FIRST HILL SURGERY CENTER
MEDICAL STAFF BYLAWS

PREAMBLE

These bylaws are adopted in order to supplement the First Hill Surgery Center ("FHSC") Limited Liability Company Agreement (the "LLC Agreement") and provide additional requirements for the Medical Staff of the FHSC. These bylaws are prepared for the compliance with appropriate licensing laws and accreditation standards to provide the professional and legal structure for Medical Staff operations and relations with applicants and Members of the Medical Staff.

DEFINITIONS

"Allied Health Professionals" means individuals, other than those defined under "physician" and other than Facility employees, who provide, defined direct patient care services in the Facility under a defined degree of supervision, exercising judgment within the areas of their documented professional competence and consistent with applicable law.

"Authorized Representative of the FHSC" or "Authorized Representative" means an individual designated by the Medical Staff Committee to provide information to, and request information from, the National Practitioner Data Bank and other agencies according to the terms of these bylaws.

"Clinical Privileges" or "Privileges" means specified services that may be exercised by authorized individuals on approval of the Medical Staff Committee, based on the individual's professional license, documented current competence, education, training, health status, experience and judgment.

"Facility" or "FHSC" means the First Hill Surgery Center.

"Medical Staff Committee" means the FHSC committee that has been appointed, delegated authority and responsibility by the Operating Council and the Board of Governors of FHSC (as such terms are defined in the FHSC LLC Agreement), and is responsible for governing the Medical Staff as described by these bylaws.

"Investigation" means a process specifically initiated by the Medical Staff Committee to determine the validity, if any, of a concern or complaint against a Member of the Medical Staff.

"Medical Disciplinary Cause or Reason" or "MDCR" means that aspect of an applicant's or Member's competence or professional conduct which is likely to be detrimental to patient safety or the delivery of patient care.

"Medical Staff" or "Staff" means all FHSC physicians (M.D., D.O., or D.P.M.) holding a current, unrestricted license in Washington State and who are privileged to attend to patients in the Facility within their scope of licensure and approved Clinical Privileges.

"Member" means FHSC Physician who has been granted and maintains Medical Staff membership and Clinical Privileges in good standing pursuant to these bylaws.

"Operating Council" means the operations committee formed by the FHSC Board of Governors that oversees management duties of FHSC as delegated by the Board of Governors.

"Physician" means a doctor of medicine, doctor of osteopathy, or doctor of podiatric medicine with a current, unrestricted license to practice medicine issued by Washington State.

ARTICLE I
NAME

These are the bylaws of the Medical Staff for the FHSC.

ARTICLE II
PURPOSES AND RESPONSIBILITIES

2.1 PURPOSES OF THE MEDICAL STAFF

Purposes of the Medical Staff are to:

- Provide an organized body through which the benefits of staff membership may be obtained by each staff Member and the obligations of staff membership may be fulfilled;
- Serve as the primary means for accountability to the Medical Staff Committee for the quality and appropriateness of professional performance and ethical conduct of its Members and Allied Health Professionals;
- Develop a structure that adequately defines responsibility, and when appropriate the authority and accountability of each Medical Staff Member; and,
- Provide a means through which the Medical Staff may contribute to policy-making and planning within the Facility.

2.2 RESPONSIBILITIES OF THE MEDICAL STAFF OF THE FHSC.

The responsibilities of the Medical Staff, which may be performed by the Medical Staff Committee, are to account for the quality and appropriateness of patient care rendered in the Facility by the following means:

- Processing privileging applications and supporting the FHSC credentialing process in a manner that aligns qualifications, performance, and competence with Clinical Privileges;
- Making recommendations to the Operating Council and quality improvement or peer review committees that may be established by the Operating Council or the Board from time to time (hereafter the "Peer Review Committees") with respect to Medical Staff appointments, reappointments and Clinical Privileges;

- Participating in Peer Review Committees by conducting objectively all required peer evaluation activities through Medical Staff review;
- Providing continuing education that is relevant to patient care provided in the Facility as determined, to the degree reasonably possible, from the findings of quality improvement activities;
- Initiating and pursuing corrective action when indicated;
- Enforcing these Medical Staff bylaws uniformly and consistently; and,
- Striving to continuously improve the quality of patient care.

ARTICLE III
MEDICAL STAFF MEMBERSHIP

3.1 NATURE OF MEMBERSHIP

Membership on the Medical Staff of the FHSC is a privilege extended only to professionally competent physicians who continuously meet the qualifications, standards and requirements set forth in these bylaws, and all policies adopted pursuant thereto. Appointment to and subsequent membership on the Medical Staff of the FHSC shall confer on the Member only such Clinical Privileges and rights as have been granted by the Medical Staff Committee in accordance with these bylaws.

3.2 QUALIFICATIONS FOR MEMBERSHIP

General Qualifications

Only Physicians who:

- Document their (1) current licensure, (2) adequate experience, education and training, (3) current professional competence, (4) good judgment, and (5) adequate physical and mental health status, so as to demonstrate to the satisfaction of the Medical Staff that they are professionally and ethically competent and that patients treated by them can reasonably expect to receive quality medical care;
- Are determined to (1) adhere to the ethics of their respective professions, (2) be able to work cooperatively with others so as not to adversely affect patient care, (3) keep confidential, as required by law, all information or records received in the physician-patient relationship, and (4) be willing to participate in and properly discharge those responsibilities determined by the Medical Staff;
- Maintain in force professional liability insurance or self-insurance coverage in not less than the minimum policy limits of $1,000,000 per claim and $3,000,000 aggregate per year of other such amounts as may be deemed appropriate by the Medical Staff Committee and provide the Facility with a current certificate of insurance;

- Are board eligible or board certified by the applicable and recognized board of the applicant's surgical specialty or submit documentation of a current valid curriculum of post-graduate training and five (5) years of practice in good standing in applicants' specialty at an accredited health care facility; and,
- When applicable, provide proof of certification and training for new or innovative procedures applied for, for example, laser, accompanied by evidence that applicant's malpractice coverage includes the new or innovative procedures, shall be deemed to possess qualifications for membership on the Medical Staff.

