

**MEDICAL STAFF BYLAWS, POLICIES, AND
RULES AND REGULATIONS
OF
VIRTUA HEALTH**

MEDICAL STAFF BYLAWS

MEDICAL STAFF BYLAWS

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APPENDIX A – MEDICAL STAFF CATEGORIES SUMMARY

APPENDIX B – HISTORY AND PHYSICAL EXAMINATIONS

ARTICLE 1

GENERAL

1.A. PREAMBLE

- (1) Virtua-Memorial Hospital Burlington County Medical Staff, Inc. (the “Memorial Staff”) and Virtua-West Jersey Health System Medical Staff, Inc. (the “West Jersey Staff”) are a not-for-profit corporation of the State of New Jersey and are a Section 501(c)(6) tax-exempt organization.
- (2) The two Medical Staffs shall serve as the primary means of accountability to the Board of Trustees of Virtua Health regarding the quality and appropriateness of the professional performance and ethical conduct of their members, and are organized to assure that patient care in Virtua Health is consistently maintained at the level of quality and efficiency achievable by the state of the healing arts and resources locally available.
- (3) To achieve more effectively the above-mentioned purposes through integration and cooperation, the Memorial Staff and West Jersey Staff desire to be governed by a single set of Medical Staff Bylaws.
- (4) While the Board of Trustees of Virtua Health has the power and authority to appoint, remove and reappoint members of the Medical Staff and to grant clinical privileges to such persons consistent with these Bylaws and associated policies, the MECs of the two Medical Staffs shall make recommendations to the Board on such matters, and, further, shall exercise independent governing authority over all other matters of their respective corporations, except as may be expressly limited by the members of the corporations.
- (5) Virtua Health has delegated primary responsibility for quality assurance and performance improvement within Virtua Health to the MECs of the two Medical Staffs.

1.B. ORGANIZATION OF THE MEDICAL STAFFS

- (1) The Medical Staffs shall be organized into two Divisions, Virtua North (or the “Memorial Division”) and Virtua South (or the “West Jersey Division”).
- (2) Each Division shall elect its Division officers and appoint its Division committees in accordance with the Bylaws.
- (3) The Divisions shall endeavor to coordinate their activities, to the extent reasonably feasible, in order to promote efficiency and consistency within Virtua.
- (4) Department Chairs in the same specialty at the two Divisions shall meet as needed to coordinate efforts and to promote efficiency and consistency within the Hospitals. The Department Chairs shall report to their respective MECs as to the substance and results, if any, of said meetings.
- (5) Standing committees of the Medical Staff at each Division shall meet jointly at least annually to coordinate efforts to the extent reasonably feasible, to promote efficiency and consistency within the Hospitals. Committee minutes will be submitted to the MEC on a quarterly basis. The Committees shall report to their respective MECs on an as-needed basis.

1.C. DEFINITIONS

- (1) The definitions that apply to terms used in all the Medical Staff documents are set forth in the Medical Staff and Advanced Practice Provider Credentials Policy (“Credentials Policy”).
- (2) For ease of use, and unless specified otherwise, any reference in these Bylaws to a member of Hospital administration, a Medical Staff leader, or a Medical Staff committee shall be interpreted as a reference to a member of Hospital administration, a Medical Staff leader, or a Medical Staff committee at Virtua North or Virtua South, as applicable.

1.D. DELEGATION OF FUNCTIONS

- (1) When a function under these Bylaws is to be carried out by a member of Hospital administration, by a Medical Staff member, or by a Medical Staff committee, the individual, or the committee through its chair, may delegate performance of the function to a qualified designee who is a practitioner or Hospital employee (or a committee of such individuals). Any such designee must treat and maintain all credentialing, privileging, and peer review information in a strictly confidential manner and is bound by all other terms, conditions, and requirements of the Medical Staff Bylaws and related policies. In addition, the delegating individual or committee is responsible for ensuring that the designee appropriately performs the function in question. In addition, if the designee is performing ongoing functions, the delegation is subject to the review of the applicable MEC.

- (2) When a Medical Staff member is unavailable or unable to perform a necessary function under these Bylaws, one or more of the Medical Staff Leaders may perform the function personally or delegate it to another appropriate individual.

1.E. MEDICAL STAFF DUES

- (1) Annual Medical Staff dues shall be as may be recommended by the MEC and may vary by category, as outlined in the Medical Staff Rules and Regulations.

- (2) Dues shall be payable upon request. Failure to pay dues as defined by the Bylaws will be considered a voluntary resignation from the Medical Staff.

- (3) Signatories to the Hospital's Medical Staff account shall be the President of the Medical Staff, the Vice President of the Medical Staff, and the Secretary-Treasurer.

ARTICLE 2

CATEGORIES OF THE MEDICAL STAFF

2.A. GENERAL

- (1) Qualifications and conditions for appointment to the Medical Staff at Virtua North or Virtua South are outlined in the Credentials Policy. The qualifications for appointment to the specific staff categories are outlined below.
- (2) All members and new applicants will designate either Virtua North or Virtua South as their Primary Division. Individuals who intend to be clinically active at both Hospitals must still designate one location as primary and the other as secondary.
- (3) The purpose of the Primary Division designation is to clarify a member's Medical Staff prerogatives and responsibilities. Members will generally be expected to serve on committees and fulfill emergency service and other patient care obligations only at their Primary Division.
- (4) If a Medical Staff member is clinically active at both Virtua North and Virtua South, the Credentials Committee has the discretion to assess the individual's clinical practice activity at each Hospital and, irrespective of that member's designation of his or her Primary Division, make a final determination as to which Hospital should be the Primary Division and which will be Secondary.
- (5) All categories, with the respective rights and obligations of each, are summarized in the chart attached as **Appendix A** to these Bylaws.

2.B. ACTIVE STAFF

2.B.1. Qualifications:

Active Members are Physicians, Dentists and Podiatrists (i) who satisfy the qualifications set forth in the Credentials Policy, (ii) who practice primarily at Virtua as defined in these Bylaws, and (iii) who meet the attendance requirements outlined in Section 6.C.6 of these Bylaws.

2.B.2. Prerogatives and Responsibilities:

- (a) Active Members are eligible to vote, hold office and serve on committees as assigned.
- (b) Active Members shall pay application fees and dues.
- (c) A Member, upon initial appointment to the Medical Staffs, shall not be eligible for appointment to the Active Staff for a period of two years, provided that such period may be reduced upon recommendation of the Department Chair and MEC.
- (d) Active Members shall also:
 - (1) assume all the responsibilities of membership on the Active Staff, including committee service, emergency call, care for unassigned patients and evaluation of members during the provisional period;
 - (2) actively participate in the peer review and performance improvement process;
 - (3) accept consultations when requested; and
 - (4) attend applicable meetings.

2.C. ASSOCIATE STAFF

2.C.1. Qualifications:

Associate Member status shall be limited to Physicians, Dentists and Podiatrists who:

- (a) satisfy the qualifications set forth in the Credentials Policy; and
- (b) are in the process of becoming eligible for appointment to the Active Staff*; or
- (c) either do not satisfy the requirements for membership on the Active Staff, or desire to be assigned to the Associate Staff, notwithstanding their eligibility for assignment to the Active Staff.

* Associate Staff members who seek to advance to the Active Staff must be able to demonstrate that they have met the applicable attendance requirements required for Active Staff membership.

2.C.2. Prerogatives and Responsibilities:

- (a) Associate Members shall not vote or hold office unless the President of the Medical Staff, at his/her discretion, assigns that member to a committee, in which case the Associate Member shall be bound by the relevant attendance requirements and have a vote in that committee.
- (b) Associate Members shall pay the same dues as Active Members.
- (c) Associate Members also:
 - (1) may attend and participate in Medical Staff and department meetings (without vote);
 - (2) shall assume all the responsibilities of membership on the Associate Staff, including committee service, emergency call, care for unassigned patients and evaluation of members during the provisional period;
 - (3) shall accept consultations when requested; and

- (4) shall cooperate in the peer review and performance improvement process.

