

ARTICLE VI. OFFICERS, DEPARTMENTS, SECTIONS AND COMMITTEES

6.1 Officers

The officers of the Medical Staff shall be: Chief of Staff; and Vice Chief of Staff.

6.1.1 Qualifications of Officers

- A. Officers must be Members of the Active Staff of Hendrick Medical Center and must have been Members of the Active Staff of Hendrick Medical Center for ten (10) years immediately preceding and including the time of nomination and election. Officers must have served as a department chair or vice chair at Hendrick and/or have served a one to two (1-2) year term on the Credentials, Medical Executive, Performance Improvement, or Performance Review Committees of the Medical Staff of Hendrick Medical Center during the eight (8) year period immediately preceding the date of nomination. Notwithstanding the above, if a Member has previously served in a leadership role for more than one of the above committees and has also been a chair or vice chair of a department, the Member shall be qualified for an Officer position, provided such Member has been a member of the Active Medical Staff of Hendrick Medical Center for at least ten (10) years.
- B. Officers must be fully licensed doctors of medicine or osteopathy actively practicing in the hospital and must remain Members of the Medical Staff of Hendrick Medical Center during their terms of office.
- C. Officers of the Medical Staff must remain Members in good standing during their term of office. They must have no pending adverse recommendations concerning staff appointment or clinical privileges. Failure to maintain such status shall be grounds for immediately removal from the office by the Medical Executive Committee.
- D. Officers of the Medical Staff must have constructively participated in Medical Staff affairs, including quality review and peer review activities, possess and must demonstrate interpersonal skills, and be knowledgeable concerning the duties of the office and be willing to perform the duties and responsibilities of the position to which the individual is elected.

6.1.2 Nomination

A nominating committee consisting of the current Chief of Staff and four (4) Active Staff Members shall be nominated from the floor and elected at the Annual General Staff meeting six (6) months prior to the Mid-Year meeting at which the Chief and Vice Chief of Staff are announced. The nominating committee must meet at least three (3) months prior to the Mid-Year meeting, and provide a slate of nominees for staff officers at least one (1) month prior to the Mid-Year meeting when officers are announced.

6.1.3 Election

- A. The Chief and the Vice Chief of Staff shall be elected by majority at a meeting of the Medical Staff in May of each election year. Only Members of the Active Staff shall be eligible to vote.
- B. At least thirty (30) days prior to the Mid-Year General Staff meeting, a notice shall be sent to all eligible voting members about voting electronically or by mailed written ballots. All completed ballots that are returned to Medical Staff Services office, either by mail, hand-delivery, or electronically, at least seven (7) days prior to the date of the general staff meeting, shall be counted. Ballots not returned shall be counted as an affirmative vote for the slate of candidates.
- C. The candidate receiving a majority of the votes shall be elected and the results announced at the Mid-Year General Staff meeting. If there are three (3) or more candidates and no candidate receives a majority, successive electronic notices or mailed ballots shall be conducted with the name of the candidate receiving the fewest votes eliminated with each successive ballot.

6.1.4 Term of Office

All officers shall serve a term of two (2) years or until a successor is elected. Officers shall take office on the first day of June.

6.1.5 Vacancies in Office

Any vacancies in office during the term of any elected officers shall be filled by the Medical Executive Committee of the Medical Staff, except for the Chief of Staff. If there is a vacancy in the office of the Chief of Staff, the Vice Chief of Staff shall serve the remainder of the term.

6.1.6 Removal of Officers

- A. Officers may resign by submitting a written notice to the MEC and the Board of Trustees.
- B. The MEC may remove any Officer of the Medical Staff or any elected member of the MEC who is found to no longer meet any of the required qualifications under these bylaws, or is suffering from a physical or mental infirmity that renders the member incapable of fulfilling the duties office.
- C. The Medical Staff may remove from office the Chief and Vice Chief of Staff by petition of twenty percent (20%) of the Active Staff Members and a subsequent two-thirds (2/3s) vote by ballot of the Active Staff. Removal shall be for failure to conduct those responsibilities assigned within these Bylaws or violation of other policies and procedures of the Medical Staff.