Particular Qualifications:

Physicians – An applicant for membership on the Medical Staff must hold an M.D., D.O., or D.P.M. degree, and must also hold a valid and unrestricted license to practice medicine issued by the Washington State Department of Health.

3.3 NONDISCRIMINATION

No aspect of Medical Staff membership or particular Clinical Privileges shall be denied on the basis of gender, gender orientation, identity or expression, race, age, creed, faith, , disability, veteran's status or national origin.

3.4 RESPONSIBILITIES OF MEDICAL STAFF MEMBERSHIP FOR THE FHSC

In addition to the other responsibilities and obligations listed in these bylaws, each applicant, by applying for or being granted membership or Clinical Privileges, thereby obligates himself/herself to:

- Adhere to generally recognized standards of professional ethics of his/her profession;
- Provide continuous care and supervision to his/her patients;
- Perform all of the applicable obligations of a Member of the Medical Staff and voluntarily subject himself/herself to the processes, decisions and judgments made concerning his/her practice at the Facility;
- Participate in peer review activities, including proctoring when asked to do so by the Medical Director;
- Prepare and complete in timely fashion medical records for all the patients to whom the Member provides care in the Facility;
- Obtain appropriate informed consent from all patients and/or other appropriate persons;
- Work cooperatively with others so as not to adversely affect patient care;
- Reasonably cooperate with the Facility in its efforts to comply with accreditation, reimbursement and legal or other regulatory matters;
- Maintain confidentiality of all Medical Staff peer review matters, pursuant to these bylaws;

- Understand and accept that any act, communication, report, recommendation or disclosure concerning his/her practice, performed or made at the request of an authorized representative of the FHSC or any other health care facility for the purpose of achieving or maintain quality patient care in this or any other health care facility, shall be pursued to the fullest extent permitted by law;
- Give immediate notice to the Medical Staff Committee in the event that his/her professional license, DEA number, or professional liability insurance is revoked or suspended or in event that his/her privileges or membership at any other health care facility are curtailed, limited, suspended or revoked upon the grounds of actual or asserted medical cause or reason and irrespective of the fact that, in the opinion of the physician, such action is not justified;
- Consent to the Facility's inspection of all records and documents that may be material to an evaluation of his/her professional qualifications for the Clinical Privileges requested;
- Accept the obligations and responsibilities of the allied health program;
- Avoid disruptive or other inappropriate behavior while at the Facility;
- Refuse to engage in improper inducements for patient referral;
- Acknowledge that there shall be, to the fullest extent permitted by law, immunity from civil liability arising from any act, communication, report, recommendation or disclosure performed or made in connection with this or any other health care institution's activities related but not limited to:
    - Application for Clinical Privileges;
    - Periodic reappraisals for Clinical Privileges;
    - Corrective action, including summary suspension;
    - Hearings and reviews;
    - Medical care evaluations;
    - Utilization reviews; and,
    - The FHSC activities related to quality patient care and inter-professional conduct

3.5 Conditions and Duration of Privileging

The Operating Council shall approve all privileging and re-privileging of the Medical Staff of the FHSC. Initial Privileging and re-privileging shall be for a period of two (2) years, commencing on the effective date of the Privileging, except where a shorter period is set by the FHSC Board upon the recommendation of the Medical Director and the Operating Council. The above notwithstanding, Privileging and Re-privileging shall expire on the last day of the month of the expiration of the two (2) year term or such short period set by the FHSC Board.

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ARTICLE IV
MEDICAL STAFF MEMBERSHIP

4.1 ACTIVE STAFF

Qualifications

The active Medical Staff shall consist of members who meet the qualifications for membership set forth in Section 3.2; and

Prerogatives

Except as otherwise provided, the prerogatives of an active Medical Staff Member shall be entitled to:

- Exercise such Clinical Privileges as granted pursuant to Article VI;
- Attend and vote on matters presented at general and special meetings of the Medical Staff and of the committees of which he/she is a member; and,
- Hold staff office and serve as a voting member of committees to which he/she is duly appointed or elected by the Medical Staff or duly authorized representative thereof.

4.2 EMERGENCY PRIVILEGES

In the event of an emergency, any practitioner, to the extent permitted by his or her license and regardless of staff status, or Clinical Privileges, shall be permitted to do everything possible to save the life of a patient or to save a patient from serious harm.

For the purpose of this section "emergency" is defined as a condition which could result in serious of permanent harm to a patient(s) and which any delay in administering treatment would add to that harm or danger.

4.3 RESIDENT AND FELLOW STAFF

The "Resident Staff" shall consist of interns, assistant residents, and residents in the clinical departments who work under the supervision of an attending physician who is a Medical Staff member, and in accordance with Facility and departmental job descriptions. Resident Staff assume responsibilities, subject to the supervision and responsibility of the attending physician, for the safe, effective and compassionate care of patients in medical care activities administered by the Facility, consistent with their training and experience. Resident Staff will be expected to participate in the medical education programs of the Facility. Resident Staff shall

comply with ongoing risk management education requirements and shall adhere to all applicable policies promulgated by the Medical Staff Committee and shall agree to be governed by these bylaws. Resident Staff are not considered Members of the Medical Staff. Denial, suspension or revocation of appointment to the Resident Staff does not give rise to the fair hearing rights specified in Article VIII.

