief of Clinical Staff and at least one representative of the Board of Directors may also be engaged to assist in the resolution of the dispute. The Committee shall meet on an ad hoc basis. Meetings may be called upon notification in writing by one member to all other members. A chairperson shall be elected for each meeting. Reports of the committee's deliberations or recommendations shall be made to the Board of Directors, to the Executive Committee, and to the Clinical Staff. A Joint Liaison Committee shall not be the exclusive way of resolving such disputes.

## **ARTICLE F: STAFF MEETINGS**

### **SECTION F-1. ANNUAL MEETING.**

There shall be an annual meeting of the Clinical Staff. The Chief of Clinical Staff shall present reports on actions taken during the preceding year and on other matters of interest and importance to the members. Notice of this meeting shall be given to the members at least 30 days prior to the meeting.

### **SECTION F-2. AGENDA.**

The agenda at the Annual Staff Meeting shall include, as far as possible:

- a. Reading and acceptance of the minutes of the last regular and of all special meetings held since the last regular meeting.
- b. Administrative reports, including results of quality review activities.
- c. The election of officers when required by these Bylaws.
- d. Recommendations for improving patient care within the Facility.
- e. New business.

The agenda at regularly scheduled meetings of the Clinical Staff will follow the foregoing if applicable to the business to be considered.

### **SECTION F-3. QUORUM.**

The presence of one-third of the total membership of the Active Staff at any regular meeting shall constitute a quorum for doing business.

### **SECTION F-4. SPECIAL MEETINGS.**

Special meetings may be held at any time, and may be called by the Executive Committee, Staff President, Chief of Clinical Staff or ten percent (10%) of the Active Staff members may call a special meeting after notifying the Facility Administrator or Chief of Clinical Staff not less than seven days, prior to the meeting. The notice shall state the time and place of the special meeting and describe its purpose and the nature of the business to be transacted. Notice may be sent by electronic mail or any method reasonably likely to give notice to members. If a majority of the Active Staff is present and a majority of the total membership of the Active Staff signifies its assent, any business, including business which would ordinarily be transacted at the annual meeting, may be transacted at a special meeting. Action on any such business shall require approval of a majority of the total number of members of the Active Staff.

### **SECTION F-5. VOTING.**

Except as otherwise specified in these Bylaws, the action of a majority of the members present and voting at a meeting at which a quorum is present shall be the action of the group. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of members, if any action

taken is approved by at least a majority of the required quorum for such meeting, or such greater number as may be required by these Bylaws.

- a. Voting may be conducted by a show of hands, by voice vote, vote by mail, vote by electronic mail, or by secret ballot, as the Chief of Clinical Staff at his or her discretion shall designate. A secret, written ballot shall be required if duly moved and seconded prior to a vote.
- b. The Chief of Clinical Staff, or a Clinical Staff officer in the case of a meeting of the Active Staff, shall be responsible for counting the votes cast and for reporting the results.

#### **SECTION F-6. MINUTES.**

Minutes of all meetings shall be prepared and shall include a record of the attendance of members and the results of votes on each matter upon which a vote is taken. The minutes shall be signed by the Chief of Clinical Staff and forwarded to the Executive Committee.

#### **SECTION F-7. CONDUCT OF MEETINGS.**

Unless otherwise specified, meetings should be conducted according to Robert's Rules of Order Newly Revised. Technical or non-substantive departures from such rules shall not invalidate action taken at such a meeting.

### **ARTICLE G: PRIVILEGES**

#### **SECTION G-1. DETERMINATION OF PRIVILEGES FOR CLINICAL STAFF MEMBERS.**

Each applicant for Clinical Staff membership in any classification shall apply for the privileges for which he or she deems himself or herself qualified. Delineation of privileges shall be based at least upon the applicant's training, experience, demonstrated competence and health status. The applicant's credentials record shall reflect education and/or experience to support the granting of privileges. Certification by the appropriate specialty board is a factor which may be considered in the delineation of privileges. In considering applications, upon the recommendation of the Chief of Clinical Staff, the Credentials and Privileges Committee shall follow the procedure specified in Section B-2.c. Clinical Staff members who choose not to participate in the teaching program are not subject to denial or limitation of privileges for this reason alone.