6.1.7 Duties of Officers

- A. **Chief of Staff.** The Chief of Staff shall serve as the chief administrative officer of the Medical Staff:

1. To act in coordination and cooperation with the President of the hospital in all matters of mutual concern within the medical center;
2. To call, preside, and be responsible for the agenda of all general meetings of the Medical Staff;
3. To serve as chairman of the Medical Executive Committee;
4. To serve as chair of Code of Conduct meetings.
5. To serve as ex-officio member of all other Medical Staff committees;
6. To be responsible for the enforcement of the Medical Staff Bylaws and Medical Staff Policies, for implementation of sanctions where these are indicated and directed by the Medical Executive Committee, and for the Medical Staff's compliance with procedural safeguards in all instances where corrective action has been requested against a practitioner;
7. To appoint committee members to all standing, special and multi-disciplinary Medical Staff committees with the consent of the Medical Executive Committee;
8. To represent the views, policies, needs and grievances of the Medical Staff to the Board of Trustees of the Hospital and to the President;
9. To receive and interpret the policies of the Board of Trustees of the Hospital to the Medical Staff, report to the Board of Trustees of the Hospital on the credentialing, performance and maintenance of quality with respect to the Medical Staff's delegated responsibility to provide medical care, and attend all regular and special meetings of the Board of Trustees of the Hospital;
10. To be responsible for the educational activities of the Medical Staff;
11. To be the spokesman for the Medical Staff in its external professional and public relations; and,
12. To perform such other functions as may be assigned by these Bylaws, Rules and Regulations, Policies and Procedures, the Medical Staff, or the Medical Executive Committee.

B. Vice Chief of Staff. In the absence of the Chief of Staff, the Vice Chief of Staff shall assume all of the duties and have the authority of the Chief of Staff. The Vice Chief of Staff shall automatically succeed the Chief of Staff when the latter fails to serve for any reason. The Vice Chief of Staff shall:

1. Be a member of the Medical Executive Committee;
2. Attend regular and special meetings of the Board of Trustees of the Hospital;

3. Serve as Chair of the Performance Improvement Committee; and
4. Be a member of Code of Conduct meetings.

6.2 Departments

The Medical Staff shall be organized into a Department of Medicine and a Department of Surgery. Each Department shall have a Department Chair, Vice Chair and Member At-Large with overall responsibility for the supervision and satisfactory discharge of assigned functions of the Department. The Department representatives shall serve on the Medical Executive Committee. The Department representatives shall be elected and entrusted with the authority, duties and responsibilities set forth in this Article. Each Department shall be considered a separate Medical Committee under the Texas Health and Safety Code.

6.2.1 Qualifications of Chairs, Vice Chairs and Members At-Large

All Chairs, Vice Chairs and Members At-Large (elected representatives) must be members of the Active Staff with relevant clinical privileges and demonstrated current competence through the privilege delineation process. All elected representatives shall:

- A. Have been an Active member of the Medical Staff for a minimum of five (5) years;
- B. Have served on at least one (1) Medical Staff committee at Hendrick Medical Center prior to nomination and election;
- C. Be a member of the Medical Staff in good standing continuously during the term of office; and,
- D. Be board certified or have otherwise obtained a waiver of Board Certification.

6.2.2 Nominating Committees and Elections

- A. Nominating Committees for each Department consisting of the current Chair and four (4) Active Staff members of the respective Department shall be elected at the Mid-Year General Staff meeting. Nominating Committees must meet at least three (3) months prior and provide a slate of nominees for Department representatives at least one (1) month prior to the Annual General Staff meeting when representatives will be announced.
 1. The Nominating Committee for the Department of Medicine shall be responsible for proposing nominees for Department Chair, Vice Chair and Member At-Large at least one (1) month before the last Department meeting of the year in each odd numbered year but no later than the Annual General Staff meeting.
 2. The Nominating Committee for the Department of Surgery shall be responsible for proposing nominees for Department Chair, Vice Chair and Member At-Large at least one (1) month before the last Department

meeting of the year in each even numbered year but no later than the Annual General Staff meeting.

