

## **ARTICLE I**

### **MEDICAL STAFF DESIGNATION:**

These are the Bylaws of the Medical Staff of Henry Ford Hospital. The Medical Staff is organized under the authority of the Bylaws of Henry Ford Health System as adopted by the Board of Trustees.

## **ARTICLE II**

### **PURPOSES AND RESPONSIBILITIES:**

In addition to the purposes set forth in the Preamble, the purposes and responsibilities of the Medical Staff are:

- 2.1 to oversee and account to the Board of Trustees for patient safety and the uniform quality and appropriateness of patient care provided in any of the facilities, departments, or services of the Hospital.
- 2.2 to conduct professional peer review concerning Medical Staff members and applicants for appointments and for clinical privileges;
- 2.3 to recommend to the Board of Trustees action with regard to appointments and reappointments and delineations and redelineations of clinical privileges for the Medical Staff;
- 2.4 to facilitate compliance with these Bylaws and other Policies including those relating to patient care;
- 2.5 to initiate and pursue corrective action for non-compliance with these Bylaws and other Policies;
- 2.6 to manage, coordinate, and participate in the education and research activities at the Hospital including supervision of students, interns and residents;
- 2.7 to participate in System and Hospital planning and finance processes and identify health needs of those served by the System and Hospital; and
- 2.8 to participate in the development of System Policies relative to both institutional management and patient care through membership on the Board of Trustees and through membership on standing committees of the Board of Trustees.

## **ARTICLE III**

### **MEDICAL STAFF GOVERNANCE: BOARD OF GOVERNORS:**

#### **3.1 Functions and Duties of the Board of Governors:**

The Board of Governors serves as the executive body of the Medical Staff and governing body of the Henry Ford Medical Group in accordance with these Bylaws. The Board of Governors is empowered to act for the Medical Staff and the Henry Ford Medical Group. Among its various duties and authorities, the Board of Governors oversees and establishes (subject to any approval requirements established by the Board of Trustees) policies pertaining to the following at the Hospital:

- 3.1.1 the care of patients;
- 3.1.2 the assessment of quality of medical care, patient safety and all related matters;
- 3.1.3 the continued professional development of the Medical Staff through continuing medical education and other related activities;
- 3.1.4 the research activities of the Medical Staff;
- 3.1.5 the ethical practices of the Medical Staff;
- 3.1.6 the appointment and reappointment of individuals to the Medical Staff;
- 3.1.7 the effective functioning of the Medical Staff;
- 3.1.8 the reports submitted from standing and special committees of the Medical Staff;
- 3.1.9 the arbitration of interdepartmental differences;
- 3.1.10 the enforcement of all Policies and other expectations contained in these Bylaws and elsewhere, that the Board of Governors has established or may establish in the future; and
- 3.1.11 the strategic planning for and administration of the Henry Ford Medical Group.

The Board of Governors is also responsible for enforcing all Policies and other expectations contained in these Bylaws; informing the Medical Staff of all applicable accreditation and compliance programs and the accreditation status of the Hospital; and making recommendations to the Board of Trustees regarding the Medical Staff's structure, the process for credentialing and privileging members of the Medical Staff, and regarding the delineation of individual Medical Staff member's privileges.

### 3.2 Composition of the Board of Governors:

The Board of Governors is composed of twenty-nine voting members, twenty-seven of whom are eligible members of the Henry Ford Medical Group and, to facilitate communication between the Medical Staff and Hospital administration, one is the individual who serves as the chief executive officer of the Henry Ford Hospital or his/her designee, and one is the Chief Executive Officer of the Henry Ford Medical Group.

Eighteen of the Henry Ford Medical Group members are elected by eligible Medical Staff members; one is the individual who serves as the Vice-Chair of the Board of Governors; one is the individual who serves as the Chair of the Department of Surgery; one is the individual who serves as the Chair of the Department of Medicine; one is the individual who serves as the Director of Medical Education; one is the individual who serves as the Director of Research; one is the individual whose term as Chair of the Board of Governors has just expired; one is an individual who serves as a Regional Medical Director and is appointed to the Board of Governors in accordance with the then current Election and Nominating Guidelines, one is the individual who serves as the Chief Medical Officer of the Hospital, and one is the individual who serves as the Chief Medical Officer of the Henry Ford West Bloomfield Hospital. Others from the Medical Staff and Management Staffs may attend meetings of the Board of Governors upon invitation, but are not entitled to a vote.

### 3.3 Election of the Board of Governors:

#### 3.3.1 Nominating Committees:

There shall be two Nominating Committees, one) representing the Detroit Center Medical Staff members (which includes Henry Ford Hospital) and one representing the Medical Center Medical Staff members. Each Committee shall be comprised of Medical Staff members selected in accordance with the then current Election and Nominating Guidelines.

Members of a Nominating Committee may not run for a seat on the Board of Governors in the same year as they serve on a Nominating Committee.

#### 3.3.2 Selection of Board of Governors Candidates:

The Nominating Committees shall select at least fifty-one percent more candidates for election to the Board of Governors than the number of vacancies to be filled in each election.

#### 3.3.3 Election to the Board of Governors, Terms and Vacancies:

All eligible members of the Henry Ford Medical Group are asked to vote in accordance with the then current Election and Nominating Guidelines. Announcement of the election results is made to all members of the Medical Staff.

Each elected member to the Board of Governors serves a three year term and until his/her successor is elected. In the event a member of the Board of Governors is elected to

represent a specific constituency (i.e., medical directors or suburban physicians) as opposed to being a member at large, that member's term shall terminate if his/her status changes such that he/she is no longer a part of that constituency. The Board of Governors may, at any regular or special meeting, appoint a member of the Henry Ford Medical Group to fill the unexpired term of a position which has become vacant. The appointment process for filling such vacancy shall be described in the then current Election and Nominating Guidelines.

#### 3.4 Removal and Termination from the Board of Governors:

Removal of an individual member from the Board of Governors shall be warranted for reasons of unethical or unprofessional conduct or any other actions which are of a magnitude and/or extent that they are clearly inimical to the overall objectives, obligations, policies or principles of the System, Hospital, Medical Staff or Henry Ford Medical Group. Removal or termination from membership shall not entitle the member to the procedural rights set forth in Article XIV of these Bylaws.

##### 3.4.1 Initiation:

Removal proceedings are initiated by the Board of Governors.

##### 3.4.2 Removal Procedure:

The procedure for removal is as follows:

3.4.2.1 Initiation of removal requires the affirmative vote of a majority of the voting members of the Board of Governors, and notice of such removal action and the reasons therefor shall be sent as an item of information to the Board of Trustees.

3.4.2.2 The member of the Board of Governors who is the subject of the removal action shall be notified of the initiation of the removal process in writing by the Chair of the Board of Governors and shall have the opportunity to appear before the Board of Governors to respond to the action before a final vote on removal is taken. A written request for appearance must be delivered to the Chair of the Board of Governors within fifteen days after receipt of notice of the initiation of the removal action or the right to appear is deemed to be waived.

3.4.2.3 The affirmative vote of two-thirds of the voting members of the Board of Governors (excluding the individual who is the subject of vote) is required to affirm the removal.

##### 3.4.3 Automatic Termination:

Notwithstanding the above, in the event a member of the Board of Governors ceases to be a member of the Henry Ford Medical Group, for whatever reason, his/her membership

on the Board of Governors will automatically terminate. An ex-officio member's membership on the Board of Governors terminates automatically when he/she ceases to hold the applicable office which entitles him/her to such membership.

### 3.5 Officers of the Board of Governors:

The officers of the Board of Governors consist of those set forth below and such others as may be determined by the Board of Governors, who shall serve at the pleasure of the Board of Governors. Responsibilities corresponding with each office are described in the following sections. To qualify for any office of the Board of Governors the individual must be or become an eligible member of the Henry Ford Medical Group.

#### 3.5.1 Chair of the Board of Governors:

Commencing with the term beginning January 1, 2007, the Chair of the Board of Governors will be the individual who just completed a term as Vice-Chair Board of Governors. He/She serves for a two {(individual holding this position as of January 1, 2004 shall serve a three year term)} year term subject to annual review by the Board of Governors in consultation with the Chief Executive Officer of the System. He/She is not eligible to succeed himself/herself as Chair of the Board of Governors. The Chair of the Board of Governors is responsible to the Board of Governors. He/She serves and functions as Chair of the Board of Governors (with voting rights only as tiebreaker).

#### 3.5.2 Vice-Chair of the Board of Governors:

The Vice-Chair of the Board of Governors will be selected from among the members of the Board of Governors by an affirmative vote of a majority of the voting members of the Board of Governors in accordance with the then current Election and Nominating Guidelines in consultation with the Chief Executive Officer of the System and approved by the Board of Trustees. He/She serves for a two [(individual holding this position as of January 1, 2004 shall serve a three year term)] year term subject to annual review by the Board of Governors in consultation with the Chief Executive Officer of the System. The Vice-Chair of the Board of Governors is responsible to the Chair of the Board of Governors. The Vice-Chair presides over the Board of Governors in the absence of the Chair, with the same rights and privileges as the Chair. The Vice-Chair of the Board of Governors succeeds to a two year term as Chair of the Board of Governors.