Resident Staff shall be graduates of, or students in good standing (e.g., sub-interns) of, approved or recognized schools of medicine or osteopathy. Graduates of approved or recognized medical schools elsewhere than in the United States, Canada, or Puerto Rico must present a valid ECFMG certificate from the Educational Commission for Foreign Medical Graduates prior to beginning the credentialing process. Resident Staff shall be licensed in Washington State. Fellow Staff will be required to qualify and maintain privileges consistent with the terms described above for Active Staff, provided that denial, suspension or revocation of appointment to the Fellow Staff does not give rise to the fair hearing rights specified in Article VIII. Notwithstanding the foregoing, in the event the Operating Council denies, suspends or revokes appointment to the Fellow Staff, the Operating Council shall make a report to the National Practitioner Data Bank and/or the appropriate licensing board when required to do so under applicable law or other requirements.

4.4 ALLIED HEALTH PROFESSIONALS

Allied health professionals engaged by a Medical Staff member to provide services at the Facility shall be permitted to render services within the scope of his or her licensure/certification and consistent with approved duties within limitations specified in the Medical Staff Rules, Regulations and Policies. Allied health professionals shall hold a valid license/certification within the State of Washington for their respective profession and must have qualifications and abilities determined to be acceptable by the Medical Staff Committee and the Operating Council and be approved for practice within the Facility. Such allied health professionals, including but not limited to nurse practitioners and physician assistants, shall work in collaboration with or under the supervision of the respective Medical Staff member responsible for providing services at the Facility. Allied health professionals are not considered Members of the Medical Staff. Denial, suspension or revocation of permission to render services within the Facility does not give rise to the fair hearing rights specified in Article VIII. Notwithstanding the foregoing, in the event the Operating Council denies, suspends or revokes permission for an allied health professional to render services in the Facility, the Operating Council shall make report to the appropriate licensing board(s) when required to do so under applicable law.

ARTICLE V

PRIVILEGING AND RE-PRIVILEGING

5.1 GENERAL

Except as otherwise specified herein, no person shall exercise Clinical Privileges in the FHSC unless that person is credentialed by the FHSC and applies for and receives Privileges as set forth in the FHSC bylaws.

5.2 PRIVILEGING AUTHORITY

Privileging, denials and revocations of Privileges for the Medical Staff of the FHSC shall be made as set forth in these bylaws.

5.3 DURATION OF PRIVILEGING AND RE-PRIVILEGING

Except as otherwise provided in these bylaws, initial privileging for the Medical Staff shall be for a period of two (2) years. Re-privileging shall also be for a period of two (2) years.

5.4 APPLICATION FOR PRIVILEGING AND RE-PRIVILEGING

Application For

Physicians requesting Privileges to the FHSC should submit a request to the Facility's management staff. All requestors should be credentialed or have an application for Credentialing to the FHSC in process at the time of the request.

Medical Staff Committee Action

At the next regularly scheduled meeting after receipt of the request for privileges, or as soon thereafter as practicable, the Medical Staff Committee shall consider the request. A credentialing specialist will provide to the Medical Staff Committee members for review a copy of the following:

- Verification of credentialing or that application requirements have been met
- Peer Review Committee meeting minutes which reviews the Facility's Credentialing/Re credentialing Standards/Guidelines
- A minimum of two (2) completed Peer Reference Forms
- A completed Surgical Privileges Request Form
- For Re-Privileging: The FHSC Practice Data Review Form

The Medical Staff Committee shall render a decision in writing as to Medical Staff Privileging and, if Privileging is recommended, any special conditions to be attached to the Privileging. The Medical Staff Committee may also defer action on the application. The reasons for the decision shall be stated.

Effect of Medical Staff Committee Action

- *Favorable Recommendation*: When the recommendation of the Medical Staff Committee is favorable to the applicant.

- *Adverse Recommendation*: When a final recommendation of the Medical Staff Committee is adverse to the applicant, the applicant shall be promptly informed by written notice advising the applicant of his appeal rights set forth in these bylaws.
- *Notice*: Notice of adverse recommendation shall be forwarded to Operating Council and the Swedish Hospital Medical Staff Office for its information, but shall not be acted upon until after the affected individual has exercised or waived his right to an appeal under these bylaws.

Action on the Application

In taking action under this section, Operating Council shall give great weight to the recommendation of the Medical Staff Committee and shall not act arbitrarily or capriciously.

- If Operating Council adopts the recommendation of the Medical Staff Committee, it shall become the final action of the Facility.
- If Operating Council does not adopt the recommendation of the Medical Staff Committee, Operating Council may refer the matter back to the Medical Staff Committee with instructions for further review and recommendation. The Medical Staff Committee shall review the matter and promptly forward its recommendation to Operating Council. If Operating Council adopts the recommendation of the Medical Staff Committee, it shall become the final action of the Facility.
- If the action of Operating Council is adverse to the applicant, Operating Council shall notify the Medical Staff Committee, and the chairman shall promptly send a written notice to the applicant advising the applicant of his appeal rights under these bylaws.
- An adverse decision of Operating Council shall not become final until the applicant has exercised or waived his appeal rights under these bylaws. The fact that such adverse decision is not yet final shall not be deemed to confer membership or Privileges when none existed before.

After all the affected individual's appeal rights under these bylaws have been exhausted or waived, Operating Council shall take final action. All decisions to appoint shall include a delineation of Clinical Privileges and any applicable conditions and the applicant shall be so notified.

Notice of Final Decision

Notice of the final decision shall be given to the applicant. A decision and notice to privilege or re-privilege shall include, if applicable: (1) the Clinical Privileges granted, (2) any special conditions attached to the Privileges.

5.5 RE-PRIVILEGING

Medical Staff Privileges must be reassessed and renewed every two (2) years. The scope of procedure(s) performed in the organization must be reviewed and amended as appropriate

Reapplication

At least three (3) months prior to the expiration date of the current staff Privileging, Re-Privileging documents shall be mailed or delivered to the Member. At least thirty (30) days prior to the expiration date, each Medical Staff Member shall submit to the Medical Staff Committee the completed documents for renewal of Clinical Privileges. The documents shall include all information necessary to update and evaluate the qualifications of the applicant. Upon receipt of the documents, the information shall be processed.