- B. Elections of Department of Medicine representatives shall be by majority vote of the Active Staff members of the Department present and voting at the last Department meeting of the year but no later than the Annual General Staff meeting, in each odd numbered year, subject to ratification by the Medical Executive Committee.
- C. Elections of Department of Surgery representatives shall be by majority vote of the Active Staff members of the Department present and voting at the last Department meeting of the year but no later than the Annual General Staff meeting, in each even numbered year, subject to ratification by the Medical Executive Committee.
- D. Voting for Department representatives may also be conducted electronically or by using ballots as long as voting has concluded by the time of the Annual General Staff meeting. Ballots not returned shall be counted as an affirmative vote for the slate of candidates.

6.2.3 Tenure

All elected Department representatives shall serve a term of two (2) years.

- A. Terms for Department of Medicine representatives begin January 1 of even numbered years after election no later than the last General Staff meeting of the previous odd numbered year.
- B. Terms for Department of Surgery representatives begin January 1 of odd numbered years after election no later than the last General Staff meeting of the previous even numbered year.

6.2.4 Process for Removal

The Medical Staff may remove from office the Chair, Vice Chair, and/or Member At-Large of Departments by petition of twenty percent (20%) of the respective Department's Active Staff members and a subsequent two-thirds (2/3s) vote by ballot of the respective Department's Active Staff. Removal shall be for failure to conduct those responsibilities assigned within these Bylaws or violation of other policies and procedures of the Medical Staff. In the event of removal or resignation, the Chief of Staff shall recommend a replacement to the Medical Executive Committee, subject to ratification by the Medical Executive Committee

6.2.5 Functions of Departments

- A. Each Department shall assist in development of criteria, consistent with the policies of the Medical Staff and of the Board of Trustees of the Hospital for the granting of clinical privileges.
- B. Each Department shall participate in multidisciplinary quality monitoring and improvement programs of the Medical Staff.

6.2.6 Assignment to Departments

The Department Chairs recommend Department assignments for all members in accordance with their qualifications and privilege requests. Individuals shall be assigned to only one Department.

6.2.7 Responsibilities of Departments:

- A. Assist in development of criteria, consistent with the policies of the Medical Staff and Hospital for the granting of clinical privileges;
- B. Participate in multidisciplinary quality monitoring and improvement programs of the medical center;
- C. Assist in promoting effective physician/hospital relationships.

6.2.8 Responsibilities of Department Chairs

A Department Chair shall be elected by the associated Department members a for two year term pending subsequent approval by the Medical Executive Committee and Board of Trustees of the Hospital. The Department Chairs shall:

- A. Serve as a member of the Medical Executive Committee giving guidance on the overall medical policies of the Hospital, making specific recommendations regarding the Department, and maintaining accountability for the professional and administrative activities with the Department;
- B. Serve as a member of the Performance Improvement Committee and assure that the quality and appropriateness of patient care provided in the Department is monitored and evaluated. Be responsible for implementing action following review and recommendations by the Performance Improvement Committee;
- C. Serve as the Chair of the Operating Room (OR) Committee. If the elected Department of Surgery Chair is not a surgeon or anesthesiologist, the Chief of Staff shall assign a surgeon or anesthesiologist as the OR Committee Chair.
- D. Be responsible for the continuous assessment and improvement of the quality of care, treatment and services of the department;
- E. Be responsible for administratively related activities of the department, unless otherwise provided by the Hospital;
- F. Provide continuing surveillance of the professional performance of all individuals in the department who have delineated clinical privileges;
- G. Recommend to the Medical Staff the criteria for clinical privileges that are relevant to the care provided in the department and sections;

- H. Recommend clinical privileges for each member of the department;
- I. Assess and recommend to the relevant authority off-site sources for needed patient care, treatment, and services not provided by the department or the hospital;
- J. Be responsible for the integration of the department or service into the primary functions of the hospital;
- K. Coordinate and integrate interdepartmental and intradepartmental services;
- L. Assist in the development and implementation of policies and procedures that guide and support the provision of care, treatment, and services;
- M. Make recommendations for sufficient numbers of qualified and competent persons to provide care, treatment, and services;
- N. Make determinations of the qualifications and competence of department, section, or service personnel who are not members of the Medical Staff and who provide patient care, treatment and services;
- O. Assist with the orientation and continuing education of all persons in the department or service; and,
- P. Recommend space and other resources needed by the department or service.