2.D. AFFILIATE STAFF

2.D.1. Qualifications:

- (a) The Affiliate Staff shall consist of Physicians, Dentists and Podiatrists who desire to be associated with, but who do not intend to establish a practice at, Virtua Health System. The primary purpose of the Affiliate Staff is to promote professional and educational opportunities, including continuing medical education, and to permit these individuals to access Virtua's services for their patients by referral of patients to Active Staff members for admission and care.
- (b) Individuals requesting appointment to the Affiliate Staff must submit an application and satisfy the qualifications set forth in the Credentials Policy.

2.D.2. Prerogatives and Responsibilities:

- (a) Affiliate Staff members:
 - (1) may visit their hospitalized patients and review their hospital medical records, but may not admit patients, attend patients, exercise any clinical privileges, write orders or progress notes, make notations in the medical record, or actively participate in the provision or management of care to patients at the Hospital;
 - (2) may attend educational activities of the Medical Staffs and Virtua Health System;
 - (3) may be appointed to serve on committees;
 - (4) may use Virtua's diagnostic facilities; and

- (5) must pay dues.

- (b) The grant of Affiliate Staff appointment is a courtesy only, which may be terminated by the Board upon recommendation of the MEC, with no right to a hearing or appeal.

- (c) Affiliate Staff members shall not vote or hold office unless the President of the Medical Staff at his/her discretion, assigns the member to a committee, in which case the Affiliate Staff member shall be bound by the relevant attendance requirements and have a vote in that committee.

2.E. HONORARY STAFF

2.E.1. Qualifications:

The Honorary Staff is designed for practitioners who deserve special recognition. Honorary Staff Members shall meet at least two of the following criteria:

- (a) made significant contribution to specialty (publication, education, testing development);

- (b) made significant contribution to the local community;

- (c) developed or pioneered a new therapy or procedure in specialty field;

- (d) performed humanitarian work; or

- (e) participated in two or more major hospital committees.

Additionally, there must be absence of any disciplinary actions (Mandatory).

Any individuals requesting Honorary Category should submit the request to Medical Staff Services, who will then notify the Department Chair/Chief. The Chief and Chair will discuss the individual at their department meeting. As a result, the decision is left to the departments who know the individual to best make the determination. The Chief/Chair should also support the nomination.

Once it is agreed in a department that a member should be nominated for Honorary Category, the recommendation should be presented by the Chair/Chief of the individual's department to the MEC. The MEC takes a vote to make the ultimate decision.

2.E.2. Prerogatives and Responsibilities:

Honorary Members:

- (a) are not eligible to admit or care for patients at the Hospital(s);
- (b) may attend Medical Staff, Division, department, or section meetings, but may not vote or hold office; and
- (c) are not required to pay dues.

2.F. ADJUNCT STAFF

2.F.1. Qualifications:

Adjunct members are Physicians, Dentists and Podiatrists (i) who satisfy the qualifications set forth in the Credentials Policy and (ii) who practice on a temporary or intermittent basis at Virtua. Included in this category are locum tenens practitioners and members of the military.

2.F.2. Prerogatives and Responsibilities:

- (a) Adjunct members are not eligible to vote or hold office.

- (b) Adjunct members may be appointed to serve on a committee and may vote if so assigned.
- (c) Adjunct members shall pay application fees and dues.
- (d) Adjunct members shall also assume those responsibilities of membership as may be assigned by the relevant Department Chair and consistent with the obligations of the physician for whom they are providing coverage.
- (e) Adjunct members may not transfer to a category of the Medical Staff without submitting a new application and proceeding through the same application process as all applicants to the Active or Affiliate Category.
- (f) The appointment as an Adjunct member is a courtesy only, which may be terminated by the Board upon recommendation of the MEC, with no right to a hearing or appeal.

2.G. ADVANCED PRACTICE PROVIDER STAFF

2.G.1. Qualifications:

The Advanced Practice Provider Staff consists of providers who provide a medical level of care or perform surgical tasks in accordance with New Jersey law, their clinical privileges granted by the Hospital, and subject to the practice guidelines outlined in the Medical Staff and Advanced Practice Provider Policy. The Advanced Practice Provider Staff **is not** a category of the Medical Staff, but is included in the Medical Staff Bylaws and associated policies for convenient reference.

2.G.2. Prerogatives and Responsibilities:

Advanced Practice Providers:

- (a) may function in the Hospital under the oversight of a Supervising/Collaborating Physician, as applicable, and as permitted by their license and clinical privileges;
- (b) may attend applicable department meetings (without vote);
- (c) may serve on a Medical Staff committee, if invited, with voting rights to be determined by the presiding officer;
- (d) must actively participate in the professional practice evaluation and performance improvement processes; and
- (e) must pay applicable fees, dues, and assessments.

ARTICLE 3

MEDICAL STAFF OFFICERS

3.A. MEDICAL STAFF OFFICERS

3.A.1. Designation:

The officers of the Medical Staff shall be the President of the Medical Staff, the Vice President, and the Secretary-Treasurer.

3.A.2. Term of Office:

Officers shall serve for a term of two years or until a successor is elected or appointed. No Medical Staff member shall serve more than two consecutive terms in the same office.

3.A.3. Duties:

- (a) The President of the Medical Staff shall:
- (1) act in coordination and cooperation with Hospital administration in matters of mutual concern involving the care of patients in the Hospital;
 - (2) represent and communicate the views, policies and needs, and report on the activities of the Medical Staff to the CEO and the Board;
 - (3) call, preside at, and be responsible for the agenda of all meetings of the Medical Staff and the MEC;

- (4) chair the MEC (with vote, as necessary) and be a member of all other Medical Staff committees, *ex officio*, without vote;
- (5) consult with the Administrative Physician Leaders on matters of special concern to the Medical Staff and act as the medical liaison with the Administrative Physician Leaders to assist in settling grievances and problems of the Medical Staff;
- (6) participate in the site surveys of The Joint Commission and State Department of Health and Senior Services and other regulatory body activities as required;
- (7) act as an *ex officio* member of the Virtua Board;
- (8) coordinate with the Medical Staff President of the other Division;
- (9) promote adherence to the Bylaws, policies, Rules and Regulations of the Medical Staff and with the Policies and Procedures of the Hospital; and
- (10) perform all functions authorized in all applicable policies, including collegial intervention in the Credentials Policy.

(b) The Vice President of the Medical Staff shall:

- (1) serve on the MEC, with vote, and other committees, as appointed by the President of the Medical Staff;
- (2) conduct periodic reviews of Medical Staff policies and make recommendations for appropriate amendments and revisions;
- (3) assume all such additional duties as are assigned to him or her by the President of the Medical Staff or the MEC; and

- (4) become President of the Medical Staff upon completion of the President of the Medical Staff's term.
- (c) The Secretary-Treasurer shall:
- (1) serve on the MEC, with vote;
 - (2) be responsible for the collection of and accounting for any funds in the Medical Staff Account and report to the Medical Staff on such funds;
 - (3) create an annual Medical Staff budget for presentation to the Division MEC during the fourth quarter of the Medical Staff Year, monitor the budget, and regularly report its status to the MEC;
 - (4) assume all such additional duties as are assigned to him or her by the President of the Medical Staff or the MEC; and
 - (5) become Vice President of the Medical Staff upon completion of the Vice President of the Medical Staff's term.

3.B. NOMINATION AND ELECTION PROCESS FOR OFFICERS

3.B.1. Eligibility Criteria:

Only those members of the Medical Staff who satisfy the following criteria initially and continuously shall be eligible to serve as an officer of the Medical Staff, unless an exception is recommended by the MEC and approved by the Board. They must:

- (a) be appointed to the Active Staff and have served on the Medical Staff for at least two years;

- (b) have no past or pending adverse recommendations concerning Medical Staff appointment or clinical privileges;
- (c) not presently be serving as a Medical Staff officer, Board member, Department Chair, or committee chair at any other hospital that is not affiliated with Virtua Health, and shall not so serve during their term of office;
- (d) be willing to faithfully discharge the duties and responsibilities of the position;
- (e) have demonstrated an ability to work well with others; and
- (f) disclose if they have a contractual or employment relationship with the Hospital or any financial relationship (i.e., an ownership or investment interest or a compensation arrangement) with an entity that competes with the Hospital or any affiliate, other than those services provided within a practitioner's office and billed under the same provider number used by the practitioner. Any such disclosure shall be considered by the Nominating Committee in order to make a determination as to whether the individual is eligible for the position at issue.