#### 3.5.3 Chief Executive Officer of the Henry Ford Medical Group:

This individual is selected by an affirmative vote of a majority of the voting members of the Board of Governors in accordance with the then current Election and Nominating Guidelines in consultation with the Chief Executive Officer of the System and approved by the Board of Trustees. He/She serves for a five year term subject to annual review by the Board of Governors in consultation with the Chief Executive Officer of the System. The Chief Executive Officer of the Henry Ford Medical Group is responsible to the Board of Governors. An individual may serve a maximum of three full terms. The Chief Executive Officer of the Henry Ford Medical Group is the chief executive officer of the Henry Ford Medical Group. As the highest ranking medical officer of the System, he/she

is responsible for effective communication between the Medical Staff, Hospital Administration and the Board of Trustees. He/She is a member of the Board of Governors, ex-officio, with vote.

### 3.5.4 Removal of Chair and Vice-Chair of the Board of Governors, and Chief Executive Officer of the Henry Ford Medical Group:

Removal of Chair and Vice-Chair of the Board of Governors, and Chief Executive Officer of the Henry Ford Medical Group, shall be warranted for reasons of unethical or unprofessional conduct or any other actions which are of a magnitude and/or extent that they are clearly inimical to the overall objectives, obligations, policies or principles of the System, Hospital, Medical Staff, or Henry Ford Medical Group. Removal or termination from office shall not entitle the individual to the procedural rights set forth in Article XIV of these Bylaws.

#### 3.5.4.1 Initiation:

Removal proceedings are initiated by the Board of Governors or the Board of Trustees.

#### 3.5.4.2 Removal Procedure:

The procedure for removal is as follows:

3.5.4.2.1 Initiation of removal procedures requires the affirmative vote of a majority of the voting members of the Board of Governors when it is initiating the action, and in accordance with its own procedures when it is the Board of Trustees initiating the action. Notice of such removal action and the reasons therefor shall be sent as an item of information to the Board which did not initiate the action.

3.5.4.2.2 The Chair or Vice-Chair of the Board of Governors, or Chief Executive Officer of the Henry Ford Medical Group shall be notified of the initiation of the removal process and the reasons therefor in writing. He/She shall have the opportunity to appear before the Board which initiated the action to respond to the action before a final vote on removal is taken. A written request for appearance must be delivered to the Board which initiated the action within fifteen days after receipt of notice of the initiation of the removal action or the right to appear is deemed to be waived.

3.5.4.2.3 The affirmative vote of two-thirds of the voting members of the Board of Governors when it initiated the action, and the number required by its own procedures when the

Board of Trustees initiated the action, is required to affirm the removal.

3.5.4.2.4 The Board which initiated the action shall send notice of its action together with such information and notes of its proceedings as is deemed appropriate to the Board which did not initiate the action.

3.5.4.2.5 In the event it was the Board of Governors which initiated the action to remove the Chief Executive Officer of the Henry Ford Medical Group, the action must be approved by the Board of Trustees before it takes effect. In the event it was the Board of Trustees which initiated the action to remove the Chair or Vice-Chair of the Board of Governors, the action must be approved by the Board of Governors before it takes effect.

3.5.5 Filling Vacancies in the Chair and Vice-Chair of the Board of Governors, and Chief Executive Officer of the Henry Ford Medical Group:

Vacancies in the positions of Vice-Chair of the Board of Governors, and Chief Executive Officer of the Henry Ford Medical Group shall be filled in the manner specified in section 3.5.2, or section 3.5.3 of these Bylaws for selection of said officer. In the event of a vacancy in the Office of the Chair of the Board of Governors, the Vice-Chair of the Board of Governors shall succeed to the Office of the Chair of the Board of Governors and the Office of the Vice-Chair of the Board of Governors shall be filled as provided in these Bylaws.

3.6 Meetings of the Board of Governors:

3.6.1 Types of Meetings:

There are two types of meetings, regular and special, at both of which a quorum is required to transact business:

3.6.1.1 Regular meetings are held at least bi-monthly at a time and place determined by the Chair.

3.6.1.2 Special meetings may be called by the Chair of the Board of Governors or, in his/her absence, by the Vice-Chair, and shall be called at the request of the Board of Trustees, the Chief Executive Officer of the Henry Ford Medical Group, or a majority of the voting members of the Board of Governors. The notice for such a meeting shall state the purpose(s) of such meeting.

Attendance at all meetings of the Board of Governors shall take precedence over professional and administrative activities that the members of the Board of Governors may otherwise have. Frequent absence from meetings of the Board of Governors is

subject to review by the Board of Governors for appropriateness and may subject a member to removal from the Board of Governors or other sanctions.

### 3.6.2 Quorum Requirements:

Presence of a majority of the voting members at a meeting (regular or special) shall constitute a quorum.

### 3.6.3 Manner in which Board of Governors Meetings are Conducted:

3.6.3.1 Meetings of the Board of Governors shall be conducted in accordance with the quality management process. The presiding officer may consult the most recent Robert's Rules of Order to resolve procedural issues that are not addressed in these Bylaws.

3.6.3.2 A written agenda for each regular and special meeting shall be prepared in advance of the meeting and sent to each member of the Board of Governors at least twenty-four hours prior to the convening time of the meeting.

3.6.3.3 Any Medical Staff member wishing to submit an issue for the Board of Governors' agenda must submit his/her request to the Chair.

3.6.3.4 Attendance of a member of the Board of Governors at a meeting constitutes a waiver of notice of the meeting, except where the member attends for the express purpose of objecting to the transaction of any business because the meeting is not properly called or convened.

### 3.6.4 Telephone Conference Meetings:

With the approval of the Chair and subject to requirements for ensuring confidentiality, a member of the Board of Governors may participate in a meeting by means of conference telephone or other similar communications equipment by means of which all persons participating in the meeting can hear and speak to each other. Participation in a meeting in accordance with this section 3.6.4 constitutes presence in person at the meeting.

## 3.7 Voting by Board of Governors:

### 3.7.1 At Meetings:

All matters coming before a meeting of the Board of Governors are decided by the affirmative vote of a majority of those members of the Board of Governors present and eligible to vote, unless otherwise stated in these Bylaws.



3.7.2 By Ballot:

All matters submitted to vote of the Board of Governors outside a meeting, by mail or email ballot, are decided by the affirmative vote of a majority of the members of the Board of Governors eligible to vote; unless otherwise stated in these Bylaws.

**ARTICLE IV**

**MEDICAL STAFF GOVERNANCE: COMMITTEES:**

4.1 Committees:

To accomplish its goals the Board of Governors shall develop standing and special committees to address specific concerns of the Medical Staff and Henry Ford Medical Group and to make recommendations for policy and strategic planning to the Board of Governors. The Board of Governors may delegate specific duties, responsibilities and/or authority to its committees.

4.2 Committee Memberships:

4.2.1 Appointment:

Unless otherwise specified, the Chair and members of each standing committee are recommended by the Chair of the Board of Governors and approved by vote of the Board of Governors. Special committees may be created by the Chair of the Board of Governors, by the Board of Governors, or by the Chief Executive Officer of the Henry Ford Medical Group on an ad hoc basis to perform specified tasks. Special committees terminate at the completion of the task unless terminated earlier by the Chair of the Board of Governors, by the Board of Governors, or by the Chief Executive Officer of the Henry Ford Medical Group. Special committee members and Chairs are appointed by the Chair of the Board of Governors, by the Board of Governors, or by the Chief Executive Officer of the Henry Ford Medical Group.

4.2.2 Terms and Removal:

Unless otherwise specified in a specific committee's description, a committee member is appointed for a term of two years, and serves until the end of this period and until his/her successor is appointed, unless he/she resigns or is removed from the committee prior to the expiration of the term. Any committee member may be removed by the affirmative vote of a majority of the voting members of the Board of Governors. Removal from membership on a committee or as Chair of a committee does not entitle the individual to the procedural rights set forth in Article XIV of these Bylaws.

4.2.3 Vacancies:

Unless otherwise specified, vacancies on any committee shall be filled in the same manner in which an original appointment to such committee is made.

#### 4.2.4 Conduct and Records of Meetings:

Committee meetings are conducted and documented in the manner specified for such meetings in Article XI of these Bylaws.

#### 4.3 Committee Designation:

The Board of Governors, in its sole discretion, designates its standing committees, their function, size, composition and responsibilities as may be necessary to implement the general principles found within these Bylaws. All such designations shall be consistent with the Corporate Bylaws of the System and with the authority granted to the Board of Governors by the Board of Trustees.

Committee Descriptions and memberships shall be maintained in the Office of the Board of Governors

### **ARTICLE V**

#### **MEDICAL STAFF STRUCTURE: DEPARTMENTS, MEDICAL CENTERS, AND FREE STANDING DIVISIONS:**

##### 5.1 Structure:

The structural components which exist within the System relative to Medical Staff members are Departments, the Detroit Center (which includes the Henry Ford Hospital), Medical Centers and free standing Divisions:

Located at the Detroit Center are education and research facilities, an inpatient hospital facility and outpatient clinic facilities. The components at the Detroit Center are organized into Departments which are defined by specialty services; each Department operates under the leadership of a Department Chair. Geographically separate outpatient Medical Centers provide clinic facilities which operate under the leadership of a Medical Director and are organized in the manner best suited to the demands of their respective locations (education and research activities may take place at these locations).