#### **SECTION G-2. INITIAL EVALUATION AND PROCTORING.**

Practitioners who are granted Privileges shall demonstrate current clinical competence by completing an initial period of monitoring consisting of observation of their practices and/or proctoring and compliance with Clinical Staff Bylaws, Rules and Regulations and facility policies. Newly granted privileges shall be evaluated in a timely manner based on criteria established and approved by the Credentials and Privileges Committee. This requirement may be fulfilled by the collection and review of information from this Facility and other comparable healthcare organizations, to determine whether the practitioner is clinically competent to perform the privileges granted. The Chief of Clinical Staff or designee shall be responsible for proctoring and shall submit proctoring reports and other evidence of compliance to the Credentials and Privileges Committee for its approval. The initial evaluation shall be for a period of one year, unless

extended by the Credentials and Privileges Committee for an additional period of up to one year upon a determination of good cause. The initial evaluation period shall not exceed two (2) years. Failure to successfully complete initial evaluation shall be grounds for termination of membership and/or limitation of Privileges. Such termination shall not be subject to hearing and appeal rights under Section B-5, unless the reason for failure to successfully complete initial evaluation was a Medical Disciplinary Cause or Reason, such that the practitioner is otherwise entitled to the hearing rights afforded under Section B-5

### **SECTION G-3. RENEWAL OF PRIVILEGES.**

At the time of reappointment, each staff member shall submit a written request for specific privileges. Privileges are granted for a period not to exceed two years. Following review and recommendation by the Chief of Clinical Staff, the Credentials and Privileges Committee shall follow the procedure specified in Section B-3-a-3.

### **SECTION G-4. CHANGES IN PRIVILEGES.**

The Chief of Clinical Staff shall maintain a continuing review of the qualification of staff members, and may at any time during the period for which privileges were granted recommend to the Credentials and Privileges Committee that the privileges of any member be limited or revoked. Any Clinical Staff member desiring a change in privileges shall submit a written request to the Chief of Clinical Staff and the Credentials and Privileges Committee. If additional privileges are requested, documentation of appropriate training and clinical competence must accompany the request. Proctoring will occur by defined criteria. Consideration and action on the request shall follow the processes described in Section B-3. The provisions for temporary privileges in Section G-5 shall apply to requests for extension of privileges.

### **SECTION G-5. TEMPORARY PRIVILEGES.**

#### **a. Granting of Temporary Privileges.**

Upon the written concurrence of the Chief of Clinical Staff, (or his or her designee), the Facility Administrator, (or his or her designee), may grant temporary privileges to Clinical Staff licensed to practice in this state. Temporary privileges may also be granted to Allied Health Professionals. Temporary Privileges may be granted when important patient care need mandates an immediate authorization to practice or for new applicants to the Clinical Staff who are awaiting review and approval by the Board. In all circumstances, temporary privileges may be granted for no more than one hundred and twenty (120) days.

Temporary privileges may be granted only upon a showing of current competence and in the circumstances described in subsections G-5.b, c., or d. To be considered for temporary privileges the practitioner must make information available to the Credentials and Privileges Committee which reasonably supports a favorable determination regarding the requested privileges. This shall include evidence of current licensure, qualifications, ability and judgment to exercise the privileges requested, proof of adequate professional liability protection, and other minimum credentials established by Credentialing policy. Before temporary privileges are granted, the practitioner must acknowledge in writing that he or she agrees to be bound by the terms of the Clinical Staff Bylaws, Rules and Regulations, and Facility policies. Any Clinical Staff or Allied Health Professional

exercising temporary privileges shall be under the supervision of the Chief of Clinical Staff to which he or she is assigned. Special requirements of consultation and reporting may be imposed by the Chief of Clinical Staff.

b. Pendency of Application Period.