3.B.2. Nominations:

- (a) The Nominating Committee shall consist of a minimum of seven members, including at least one past president of the Medical Staff. The current Medical Staff President shall appoint the Nominating Committee and the chair of said committee. Vacancies on the Nominating Committee shall be filled by appointment by the President of the Medical Staff.
- (b) The Nominating Committee shall commence its deliberations in January in the year an election is held. It shall use a search process to develop the slate of candidates. The Committee shall notify the Members by mail or posting, and any Member in good standing may submit his/her name along with the position sought. The Committee shall select the best candidates from the pool of candidates. Interviews will be held at the discretion of the Committee. The Committee may put more than one name on the slate for any given position.

- (c) The Nominating Committee shall present a slate of candidates for the elected Officers. Each candidate listed on the slate shall file with Medical Staff Services a written statement of his/her credentials for the position sought and meet the eligibility criteria in Section 3.B.1.
- (d) Members seeking office who are not included in the Nominating Committee slate shall submit written notice of their candidacy, supported by a petition of not fewer than 50 active Members, and the position sought to Medical Staff Services at least 30 days prior to the annual meeting. Such “at-large” candidates also shall provide a written statement of their credentials for the position sought which shall be available for review in Medical Staff Services.

3.B.3. Election Process:

- (a) The Nominating Committee shall post the slate of candidates in one or more conspicuous places and shall e-mail the slate at least 45 days prior to the annual meeting. Members shall be informed by e-mail that the candidates’ written statements are available for review in Medical Staff Services. Twenty days prior to the Annual Staff Meeting e-mail notification will be sent to the members with the slate of candidates. The e-mail shall clearly distinguish the Nominating Committee slate from the at-large candidates.
- (b) At the Annual Medical Staffs Meeting, the election shall take place. Members eligible to vote may vote for any candidate whose name was posted. No nominations shall be taken from the floor.
- (c) Voting shall be closed ballot. If no candidate receives a majority of the votes cast, an additional vote shall be taken between the candidates with the two highest number of votes.

3.C. REMOVAL, RESIGNATIONS, AND VACANCIES

3.C.1. Removal:

- (a) A vote by the MEC to remove an elected officer or member of the MEC may be initiated by a two-thirds vote of the MEC, a two-thirds vote of the Active Staff, or by the Board. Grounds for removal shall be:
- (1) failure to comply with applicable policies, Bylaws, or Rules and Regulations;
 - (2) failure to continue to satisfy any of the criteria in Section 3.B.1 of these Bylaws;
 - (3) failure to perform the duties of the position held;
 - (4) conduct detrimental to the interests of the Hospital and/or its Medical Staff; or
 - (5) an infirmity that renders the individual incapable of fulfilling the duties of that office.
- (b) The individual shall be given 10 days' written notice of the date of the MEC meeting at which action is to be considered. The individual shall be afforded an opportunity to speak to the MEC at this meeting prior to the vote on removal.

3.C.2. Resignations:

Any elected officer may resign at any time by giving written notice to the MEC. Such resignation takes effect on the date of receipt, when a successor is elected, or any later time specified therein.

3.C.3. Vacancies:

If a vacancy in any office should occur, each of the remaining officers shall advance one position (i.e., the Vice President will become President, etc.), as necessary to ensure the higher positions are filled. In such instances, the MEC shall appoint an interim officer to the lowest open position, and all of the officers will complete the remainder of the term.

ARTICLE 4

CLINICAL DEPARTMENTS

4.A. ORGANIZATION

4.A.1. Organization of Departments and Sections:

- (a) The Medical Staff shall be organized into the departments and sections as listed in the Medical Staff Organization Manual.
- (b) Subject to the approval of the Board, the MEC may create or eliminate departments, create or eliminate sections within departments, or otherwise reorganize the department structure.

4.A.2. Assignment to Departments and Sections:

- (a) Upon initial appointment to the Medical Staff, each member shall be assigned to a clinical department and section, if applicable. Assignment to a particular department or section does not preclude an individual from seeking and being granted clinical privileges typically associated with another department.
- (b) An individual may request a change in department or section assignment to reflect a change in the individual's clinical practice.
- (c) Department or section assignment may be transferred at the discretion of the MEC.

4.A.3. Functions of Departments:

The departments shall be organized for the purpose of implementing processes (i) to monitor and evaluate the quality and appropriateness of the care of patients served by the departments; (ii) to monitor the practice of all those with clinical privileges or a scope of practice in a given department; and (iii) to organize appropriate specialty coverage of the Emergency Department, consistent with the provisions in these Bylaws and related policies.

4.B. DEPARTMENT CHAIRS

4.B.1. Qualifications:

Each Department Chair must be willing to serve and meet the following qualifications, unless waived by the MEC:

- (a) be appointed to the Active Staff and have served on the Medical Staff for at least two years;
- (b) have no past or pending adverse recommendations concerning Medical Staff appointment or clinical privileges; and
- (c) be certified by an appropriate specialty board or possess comparable competence, as determined through the credentialing and privileging process.

4.B.2. Selection and Term of Department Chairs:

- (a) Department Chairs shall be appointed to four-year terms. Terms shall begin the first day of January of the first year in the four-year term or as soon after that date as a chair is confirmed by the MEC. There is no limit on the number of consecutive terms which may be served.
- (b) If a position becomes vacant during the four-year term:
 - (1) The President of the Medical Staff shall appoint an interim chair to serve until a new chair is confirmed by the MEC.

- (2) The new chair will be appointed using the same process for identification, selection and confirmation as for any other appointment. The new chair will finish the four-year term during which the vacancy was created.
- (c) Identification of candidates:
- (1) Medical Staff Services shall send a call for candidates to the members of the department(s) 90 days prior to the start of a new term. Eligible candidates will submit a statement of intent and credentials for the position sought, as well as a current curriculum vitae, to Medical Staff Services no later than 20 days after the call for candidates is announced. Candidates also must complete a Virtua conflict of interest disclosure.
 - (2) Medical Staff Services will notify the President of the Medical Staff of the names of candidates seeking the position.
 - (i) If the only candidate is an incumbent Department Chair, then the President of the Medical Staff shall present that candidate to the MEC for confirmation.
 - (ii) In all other cases, the President of the Medical Staff will appoint a selection committee and follow the process as defined in Section 4.B.2(d) below.
- (d) Selection process with multiple or non-incumbent candidates:

The President of the Medical Staff shall appoint a selection committee to consider the candidate(s) for the Department Chair position.

- (1) Voting members of the selection committee will include the following active Medical Staff members: one committee chair (who will be a past President of the Medical Staff if available), three members of the department whose chair is being selected, three current chairs of other departments, and two at-large members.

- (2) Non-voting members of the selection committee will include one physician representative from Medical Staff Services, one representative from nursing administration (Chief Nursing Officer, VP Patient Care or Administrative Director) and one representative from Division administration (Senior Vice President or designee).
 - (3) The President of the Medical Staff at his/her discretion will appoint additional selection committee members if needed to have adequate representation of the department.
 - (4) All members of the selection committee must fully disclose any conflicts or potential conflicts of interest.
- (e) Medical Staff Services will notify all members of the department of the candidates through e-mail. Members of the department will have the opportunity to submit feedback in writing or in person to the selection committee prior to the selection committee's decision.
- (f) The committee shall consider the candidates for the Department Chair position. The committee shall consider the candidate's training, experience, clinical abilities, peer respect, ethical standards and anticipated ability to carry out the duties and responsibilities of a Department Chair. The committee shall notify the President of the Medical Staff and Medical Staff Services of its nominee no less than 40 days prior to the start of the term.
- (g) Medical Staff Services shall submit the name of the nominee electronically to active members of the department. Members of the department will have ten days to vote electronically to ratify the nominee. Whenever possible, the vote should be completed at least 30 days prior to the start of the term.
- (1) If greater than 50 percent of the active members of the department vote to reject the nominee, then the selection committee will be reconvened for the purpose of selecting a nominee. A new call for candidates may be made at the request of the committee.