Medical Center services and the corresponding respective Detroit Center specialty services are considered parts of the same specialty Department and, therefore, the authority and responsibility for certain duties with regard to Medical Center Medical Staff members is shared between the respective Medical Director and Department Chair in accordance with these Bylaws.

In order to organize and coordinate the medical education and research activities of the Medical Staff as a whole, there is an Office of Medical Education and a Research Administration Office. Each office operates under the guidance of a director who reports to an individual designated by the Board of Governors.

Responsibility for the coordination of all activities among the Departments, Inpatient Hospital Facilities, Detroit Center, Medical Centers, and free standing Divisions rests with the Chief

Executive Officer of the Henry Ford Medical Group, the Board of Governors and its committees in accordance with these Bylaws.

When deemed appropriate, the Board of Governors and the Board of Trustees, by their joint action, may form, eliminate, subdivide, further subdivide, or combine Departments, and Medical Centers.

5.2 Designation:

5.2.1 Departments: The current Departments are:

Anesthesiology

Dermatology

Emergency Medicine

Ophthalmology & Eye Care Services

Family Medicine

Gynecology, Obstetrics & Women's Health

Internal Medicine

Medical Genetics

Neurology

Neurosurgery

Orthopaedic Surgery

Otolaryngology - Head and Neck Surgery

Pathology and Laboratory Medicine

Pediatrics

Psychiatry

Public Health Sciences\*

Radiation Oncology

Radiology

\* name changed 9/24/10

Surgery

Urology

Department formation and recognition shall be initiated by the Department Chair, Medical Director or Division Head of the area. The proposal with appropriate support documents must be submitted to the Chair of the Board of Governors who, upon finding the submission appropriate and complete, shall direct the proposal and all related materials to the Board of Governors. Approval by the Board of Governors and approval by the Board of Trustees are prerequisites to the granting of Departmental status. If the Department is a clinical discipline, American Board of Medical Specialties (ABMS) recognition of the specialty is also a prerequisite. The Chair of the newly established Department shall be selected in accordance with section 5.4.2 of these Bylaws.

#### 5.2.2 Medical Centers:

In addition to the Detroit Center, Medical Centers are currently established in a number of geographic areas of Southeastern Michigan.

#### 5.2.3 Free Standing Divisions:

Divisions which are free standing in nature and not affiliated with a specific Department may be formed or eliminated by the Board of Governors. The Chief Executive Officer of the Henry Ford Medical Group shall appoint Division Heads for such Divisions with approval from the Board of Governors.

Currently, the free standing Division is: Preventive/Occupational Medicine.

The Division Head shall be responsible for professional review and credentialing of its members and, when appropriate, the Chair of the Board of Governors shall act and perform duties of a Department Chair for such free standing Divisions.

#### 5.3 Appointments to Departments:

Each member of the Medical Staff who has clinical privileges will be appointed to at least one Department or free standing Division.

#### 5.4 Department Chairs and Medical Directors:

##### 5.4.1 Qualifications:

Each Department Chair and Medical Director must be a member of the Henry Ford Medical Group, have demonstrated ability in at least one of the areas covered by the Department or Medical Center, as the case may be, be board certified (unless otherwise determined by the Board of Governors in extraordinary circumstances) and be willing and able to discharge the function of the office faithfully and diligently.

#### 5.4.2 Selection, Term, Resignation and Removal:

- 5.4.2.1 Department Chairs and Medical Directors are appointed by and serve on formal invitation from and at the sole discretion of the Board of Governors. The Board of Governors shall obtain concurrence of the Board of Trustees in the initial selection of an individual to serve in such a position. Department Chairs and Medical Directors shall be appointed for a five year term and reviewed annually by the Chief Executive Officer of the Henry Ford Medical Group. There is no time limit on how long an individual may serve.
- 5.4.2.2 Should a Chair or Medical Director elect to relinquish such appointment, such relinquishment must be accomplished through a formal written notice submitted to the Chair of the Board of Governors in accordance with Henry Ford Medical Group Policies.
- 5.4.2.3 Department Chairs and Medical Directors may be removed by the Chief Executive Officer of the Henry Ford Medical Group at any time subject to approval of the Board of Governors. Such removal shall not entitle the individual to the procedural rights set forth in Article XIV of these Bylaws.

The Medical Staff membership of the individual completing, resigning or being removed from the administrative position of Department Chair or Medical Director will not be prejudiced by virtue of such change in status; however, the grounds for said removal may be considered, if relevant, for other action in accordance with these Bylaws.

#### 5.4.3 Responsibilities of Department Chairs and Medical Directors:<sup>1</sup>

Each Department Chair and Medical Director, in accordance with Policies, shall:

- 5.4.3.1 recommend specific specialty service qualifications and requirements for appointment to the Medical Staff;
- 5.4.3.2 recommend criteria for granting clinical privileges in the Department or at the Medical Center;

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<sup>1</sup> Medical Directors shall share responsibility with the Department Chair for recommending to the Credentials Committee (re)appointments and (re)delineation of privileges of applicants and members assigned to a Medical Center. Conflicts shall be resolved in accordance with section 5.6 of these Bylaws. Department Chairs, however, retain the sole authority for developing criteria for the delineation of Department privileges and sole authority for recommending to the Credentials Committee (re)appointment and (re)delineation of privileges of applicants and members assigned to the Detroit Center. Department Chairs also have sole authority for: (1) directing Department education and research programs; (2) recommending to the Board of Governors the number of trainees in a graduate education program; and (3) establishing the qualifications and requirements for appointment to the graduate trainee Medical Staff.

- 5.4.3.3 recommend to the Credentials Committee appointment and delineation of privileges for applicants;
- 5.4.3.4 recommend to the Credentials Committee reappointment and redelineation of privileges for Medical Staff members;
- 5.4.3.5 monitor and evaluate Medical Staff members during their probationary period and during focused review relating to a new privilege, terminate a member's appointment, clinical privileges and employment, if applicable during his/her probationary period, recommend members for reappointment upon completion of his/her probationary period or recommend that a member not be appointed upon completion of his/her probationary period;
- 5.4.3.6 initiate or recommend corrective action in order to discipline a Medical Staff member in appropriate situations;
- 5.4.3.7 supervise the training, improvement, discipline and schedules of Department or Medical Center personnel so there is a sufficient number of qualified and competent persons to provide care, including requiring alcohol, drug, or other mental or physical testing when there is a reasonable suspicion of impairment of the person's ability to perform his/her clinical privileges or other duties or responsibilities;
- 5.4.3.8 prepare the annual budget for the Department or Medical Center, including a list of major capital acquisition items and recommended resources for the Department;
- 5.4.3.9 develop and implement Policies that guide and support the Department's provision of services (subject to applicable approval requirements);
- 5.4.3.10 recommend to the relevant Hospital authority off-site sources for needed patient care services not provided by the Department or the Hospital;
- 5.4.3.11 manage the medical and non-medical affairs of the Department or Medical Center in an efficient manner, within the approved budget, and in order to provide cost effective quality patient care, education and research and coordinate inter-and intra-Departmental services;
- 5.4.3.12 schedule and preside over regular meetings of Medical Staff members and maintain written records of such meetings;
- 5.4.3.13 require that each member of the Medical Staff assigned to the Department or Medical Center adheres to the Hospital and State of Michigan requirements for continuing medical education, and to

these Bylaws and other Policies, and arrange adequate orientation and continuing education for Department personnel;

- 5.4.3.14 require that patient care audits, morbidity and mortality experiences and any other generally acceptable measures of medical practice content and outcome are periodically discussed by the collective members of the Department or Medical Center, in furtherance of continuing education, quality assessment and patient safety;
- 5.4.3.15 effect the clear understanding and application of objectives of the Department or Medical Center and the Hospital by Department or Medical Center members and personnel;
- 5.4.3.16 implement and participate in the Henry Ford Hospital/Henry Ford Medical Group Quality Assessment and Improvement Plan;
- 5.4.3.17 collaborate with the nursing staff in the interrelated matters of nursing and medical practice;
- 5.4.3.18 recommend creation of Divisions and Sections and appointment of Division Heads and Section Heads and delegate authority and responsibility commensurate with those positions;
- 5.4.3.19 advise and assist the Chair of the Board of Governors, Chief Executive Officer of the Henry Ford Medical Group, management and, when requested, the Board of Trustees, in the furtherance of the goals of the System, Hospital, Medical Staff, and Henry Ford Medical Group;
- 5.4.3.20 determine the qualifications and competence of department personnel who are not licensed independent practitioners but who provide patient care, treatment, and services;
- 5.4.3.21 continuously monitor the professional performance of all individuals who have delineated clinical privileges in the Department; and
- 5.4.3.22 integrate the Department into the Hospital's primary functions.

## 5.5 Division Heads and Section Heads:

### 5.5.1 Qualifications:

Each Division Head and Section Head must be a member of the Henry Ford Medical Group; be a member of the particular Division or Section; be qualified by training, experience, interest and demonstrated ability in the area encompassed by the Division or Section; and be willing and able to discharge the administrative responsibilities of the office.