Failure to File Re-Privileging Documents

If the Member fails without good cause to submit required documents within -fifteen (15) days past the due date, the Member shall be deemed to have resigned Privileges at the FHSC and the hearing and appeal rights set forth in these bylaws shall not apply.

ARTICLE VI
CLINICAL PRIVILEGES

6.1 EXERCISE OF PRIVILEGES

Except as otherwise provided in these bylaws, a Member providing clinical services at this Facility shall be entitled to exercise only those Clinical Privileges specifically granted. These Privileges and services must be organization specific, within the scope of any license, certificate or other legal credential authorizing practice in Washington State and consistent with any restrictions thereon. Medical Staff Privileges may be granted, continued, modified or terminated by the Medical Staff Committee, only for reasons directly related to quality of care and other provisions of these Medical Staff bylaws, and only following the procedures outlined in these bylaws.

6.2 DELINEATION OF PRIVILEGES IN GENERAL

Requests

Each application for Privileging for the Medical Staff must contain a request for the specific Clinical Privileges desired by the applicant. A request by a Member for a modification of Clinical Privileges may be made at any time, but such requests must be supported by documentation of training and/or experience supportive of the request.

Basis for Privileges Determination

Requests for Clinical Privileges shall be evaluated on the basis of the Member's education, training, experience, demonstrated professional competence and judgment, clinical performance, and the documented results of patient care and other quality review and monitoring which the Medical Staff deems

appropriate. Privilege determinations may also be based on pertinent information concerning clinical performance obtained from outside sources.

6.3 PROCTORING

General Provisions

Except as otherwise determined by the Medical Staff Committee, all new Members and all Members granted new Clinical Privileges may be subject to a period of proctoring. All efforts will be made to conduct on-site proctoring. If on-site proctoring cannot be reasonably carried out within the confines of the Facility, evidence of proctoring from a local organization or hospital may be accepted. Performance on an appropriate number of cases as established by the Medical Staff Committee may be observed by the appropriate Members, as determined by the Medical Staff Committee during the period of proctoring specified by the Medical Staff Committee, to determine suitability to continue to perform services within the Facility. The Member may remain subject to such proctoring until the Medical Staff Committee furnishes a report and related certification (the "Certification") describing the types and number of cases observed, an evaluation of the new Member's performance, and a statement that the Member appears to meet all of the qualifications for unsupervised practice in the Facility.

Failure to Obtain Certification

If a new Member or Member exercising new Clinical Privileges fails to obtain such Certification (in connection with any proctoring that may be required) within the time allowed by the Medical Staff Committee, those specific Clinical Privileges shall automatically terminate, and the Member shall be entitled to an appeal, upon request, pursuant to Article VIII, if such failure is due to a medical disciplinary cause or reason.

ARTICLE VII
CORRECTIVE ACTION

7.1 CORRECTIVE ACTION

Criteria for Initiation

Any person may provide information to the Medical Staff Committee about the conduct, performance, or competence of Medical Staff Members. When reliable information indicates a Member may have exhibited acts, demeanor, or conduct reasonably likely to be (1) detrimental to patient safety or to the delivery of quality patient care within the organization; (2) unethical; (3) contrary to the requirements of these Bylaws or other applicable rules or regulations; or (4) below applicable professional standards or disruptive to the operations of FHSC, a request for an investigation or action against such Member may be made.

Initiation

A request for an investigation must be in writing, submitted to the Medical Staff Committee, and supported by reference to specific activities or conduct alleged. If the Medical Staff Committee initiates the request, it shall file appropriate documentation of the reasons.

Investigation

If the Medical Staff Committee concludes an investigation is warranted, it shall direct an investigation to be undertaken. The Medical Staff Committee may conduct the investigation itself, or may delegate the task to an appropriate Medical Staff Member or committee. If the investigation is delegated to a Member or committee, such person(s) shall proceed with the investigation in a prompt manner and shall forward a written report of the investigation to the Medical Staff Committee as soon as practicable. The report may include recommendations for appropriate corrective action.

The Member shall be notified that an investigation is being conducted and shall be given an opportunity to provide information in a manner and upon such terms as the investigating body deems appropriate. The individual or body investigating the matter may, but is not obligated to, conduct interviews with persons involved; however, such investigation shall not constitute a "hearing" as that term is used in Article VIII, nor shall the procedural rules with respect to hearings apply. Despite the status of any investigation, the Medical Staff Committee shall retain authority and discretion at all times to take whatever action may be warranted by the circumstances, including summary suspension, termination of the investigative process or other action.

Medical Staff Committee Recommendation

As soon as practicable after the conclusion of the investigation, the Medical Staff Committee shall recommend an action to the Operating Council, which may include, without limitation:

- Determining no corrective action be taken and, if the Medical Staff Committee determines there was no credible evidence for the complaint in the first instance, removing any adverse information from the Member's file;
- Deferring action for a reasonable time;
- Issuing letters of admonition, censure, reprimand, or warning. In the event such letters are issued, the affected Member may make a written response which shall be placed in the Member's file;
- Recommending the imposition of terms of probation or special limitation upon continued organization membership including, without limitation, requirements for mandatory consultation, or monitoring; and
- Recommending the termination of membership.
- Report to the DOH when required by WAC 246-16, et. seq., RCW 70.230.110, or other applicable law. Reports will be made within 15 days of a final action of the Operating Council.

Any recommendation by the Medical Staff Committee for reduction, suspension, or expulsion from the Medical Staff shall entitle the affected Member to the procedural rights provided in Article VIII of these

Bylaws. Letters of Warning, Admonition, or Reprimand shall not entitle the affected Member to the procedural rights provided in Article VIII of these Bylaws.