(2) If the nominee is not rejected by greater than 50 percent of the active members of the department, then the name of the nominee shall be submitted to the MEC for confirmation.

(3) Confirmation by the MEC and the Virtua Board:

(a) The MEC shall confirm the nominee for Department Chair by a majority vote (>50% of the votes at an MEC meeting at which a quorum is present or an affirmative vote from >50% of those eligible to vote if the vote is conducted electronically).

(b) The name of the Department Chair will be submitted to the Virtua Board for approval.

(c) Removal of Department Chair:

(1) Removal of a Department Chair during a term of office may be initiated by:

(i) a two-thirds vote of all active members in the department which must be ratified by a two-thirds vote of the MEC;

(ii) a two-thirds vote by the MEC; or

(iii) the Board on its own motion.

(2) The chair whose removal is proposed must be provided with special notice of the meeting at which such action will be discussed and this special notice must be given at least ten days prior to the date of the meeting. The individual will be afforded an opportunity to be heard prior to the taking of any vote on such removal. Such removal will be effective upon approval of the Virtua Board.

4.B.3. Duties of Department Chairs:

Department Chairs shall work in collaboration with Medical Staff Leaders and other Hospital personnel to collectively be responsible for the following:

- (a) all clinically-related activities of the department;
- (b) all administratively-related activities of the department, unless otherwise provided for by the Hospital;
- (c) continuing surveillance of the professional performance of all individuals in the department who have delineated clinical privileges;
- (d) recommending criteria for clinical privileges that are relevant to the care provided in the department;
- (e) evaluating requests for clinical privileges for each member of the department;
- (f) developing the emergency call schedule for each specialty within their department or delegating that responsibility to a Section Chief;
- (g) the integration of the department into the primary functions of the Hospital;
- (h) the coordination and integration of interdepartmental and intradepartmental services;
- (i) the development and implementation of policies and procedures that guide and support the provision of care, treatment and services;
- (j) determination of the qualifications and competence of department personnel who are not licensed independent practitioners and who provide patient care, treatment and services;

- (k) recommendations for a sufficient number of qualified and competent persons to provide care or services;
- (l) continuous assessment and improvement of the quality of care and services provided;
- (m) maintenance of quality monitoring programs, as appropriate;
- (n) recommendations for space and other resources needed by the department;
- (o) assessing and recommending off-site sources for needed patient care services not provided by the department or the Hospital;
- (p) evaluation of individuals to assist with Ongoing Professional Practice Evaluation and Focused Professional Practice Evaluation;
- (q) the orientation and continuing education of all persons in the department;
- (r) reviewing and reporting on applications for appointment, reappointment, and clinical privileges, and participating in interviews as necessary; and
- (s) performing all functions authorized in the Credentials Policy, including collegial intervention.

4.B.4. Biennial Review of Department Chairs:

- (a) Department Chairs will be reviewed on a biennial basis. This review will occur in September of the second and fourth years of the term.
- (b) The review will be conducted by a committee appointed by the President of the Medical Staff and will include: the Medical Staff Officers, another Department Chair, one at-large member at the discretion of the President, a designated Administrative

Physician Leaders, and one representative from Hospital administration (i.e., the Senior Vice President or designee). A representative from nursing administration (i.e., Chief Nursing Officer, VP Patient Care or Administrative Director) may also be included at the discretion of the President.

- (c) The Department Chair will present a brief report with respect to the performance of his or her department during the previous two years.
- (d) The review committee will focus on goals for the department and the chair in the next two years in the context of the larger goals of the Medical Staff and Virtua Health. The review committee will provide feedback to the chair regarding his or her performance, as needed.

4.B.5. Removal of Department Chair:

- (a) A vote by the MEC to remove a Department Chair may be initiated by a two-thirds vote of the department, a two-thirds vote of the MEC, the Board, or by the biennial Department Chair review committee. Grounds for removal shall be:
 - (1) failure to comply with applicable policies and Bylaws;
 - (2) failure to continue to satisfy any of the criteria in Section 4.B.1 of these Bylaws;
 - (3) failure to perform the duties of the position held;
 - (4) suspected conduct detrimental to the interests of the Hospital and/or its Medical Staff; or
 - (5) an infirmity that renders the individual incapable of fulfilling the duties of that office.

- (b) The individual shall be given 10 days' written notice of the date of the MEC meeting at which action is to be considered. The individual shall be afforded an opportunity to speak to the MEC at this meeting prior to a vote on removal.

4.C. CLINICAL SECTIONS

4.C.1. Section Requirements:

Sections shall generally have no meeting or minutes requirements. Only when sections are making formal recommendations to a department will a report be required from the Section Chief.

4.C.2. Section Activities:

Sections may perform any of the following activities:

- (a) continuing education;
- (b) performance improvement opportunities;
- (c) grand rounds;
- (d) discussion of policy or equipment needs; and/or
- (e) development of recommendations for Department Chair.

4.C.3. Section Chiefs:

- (a) The relevant Department Chair will appoint a Section Chief who meets the criteria outlined in Section 4.B.1 of these Bylaws. The selection of the Section Chief will be

ratified by the MEC and approved by the Board. The Section Chief may be removed at the discretion of the relevant Department Chair.

- (b) The duties of the Section Chief include:
- (1) evaluating and reporting on specialty-specific privilege requests;
 - (2) recommending specialty-specific privileging criteria;
 - (3) monitoring and evaluating the quality of medical care and patient safety provided by the section;
 - (4) appointing a vice chief who shall act on behalf of the Section Chief in his/her absence;
 - (5) being responsible for the supervision of medical and administrative functions of the Section, and developing and implementing rules and regulations in accordance with Section policies. The chief or designee shall review, with the assistance of Medical Staff counsel, all Section policies on a periodic basis for compliance with local, state, or federal regulations and/or Virtua policies, rules, and regulations. The chief shall submit a set of the policies to Medical Staff Services within five business days of completing the review;
 - (6) establishing and enforcing a policy obligating the Section members to provide appropriate and necessary professional services to patients who are unable to pay or who require emergent care. This shall include scheduling section members for emergency on-call and clinic coverage as required by these Bylaws; and
 - (7) performing such other duties as may from time to time be requested by the Department Chair.

ARTICLE 5

MEDICAL STAFF COMMITTEES AND
PERFORMANCE IMPROVEMENT FUNCTIONS

5.A. MEDICAL STAFF COMMITTEES AND FUNCTIONS

This Article and the Medical Staff Organization Manual outline the Medical Staff committees that carry out ongoing and focused professional practice evaluations and other performance improvement functions that are delegated to the Medical Staff by the Board.

5.B. APPOINTMENT OF COMMITTEE CHAIRS AND MEMBERS

- (1) Unless otherwise indicated in these Bylaws or the Organization Manual:
 - (a) all committee chairs and members shall be appointed by the President of the Medical Staff, in consultation with the Administrative Physician Leaders;
 - (b) all Hospital and administrative representatives on the committees shall be appointed by the designated Administrative Physician Leader, in consultation with the President of the Medical Staff. All such representatives shall serve on the committees, without vote; and
 - (c) the President of the Medical Staff, the designated Administrative Physician Leader, and the CEO shall be *ex officio* members, without vote, on all committees.
- (2) All committee members must signify their willingness to meet basic expectations of committee membership as set forth in Section 3.B of the Medical Staff Organization Manual.