### 5.5.2 Selection, Term and Removal:

Division Heads and Section Heads are appointed by, and serve at the sole discretion of, the Department Chair or Medical Director (or the Chief Executive Officer of the Henry Ford Medical Group in accordance with section 5.2.3 of these Bylaws). In the event of removal, such removal does not entitle the individual to the procedural rights set forth in Article XIV of these Bylaws. The Medical Staff membership of the individual relinquishing or being removed from the administrative position of Division Head or Section Head shall not be prejudiced as a result thereof; however, the grounds for said removal may be considered, if relevant, for other actions in accordance with these Bylaws.

### 5.5.3 Responsibilities:

Each Division Head and Section Head shall:

- 5.5.3.1 Account to his/her respective Department Chair or Medical Director (or the Chief Executive Officer of the Henry Ford Medical Group in accordance with section 5.2.3 of these Bylaws) for the effective operation of the Hospital, Division or Section;
- 5.5.3.2 Develop and implement, in cooperation with the Department Chair or Medical Director (or the Chief Executive Officer of the Henry Ford Medical Group in accordance with section 5.2.3 of these Bylaws), programs to carry out the quality review, (including implementation and participation in the Henry Ford Hospital/Henry Ford Medical Group Quality Assessment and Improvement Plan), evaluation, and monitoring functions for the Division or Section;
- 5.5.3.3 Exercise general supervision over all clinical work performed within the Division or Section;
- 5.5.3.4 Conduct credentials review and submit reports and recommendations to the Department Chair or Medical Director (or the Chief Executive Officer of the Henry Ford Medical Group in accordance with section 5.2.3 of these Bylaws) regarding the clinical privileges to be exercised within the Division or Section by members of, or applicants to, the Medical Staff;
- 5.5.3.5 Act as presiding officer at all Division or Section meetings; and
- 5.5.3.6 Perform such other duties as may be requested by the Department Chair or Medical Director (or the Chief Executive Officer of the Henry Ford Medical Group in accordance with section 5.2.3 of these Bylaws).



5.6 Conflict Resolution Between Chairs and Medical Directors:

In the event that a Chair and Medical Director cannot come to consensus on an issue for which there is shared authority or responsibility, the matter shall be submitted to the Chief Executive Officer of the Henry Ford Medical Group for his/her recommendation and/or resolution.

**ARTICLE VI<sup>2</sup>**

**MEDICAL STAFF CATEGORIES:**

6.1 Categories:

Members of the Medical Staff are categorized as one of the following: Senior, Bioscientific, Associate, Attending, Affiliate, Adjunct or Honorary. Initial appointment for membership to all categories of the Medical Staff is probationary in accordance with section 7.7 of these Bylaws. In limited circumstances, an applicant may apply for dual appointment (i.e., Adjunct and Affiliate categories).

Within the Medical Staff is the Henry Ford Medical Group, which is comprised of the Senior and Bioscientific categories. The Henry Ford Medical Group formulates, evaluates, monitors and implements the professional requirements of medical practice at the Hospital, including the requirements for clinical operations, credentialing, medical leadership, medical education and research. The Henry Ford Medical Group is also primarily responsible for fiscal management of clinical operations, education and research activities and compensation. Only eligible members of the Henry Ford Medical Group can vote for and/or become officers or members of the Board of Governors.

Members of the Henry Ford Medical Group are required to devote their main concern, effort and energies to the practice of their profession with the Henry Ford Medical Group and must refrain from professional and patient care activities which are unrelated to the practices and programs of the System and for which compensation or remuneration of services is not assigned to the System, in accordance with applicable Henry Ford Medical Group Policies. Such activities may also be limited by considerations of business ethics, conflict of interest and/or other Henry Ford Medical Group Policies.

Medical Staff membership and membership in the Henry Ford Medical Group, if applicable, shall terminate automatically upon the termination of a Medical Staff member's contract with the System or upon the Medical Staff member's termination from employment; whether voluntary or involuntary. Upon such termination, the individual shall not be entitled to the procedural rights set forth in Article XIV of these Bylaws; however, he/she may re-apply for another Medical Staff category for which he/she is qualified.

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<sup>2</sup> The waiver set forth in section 7.7 of these Bylaws may apply to any category described in this Article VI.

## 6.2 Senior Medical Staff:

### 6.2.1 Qualifications:

The Senior Medical Staff category consists only of physicians and dentists who are accepted for full or part-time employment positions within the System which are approved by the appropriate committee of the Board of Governors.

### 6.2.2 Prerogatives:

A Senior Medical Staff member is a member of the Henry Ford Medical Group. As an employee of the System, the Senior Medical Staff member is entitled to receive employment benefits as prescribed by the Medical Staff member's full or part-time status. Members of the Senior Medical Staff have professional liability coverage provided by the System for all activities authorized by the System. Senior Medical Staff members may apply for privileges to admit patients to Henry Ford Hospital, direct inpatient care (except dentists unless they are also oral surgeons) and care for patients in the Detroit Center outpatient clinics and/or Medical Centers consistent with clinical privileges recommended by the Department Chair and/or Medical Director and approved in accordance with Article IX of these Bylaws. Senior Medical Staff members may: (1) engage in education and research activities; (2) serve on committees; (3) hold office in the Department and committees of which a member; (4) vote on all matters presented at general and special meetings of the Medical Staff and of the Department and committees of which a member; and (5) if employed by the System on at least a seventy-five percent basis, vote for and be a member or officer of the Board of Governors.

## 6.3 Bioscientific Medical Staff:

### 6.3.1 Qualifications:

The Bioscientific Medical Staff category consists only of professional persons, other than physicians and dentists, who have attained a doctorate or equivalent academic status in a scientific discipline. Bioscientific Medical Staff members are either: (1) recognized by state law as independent practitioners able to function in an unsupervised fashion and have been appointed to a Department in the Hospital, such as clinical psychologists, clinical chemists, exercise physiologists, audiologists, veterinarians, optometrists, and podiatrists, or (2) doctoral level scientists who are full-time researchers. The Board of Trustees has recognized as exceptions to the above cited requirements masters' level prepared speech pathologists, audiologists and medical physicists.

Members in the Bioscientific Medical Staff category must satisfy those qualifications set forth in section 7.2 of these Bylaws and Department and/or Medical Center criteria for appointment and reappointment which are applicable and/or necessary to perform the duties/responsibilities for which he/she is applying and be accepted for full or part-time employment by the System in a position designated as a Bioscientific Staff position approved by the appropriate committee of the Board of Governors.

Not all doctorate prepared employees automatically qualify for appointment to the Bioscientific Medical Staff; it is not the applicant's academic credentials but rather the description of the approved position which is determinative. Other professional persons may be included in this category as determined by the Board of Governors or the Board of Trustees based upon the dictates of quality of care and Hospital needs.

#### 6.3.2 Prerogatives:

A Bioscientific Medical Staff member is a member of the Henry Ford Medical Group. As an employee of the System, the Bioscientific Medical Staff member is entitled to receive employment benefits as prescribed by the Medical Staff member's full or part-time status. Members of the Bioscientific Medical Staff have professional liability coverage provided by the System for all activities authorized by the System. Bioscientific Medical Staff members who have clinical privileges may apply for privileges to admit patients (except dentists unless they are also oral surgeons) to the Henry Ford Hospital, direct inpatient care and care for patients in the Detroit Center outpatient clinic and/or Medical Centers consistent with clinical privileges recommended by the Department Chair and/or Medical Director and approved in accordance with Article IX of these Bylaws. Bioscientific Medical Staff members may: (1) engage in educational and research activities; (2) serve on committees; (3) hold office in the Department and committees of which a member; (4) vote on all matters presented at general and special meetings of the Medical Staff and of the Department and committees of which a member; and (5) if employed by the System on at least a seventy-five percent basis, vote for and be a member or officer of the Board of Governors.

#### 6.4 Associate Medical Staff:

##### 6.4.1 Qualifications:

The Associate Medical Staff category consists only of physicians, dentists and bioscientific persons who have been accepted for employment by the System for a period not to exceed one year in a position that has been approved by the appropriate committee of the Board of Governors, in accordance with applicable Policies. The majority of Associate Medical Staff members are in a fellowship training program at the Hospital. The Department Chair and/or Medical Director may request extension of an Associate Medical Staff appointment for additional one year periods up to an additional four years.

##### 6.4.2 Prerogatives:

As an employee of the System, the Associate Medical Staff member is entitled to receive employment benefits as prescribed by the Medical Staff member's full or part-time status. Members of the Associate Medical Staff shall have professional liability coverage provided by the System for all activities authorized by the System. Associate Medical Staff members may apply for privileges to admit patients to Henry Ford Hospital, direct inpatient care (except dentists unless they are also oral surgeons) and care for patients in the Detroit Center outpatient clinics and/or Medical Centers consistent with clinical

privileges recommended by the Department Chair and/or Medical Director and approved in accordance with Article IX of these Bylaws.

Associate Medical Staff members may: (1) engage in educational and research activities; (2) serve on committees; (3) hold office in the Department and committees of which a member; and (4) vote on all matters presented at general and special meetings of the Medical Staff and of the Department and committee of which a member. Medical Staff membership automatically terminates, without the procedural rights set forth in Article XIV of these Bylaws if an Associate Staff member's employment with the System terminates or expires, if membership is terminated for any reason, or not if membership is continued upon expiration of an appointment period. A decision by the Department Chair and/or Medical Director to terminate membership or not to extend appointment in this category is final. Associate Medical Staff members are not members of the Henry Ford Medical Group, nor may they vote for or be a member of the Board of Governors.