Temporary privileges described in Section G-5.a. may be granted after verification of a complete application. In such circumstances, an applicant may be granted temporary privileges for a period not to exceed the pendency of the application for a period not to exceed one hundred and twenty (120) days.

c. Care of Specific Patients.

Temporary privileges described in Section G-5.a. may be granted on a case-by-case basis, when an important patient care need mandates immediate authorization to practice and upon receipt of a written application for specific temporary privileges for the care of one or more specific patients. Practitioners requesting temporary privileges more than four (4) times in any 12-month period must apply for membership on the Clinical Staff before being granted the requested privileges.

d. Locum Tenens.

Temporary privileges described in Section G-5.a. may be granted, upon receipt of a written application for locum tenens temporary privileges to a practitioner who is a member in good standing of the Staff of another hospital, in consultation with the Chair of the Credentials and Privileges Committee, finds to be currently competent. Such privileges may be granted for an initial period of thirty (30) days and may be renewed for three successive periods of thirty (30) days each, the total of which may not exceed one hundred and twenty (120) days. Notwithstanding the foregoing, practitioners requesting Locum Tenens temporary privileges after more than 120 days in a twelve (12) month period must first apply for membership on the Clinical Staff before being granted any such extension of privileges.

e. Termination of Temporary Privileges.

Temporary privileges may be terminated by the Chief of Clinical Staff, after making arrangements for the care of patients previously admitted by the terminated practitioner. An appeal shall be available to the practitioner whose temporary privileges have been terminated pursuant to Section B-5.

## **SECTION G-6 DISASTER PRIVILEGES**

The Clinical Staff shall review and approve its role in a disaster in the Facility's Emergency Operations Plan.

a. Disaster privileges may be granted to practitioners who are not currently members of the Clinical Staff:

- (1) In accordance with the Emergency Operations Plan; and

(2) When the Emergency Operations Plan has been activated and the Facility is unable to meet the immediate patient needs with its existing and available Clinical Staff.

- b. Disaster privileges may be granted on a case-by-case basis by the Facility Administrator (or his or her designee) or the Chief of Clinical Staff (or his or her designee) in accordance with the Emergency Operations Plan.
- c. The Clinical Staff shall be responsible for overseeing the performance of practitioners granted disaster privileges in accordance with the Emergency Operations Plan. The Chief of Clinical Staff or Facility Administrator shall determine if disaster privileges for any practitioner shall be extended beyond 72 hours.

## **ARTICLE H: ALLIED HEALTH PROFESSIONALS**

### **SECTION H-1 GENERAL**

- a. Allied Health Professionals shall participate in patient care under the direction of members of the Clinical Staff. Allied Health Professionals may take independent action affecting patient care, within the scope of their competence and authorization. Where statutes, regulations, or joint agreements govern the activities of such personnel within the facility, these sources of authority shall limit the scope of practice. An Allied Health Professional's privileges shall automatically terminate if the Allied Health Professional is no longer under a supervision arrangement with a member of the Clinical Staff. Additional guidelines may be adopted by the Executive Committee upon advice of the Credentials and Privileges Committee and upon consultation with the Chief of Clinical Staff.
- b. Allied Health Professionals shall not be eligible for Clinical Staff membership nor vote in Clinical Staff elections. Except as specified below, their authorization to serve hospitalized patients may be terminated or curtailed without entitlement to a hearing or appeals under section B-5.