- (3) Advanced Practice Providers may also be appointed to serve as voting members of Medical Staff committees.
- (4) Unless otherwise provided by a specific committee composition, committee chairs and members shall be appointed for an initial term of two years, and may serve additional terms. All appointed chairs and members may be removed and vacancies filled by the President of the Medical Staff at his/her discretion.

5.C. MEETINGS, REPORTS AND RECOMMENDATIONS

Unless otherwise indicated, each committee described in these Bylaws or in the Medical Staff Organization Manual shall meet as necessary to accomplish its functions, and shall maintain a permanent record of its findings, proceedings, and actions. Each committee shall make a timely written report after each meeting to the MEC and to other committees and individuals as may be indicated.

5.D. MEDICAL EXECUTIVE COMMITTEE

5.D.1. Composition:

- (a) The MEC shall include the following voting members:
 - the Medical Staff Officers;
 - the Department Chairs;
 - the Chair of the Credentials Committee; and
 - up to five members-at-large, who shall be Active Staff members in good standing and, where possible, broadly representative of the specialties on the Medical Staff, as selected by the President of the Medical Staff.

- (b) The President of the Medical Staff will chair the MEC.
- (c) The CEO, CCO, and CMO shall be *ex officio* members of the MEC, without vote.
- (d) Other Medical Staff members or Hospital personnel may be invited to attend a particular MEC meeting (as guests, without vote) in order to assist the MEC in its discussions and deliberations regarding any issue on its agenda. These individuals shall be present only for the relevant agenda item and may be excused for all others. Such individuals are an integral part of the MEC review processes and are bound by the same confidentiality requirements as the standing members of the MEC.

5.D.2. Duties:

The MEC is delegated the primary authority over activities related to the functions of the Medical Staff and performance improvement activities regarding the professional services provided by individuals with clinical privileges. This authority may be removed or modified by amending these Bylaws and related policies. The MEC is responsible for the following:

- (a) acting on behalf of the Medical Staff in the intervals between Medical Staff meetings;
- (b) coordinating activities, policies, and strategies with the MEC of the other Hospital, so as to provide that the Medical Staff functions as one body;
- (c) recommending directly to the Board on at least the following:
 - (1) the Medical Staff's structure;
 - (2) the mechanism used to review credentials and to delineate individual clinical privileges;
 - (3) applicants for Medical Staff appointment and reappointment;

- (4) delineation of clinical privileges for each eligible individual;
 - (5) participation of the Medical Staff in Hospital performance improvement activities and the quality of professional services being provided by the Medical Staff;
 - (6) the mechanism by which Medical Staff appointment may be terminated;
 - (7) hearing procedures; and
 - (8) reports and recommendations from Medical Staff committees, departments, and other groups, as appropriate;
-
- (d) consulting with administration on quality-related aspects of contracts for patient care services;
 - (e) receiving and acting on reports and recommendations from Medical Staff committees, departments, and other groups as appropriate, and making appropriate recommendations for improvement when there are significant departures from established or expected clinical practice patterns;
 - (f) reviewing (or delegating the review of) quality indicators to ensure uniformity regarding patient care services;
 - (g) providing leadership in activities related to patient safety;
 - (h) providing oversight in the process of analyzing and improving patient satisfaction;
 - (i) monitoring and determining that system issues that are identified as part of professional practice evaluation activities are successfully resolved;
 - (j) prioritizing continuing medical education activities;

- (k) reviewing or delegating to the Bylaws Committee the responsibility to review, at least once every five years, the Bylaws, Policies, Rules and Regulations, and associated documents of the Medical Staff and recommending such changes as may be necessary or desirable;
- (l) reviewing and approving the Medical Staff budget, dues, expenses, and investments; and
- (m) performing such other functions as are assigned to it by these Bylaws, the Credentials Policy, the Board or other applicable policies.

5.D.3. Meetings:

The MEC shall meet at least quarterly. On months the committee does not meet, credentials will be reviewed and approved electronically. The Secretary-Treasurer will maintain reports of all meetings, which reports shall include the minutes of the various committees and departments of the Medical Staff. Copies of all minutes and reports of the MEC shall be transmitted to the designated Administrative Physician Leaders after approval.

Recommendations of the MEC shall be transmitted to the Board with a copy to the designated Administrative Physician Leaders. As chair of the committee, the President of the Medical Staff shall be available to meet with the Board or its applicable committee on all recommendations made by the MEC.

5.E. PERFORMANCE IMPROVEMENT FUNCTIONS

- (1) The Medical Staff leadership is actively involved in performance improvement functions, including reviewing data and recommending and implementing processes to address the following:
 - (a) patient safety, including processes to respond to patient safety alerts, meet patient safety goals and reduce patient safety risks;
 - (b) the Hospital's and individual practitioners' performance on Joint Commission and Centers for Medicare & Medicaid Services ("CMS") core measures;

- (c) medical assessment and treatment of patients;
- (d) the use of information about adverse privileging determinations regarding any practitioner;
- (e) medication usage, including review of significant adverse drug reactions, medication errors and the use of experimental drugs and procedures;
- (f) the utilization of blood and blood components, including review of significant transfusion reactions;
- (g) operative and other procedures, including tissue review and review of discrepancies between pre-operative and post-operative diagnoses;
- (h) appropriateness of clinical practice patterns;
- (i) significant departures from established patterns of clinical practice;
- (j) education of patients and families;
- (k) coordination of care, treatment and services with other practitioners and Hospital personnel;
- (l) accurate, timely and legible completion of medical records;
- (m) the required content and quality of history and physical examinations, as well as the time frames required for completion, all of which are set forth in Appendix B of these Bylaws;
- (n) the use of developed criteria for autopsies;

- (o) sentinel events, including root cause analyses and responses to unanticipated adverse events;
 - (p) nosocomial infections and the potential for infection;
 - (q) unnecessary procedures or treatment; and
 - (r) appropriate resource utilization.
- (2) Performance improvement depends on many factors in addition to individual practitioner performance. If system processes or procedures that may have adversely affected, or could adversely affect, outcomes or patient safety are identified through the Medical Staff's performance improvement functions, the issue shall be referred to the appropriate Hospital department or committee and the MEC. The referral will stay on the MEC's agenda until it determines, based on reports from the Hospital department or individuals charged with addressing the system issue, that the issue has been appropriately resolved.

5.F. CREATION OF STANDING COMMITTEES

In accordance with the amendment provisions in the Medical Staff Organization Manual, the MEC may, by resolution and upon approval of the Board and without amendment of these Bylaws, establish additional committees to perform one or more staff functions. In the same manner, the MEC may dissolve or rearrange committee structure, duties, or composition as needed to better accomplish Medical Staff functions. Any function required to be performed by these Bylaws which is not assigned to an individual, a standing committee, or a special committee shall be performed by the MEC.

5.G. SPECIAL COMMITTEES

Special committees shall be created and their members and chairs shall be appointed by the President of the Medical Staff and/or the MEC. Such special committees shall confine their activities to the purpose for which they were appointed and shall report to the MEC.

ARTICLE 6

MEETINGS

6.A. GENERAL MEDICAL STAFF MEETINGS

6.A.1. Regular Meetings:

The Medical Staff shall meet at least once during the Medical Staff Year, with the “Annual Meeting” being held in October. For purposes of these Bylaws, the “Medical Staff Year” commences on the first day of January and ends on the 31st day of December.

6.A.2. Special Meetings:

Special meetings of the Medical Staff may be called by the President of the Medical Staff, the MEC, the Board, the CEO (or designee), or by a petition signed by at least 25% of the Active Staff.

6.B. DEPARTMENT, SECTION, AND COMMITTEE MEETINGS

6.B.1. Regular Meetings:

Except as otherwise provided in these Bylaws or in the Medical Staff Organization Manual, each department, section, and committee shall meet as often as necessary to fulfill their responsibilities, at times set by the Presiding Officer (i.e., Section Chief or department or committee chair).

6.B.2. Special Meetings:

A special meeting of any department, section, or committee may be called by or at the request of the Presiding Officer, the President of the Medical Staff, the MEC, the Board, the CEO (or designee), or by a petition signed by at least 25% of the Active Staff members of the department, section, or committee (but in no event fewer than two members).