## 6.5 Attending Medical Staff

### 6.5.1 Qualifications:

The Attending Medical Staff category consists only of physicians, dentists, and bioscientific persons who have been selected to fill full or part-time positions approved in accordance with applicable Policies when a special System need exists. Attending Medical Staff members practice at the Hospital pursuant to an independent contractor or employment contract with the System, on either an exclusive or non-exclusive basis, in accordance with Policies. The System may contract either directly with the Attending Medical Staff member or with a party (the "Contractor") that provides the Attending Staff member's services. Members of the Attending Staff who are not employed by the System must demonstrate satisfactory professional liability coverage in accordance with Article XV of these Bylaws.

### 6.5.2 Prerogatives:

An Attending Medical Staff member may or may not be an employee of the System and may or may not be entitled to receive benefits or have professional liability coverage provided by the System; these issues are dependent on individual negotiations with the Department Chair and/or Medical Director, the terms of the member's contract, and Policies. Employees in this category may not have an exclusive affiliation with the System. Attending Medical Staff members may apply for privileges to admit patients to Henry Ford Hospital, direct inpatient care (except dentists unless they are also oral surgeons) and care for patients in the Detroit Center outpatient clinics and/or Medical Centers consistent with clinical privileges recommended by the Department Chair and/or Medical Director and approved in accordance with Article IX of these Bylaws. Attending Medical Staff members may: (1) engage in educational and research activities; (2) serve on committees; (3) hold office in the Department and committees of which a member; and (4) vote on all matters presented at general and special meetings of the Medical Staff and of the Department and committees of which they are members.

Medical Staff membership terminates automatically, without the procedural rights set forth in Article XIV of these Bylaws if an Attending Staff member's or the Contractor's contract with the System terminates or expires, or the Attending Staff member's relationship with the Contractor terminates or expires, or the System determines the special System need ceases to exist, or if membership is terminated for any reason or not continued upon expiration of appointment periods. A decision by the Department Chair and/or Medical Director to terminate or not extend appointment in this category is final. Attending Staff members are not members of the Henry Ford Medical Group, nor may they vote for or be a member of the Board of Governors.

## 6.6 Affiliate Medical Staff:

### 6.6.1 Qualifications:

The Affiliate Medical Staff category consists only of physicians, dentists, and bioscientific persons who have a continuing relationship with a health care organization that is affiliated with the System as so designated by the Board of Trustees. Members of the Affiliate Medical Staff must demonstrate satisfactory professional liability coverage in accordance with Article XV of these Bylaws.

### 6.6.2 Prerogatives:

Affiliate Medical Staff members may apply for privileges to admit patients to Henry Ford Hospital, direct inpatient care (except dentists unless they are also oral surgeons) and care for patients in the Detroit Center outpatient clinics and/or Medical Centers consistent with clinical privileges recommended by the Department Chair and/or Medical Director and approved in accordance with Article IX of these Bylaws.

Affiliate Medical Staff members may: (1) engage in educational and research activities; (2) serve on committees; (3) hold office in the Department and committees of which a member; and (4) vote on all matters presented at general and special meetings of the Medical Staff and of the Department and committees of which a member.

Medical Staff membership terminates automatically, without the procedural rights set forth in Article XIV of these Bylaws if the Affiliate Staff member's relationship with the affiliated health care organization terminates or expires, or if the Board of Trustees determines that the health care organization is no longer affiliated with the System. Affiliate Medical Staff members are not members of the Henry Ford Medical Group, nor may they vote for or be a member of the Board of Governors.

## 6.7 Adjunct Medical Staff:

### 6.7.1 Qualifications:

The Adjunct Medical Staff category consists only of physicians, dentists, and bioscientific persons who are members in good standing with admitting and clinical privileges at another area hospital and whose privileges at the Hospital are limited to use of a Special Facility or Special Equipment authorized from time to time by the Board of

Governors for use by the Adjunct Medical Staff. If an Adjunct Medical Staff member is requesting privileges to perform ambulatory surgery at an ambulatory surgery center operated by the Hospital, he/she must have admitting and clinical privileges at a hospital that is located within thirty minutes of the ambulatory surgery center. Members of the Adjunct Medical Staff must demonstrate satisfactory professional liability coverage in accordance with Article XV of these Bylaws.

#### 6.7.2 Prerogatives:

Adjunct Medical Staff members may be granted privileges only with respect to the Special Facility or Special Equipment designated by the Board of Governors, consistent with clinical privileges recommended by the Department Chair and/or Medical Director, and approved in accordance with Article IX of these Bylaws. Privileges are limited to outpatient services unless the Board of Governors expressly includes inpatient services in its Special Facility/Special Equipment designation.

Adjunct Medical Staff members may: (1) engage in educational and research activities; (2) serve on committees in the Department or Medical Center of which they are members; and (3) vote on all matters presented at general and special meetings of medical staff and of the Department and committees of which they are members.

Medical Staff membership terminates automatically, without the procedural rights set forth in Article XIV of these Bylaws, if the Board of Governors determines that a given facility or equipment is no longer a Special Facility or Special Equipment to which Adjunct Medical Staff have access. Adjunct Medical Staff members are not members of the Henry Ford Medical Group, nor may they vote for or be a member of the Board of Governors.

### 6.8 Honorary Medical Staff:

#### 6.8.1 Qualifications:

The Honorary Medical Staff category consists only of physicians, dentists, and bioscientific persons associated with academic institutions in the medical community who have attained distinction status by virtue of their academic achievements or special skills; retired members of the Henry Ford Medical Group; and those physicians of outstanding professional stature whose primary affiliation is not with the System.

#### 6.8.2 Prerogatives:

An Honorary Medical Staff member does not have any clinical privileges or an employment relationship with the System. In special circumstances he/she may apply for temporary privileges in accordance with section 9.7 of these Bylaws. He/She may serve as a consultant, may serve in educational and research capacities and may be compensated by the System for these services. He/She may not vote, hold office or be a member of any committee, but may attend and participate in all of the professional programs of the Medical Staff. Members of the Honorary Medical Staff serve at the sole discretion of the Department Chair and/or Medical Director and a member shall not be

entitled to the procedural rights set forth in Article XIV of these Bylaws for termination of Medical Staff membership for any reason nor for any action taken in accordance with Article XIII of these Bylaws. A decision by the Department Chair or Medical Director is final. Honorary Medical Staff members are not members of the Henry Ford Medical Group, nor may they vote for or be members of the Board of Governors.

## **ARTICLE VII<sup>3</sup>**

### **MEDICAL STAFF MEMBERSHIP:**

#### 7.1 General

Membership on the Medical Staff and clinical privileges are only extended to professionally competent individuals who continuously meet the qualifications, expectations and requirements set forth in these Bylaws. Upon appointment to and membership on the Medical Staff, only such clinical privileges which have been granted by the Board of Trustees in accordance with these Bylaws shall be conferred upon each individual member. An individual shall not admit nor provide services to patients unless he/she is a member of the Medical Staff or has been granted interval or temporary privileges in accordance with the procedures set forth in these Bylaws.

Medical Staff membership is only extended to individuals in connection with offers of employment by the System; to individuals who are granted access, on a limited basis, to certain facilities located at the Hospital; to individuals who have been requested to fulfill a special need of the System; to individuals who are former members of the Henry Ford Medical Group who have retired from active practice; or to individuals who have a continuing relationship with a health care organization affiliated with the System.

#### 7.2 Qualifications for Membership:

##### 7.2.1 General Qualifications:

Individuals will be qualified for Medical Staff membership only if they meet the requirements of these Bylaws and applicable Policies. At a minimum, candidates must fulfill the following requirements:

- 7.2.1.1 Candidates must document their licensure, experience, background, education and training, status and eligibility for board certification, demonstrated ability, judgment, and physical and mental health status with sufficiency to demonstrate that they are able to exercise safely the clinical privileges for which they have applied; and
- 7.2.1.2 Candidates must be board certified within the period of time specified by the applicable Department criteria for delineation of

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<sup>3</sup> The waiver set forth in section 7.7 of these Bylaws may apply to any of the requirements set forth in this Article VII.

privileges, not to exceed the end of the calendar year which is the third year from date of eligibility. Notwithstanding the previous sentence, in the event a particular board certification examination is only given every other year, the period of time specified by the applicable Department criteria for delineation of privileges shall not exceed the end of the calendar year which is the fourth year from date of eligibility. (This provision does not apply to members appointed to the Medical Staff prior to January 1, 1987, in a Department which did not require Board certification prior to that date.). Department criteria for delineation of privileges may permit members of specified Medical Staff categories to submit alternative evidence of quality; and

- 7.2.1.3 Candidates must be determined to adhere strictly to the lawful ethics of their respective professions, to work cooperatively with others in a health care setting, to be willing to participate in and properly discharge Medical Staff responsibilities, and to be willing to commit to and regularly assist the Medical Staff in fulfilling its obligations related to patient care.