Operating Council Action

Upon receipt of a recommendation from the Medical Staff Committee, the Operating Council may reject the recommendation for corrective action, issue a Letter of Warning; Letter of Admonition; or Letter of Reprimand; impose terms of probation or require consultation or additional education; recommend reduction, suspension, or revocation of clinical privileges; or recommend that the practitioner's Medical Staff Membership be suspended or revoked.

Only a final action of the Operating Council shall be deemed adverse for the purpose of reporting to the National Practitioner Data Bank pursuant to the Health Care Quality Improvement Act of 1986, as amended, and the regulations adopted pursuant thereof. No adverse recommendation or action shall be deemed to have been taken by reason of: (1) an investigation, meeting, or conference, (2) a summary restriction or precautionary suspension or (3) acceptance or surrender of clinical privileges while under investigation, until final action has been taken by the Operating Council, unless such recommendation or action affects the clinical privileges of a practitioner for a period of longer than thirty (30) days.

7.2 SUMMARY RESTRICTION OR SUSPENSION

Criteria for Summary Suspension

The FHSC Medical Director, or his/her designee, shall have the authority to summarily suspend all or any portion of the Clinical Privileges of a Member where the failure to take such an action may result in an imminent danger to the health of any individual. Such suspension shall become effective immediately upon imposition.

Action of Medical Staff Committee

In the event of a summary suspension, the Medical Staff Committee shall initiate an investigation of the charges as soon as possible but not later than fourteen (14) days after suspension. The summary suspension will remain in effect until the conclusion of the investigation.

Subsequent Action

Upon conclusion of the investigation, the Medical Staff Committee may recommend modification, continuance, or termination of the summary suspension. If, as a result of such investigation, the Medical Staff Committee finds that the suspension should stand as is or in a modified form, the suspension remains in effect and the physician is entitled to the procedural rights of a hearing as outlined in Section VIII of these Bylaws.

7.3 AUTOMATIC SUSPENSION OR TERMINATION

AUTOMATIC SUSPENSION

Any of the following actions is grounds for the FHSC Medical Director, the Medical Staff Committee, or the Operating Council to automatically suspend or limit a Member's Clinical Privileges without right to a hearing under Article VIII:

- Action by the Washington State Medical Quality Assurance Commission, or other appropriate professional licensing Boards suspending a Medical Staff Member's license;
- Suspension of a Member's DEA license;
- Failure of a Member to maintain adequate professional liability insurance deemed appropriate by the Operating Council; or
- Suspension or exclusion of the Member from the Medicare or Medicaid program.

Actions taken by the Washington State Medical Quality Assurance Commission, or other licensing Board(s), restricting a Medical Staff Member's license, or placing him/her on probation, must be immediately reported to the Medical Director or Executive Director and will be the subject of an immediate review by the Medical Staff Committee and/or Operating Council as to the reason(s) for the disciplinary measures. Appropriate actions will be taken pending outcome of the review.

Reinstatement of the Member to former Medical Staff status and clinical privileges are directly dependent on reversal of the event that triggered the suspension. However, the circumstances leading to a state medical board or DEA sanction may be the basis for corrective action by the Medical Staff Committee.

AUTOMATIC TERMINATION

Any of the following actions is grounds the FHSC Medical Director, the Medical Staff Committee, or the Operating Council to automatically terminate a Member's Clinical Privileges without right to a hearing under Article VIII:

- Action taken by the Washington State Medical Quality Assurance Commission, Osteopathic Board of Examiners, or other licensing Boards revoking a Medical Staff member's license;
- Revocation of the member's DEA license;
- Conviction of a felony; or
- Falsification, misrepresentations, or omissions of any aspect of application for membership or privileges, without exception.

Should there be a reversal of the above events (with the exception of falsification of documents), and the Member desires reinstatement of Medical Staff membership and privileges, the Member must reapply in writing for Clinical Privileges. Such reapplication shall be processed in the same manner as reappointment to the Medical Staff.

7.4 MEMBER REPORTING

National Practitioner Data Bank

FHSC's authorized representative must report any restriction of a Member's Clinical Privileges that is based on competence, or professional conduct that does or could adversely affect the health or welfare of a patient, to the National Practitioner Data Bank if the restriction lasts longer than thirty (30) days. The report must be submitted within 15 working days of the date the restriction becomes reportable. In addition, the FHSC's authorized representative must report a Member's voluntary surrender or restriction of privileges while under investigation or in order to avoid an investigation. The same reporting periods apply.

Department of Health Reporting

FHSC's authorized representative must report to the Washington Department of Health when the practice of a Member is restricted, suspended, limited, or terminated based on a determination, conviction, or finding by the FHSC that the Member has committed an action defined as unprofessional conduct under RCW 18.130.180, or as otherwise required by WAC 246-16, et. seq., RCW 70.230.110, or other applicable law. Reports shall be made within fifteen (15) days of the date of the finding, determination, or conviction or of the FHSC's acceptance of the voluntary restriction or termination of privileges by the Member while under investigation or the subject of a proceeding under RCW 18.130.180 or in order to avoid an investigation or other proceeding.

ARTICLE VIII
PROCEDURAL FAIRNESS

8.1 RIGHT TO A HEARING

When a Member receives notice from the Medical Director of a recommendation from the Medical Staff Committee or Operating Council that will adversely affect the Member's status as a member of the Medical Staff, or his/her exercise of Clinical Privileges, unless otherwise provided in these Bylaws, the Member shall be entitled to a formal hearing before an Ad Hoc Hearing Committee appointed by the Medical Staff Committee where legal counsel may or may not be present.

All hearings shall be in accordance with the procedural safeguards set forth in these Bylaws.