6.C. PROVISIONS COMMON TO ALL MEETINGS

6.C.1. Prerogatives of the Presiding Officer:

- (a) The Presiding Officer of a meeting of the Medical Staff, department, section, or committee (i.e., the President of the Medical Staff, Department Chair, Section Chief, or committee chair) is responsible for setting the agenda.
- (b) The Presiding Officer has the discretion to conduct any meeting by telephone conference or videoconference.
- (c) The Presiding Officer will have the authority to rule definitively on all matters of procedure. While *Robert's Rules of Order* may be used for reference in the discretion of the Presiding Officer, it will not be binding. Rather, specific provisions of these Bylaws and Medical Staff, department, and committee custom will prevail at all meetings and elections.

6.C.2. Notice of Meetings:

- (a) Medical Staff members shall be provided notice of all regular meetings of the Medical Staff and regular meetings of departments, sections, and committees at least 14 days in advance of the meetings, when applicable. The primary mechanism utilized for providing notice will be e-mail; however, notice may also be provided by mail, facsimile, hand delivery, posting in a designated electronic or physical location or telephone at least 14 days prior to the meetings. All notices shall provide the date, time, and place of the meetings.
- (b) When a special meeting of the Medical Staff, a department, section, and/or a committee is called, all of the provisions in paragraph (a) shall apply except that the notice period shall be reduced to seven days (i.e., must be given at least seven days

prior to the special meeting). Posting may not be the sole mechanism used for providing notice of any special meeting.

- (c) The attendance of any individual Medical Staff member at any meeting shall constitute a waiver of that individual's objection to the notice given for the meeting.

6.C.3. Quorum and Voting:

- (a) For any regular or special meeting of the Medical Staff, department, section, or committee, those voting members present (but not fewer than two) shall constitute a quorum. Exceptions to this general rule are as follows:
 - (1) for amendments to the Medical Staff Bylaws, at least 25% of the Active Staff shall constitute a quorum; and
 - (2) that for meetings of the MEC and the Credentials Committee, the presence of at least 50% of the voting members of the committee shall constitute a quorum.
- (b) Once a quorum is established, the business of the meeting may continue and actions taken will be binding, even if attendance drops below a quorum during the course of the meeting.
- (c) Recommendations and actions of the Medical Staff, departments, sections, and committees shall be by consensus. In the event it is necessary to vote on an issue, that issue will be determined by a majority vote of those voting members present.
- (d) When determining whether a specific percentage or a majority has been achieved with respect to a vote of the Medical Staff or a department, section, or committee, an individual who has recused himself or herself from participation in the vote shall not be counted as a voting member (for example, if there are ten voting members of a committee and one recuses himself or herself on a particular matter, the majority vote for that matter would be calculated as five of the remaining nine votes).

- (e) As an alternative to a formal meeting, and at the discretion of the Presiding Officer, the voting members of the Medical Staff, a department, section, or a committee (including MEC) may also be presented with a question by mail, facsimile, e-mail, hand-delivery, website posting, or telephone, or other technology approved by the Presiding Officer, and their votes returned by the method designated in the notice. Except as noted in (a) above, a quorum for purposes of these votes shall be the number of responses returned to the Presiding Officer by the date indicated. The question raised shall be determined in the affirmative and shall be binding if a majority of the responses returned has so indicated.

6.C.4. Minutes, Reports, and Recommendations:

- (a) Minutes of all meetings of the Medical Staff, departments, and committees shall be prepared and shall include a record of the attendance of members and the recommendations made and the votes taken on each matter. The minutes shall be electronically signed and approved by the Presiding Officer.
- (b) A summary of all recommendations and actions of the Medical Staff, departments, and committees shall be transmitted to the MEC and to the QSC for purposes of keeping the Board apprised of the activities of the Medical Staff and its clinical departments and committees.
- (c) A permanent file of the minutes of all meetings shall be maintained by the Hospital.

6.C.5. Confidentiality:

All Medical Staff business conducted by committees, departments, or sections is considered confidential and proprietary and should be treated as such. However, members of the Medical Staff who have access to, or are the subject of, credentialing and/or peer review information understand that this information is subject to heightened sensitivity and, as such, agree to maintain the confidentiality of this information. Credentialing and peer review documents, and information contained therein, must not be disclosed to any individual not involved in the credentialing or peer review processes, except as authorized by the Credentials Policy or other applicable Medical Staff or Hospital policy. A breach of confidentiality with regard to any Medical Staff information may result in the imposition of disciplinary action.

6.C.6. Attendance Requirements:

- (a) Attendance at meetings of the MEC and the Credentials Committee is required. All members are required to attend at least 50% of all regular and special meetings of these committees. Failure to attend the required number of meetings may result in replacement of the member.

- (b) In order to remain eligible for membership on the Active Staff, each Active Staff member shall attend at least 50% (or more at the discretion of the relevant Department Chair) of the regularly scheduled department meetings.

ARTICLE 7

INDEMNIFICATION

Virtua shall indemnify the Medical Staff pursuant to the Indemnification provisions of the Bylaws of Virtua Health, Inc.

ARTICLE 8

BASIC STEPS AND DETAILS

The details associated with the following Basic Steps are contained in the Credentials Policy in a more expansive form.

8.A. QUALIFICATIONS FOR APPOINTMENT

To be eligible to apply for initial appointment or reappointment to the Medical Staff or for the grant of clinical privileges, an applicant must demonstrate appropriate education, training, experience, current clinical competence, professional conduct, licensure, and ability to safely and competently perform the clinical privileges requested as set forth in the Credentials Policy.

8.B. PROCESS FOR CREDENTIALING (APPOINTMENT AND REAPPOINTMENT)

- (1) Complete applications are provided to the applicable Department Chair and/or Section Chief, who reviews the individual's education, training, and experience and provides approval or conditions for approval electronically to Medical Staff Services if the individual meets all qualifications. The application will then be forwarded to the Credentials Committee.
- (2) The Credentials Committee then reviews the Department Chair and/or Section Chief's assessment, the application, and all supporting materials and makes a recommendation to the MEC. The recommendation of the Credentials Committee will be forwarded, along with the Department Chair and/or Section Chief's report, to the MEC for review and recommendations.
- (3) The MEC may accept the recommendation of the Credentials Committee, refer the application back to the Credentials Committee for further review, or state specific reasons for disagreement with the recommendation of the Credentials Committee. If the recommendation of the MEC is to grant appointment or reappointment, it will be forwarded to the Board for final action. If the recommendation of the MEC is

unfavorable, the individual will be notified by the CEO (or designee) of the right to request a hearing.

8.C. PROCESS FOR PRIVILEGING

- (1) Requests for privileges are provided to the applicable Department Chair and/or Section Chief, who reviews the individual's education, training, and experience and provides approval or conditions for approval electronically to Medical Staff Services if the individual meets all qualifications. The request will then be forwarded to the Credentials Committee.
- (2) The Credentials Committee will review the Department Chair and/or Section Chief's assessment, the application, and all supporting materials and make a recommendation. The recommendation of the Credentials Committee will be forwarded to the MEC for review and recommendations.
- (3) The MEC may accept the recommendation of the Credentials Committee, refer the application back to the Credentials Committee for further review, or state specific reasons for disagreement with the recommendation of the Credentials Committee. If the recommendation of the MEC is to grant privileges, it will be forwarded to the Board for final action. If the recommendation of the MEC is unfavorable, the individual will be notified by the COO or VPMA of the right to request a hearing.

8.D. DISASTER PRIVILEGING

When the disaster plan has been implemented, the CEO (or designee), an Administrative Physician Leader, or the President of the Medical Staff may use a modified credentialing process to grant disaster privileges after verification of the volunteer's identity and licensure.