6.2.9 Department Vice Chairs

A Department Vice Chair shall be elected by the associated department members for a two year term pending subsequent approval by the Medical Executive Committee and Board of Trustees of the Hospital. The Department Vice Chairs shall:

- A. Assist the Department Chairs in all activities of the Department;
- B. Assume the responsibilities of the Chair in the event of illness, removal from office or resignation;
- C. Be a member of the Medical Executive Committee, to include delegated functions;
- D. Be a member of the Performance Review Committee as either the Chair or Vice Chair as determined by his/her tenure and detailed in the description of the Performance Review Committee.

6.2.10 Department Members At-Large

A Department Member At-Large shall be elected by the associated department members for a two year term pending subsequent approval by the Medical Executive Committee and Board of Trustees of the Hospital. The Department Members At-Large shall:

- A. Assist the Department Chair in all activities of the Department, as assigned;

- B. Become a member of the Medical Executive Committee, to include delegated functions;
- C. Assume the responsibilities of the Chair and Vice Chair if both are unavailable;
- D. Act as a resource to the Department Chair in matters of conflict resolution, patient care, and credentialing functions within the Department.

6.2.11 Meetings

Meetings of Departments will be held as necessary for the effective functioning of the Departments at the discretion of the Department Chairs.

6.3 Sections

6.3.1 Section Meetings

Any group of Medical Staff members may organize themselves into a Section. Any Section, if organized, shall be considered a Medical Committee under the Texas Health and Safety Code, but shall not be required to hold any number of regularly scheduled meetings, nor shall attendance be required.

- A. Sections may perform any of the following activities:
 - 1. Continuing education;
 - 2. Discussion of policy;
 - 3. Discussion of equipment needs;
 - 4. Development of recommendations for Department Chair or Medical Executive Committee;
 - 5. Participation in the development of criteria for clinical privileges (when required by the Department Chair);
 - 6. Discussion of a specific issue at the special request of a Department Chair or the Medical Executive Committee;
 - 7. Recommend space and other resources needed by the Section or service.
- B. Except in extraordinary circumstances, no minutes or reports shall be required reflecting the activities of Sections. Only when Sections are making formal recommendations to a Department, another Section or Medical Staff Committee shall a report be required documenting the Section-specific position.

6.3.2 Election of Section Chairs

Each group of Medical Staff members organized into a Section shall elect a Chair and other representatives as are necessary for the effective working of the Section. All Section representatives shall be elected by the respective Section for a term of two (2) years, unless otherwise determined by the respective Section, alternate from the election year of Medical Staff committees, and shall be subject to approval by

the Medical Executive Committee. Re-election of any representative of the Section shall be by a majority vote of those members present and voting. Removal of any representative of the Section during a term of office may be initiated by two-thirds (2/3s) majority vote of all Active Staff Members of the Section, but no such removal shall be effective unless and until it has been ratified by the appropriate Department and by the Medical Executive Committee.

6.3.3 Duties of Section Chairs

Section Chairs shall act as a resource to Department Chairs in matters of:

- A. Credentialing within the specialty and subspecialties of their Sections;
- B. Conflict resolution;
- C. Patient care within the Section;
- D. Adherence of the Section's members to the *Medical Staff Bylaws, Manuals, and Policies*; and
- E. Assistance with arrangements for alternate coverage for Section members unable to provide patient care.

6.4 Committees

Other than the Medical Executive Committee, Medical Staff committees shall be defined in Medical Staff policy and include but are not limited to, general meetings of the Medical Staff as a committee of the whole, meetings of standing committees established by the MEC, and meetings of special or ad hoc committees created to perform specified tasks. Each Medical Staff committee shall have the authority to appoint subcommittees and special or ad hoc committees as needed, and shall be accountable to the MEC.