#### 7.2.2 Specific Qualifications:

For each Department, other criteria for judging qualifications, such as professional degrees, certifications, graduate training and subsequent professional activities, skills and achievements are considered by the Department Chair and/or Medical Director in determining whether an applicant is qualified for Medical Staff membership.

#### 7.2.3 System Uniformity:

It is the expectation of the Board of Trustees that the Henry Ford Hospital and the Henry Ford West Bloomfield Hospital, both of which are operating divisions of the System, will utilize uniform credentialing criteria, including decisions regarding the specific department or service in which a clinical activity will be performed, and quality-related criteria such as board (re)certification. To this end, the Board of Governors and the Medical Executive Committee of Henry Ford West Bloomfield Hospital, taking into consideration the views of the applicable Department Chair and Henry Ford West Bloomfield Service Chief, will jointly recommend uniform credentialing criteria for adoption by the Board of Trustees. The waiver set forth in section 7.7 of these Bylaws may apply to any of these credentialing criteria.

#### 7.3 Effect of Other Affiliations:

No individual is automatically entitled to Medical Staff membership or to exercise any clinical privilege merely because he/she holds a certain degree, is licensed to practice in Michigan or any other state, is a member of any professional organization, is certified by any clinical board, or had, or presently has, Medical Staff membership or privileges at the Hospital or at another health care organization affiliated with the System.



#### 7.4 Ability to Accommodate the Applicant:

Appointments and privilege delineations shall take into account the needs of the Hospital in meeting the present and future requirements of the community it serves with regard to:

7.4.1 the availability at the Hospital of adequate facilities and resources to support each privilege requested by the applicant;

7.4.2 the need for professional skills of the applicant in the Hospital's delivery of care to its patients, including the existing availability of sufficient services at the Hospital which are an alternative or redundant to the services offered by the applicant; and

7.4.3 Hospital contractual obligations, organizational planning objectives and goals.

Denial of appointment or clinical privileges on any of these bases shall not be considered an expression of any kind on the applicant's qualifications but rather is based on an inability to accommodate the applicant.

#### 7.5 Responsibilities of Membership:

Each member of the Medical Staff must:

7.5.1 provide patient care at the level of quality and efficiency established by the respective Department Chair or Medical Director;

7.5.2 retain responsibility for the continuous care and supervision of each patient in the Hospital for whom he/she is providing services, or arrange for a suitable alternative to assure such care and supervision;

7.5.3 abide by these Medical Staff Bylaws and by all other applicable Policies;

7.5.4 use the physical facilities of the Hospital appropriately;

7.5.5 maintain the confidentiality of information gained in the course of professional practice or peer review; disclosing same only if such information is necessary to the performance of professional duties or is required by law or specifically authorized by the Department Chair and/or Medical Director;

7.5.6 carry out in a diligent and ethical manner supervisory, Medical Staff, Department, committee and Hospital functions including peer review, patient care audit, utilization review, emergency service and proctoring;

7.5.7 prepare and complete in timely fashion all medical and other required patient records;

7.5.8 abide by the ethical principles of his/her profession;

7.5.9 attend and contribute to the medical, scientific and other educational activities which the Medical Staff, Hospital, or System sponsors and provides for the benefit of the

Medical Staff members, medical students, interns, resident physicians, resident dentists, fellows, nurses, and other personnel;

7.5.10 attend and contribute to Medical Staff meetings and other professional and management meetings as these are arranged and scheduled for Departments. Divisions and/or Medical Centers to which the Medical Staff member is assigned; and

7.5.11 promptly notify the Department Chair or Medical Director and Medical Staff Affairs and Physician Practice Development in writing of the lapse, revocation or suspension of the Medical Staff member's professional license, or the imposition of terms of probation or limitation of practice, by any state, or of loss of membership or loss or restriction of privileges at any hospital or other health care institution, or of the commencement of a formal investigation, or the filing of charges, by the Department of Health and Human Services, or any law enforcement agency or health regulatory agency of the United States or any state, or of the filing of a claim against the individual alleging professional liability, or other unprofessional or inappropriate conduct or of the change of any other information in the application for membership or reappointment or otherwise relevant to the Medical Staff member's appointment or employment, if applicable or any event which is a basis of automatic suspension or termination of privileges under section 13.3 of these Bylaws.

## 7.6 Duration of Membership on Medical Staff:

### 7.6.1 Probationary Period:

An initial appointment to the Medical Staff is probationary for a period of two years. During the probationary period, the Department Chair and/or Medical Director or his/her respective designee, shall observe and assess the new member, determine the particular type(s) of focused review to which the new member will be subject, receive information regarding the results of focused review, and modify the type of evaluation if appropriate. The purpose of the probationary period is to evaluate the new member's privilege-specific competence and compliance with the requirements for Medical Staff membership. The types of review designated by the Department Chair may include chart review, monitoring of clinical practice patterns, simulation, proctoring, external review, information from other members of the treatment team, as well as other forms of review provided for in Policies. It is incumbent on the new member to demonstrate compliance with the requirements for clinical practice set by the Department Chair and/or Medical Director. Moreover, the new member must demonstrate all of the qualifications for Medical Staff membership in the category of privileges requested to the satisfaction of the Department Chair and/or Medical Director. If appointment has not been earlier terminated, then at the conclusion of the two year probationary period, the Department Chair and/or Medical Director shall recommend that the probationary Medical Staff member be either:

7.6.1.1 reappointed for up to two years in accordance with Article X and probationary status ended; or

7.6.1.2 terminated from Medical Staff membership and terminated from employment, if applicable.

A recommendation to terminate or remove an individual who is granted membership after the effective date of these Bylaws from Medical Staff membership at any time during or at the end of the probationary period shall be at the sole discretion of the Department Chair or Medical Director to whom the probationary Medical Staff member is assigned. Such termination or removal or the imposition of any other corrective action during the probationary period does not entitle an individual to the procedural rights set forth in Article XIV of these Bylaws.

7.6.2 Modification of Membership Status:

When recommended by the Board of Governors and approved by the Board of Trustees, Medical Staff members who change Medical Staff category may be required to undergo an additional probationary period.

7.6.3 Reappointment Period:

Reappointments to the Medical Staff shall be for a period of up to two years

7.6.4 Removal for Low Utilization:

The Board of Governors may establish from time to time requirements for minimum utilization of Hospital facilities to provide an adequate basis for evaluating the quality of a Medical Staff member's practice. Medical Staff members who do not use the Hospital facilities for two years or satisfy the minimum utilization standard established by the Board of Governors may be removed from the Medical Staff. Such removal shall be an administrative function and as such shall not entitle the Medical Staff member to the procedural rights set forth in Article XIV of these Bylaws.

7.7 Waiver of Qualifications for Medical Staff Membership:

Any qualification for any category of Medical Staff membership contained in these Bylaws or criteria for privileges contained in a Department requirement not required by law or governmental regulation, may be waived in the sole discretion of the Board of Governors with concurrence of the Board of Trustees, upon determination that such waiver will serve the best interests of the Hospital and its patients.

## ARTICLE VIII<sup>4</sup>

### APPOINTMENT TO THE MEDICAL STAFF:

#### 8.1 General Procedure:

The Medical Staff, through its designated Departments, Medical Centers, committees, and the Board of Governors, considers each application for appointment to the Medical Staff and for clinical privileges utilizing the resources of Medical Staff Affairs and Physician Practice Development or its designee(s) to investigate and validate the contents of each application, before adopting and transmitting its recommendations to the Board of Trustees.

#### 8.2 Application for Appointment:

##### 8.2.1 Content:

All applications for appointment to the Medical Staff must be legible, preferably typed, signed by the applicant and submitted on a form prescribed by the Board of Governors. All questions asked on the application must be fully answered and all documentation requested must be submitted. The application requires the applicant to provide:

- 8.2.1.1 detailed information concerning the applicant's professional education, training and experience, competency and licensure;
- 8.2.1.2 the names of three individuals who have extensive experience in observing and working with the applicant and who can provide adequate references based on their current knowledge of the applicant's professional competency and ethical character. One of the three references shall be from the applicant's Chief of Service for postgraduate training if that training has been within five years of the date of application to the Medical Staff. One of the three references shall be from the applicant's Chief of Service/Department Head if the applicant has a current hospital affiliation. For non-physician applicants, at least one reference shall be from an individual in the same professional discipline as the applicant;
- 8.2.1.3 information as to whether any action, including any investigation, has ever been undertaken and whether it is still pending and, if completed, the outcome, and whether it involves voluntary or involuntary, condition, denial, discipline, fine, limitation, modification, non-renewal, probation, reduction, relinquishment, reprimand, resignation, restriction, revocation, sanction, surrender,

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<sup>4</sup> The waiver set forth in section 7.7 of these Bylaws may apply to any of the requirements set forth in this Article VIII.

or suspension, with respect to the applicant's membership status and/or clinical privileges at any other hospital or institution; membership or fellowship in any local, state, regional, national, or international professional organization; license to practice any profession in any jurisdiction; Drug Enforcement Administration or other controlled substances registration; specialty or subspecialty board certification professional school faculty position or membership and/or participation in Medicare or Medicaid;

- 8.2.1.4 information pertaining to the applicant's history and current professional liability coverage, any liability claims, complaints, or causes of action arising out of professional practice that have been lodged against the applicant and the status or outcome of such matters;
- 8.2.1.5 information as to whether the applicant has any criminal history;
- 8.2.1.6 information pertaining to the applicant's physical and mental ability to exercise the clinical privileges for which he/she is applying and employment duties, if applicable;
- 8.2.1.7 certification of the applicant's agreement to terms and conditions set forth in section 8.2.2 of these Bylaws regarding the effect of the application;
- 8.2.1.8 an acknowledgment that the applicant has received and read the Medical Staff Bylaws and that he/she agrees to be bound by the terms thereof, as they may be amended;
- 8.2.1.9 information documenting compliance with the requirements for receipt of the clinical privileges for which he/she is applying; and
- 8.2.1.10 information regarding the applicant's board certification or eligibility therefor.