8.E. INDICATIONS AND PROCESS FOR AUTOMATIC RELINQUISHMENT

OF APPOINTMENT AND/OR PRIVILEGES

- (1) Appointment and clinical privileges may be automatically relinquished if an individual:

- (a) fails to do any of the following:
 - (i) timely complete medical records;
 - (ii) satisfy threshold eligibility criteria;
 - (iii) provide requested information;
 - (iv) complete and/or comply with training, educational, or orientation requirements; or
 - (v) attend a special meeting to discuss issues or concerns;
 - (b) is involved or alleged to be involved in defined criminal activity;
 - (c) makes a misstatement or omission on an application form;
 - (d) remains absent on leave for longer than one year, unless an extension is granted; or
 - (e) in the case of an Advanced Practice Provider fails, for any reason, to maintain an appropriate supervision or collaborative relationship with a Collaborating/Supervising Physician or as otherwise defined in the Credentials Policy.
- (2) Automatic relinquishment shall take effect immediately and shall continue until the matter is resolved, if applicable.

8.F. INDICATIONS AND PROCESS FOR PRECAUTIONARY SUSPENSION

- (1) Whenever failure to take action may result in imminent danger to the health and/or safety of any individual, the Department Chair, President of the Medical Staff, Chief Clinical Officer, the VPMA, or the MEC, are each authorized to suspend or restrict all or any portion of an individual's clinical privileges as a precaution pending an investigation.
- (2) A precautionary suspension is effective immediately and will remain in effect unless it is modified by the MEC or the CEO (or designee).
- (3) The individual shall be provided a brief written description of the reason(s) for the precautionary suspension.
- (4) The MEC will review the reasons for the suspension within a reasonable time under the circumstances, not to exceed 14 days.
- (5) Prior to, or as part of, this review, the individual may be given an opportunity to meet with the MEC.

8.G. INDICATIONS AND PROCESS FOR RECOMMENDING TERMINATION

OR SUSPENSION OF APPOINTMENT AND PRIVILEGES

OR REDUCTION OF PRIVILEGES

Following an investigation or a determination that there is sufficient information upon which to base a recommendation, the MEC may recommend suspension or revocation of appointment or clinical privileges based on concerns about (a) clinical competence or practice; (b) safety or proper care being provided to patients; (c) violation of ethical standards or the Bylaws, policies, or Rules and Regulations of the Hospital or the Medical Staff; or (d) conduct that is considered lower than the standards of the Medical Staff Professionalism Policy or is disruptive to the orderly operation of the Hospital or its Medical Staff.

8.H. HEARING AND APPEAL PROCESS, INCLUDING PROCESS FOR
SCHEDULING AND CONDUCTING HEARINGS AND THE
COMPOSITION OF THE HEARING PANEL

- (1) The hearing will begin no sooner than 30 days after the notice of the hearing, unless an earlier date is agreed upon by the parties.
- (2) The Hearing Panel will consist of at least three members or there will be a Hearing Officer.
- (3) The hearing process will be conducted in an informal manner; formal rules of evidence or procedure will not apply.
- (4) A stenographic reporter will be present to make a record of the hearing.
- (5) Both sides will have the following rights, subject to reasonable limits determined by the Presiding Officer: (a) to call and examine witnesses, to the extent they are available and willing to testify; (b) to introduce exhibits; (c) to cross-examine any witness on any matter relevant to the issues; (d) to have representation by counsel who may call, examine, and cross-examine witnesses and present the case; and (e) to submit proposed findings, conclusions, and recommendations to the Hearing Panel in the form of a post-hearing statement submitted at the close of the hearing.
- (6) The personal presence of the affected individual is mandatory. If the individual who requested the hearing does not testify, he or she may be called and questioned.
- (7) The Hearing Panel may question witnesses, request the presence of additional witnesses, and/or request documentary evidence.
- (8) The affected individual and the MEC may request an appeal of the recommendations of the Hearing Panel to the Board.

ARTICLE 9

AMENDMENTS

9.A. MEDICAL STAFF BYLAWS

- (1) Proposed amendments to these Bylaws will be presented to the MECs at Virtua North and Virtua South for review and consideration. Such amendments may originate from the Medical Staff Leaders, Hospital administration, or by a petition signed by at least 10% of the Active Staff at either Medical Staff.

- (2) If the MECs agree with the amendments, they will be presented to the Medical Staffs in one of the following two ways:
 - (a) Amendments Subject to Vote at a Meeting: The MECs shall report on the proposed amendments either favorably or unfavorably at the next regular meetings of the Medical Staffs, or at a special meeting called for such purpose. The proposed amendments may be voted upon at any meeting if notice has been provided at least 14 days prior to the meeting. To be adopted, (i) a quorum of at least 25% of the Active Staffs at each Hospital must be present, and (ii) the amendment must receive a majority of the votes cast by the Active Staff at both Virtua North and Virtua South.

 - (b) Amendments Subject to Vote via Written or Electronic Ballot: The MECs shall present proposed amendments to the Active Staff members at both Virtua North and Virtua South by written or electronic ballot, to be returned to Medical Staff Services by the date as indicated on the ballot, which date shall be at least 14 days after the proposed amendment was provided. Along with the proposed amendments, the MECs shall provide a written report on the amendments either favorably or unfavorably. To be adopted, (i) the amendment must be voted on by at least 25% of the Active Staff at each Hospital, and (ii) the amendment must receive a majority of the votes cast at both Virtua North and Virtua South.

In either case, if an amendment is neither approved nor rejected by failure to reach a quorum of at least 25% of the Active Staff at each Hospital, then the amendment will be referred back to the MECs. To be adopted, an amendment referred back to the MECs shall require a two-thirds approval or “yes” vote of the voting members of the Committees. The vote shall be held at a meeting or by written or electronic ballot. Such amendments shall become effective when approved by the Board.

- (3) If there is any disagreement between the MECs as it relates to a proposed amendment, a joint meeting shall be scheduled to discuss and resolve the disagreement.
- (4) The MECs shall have the power to adopt clarification and technical, non-substantive amendments to these Bylaws which are needed because of reorganization, renumbering, renaming of titles or positions, punctuation, spelling, or errors in grammar or expression.
- (5) All amendments shall be effective only after approval by the Board.
- (6) If the Board has determined not to accept a recommendation submitted to it by the MEC or the Medical Staff, the MEC may request a conference between the officers of the Board and the officers of the Medical Staff. Such conference shall be for the purpose of further communicating the Board’s rationale for its contemplated action and permitting the officers of the Medical Staff to discuss the rationale for the recommendation. Such a conference will be scheduled by the CEO (or designee) within two weeks after receipt of a request for same submitted by the President of the Medical Staff.
- (7) These Bylaws may not be unilaterally amended by the Medical Staffs or the MECs at either Virtua North or Virtua South, or by the Board.

9.B. OTHER MEDICAL STAFF DOCUMENTS

- (1) In addition to the Medical Staff Bylaws, there shall be policies, procedures and Rules and Regulations that shall be applicable to all members of the Medical Staff and other individuals who have been granted clinical privileges or a scope of practice. All Medical Staff policies, procedures, and Rules and Regulations shall be considered an integral part of the Medical Staff Bylaws, but will be amended in accordance with this section. These

additional documents are the Credentials Policy, the Medical Staff Organization Manual, and the Medical Staff Rules and Regulations.

- (2) An amendment to the Credentials Policy, Medical Staff Organization Manual, or the Medical Staff Rules and Regulations may be made by a majority vote of the members of the MECs present and voting at any meeting of that Committee where a quorum exists. Notice of all proposed amendments to these documents shall be provided to each voting member of the Medical Staffs at least 14 days prior to the MECs' meeting when the vote is to take place. Any member of the Active Staff may submit written comments on the amendments to the MECs.
- (3) All other policies of the Medical Staff may be adopted and amended by a majority vote of the MEC. No prior notice is required.
- (4) Amendments to Medical Staff policies and Rules and Regulations may also be proposed by a petition signed by at least 10% of the voting members of the Medical Staff. Any such proposed amendments will be reviewed by the MECs, which may comment on the amendments before they are forwarded to the Board for its final action.
- (5) Adoption of, and changes to, the Credentials Policy, Medical Staff Organization Manual, Medical Staff Rules and Regulations, and other Medical Staff policies will become effective only when approved by the Board.
- (6) The present Medical Staff Rules and Regulations are hereby readopted and placed into effect insofar as they are consistent with these Bylaws, until such time as they are amended in accordance with the terms of these Bylaws. To the extent any present Rule or Regulation is inconsistent with these Bylaws, it is of no force or effect.