However, Allied Health Professionals shall have the right to challenge any action that would constitute grounds for a hearing under Section B-5, by filing a written notice with the Executive Committee within fifteen (15) days of the action. Upon receipt of such notice, the Executive Committee shall conduct an investigation that affords the Allied Health Professional an opportunity for an interview concerning the notice. The interview shall not constitute a "hearing" and need not be conducted according to the procedural rules applicable to hearings under section B-5 of these Bylaws. Before the interview, the Allied Health Professional shall be informed of the general nature of the circumstances giving rise to the action and he or she may present relevant information at the interview. A record of the interview shall be made and a decision on the action shall be made by the Executive Committee

- c. An applicant for Privileges as an Allied Health Professional shall submit a written application, which includes information regarding professional qualifications, work history including past professional practice and hospital or psychiatric health facility affiliations, current license status, professional liability protection, personal and professional references, condition of mental and physical health, and any pending or previous malpractice claims, settlements and judgments or loss of or challenge to licensure, certification, or privileges at any facility or other health care organization. Applicants



shall also agree in writing to be governed by the Bylaws and Rules and Regulations of the Facility and of the Clinical Staff. The above information, along with a request for delineated Privileges within the particular category of Allied Health Professional for which application is being made, shall be reviewed and approved by the Chief of Clinical Staff. The Credentials and Privileges Committee, upon the recommendation of the Chief of Clinical Staff, shall review the application, and recommend to the Executive Committee the Privileges to be granted to the applicant.

The Executive Committee, if it approves the application, shall make its recommendation to the Board of Directors.

- d. An applicant whose request for specific Allied Health Professional privileges is pending may be granted temporary privileges as provided in Section G-5-a and b-e. The Chief of Clinical Staff shall conduct a review, at least every two years, of the qualifications and performance of each Allied Health Professional and may at any time recommend to the Credentials and Privileges Committee that the privileges of the Allied Health Professional be continued, extended, limited, or revoked consistent with the Allied Health Professionals scope of practice. Such action shall be considered by the Credentials and Privileges Committee and a recommendation made to the Executive Committee. The Executive Committee shall determine the delineation of Privileges to be granted for the subsequent two years and submit its recommendation to the Board of Directors for approval.

## **ARTICLE I: MISCELLANEOUS PROVISIONS**

### **SECTION I-1. RULES AND REGULATIONS.**

- a. In addition to these Bylaws, the Clinical Staff shall adopt such Rules and Regulations as may be necessary or desirable for the proper delivery of health care in the Facility.
- b. Policies and procedures may be established for its specialized practice. They shall be consistent with the Bylaws and Rules and Regulations of the Clinical Staff, and shall be subject to the approval of the Executive Committee.

### **SECTION I-2. ADOPTION, REVIEW AND AMENDMENT OF THE BYLAWS, THE RULES AND REGULATIONS AND POLICIES OF THE CLINICAL STAFF.**

- a. Adoption.  

The Bylaws and the Rules and Regulations of the Clinical Staff may be adopted at any meeting of the Clinical Staff by vote of a majority of the members of the Active Staff present, or may be adopted by a majority of all members of the Active Staff by subscription without a meeting.
- b. Effective Date.  

The Bylaws and the Rules and Regulations of the Clinical Staff shall become effective upon approval by the Board of Directors, which approval shall not be unreasonably withheld, and shall replace all previous Bylaws and Rules and Regulations.
- c. Review.

A review will be conducted by a standing or ad hoc committee designated by the Executive Committee as frequently as necessary, but not less often than every three (3) years to determine the need for amendments.

d. Amendments.

Amendment of the Bylaws and Rules and Regulations may be initiated by action of the Clinical Staff, or by the Executive Committee, or by the Board of Directors. No amendments shall be effective until approved by the Board of Directors, which approval shall not be unreasonably withheld.