The applicant must also identify the Medical Staff category, Department, facility location and clinical privileges for which the applicant wishes to be considered.

#### 8.2.2 Effect of Application:

By applying for appointment to the Medical Staff, each applicant thereby signifies his/her willingness to appear for interviews; authorizes the Medical Staff or its designee to consult with members of medical staffs of other hospitals with which the applicant has been associated and with others who may have information bearing on the applicant's competence, character and/or ethical qualifications, and authorizes such individuals to provide all such information; consents to the Hospital's inspection of all records and documents that may be material to an evaluation of the applicant's professional qualifications, personality, ability to cooperate with others, moral and ethical

qualifications for membership, and physical, mental, and professional competence to carry out the clinical privileges requested and employment duties, if applicable, and directs individuals who have custody of such records and documents to permit inspection and/or copying. He/She agrees that as a condition of continued membership he/she will submit to mental and physical examination and testing (including but not limited to drug, alcohol or infection screens) if requested in order to determine that no condition exists which interferes with the discharge of responsibilities; agrees to report in writing any changes which may subsequently occur in the information submitted on the application form or in the application process to the Medical Staff Affairs and Physician Practice Development, Department Chair and/or Medical Director; acknowledges that in the process of obtaining information, individuals and organizations may receive or furnish information which may be critical of him/her, and the applicant releases from any liability, to the fullest extent permitted by law, all individuals and organizations providing information to Hospital or System representatives concerning the applicant and all Hospital and System representatives for their acts performed in connection with evaluating the applicant's credentials; and agrees to abide by these Bylaws and all Policies.

### 8.3 Nondiscrimination:

Membership or denial of membership on the Medical Staff is not based upon race, sex, age, weight, height, religion, national origin, marital status, veteran status, or physical handicap. An individual's selection or appointment to the Medical Staff shall not be granted or denied on the basis of licensure, registration or professional education as an allopathic or osteopathic physician or podiatrist.

### 8.4 Applicant's Burden:

The applicant has the burden of producing accurate and adequate information for a proper evaluation of his/her experience, background, training, demonstrated ability, physical and mental health status, and all other qualifications set forth in these Medical Staff Bylaws, and of his/her compliance with the expectations and requirements set forth in these Medical Staff Bylaws and for resolving any doubts about these matters. The provision of information containing misrepresentations or omissions and/or a failure to sustain the burden of producing adequate information is grounds for a denial of the application or subsequent termination of Medical Staff membership and/or employment, if applicable without the procedural rights set forth in Article XIV of these Bylaws.

### 8.5 Medical Staff Affairs and Physician Practice Development:

8.5.1 The resources of Medical Staff Affairs and Physician Practice Development are used to support the Credentials Committee by ascertaining whether all necessary documents are included, by verifying the identity of the applicant, and by verifying the submitted references, licensure, and other qualification evidence from primary sources whenever feasible. Upon receipt of a signed application that contains the requested information, Medical Staff Affairs and Physician Practice Development verifies information in accordance with Medical Staff credentialing policies.

8.5.2 Medical Staff Affairs and Physician Practice Development promptly notifies the applicant, Department Chair, and/or Medical Director of any problems in obtaining or verifying the information. It is then the applicant's obligation to obtain the required information and to provide it to Medical Staff Affairs and Physician Practice Development. An application shall not be considered to be complete until all information has been collected and verified. If an application remains incomplete six months after it was initially received by Medical Staff Affairs and Physician Practice Development, the application will be deemed withdrawn with no evaluation of the applicant made. If an applicant whose incomplete application was deemed withdrawn wishes to pursue Medical Staff membership, he/she must complete a new application and proceed through the usual credentialing process.

8.5.3 When collection and verification is accomplished, Medical Staff Affairs and Physician Practice Development prepares an abbreviated curriculum vitae in accordance with the guidelines established by the Credentials Committee, and transmits the application and all supporting materials to the Chair of the Department to which application is being made.

#### 8.6 Department Chair and Medical Director Action:

Upon receipt of a complete application from Medical Staff Affairs and Physician Practice Development, the Chair and/or Medical Director reviews the application and supporting documentation, evaluates the applicant's qualifications, makes a recommendation regarding the application, countersigns the application, and transmits the application material together with his/her written recommendations to the Credentials Committee. The Department Chair and/or Medical Director may ask the applicant to appear for interviews or may request further documentation prior to making his/her recommendations to the Credentials Committee.

Whenever the proposed recommendations of the Department Chair and Medical Director are in conflict the matter shall be submitted to the Chair of the Board of Governors and the Chief Executive Officer of the Henry Ford Medical Group for resolution.

#### 8.7 Credentials Committee Action:

8.7.1 The Credentials Committee reviews the application, the supporting documentation, the recommendations submitted by the Department Chair and/or Medical Director and such other relevant information as may be available. The Credentials Committee may also consider additional information concerning the applicant from other sources, including the American Medical Association Physician Masterfile, the American Osteopathic Association Physician Database and the Federation of State Medical Boards Physician Data Center. The Credentials Committee may discuss any of the materials with the Department Chair and/or Medical Director or request further information from the applicant.

8.7.2 Favorable recommendation: If the recommendation of the Credentials Committee is favorable, then the Credentials Committee forwards its written recommendation, the application and supporting documentation to the Board of Governors or its designated

committee and notifies the applicant and/or his/her Department Chair or Medical Director of the interval appointment.

8.7.3 Unfavorable recommendation: If the proposed recommendation of the Credentials Committee is going to be unfavorable then, the Credentials Committee must notify the Department Chair and/or Medical Director in writing, of its tentative unfavorable recommendation and may state the reasons therefor. Within seven days of actual receipt of written notice, the Department Chair and/or Medical Director may request that the Credentials Committee reconsider its tentative unfavorable recommendation. When the Department Chair and/or Medical Director has exercised the opportunity to request reconsideration, the Credentials Committee may request specific information from the Chair and/or Medical Director and may request him/her to appear at a meeting of the Credentials Committee. The Credentials Committee shall reassess the application package, determine whether it will support or reject the application, and transmit its favorable or unfavorable recommendation and the application package to the Board of Governors or its designated committee. If the Department Chair and/or Medical Director does not request reconsideration and the application is not withdrawn, the Credentials Committee shall transmit its unfavorable recommendation and the application package to the Board of Governors or its designated committee.

8.7.4 An applicant, whose application is not acted upon by the Credentials Committee within six months after it was signed, may be removed from consideration for Medical Staff membership. Such an applicant's application may, thereafter, be reconsidered only if all information therein which may change over time, including, but not limited to, hospital reports and personal references, have been resubmitted and reapplication is requested and endorsed by the Department Chair and/or Medical Director.

## 8.8 Board of Governors Action:

8.8.1 The Board of Governors or its designated committee reviews the application and the supporting documentation, and considers all recommendations and such other relevant information as may be available in reaching its decision as to a favorable or unfavorable recommendation of the application. The Board of Governors may request further information from the applicant when there is doubt about an applicant's ability to perform the requested privileges.

8.8.2 Favorable recommendation: If the recommendation of the Board of Governors or its designated committee is favorable, then the Board of Governors or its designated committee forwards its written recommendation to the Board of Trustees.

8.8.3 Unfavorable recommendation: If the proposed recommendation of the Board of Governors or its designated committee is going to be unfavorable, then the Board of Governors or its designated committee must notify the Department Chair, Medical Director, and the Credentials Committee in writing, of its tentative unfavorable recommendation and the reasons therefor. Within seven days of actual receipt of written notice, the Department Chair and Medical Director may request that the Board of Governors or its designated committee reconsider its tentative unfavorable



recommendation. When the Department Chair and/or Medical Director has exercised the opportunity to request reconsideration, then the Board of Governors or its designated committee shall reassess the application package and determine whether it will support or reject the application. If the Board of Governors' or its designated committee's reassessment is favorable, then the Board of Governors or its designated committee will forward its written recommendation to the Board of Trustees.

8.8.4 If the Department Chair and/or Medical Director does not request reconsideration and the application is not withdrawn or if the Board of Governors' or its designated committee's reassessment is unfavorable then the Board of Governors or its designated committee shall notify the Department Chair and/or Medical Director of its final unfavorable recommendation and the Department Chair and/or Medical Director will notify the applicant of the decision not to appoint. The procedural rights to which the applicant is entitled, if any, regarding the unfavorable decision of the Board of Governors or its designated committee are set forth in Article XIV of these Bylaws.