Each Medical Staff committee acts as a "medical peer review committee" or a "medical committee" pursuant to Texas Law including but not limited to Texas Occupations Code Sections 151.002(a)(7), 151.002(a)(8), and 160.007 and the Texas Health and Safety Code Section 161.031et seq. and their successor sections. Accordingly, all activities, proceedings, documents, reports, information, records and all communications of any Medical Staff committee are privileged and confidential to the fullest extent permitted by law.

6.4.1 Medical Executive Committee

The members of the MEC shall be composed of physicians, dentists, and/or podiatrists who have been duly appointed to the Medical Staff and are in good standing.

A. Composition

The MEC shall be composed of the following:

1. Officers – Chief and Vice Chief of Staff;
2. Elected Department Representatives: Chair, Vice Chair and Member At-Large from each Department;

3. Appointed representative: Credentials Committee Chair;
4. Chair and Vice Chair of the Medical Advisory Committee;
5. Chief Medical Officer for the Hospital, ex-officio without vote; and
6. President of the Hospital, ex-officio without vote.

B. Immediate Past Chief of Staff

At the discretion of the Medical Executive Committee, the immediate past Chief of Staff may be asked to serve for one year at the conclusion of his/her term as Chief of Staff, beginning June 1 and ending May 31 of the next year. If named to the MEC, the immediate past Chief of Staff shall serve without vote and shall not have an attendance requirement as do other MEC members.

C. Removal of MEC Members

1. Members may resign by submitting a written notice to the MEC.
2. The MEC may remove any member of the MEC who is found to no longer meet any of the required qualifications under Article 1 of these bylaws, or is suffering from a physical or mental infirmity that renders the member incapable of fulfilling the duties assigned to him/her by a two-thirds (2/3) vote of the members of the MEC.
3. Any Member appointed to serve in any identifiable position or capacity within the Medical Staff may be removed for just cause from said position or capacity by that individual or group of individuals authorized to have appointed that Member whose removal is sought. Just cause may include, but is not limited to, failure to carry out the usual and expected duties of the office, failure to comply with applicable laws and regulations, failure to comply with professional ethics, or failure to observe Medical Staff Bylaws, policy or procedure.
4. Any committee member, including members of the MEC may be removed by the individual or entity which elected or appointed the committee member.

D. Authority and Duties of the MEC.

1. Act on all matters on behalf of the self-governing, organized Medical Staff, without requirement of subsequent approval by the Medical Staff, subject to any limitations imposed by these Bylaws;
2. Receive and act upon reports and recommendations from Medical Staff committees, and make recommendations to the Board of Trustees;
3. Exercise final authority over the activities of and policies adopted by the Medical Staff, Departments and committees;
4. Keep the Medical Staff abreast of The Joint Commission

accreditation, regulatory and other professional standards or requirements;

5. Enforce Hospital and Medical Staff policies, procedures, Bylaws, Rules and Regulations in the best interest of patient care and of the Hospital;
6. Review the Bylaws, Rules and Regulations and all policies of the Medical Staff at least every three years and recommend any changes;
7. Review the clinical competency and qualifications of all Practitioners and make recommendations to the Board of Trustees on appointment and reappointment to the Medical Staff, assignment to Departments and delineation of clinical privileges;
8. Act for the organized Medical Staff; and
9. Complete any duties as may be assigned.

E. Meetings of the MEC

The MEC shall meet as often as necessary at the call of the Chairperson of the MEC, but at least every other month. The MEC shall maintain a confidential record of its proceedings, and shall report to the Board of Trustees of the Hospital. Each Member of the MEC shall attend at least fifty percent (50%) of the meetings held each calendar year. A minimum of half the voting members of the MEC must be present to vote on anything before the MEC.

F. Executive Session of the MEC

An executive session is closed to non-members of the MEC with the exception of individuals invited to attend by the Chairperson of the MEC.