1. Amendment of Bylaws by Clinical Staff.

- A. Amendments to the Bylaws may be proposed by written petition of twenty-five percent (25%) of the members of the Active Staff submitted to the Executive Committee.
- B. If any amendment is so proposed, a special committee shall be appointed by the Chief of Clinical Staff to consider such proposal. The committee shall report at the next regular meeting or at a special meeting called for the purpose of receiving such reports. The special committee shall present its recommendations as to the proposed amendment to the Active Staff at the meeting or in writing prior to such meeting. Written notice of any such special meeting shall be sent to all members of the Active Staff at least 20 days in advance of the meeting.
- C. The affirmative vote of a majority of the members of the Active Staff present at the meeting shall be required before submitting the proposed amendment of the Bylaws of the Clinical Staff to the Board of Directors.

2. Amendment of Rules and Regulations at Clinical Staff Meetings.

Amendments to the Rules and Regulations may be submitted to vote at any regular meeting of the Clinical Staff without prior notice, or at a special meeting duly called upon written notice containing the time and place of the meeting and the wording of the proposal, and sent to all members of the Active Staff at least 20 days prior to the meeting. Amendments to the Rules and Regulations shall be approved for submission to the Board of Directors upon the affirmative vote of a majority of the members of the Active Staff present at the meeting.

3. Amendments to Bylaws and Rules and Regulations Initiated by the Executive Committee.

Proposed amendments to the Bylaws or the Rules and Regulations may be initiated by the Executive Committee whose proposals then shall be considered and voted upon at Clinical Staff meetings or by ballot as described in subsection 1-2-d.

4. Bylaws and Rules and Regulations - Approval of Amendments by Ballot.

Proposed amendments to the Bylaws or the Rules and Regulations that have been either initiated by the Executive Committee or endorsed by twenty-five percent (25%) of the

Active Staff members, shall be mailed to each Active Staff member within sixty (60) days after the proposed changes are approved or received by the Executive Committee. The notice regarding the proposed changes shall include the exact wording of the proposed amendment(s) and a secret written mail or electronic mail ballot. In order to be counted, a ballot must be received by the Clinical Staff office no later than thirty (30) days after the date the ballots were mailed or electronically mailed. A Clinical Staff officer shall supervise the counting the ballots. The affirmative vote of a majority of the voting members casting valid ballots shall be required for staff approval of the amendment(s).

5. Initiation of Amendments by the Board of Directors.

Amendments to the Bylaws and Rules and Regulations may be proposed by the Board of Directors or by the Executive Committee of the Board. The proposed amendment(s) shall be communicated in writing to the Executive Committee of the Clinical Staff which shall notify the members of the Clinical Staff of the proposal. The Executive Committee shall solicit the response of the staff members and then advise the Board of Directors or its Executive Committee as to the views of the staff regarding the proposed amendment(s). If the staff appears to oppose the proposed amendment(s), the Executive Committee may request a conference with representatives of the Board of Directors as selected by the Chairman of the Board. If the staff appears to favor the proposed amendment, the Executive Committee may arrange for a vote of the staff by ballot, as described in Section I-2-d-4. In no event, however, shall the consideration and action by the Executive Committee and Clinical Staff exceed ninety (90) days from receipt by the Executive Committee of the amendment(s) proposed by the Board of Directors. After such ninety (90) days have elapsed, the Board of Directors may convene a joint conference between members of the Board of Directors appointed by the Chairman of the Board and members of the Clinical Staff approved by the Executive Committee. Notwithstanding the above, neither the Board of Directors nor the Clinical Staff shall unilaterally amend the Bylaws or the Rules and Regulations.

### **SECTION I-3. HISTORY AND PHYSICAL EXAMINATIONS**

A history and physical examination (“H&P”) shall be completed within twenty-four (24) hours after admission or registration, but prior to any procedure, by a practitioner who has been granted clinical privileges to perform the history and physical examination in this Facility. If a history and physical examination has been performed within thirty (30) days prior to admission, a durable, legible copy of this report may be used in the patient’s medical record to satisfy this requirement if an interval H&P is written within 24 hours of admission or registration. The attending physician will write an update note (i.e., interval H&P) addressing: an updated examination of the patient, including whether there have been any changes in the patient’s status and the nature of those changes. The update note (i.e., interval H&P) must be in the medical record or filed with the report of the H&P.