9.C. CONFLICT MANAGEMENT PROCESS

- (1) When there is a conflict between the Medical Staffs and the MECs with regard to:
 - (a) proposed amendments to the Medical Staff Rules and Regulations,

- (b) a new policy proposed or adopted by the MECs, or
- (c) proposed amendments to an existing policy that is under the authority of the MECs,

a special meeting of the Medical Staffs to discuss the conflict may be called by a petition signed by at least 10% of the members of the Active Staff. The agenda for that meeting will be limited to attempting to resolve the differences that exist with respect to the amendment(s) or policy at issue.

- (2) If the differences cannot be resolved, the MECs shall forward its recommendations, along with the proposed recommendations pertaining to the amendment or policy at issue offered by the Active Staff members, to the Board for final action.
- (3) This conflict management section is limited to the matters noted above. It is not to be used to address any other issue, including, but not limited to, professional review actions concerning individual members of the Medical Staff.
- (4) Nothing in this section is intended to prevent individual Medical Staff members from communicating positions or concerns related to the adoption of, or amendments to, the Medical Staff Bylaws, the Medical Staff Rules and Regulations, or other Medical Staff policies directly to the Board.

9.D. UNIFIED MEDICAL STAFF PROVISIONS

9.D.1. Adoption of a Unified Medical Staff:

If the Board of Virtua Health recommends the adoption of a single unified Medical Staff that includes the Hospital, the voting members of the Medical Staff may approve or opt out of the unified Medical Staff structure by conducting a vote at the Annual Meeting (or a special meeting called for such purposes) in accordance with the process outlined in Section 9.A for amending these Medical Staff Bylaws.

9.D.2. Bylaws, Policies, and Rules and Regulations of the Unified Medical Staff:

Upon approval of a unified Medical Staff structure, the unified Medical Staff will continue to use all existing Medical Staff bylaws, policies, and rules and regulations, but will make any amendments that are necessary to:

- (a) take into account the unique circumstances of each participating hospital, including any significant differences in the patient populations that are served and the clinical services that are offered; and
- (b) address the localized needs and concerns of Medical Staff members at each of the participating hospitals.

9.D.3. Opt-Out Procedures:

If a unified Medical Staff structure is approved, the voting members of the unified Medical Staff may later vote to opt out of the unified Medical Staff. Any such vote will be conducted in accordance with the process outlined in the Medical Staff Bylaws in force at the time of the vote.

9.E. CERTIFICATE OF INCORPORATION

The Certificate of Incorporation of the Corporation may be amended after the submission of the proposed amendment at any Regular or Special Meeting of the Members for approval. Appropriate notice shall be given by the posting of a notice in a prominent location and by electronic notification of the membership of the fact that a Bylaws amendment is to be considered and is available for review. A proposed amendment shall be available for inspection by the Members entitled to vote thereon at Medical Staff Services, and by electronic posting (e.g., on the Vine), for at least 14 days prior to its consideration by the Members. To be adopted, an amendment shall require a two-thirds vote of the Active Medical Staff. If a two-thirds vote is not achieved, the issue will be referred back to the MEC for a vote for approval.

ARTICLE 10

ADOPTION

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

Adopted by the Medical Staff at Virtua North: **January 28, 2020**

Adopted by the Medical Staff at Virtua South: **January 28, 2020**

Approved by the Board: **March 10, 2020**

APPENDIX A

MEDICAL STAFF CATEGORIES SUMMARY

	Active	Associate	Affiliate	Honorary	Adjunct
Eligible for clinical privileges (Requires OPPE/FPPE)	Y	Y	N	N	Y
Voting rights at Medical Staff and Department meetings	Y	N	N	N	N
Serve as a Medical Staff Officer	Y	N	N	N	N
Serve on Medical Staff committees (with vote, if assigned)	Y	Y	Y	N	Y
Provide Emergency Call, care for unassigned patients, and other services (as assigned)	Y	Y	N	N	Y
Provide consultations	Y	Y	N	N	Y
May attend Medical Staff and applicable Department meetings	Y	Y	Y	Y	N
Attendance Requirements	Y	N*	N	N	N
Dues	Y	Y	Y	N	Y

Y = Yes

N = No

* = Unless seeking appointment to the Active Staff

APPENDIX B

HISTORY AND PHYSICAL EXAMINATIONS

(a) General Documentation Requirements

- (1) A complete medical history and physical examination must be performed and documented in the patient's medical record within 24 hours after admission or registration (but in all cases prior to surgery or an invasive procedure requiring anesthesia services) by an individual who has been granted privileges by the Hospital to perform histories and physicals.

- (2) The scope of the medical history and physical examination will include, as pertinent:
 - patient identification;

 - chief complaint;

 - history of present illness;

 - review of systems;

 - personal medical history, including medications and allergies;

 - family medical history;

 - social history, including any abuse or neglect;

- questionable surgical history;
- physical examination, to include minimal threshold criteria (including recent vital signs and cardiothoracic examination to include auscultation of the heart and lungs) and other pertinent findings in those organ systems relevant to the presenting illness and to co-existing diagnoses;
- data reviewed;
- assessments, including problem list;
- plan of treatment; and
- if applicable, signs of abuse, neglect, addiction, or emotional/behavioral disorder, which will be specifically documented in the physical examination, and any need for restraint or seclusion which will be documented in the plan of treatment.

(3) In the case of a pediatric patient, the history and physical examination report must also include: (i) developmental age; (ii) length or height; (iii) weight; and (iv) immunization status.

(b) Individuals Who May Perform H&Ps

The following types of practitioners may generally perform histories and physicals at the Hospital pursuant to appropriately granted Medical Staff appointment or permission to practice and clinical privileges:

- (1) Physicians;
- (2) Oral & Maxillofacial Surgeons;
- (3) Advanced Practice Nurses;

- (4) Certified Nurse Midwives; and
- (5) Physician Assistants.

(c) H&Ps Performed Prior to Admission

- (1) Any history and physical performed more than 30 days prior to an admission or registration is invalid and may not be entered into the medical record.
- (2) If a medical history and physical examination has been completed within the 30-day period prior to admission or registration, a durable, legible copy of this report may be used in the patient's medical record. However, in these circumstances, the patient must also be evaluated within 24 hours of the time of admission/registration or prior to surgery/invasive procedure, whichever comes first, and an update recorded in the medical record by an individual whose clinical privileges include the ability to perform histories and physicals.
- (3) The update of the history and physical examination shall be based upon an examination of the patient and must (i) reflect any changes in the patient's condition since the date of the original history and physical that might be significant for the planned course of treatment or (ii) state that there have been no changes in the patient's condition.
- (4) In the case of readmission of a patient, all previous records will be made available by the Hospital for review and use by the attending physician.

(d) Cancellations, Delays, and Emergency Situations

- (1) When the history and physical examination is not recorded in the medical record before a surgical or other invasive procedure (including, but not limited to, procedures performed in the operating suites, endoscopy, colonoscopy, bronchoscopy, cardiac catheterizations, radiological procedures with sedation, and procedures performed in the Emergency Room), the operation or procedure will be canceled or delayed until an appropriate history and physical examination is recorded in the medical record, unless the attending physician documents that an emergency situation exists.

- (2) In an emergency situation, when there is no time to record either a complete or a Short Stay history and physical, the attending physician will record an admission or progress note immediately prior to the procedure. The admission or progress note will document, at a minimum, an assessment of the patient's heart rate, respiratory rate, and blood pressure. Immediately following the emergency procedure, the attending physician is then required to complete and document a complete history and physical examination.