Except as provided in Section 7, the grounds for a hearing are the following:

- Denial of Medical Staff appointment or reappointment;
- Suspension of Medical Staff membership;
- Revocation of Medical Staff membership;
- ;
- Denial of requested Privileges;
- Reduction in Privileges;

- Denial of increase in Privileges;
- Suspension of Privileges; or
- Termination of Privileges.

8.2 REQUEST FOR HEARING

The Medical Director is responsible for promptly notifying the affected Member in writing (by registered mail, return receipt requested) of an adverse recommendation or decision that would entitle him/her to a hearing.

Within thirty (30) days after receipt of such notice, the affected Member may make a request to the Medical Director for a hearing. The failure of the Member to request a hearing to which he/she is entitled by these Bylaws, within the time and in the manner herein specified, shall be deemed a waiver of his/her right to such a hearing. Once such a hearing has been waived, the adverse recommendation or decision shall be forwarded to the Operating Council for final action.

8.3 NOTICE OF HEARING

Within thirty (30) days after receipt of a request for a hearing from a Member entitled to same, the Medical Director shall schedule and arrange for a hearing and shall notify the affected Member in writing (by registered letter, return receipt requested) of the hearing date, time, and place and such other information as may be required. An alternate date may be mutually agreed upon, however, the hearing date shall be set for a date not less than thirty (30) days nor more than sixty (60) days after receipt of the request for the hearing. In the case of a summary suspension, the hearing will be held as soon as reasonably possible with the consent of the affected Member, not later than thirty (30) days after receipt of the request for the hearing.

The notice of hearing shall summarize in concise language, the acts or omissions with which the Medical Staff Member is charged, a list of specific or representative charts being questioned, and/or other reasons for the adverse recommendations or decisions.

8.4 COMPOSITION OF HEARING COMMITTEE

The hearing shall be conducted by an Ad Hoc Hearing Committee whose members shall be appointed by the Operating Council in its sole discretion. The Ad Hoc Hearing Committee shall be composed of no less than three (3) members and more than seven (7) members of the Medical Staff. A quorum of at least fifty percent (50%) is needed to make decisions.

No FHSC Medical Staff member who has actively participated in consideration of the adverse recommendation of the Medical Staff Committee, and no more than one (1) Physician in direct economic competition with the affected Member, shall be appointed as a member of the Ad Hoc Hearing Committee.

The hearing provided for in these Bylaws is for the purpose of resolving matters bearing on professional competency and conduct. However, the affected Member, at his/her expense, may be represented by an attorney. The Medical Staff may also have legal representation. Regardless of whether there is legal

representation at the hearing, the affected Member, the Medical Director, and the Medical Staff shall have the right to obtain legal counsel in connection with preparation for the hearing.

8.5 CONDUCT OF HEARING

The Chairman of the Ad Hoc Hearing Committee shall be chosen by the Ad Hoc Hearing Committee and shall have the following responsibilities:

- Preside over the hearing;
- Determine the order of procedures during the hearing;
- Ensure that all participants in the hearing have a reasonable opportunity to present verbal and written evidence;
- Rule on any issues or questions that might arise;
- Maintain decorum;
- Ensure that all parties present their positions promptly and without necessary delay; and
- Establish a method for accurate independent record keeping of the proceedings.

The Ad Hoc Hearing Committee shall consider any relevant issues of individual, professional competence or conduct, or allegations that administrative or medical staff policies have been applied in an arbitrary, capricious, or discriminatory manner. The Committee will make its determinations based on administrative or Medical Staff policies in effect at the time of a Member's alleged act or omission giving rise to the hearing. .

The affected Member and Ad Hoc Hearing Committee shall have the following rights and responsibilities:

- The affected Member for whom the hearing has been scheduled shall be required to be physically present throughout the hearing. A Member who fails to appear and proceed at such hearing shall be deemed to have waived his/her right to a hearing and to have accepted the adverse recommendation or decision involved, and the same shall be forwarded to the Operating Council for final action.

- Postponement of the hearing beyond the time set forth in these Bylaws shall be for good cause and may be made with the approval of the Medical Staff Committee.

- No member of the Ad Hoc Hearing Committee may vote by proxy.

- The affected Member shall be entitled to be accompanied at the hearing by a member of the Medical Staff in good standing, or at his/her own expense, by a representative of his/her choosing, such as legal counsel.

- Each party shall, prior to the hearing, be entitled to submit memoranda concerning any issue of procedure orfact. Such memoranda shall become part of the hearing record.

- The Ad Hoc Hearing Committee and the affected Member have the following rights:

    - To call, examine, and cross-examine witnesses;

- To introduce and rebut written evidence; and
- To submit a written statement at the close of the hearing.

- The hearing shall be limited to two (2) days, with the affected Member and the Medical Executive Committee each entitled to an equal amount of time to call, examine and cross-examine witnesses, and to introduce and rebut written evidence.

- At the expense of the affected Member, an accurate independent record of the hearing shall be made (e.g. court reporter, taping with transcription) to ensure the appropriate documentation of discussions and issues addressed by all parties.

- Upon conclusion of the presentation of verbal and written evidence, the hearing shall be closed. The Ad Hoc Hearing Committee shall thereupon, at a time convenient to itself, promptly conduct its deliberations outside the presence of the affected Member.

8.6 FINAL DECISION

The majority recommendation of the Ad Hoc Hearing Committee will be the final decision in this matter, subject to approval by the Operating Council who will adopt, reject, or remand the recommendation.

The Medical Staff Committee shall promptly send written notice of the final decision to the Member (by registered letter, return receipt requested) following action of the Operating Counsel on the Ad Hoc Hearing Committee recommendation.

This decision is final and effective and shall not be subject to further hearing or appellate review.