Qualifications: Unless otherwise allowed in this section, the history and physical examination shall be completed by physician members of the Clinical Staff with appropriate clinical privileges

Certified physician assistants and nurse practitioners, as allowed by their scope of practice and facility privileges, may perform all or part of the medical history and physical examination provided that the

findings, conclusions, and assessment of risk shall be countersigned or authenticated by a member of the Clinical Staff with responsibility for the patient's care and appropriate clinical privileges within 24 hours of admission or prior to the performance of a procedure.

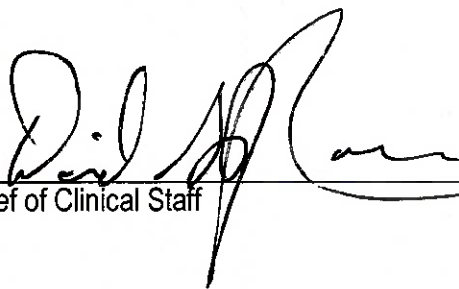
**SECTION I-4. NO RETALIATION** Neither the Clinical Staff, its members or committees heads, the Board of Directors, its chief executive officer, or any other employee or agent of the facility or Clinical Staff, shall discriminate or retaliate, in any manner, against any patient, facility employee, member of the Clinical Staff, or any other health care worker of the health facility because that person has done either of the following.

Presented a grievance, complaint, or report to the facility, to an entity or agency responsible for accrediting or evaluating the facility, or the Clinical Staff of the facility, or to any other governmental entity.

Has initiated, participated, or cooperated in an investigation or administrative proceeding related to, the quality of care, services, or conditions at the facility that is carried out by an entity or agency responsible for accrediting or evaluating the facility or its Clinical Staff, or governmental entity.


The foregoing Bylaws of the Clinical Staff of Kaiser Permanente Psychiatric Health Facility - Santa Clara were adopted by the Clinical Active Staff effective:

10/12/20  
Date

  
\_\_\_\_\_  
Chief of Clinical Staff

The Bylaws were approved by the Board of Directors effective:

5/14/2021  
Date

  
\_\_\_\_\_  
Assistant Secretary

**KAISER FOUNDATION HOSPITALS**

**CERTIFICATE**

I, Bernice Gould, do hereby certify that:

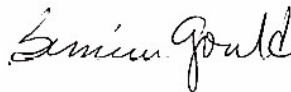
1. I am the duly elected Assistant Secretary of Kaiser Foundation Hospitals, a California nonprofit public benefit corporation (“Corporation”); and
2. As Assistant Secretary of the Corporation, I have custody of the corporate records; and
3. Set forth below is a full, true, and correct copy of a resolution, which was adopted by the Quality and Health Improvement Committee (“Committee”) of the Board of Directors of the Corporation at a meeting duly called and held on May 14, 2021.

RESOLVED, that the proposed amendments to the Bylaws and Rules and Regulations of the Clinical Staff of Kaiser Permanente Psychiatric Health Facility – Santa Clara are approved by the Quality and Health Improvement Committee on behalf of the Board of Directors of Kaiser Foundation Hospitals, effective May 14, 2021.

4. The foregoing resolution has not been amended, modified, superseded or repealed, and is, as of the date of this Certificate, in full force and effect; and

5. Attached hereto as Exhibit A is a full, true and correct copy of the Bylaws and Rules and Regulations of the Clinical Staff of Kaiser Permanente Psychiatric Health Facility – Santa Clara which were approved by the aforementioned resolution of the Committee.

IN WITNESS WHEREOF, the undersigned has signed her name this 14th day of May 2021.



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Bernice Gould  
Assistant Secretary

**Exhibit A**

**Bylaws and Rules and Regulations of the Clinical Staff of  
Kaiser Permanente Psychiatric Health Facility – Santa Clara**