ARTICLE IX
OFFICERS

9.1 OFFICERS OF THE MEDICAL STAFF OF THE FHSC

Identification

The chief officer of the Medical Staff of the FHSC shall be the Medical Director.

Qualifications

The officer must be a Member of the active Medical Staff at the time of his or her appointment, must remain a Member in good standing duringhis or her term in office, and must be actively performing cases at the Facility. Failure to maintain such status shall create a vacancy in the office involved.

Appointment

The Medical Director shall be appointed by the FHSC Operating Council.

Term of Office

The Medical Director shall serve until a successor is appointed, unless that officer shall resign sooner or be removed from office.

Removal of Officer
The FHSC Operating Council may remove the Medical Director by a majority vote.

Vacancies in Office

Vacancies in office occur upon the death or disability, resignation, or removal of the officer, or such officer's loss of membership in the Medical Staff. Vacancies shall be filled by appointment by the FHSC Operating Council.

9.2 DUTIES OF OFFICER

Medical Director

The Medical Director shall serve as the chief officer of the Medical Staff of the FHSC. The duties of the Medical Director shall include, but not be limited to:

- Enforcing the Medical Staff bylaws and rules and regulations, implementing sanctions where indicated, and promoting compliance with procedural safeguards where corrective action has been requested or initiated;
- Calling, presiding at, and being responsible for the agenda or assigning a designee of all meetings of the Medical Staff;
- Serving as chairman of the Medical Staff Committee;
- Serving as an ex officio member of all other staff committees without vote, unless his or her membership in a particular committee is required by these bylaws;
- Interacting with Operating Council in all matters of mutual concern within the Facility ;
- Appointing, in consultation with the Medical Staff Committee, committee members for all standing and special Medical Staff, liaison, or multi-disciplinary committees, except where otherwise provided by these bylaws and, except where otherwise indicated, designating the chairperson of these committees; and
- Performing such other functions as may be assigned to the Medical Director by these bylaws, the Medical Staff, or by the Medical Staff Committee.

First Hill
SURGERY CENTER

ARTICLE X
COMMITTEES

10.1 GENERAL CONSIDERATIONS

Committee Structure

The Medical Staff Committee shall be responsible for the general supervision of the Medical Staff and for the duties and responsibilities described in these bylaws.

Other committees shall be identified and structured as the Medical Staff Committee, Operating Council, or these bylaws designate.

The committee shall maintain a permanent record of their proceedings, including pertinent discussion and any conclusions, recommendations and actions.

The Medical Director may serve on all Medical Staff committees to which they are not expressly appointed.

Whenever these bylaws require that a function be performed by:

- A Medical Staff committee, but no committee has been specified, the Medical Staff Committee shall perform the function or designate a committee to perform it;
- The Medical Staff Committee, but a committee has been formed to perform the function, the committee so formed shall act in accordance with the authority delegated to it.

All committee participants shall sign and date a confidentiality statement acknowledging that each agrees to maintain the confidentiality of all committee matters.

10.2 MEDICAL STAFF COMMITTEE

Composition

The Medical Staff Committee shall be a standing committee of the Medical Staff and shall consist of the Medical Staff officer and additional Members as appointed by the Operating Council. Ex-officio Members, without vote, may include the Executive Director, Director of Nursing, and others as appointed by the Medical Director. Each voting Member shall have one vote. Operating Council shall have the authority to establish the number of consecutive terms a Member may serve as a voting Member.

Duties

The duties of the Medical Staff Committee shall be to:

- Perform the functions outlined in these bylaws;
- Coordinate and implement the professional and organizational activities and policies of the Medical Staff;
- Receive and act upon reports and recommendations from Medical Staff committees;
- Recommend actions to Operating Council on matters of a medico-administrative nature;
- Review, investigate and recommend to Operating Council on all matters relating to credentialing, appointments and reappointments, Clinical Privileges, staff category and clinical and corrective actions;
- When designated Allied Health Professionals provide or are recommended to provide services in the Facility, make recommendations to Operating Council on their qualifications and the degree of supervision required;
- Coordinate activities of, and policies adopted by the staff and committees;
- Fulfill the Medical Staff's accountability to Operating Council for the medical care delivered to the Facility;
- Initiate, investigate and pursue corrective action when warranted, in accordance with these bylaws;
- Designate such committees and make appointments to those committees as may be appropriate or necessary to assist in carrying out the duties and responsibilities of the Medical Staff;
- Take all reasonable steps to assure professional ethical conduct, competence and clinical performance;
- Designate the organization's authorized representative for National Practitioner Data Bank purposes;
- Review Medical Staff bylaws and rules and regulations annually and make recommendations for modifications to these documents as necessary;
- Formulate appropriate administrative policies and procedures regarding employment of personnel, fiscal concerns and the purchasing of equipment;
- Report to the Medical Staff and Operating Council the findings and results of all Medical Staff quality management activities;
- Promote Medical Staff and Facility staff continuing education activities, relevant to the care and services provided in the Facility, and in particular, to the findings of peer review and other quality management activities;
- Monitor compliance with licensure and certification; and
- Perform such other duties as Operating Council may reasonably request.

Other specific responsibilities of the Medical Staff Committee shall include:

Quality Management:

- Implementation of a Quality Management program to include the functions of performance improvement, utilization review, risk management, peer review, infection control, tissue review, pharmacy and therapeutics, medical record documentation and other functions and activities as necessary to ensure quality patient care at the FHSC.

Oversight of Allied Health Professionals:

- When designated Allied Health Professionals provide or are recommended to provide services in the Facility, make recommendations to Operating Council on their qualifications and the degree of supervision required.
- Promote Allied Health Professionals, Medical Staff and Facility staff continuing education activities, relevant to the care and services provided in the Facility, and in particular, to the findings of peer review and other quality management activities.
- Monitor Allied Health Professional compliance with licensure and certification and report to the Washington Department of Health when the Allied Health Professional is restricted, suspended, limited or terminated based upon a conviction or finding by the FHSC that the Allied Health Professional has committed an action defined as unprofessional conduct. Reports will be made within fifteen (15) days of the date of conviction or determination of unprofessional conduct or if the Allied Health Professional resigns voluntarily during an investigation.
- Assign direct supervision and oversight of Allied Health Professionals to a licensed surgeon who is a Medical Staff Member with Privileges at the FHSC in accordance with Facility policy.

Meetings

The Medical Staff Committee shall meet as often as necessary, but at least quarterly and shall maintain a record of its proceedings and actions. The quarterly meeting may be in conjunction with Operating Council meeting.

ARTICLE XI
CONFIDENTIALITY/IMMUNITY FROM LIABILITY

11.1 CONFIDENTIALITY

Records and proceedings of all Medical Staff committees having the responsibility for the quality of care rendered in this Facility, including, but not limited to, meetings of the Medical Staff Committee , meetings of committees, and meetings of special or ad hoc committees created by the Medical Staff Committee and including information regarding any Member or applicant to this Medical Staff, shall be confidential, subject to disclosure or release only in accordance with policies of the Medical Staff and privileged to the fullest extent permitted by law.

All individuals participating in or attending committee meetings are entitled to access information, and agree to keep all proceedings, minutes and documents related to any peer review or quality management matter confidential and subject to disclosure or release only in accordance with policies of the Medical Staff.

In as much as effective peer review, credentialing and quality management activities must be based on free and candid discussions, any breach of confidentiality of the discussion, deliberations, or records of any Medical Staff meeting is outside appropriate standards of conduct and will be deemed disruptive to the operation of the Facility and as having an adverse impact on the quality of patient care.

11.2 IMMUNITY

Privileges

Any act, communication, report, recommendation, or disclosure with respect to any applicant or Member of the Medical Staff, committee member or Clinical Privileges performed or made for the purpose of assessing patient care or achieving and maintaining quality patient care in this or any other health care facility shall be privileged to the fullest extent permitted by law.

Application

Such privileges shall extend to the Facility and its affiliates, and to all individuals participating in the process of assessing patient care or achieving and maintaining quality patient care including, but not limited to, Members of the Medical Staff, Allied Health Professionals, Operating Council, Medical Director, Executive Director, Director of Nursing and all other third parties who supply information to any of the individuals authorized to receive, release or act upon such information.

For the purpose of this Article, the term “third parties” means both individuals and organizations from which information has been requested and/or received by an authorized representative of the Facility, Operating Council, Medical Staff, or any committee or component thereof.

Immunity

Immunity from civil liability for any act, communication, report, recommendation or disclosure shall be absolute and to the fullest extent permitted by law. Such immunity shall apply to all acts, communications, reports, recommendations or disclosures performed or made in connection with the Facility or any other health care organization’s activities related to, but not limited to:

- Applications for appointment to the Medical Staff and the grant of Clinical Privileges;
- Periodic appraisals for re-appointment or the continuation of Clinical Privileges;
- Any and all investigations and all corrective action, including summary suspension;
- Hearings and reviews;
- Quality management activities and medical care evaluations;
- Peer review materials; and,
- Other Facility or committee related activities related to quality patient care and intra professional conduct.

The acts, communications, reports, recommendations and disclosures referred to in Article XI may relate to a physician's professional qualifications, clinical competency, character, mental or emotional stability, criminal activity, disruptive behavior, physical condition, ethics or any other matters that might directly or indirectly have an effect on patient care.

11.3 APPLICATION

The confidentiality, immunities, privileges, releases and other items in Article XI shall be express conditions to any physician's application for or exercise of privileges at the Facility and shall survive a physician's corrective action.

11.4 RELEASES

All applicants or members shall execute releases of liability and of confidentiality upon request of the Facility in accordance with this Article.

ARTICLE XII
ADOPTION AND AMENDMENTS OF BYLAWS, RULES AND REGULATIONS

12.1 RULES AND REGULATIONS

The Medical Staff (through the Medical Staff Committee) shall initiate and adopt such rules and regulations, as it may deem necessary for the proper conduct of its work and shall periodically review and revise its rules and regulations to comply with current Medical Staff practice. Recommended changes to the rules and regulations shall be submitted to the Medical Staff Committee for review and evaluation prior to presentation for consideration by the Medical Staff as a whole under such review or approval mechanism as the Medical Staff shall establish. Following adoption, such rules and regulations shall become effective. Applicants and Members of the Medical Staff shall be governed by such rules and regulations as are properly initiated and adopted. If there is a conflict between the bylaws and rules and regulations, the bylaws shall prevail. The mechanism described herein shall be the sole method for the initiation, adoption, amendment, or repeal of the Medical Staff rules and regulations.

12.2 BYLAWS

Upon the request of the Medical Staff Committee or upon timely written petition signed by at least ten percent (10%) of the Members of the Medical Staff in good standing who are entitled to vote, consideration shall be given to the adoption, amendment, or repeal of these bylaws. Such action shall be taken at a regular or special meeting provided (1) written notice of the proposed change was sent to all Members on or before the last regular or special meeting of the Medical Staff, and such changes were offered at such prior meeting and (2) notice of the next regular or special meeting at which action is to be taken included notice that a

bylaw change would be considered. Both notices shall include the exact wording of the existing bylaw language, if any, and the proposed change(s).

Action on Bylaw Change

If a quorum is present for the purpose of enacting a bylaw change, the change shall require an affirmation vote of fifty-one percent (51%) of the Members voting in person or by written ballot.

ADOPTED by the Medical Staff Committee on

_____, 2016
Date

_____
Medical Director

Reviewed:

Revised:

_____ _____

_____ _____

_____ _____