#### 8.9 Board of Trustees Action:

8.9.1 At the next regular meeting of the Board of Trustees, following the receipt of the recommendation of the Board of Governors or its designated committee, the Board of Trustees determines that the applicant either is probationally appointed or rejected for Medical Staff membership.

8.9.2 Favorable action: If the appointment is made by the Board of Trustees, notice shall be given in accordance with section 8.10 of these Bylaws.

8.9.3 Unfavorable action: If the proposed action of the Board of Trustees is going to be unfavorable, then the Board of Trustees must give written notice to the Board of Governors or its designated committee, the Credentials Committee, and the Department Chair and/or Medical Director of its tentative decision and the reasons therefor. Within seven days of actual receipt of written notice, the Board of Governors or its designated committee may request that the Board of Trustees reconsider its proposed unfavorable action. When the opportunity to request reconsideration has been exercised, then the Board of Trustees shall reassess the application package and make its final decision. The Board of Trustees shall honor a request for reconsideration at its next meeting. If the Board of Governors or its designated committee does not request reconsideration, the proposed unfavorable action of the Board of Trustees shall become final.

#### 8.10 Notice and Effect of Final Decision:

8.10.1 Notice of the Board of Trustees' final decision shall be given in writing through the Chair of the Board of Governors to the Department Chair, the Medical Director and the applicant.

8.10.2 A decision and notice to appoint must include: the Medical Staff category, the Department, the clinical privileges, and any special conditions attached to the appointment.

8.10.3 The procedural rights, if any, to a hearing or appeal from the decision of the Board of Trustees are set forth in Article XIV of these Bylaws.

#### 8.11 Time Period for Processing:

Applications will be considered in a timely manner by all required by these Bylaws to act thereon. Medical Staff Affairs and Physician Practice Development performs its verification tasks within sixty days after it receives the signed application. The Department Chair and/or Medical Director acts on a complete application within thirty days after receipt of the application and returns it to Medical Staff Affairs and Physician Practice Development for transmission to the Credentials Committee. The Credentials Committee reviews the application at its next scheduled meeting and makes its recommendations to the Board of Governors or its designated committee.

The Board of Governors or its designated committee reviews the application and makes its recommendation to the Board of Trustees at the Board of Governors' next scheduled meeting after receipt of the Credentials Committee's recommendation. The Board of Trustees acts on the application at its next scheduled meeting after receipt of the Board of Governors recommendation.

The time periods specified herein are to assist those named in accomplishing their tasks and shall not be deemed to create any right for the applicant to have his/her application processed within those periods.

#### 8.12 Interval Appointment With Clinical Privileges:

8.12.1 An applicant whose credentials have been approved by the Department Chair and/or Medical Director and the Credentials Committee and who is available to begin practice at the Hospital prior to approval by the Board of Governors and/or final approval by the Board of Trustees shall be granted an interval appointment with clinical privileges. Interval appointments may not exceed one hundred twenty days.

8.12.2 The granting of interval appointment with clinical privileges does not guarantee approval by the Board of Governors or by the Board of Trustees with regard to appointment, and if such approvals are not obtained, said applicant's interval appointment, privileges, and employment, if applicable, shall automatically terminate immediately. Moreover, should an applicant accept interval clinical privileges, the performance of those privileges will be subject to the supervision of the Department Chair and/or Medical Director until the applicant is formally appointed by the Board of Trustees, his/her application is denied, or the interval privileges are terminated.

8.12.3 For all purposes, including the procedural rights set forth in Article XIV of these Bylaws, if any, an individual with an interval appointment shall be considered in all respects, an applicant. An applicant is not entitled to the procedural rights set forth in Article XIV of these Bylaws because (a) a request for an interval appointment is refused, (b) the granting of an interval appointment is made subject to conditions (such as proctoring), or (c) all or any portion of interval privileges are terminated or suspended.

## ARTICLE IX<sup>5</sup>

### CLINICAL PRIVILEGES:

#### 9.1 General

Each member of the Medical Staff must secure a delineation of privileges before he/she may offer or provide patient services in the Hospital. Clinical privileges shall be site specific. Except as set forth in sections 8.4.5 (interval appointment) 9.4 (emergency privileges) and 9.5 (temporary privileges) of these Bylaws, members of the Medical Staff may only exercise those privileges specifically granted by the Board of Trustees.

#### 9.2 Requests:

Each application for appointment and reappointment to the Medical Staff must contain a request for the specific clinical privileges desired by the applicant and that request must be consistent with the category of appointment. Requests from an applicant for privileges, or from Medical Staff members for modification of privileges, must be supported by documentation of the requisite education, training, experience, qualifications, health status and current competence to exercise such privileges.

#### 9.3 Basis for Determination of Privileges:

9.3.1 Each Department Chair recommends criteria for delineation of privileges for his/her respective Department. The criteria are subject to approval by the Board of Governors. The Department Chair and Medical Director shall evaluate requests for clinical privileges (whether in connection with initial appointment, periodic reappointments, or a requested increase in privileges during an appointment) on the basis of the candidate's education, training, experience, observed clinical performance and judgment; health status; current competence to exercise such privileges; the results of quality review evaluation and monitoring activities, including relevant practitioner-specific data as compared to aggregate data and morbidity and mortality data, when available; Hospital, Department and/or Medical Center needs; and any other criteria established by the Department Chair and/or Medical Director. Privilege determinations shall also take into account pertinent information concerning clinical performance obtained from other sources, especially from other institutions and health care settings where a candidate has exercised clinical privileges. Specific review is made as to any previously successful or currently pending challenges to any licensure or registration, or the voluntary or involuntary relinquishment of such licensure or registration; voluntary or involuntary terminations of medical staff membership; and voluntary or involuntary suspensions, reductions, limitations, probations or the loss of clinical privileges in another health care setting.

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<sup>5</sup> The waiver set forth in section 7.7 of these Bylaws may apply to any of the requirements set forth in this Article IX.

9.3.2 The candidate has the burden of establishing his/her qualifications and competency in the clinical privileges he/she requests. An applicant or Medical Staff member is not entitled to the procedural rights set forth in Article XIV of these Bylaws in the event requested privileges, including admitting privileges at an inpatient facility (whether in connection with initial appointment or periodic reappointment), are denied for reasons other than professional qualifications or competency.

#### 9.4 Procedure:

##### 9.4.1 Initial Delineation:

All requests for initial delineation of clinical privileges and applications for appointment to the Medical Staff shall be processed pursuant to the procedures set forth in Article VIII of these Bylaws.

##### 9.4.2 Redelineation:

Redelineation of clinical privileges are made simultaneously with and in the same manner as, the process for reappointment set forth in Article X of these Bylaws.

##### 9.4.3 Additional Privileges:

A Medical Staff member may request an increase in clinical privileges during the term of his/her appointment by submitting a written request for the additional privileges to Medical Staff Affairs and Physician Practice Development, along with all information requested by Medical Staff Affairs and Physician Practice Development relating to the member's competence to exercise the requested privilege. A request for an additional privilege is processed pursuant to the procedures set forth in Article VIII of these Bylaws, but subject to the procedural rights provided in section 9.3.2 of these Bylaws. An additional privilege granted pursuant to this section expires at the end of the member's then current term of appointment; the member may request renewal of the privilege in his/her application for reappointment.

#### 9.5 Probationary Nature of New Privileges:

All clinical privileges granted in connection with initial Medical Staff appointment are subject to the probationary period described in section 7.6.1 of these Bylaws. Additional privileges granted to a Medical Staff member in connection with either reappointment or a mid-appointment request for increased privileges are probationary and subject to focused review in the same manner as described in section 7.6.1 of these Bylaws, except the Department Chair establishes the duration of the probationary period for the privileges, based on the his/her evaluation of factors such as the member's relevant prior training and experience.

#### 9.6 Emergency Privileges:

For the purpose of this section, an "emergency" is defined as a condition in which a patient is in imminent danger of serious or permanent harm or death and any delay in administering treatment would add to that danger. In the case of an emergency, any Medical Staff member, to the degree

permitted by his/her professional license and regardless of Department or Henry Ford Medical Group status, or clinical privileges, shall be permitted to do, on Hospital premises, and shall be assisted by Hospital personnel in doing, everything possible to save life or prevent serious harm.

## 9.7 Temporary Privileges:

### 9.7.1 Circumstances:

Temporary clinical privileges may be granted (a) to meet an important patient care need or (b) in case of a disaster which requires activation of the Hospital's Emergency Medical Plan and causes the Hospital to be unable to meet the immediate patient needs. Such privileges are granted with the written concurrence of the Chief Executive Officer of the Hospital and either the Chair of the Board of Governors or the Chief Executive Officer of the Henry Ford Medical Group and only at the request of the Department Chair and/or Medical Director.

### 9.7.2 Conditions:

9.7.2.1 Temporary privileges may be granted only when the information available reasonably supports a favorable determination regarding the requesting individual's licensure, qualifications, ability, and judgment to exercise the privileges requested and, in non-disaster situations, only after the individual has satisfied the requirement, if any, regarding professional liability coverage. In disaster situations, the Hospital must obtain the following in order to grant temporary privileges: (a) a valid government-issued photo identification issued by a state or federal agency (e.g. driver's license or passport) and (b) at least one of the following: (i) current picture hospital ID card that clearly identifies professional designation, (ii) a current license to practice, (iii) primary source verification of license, or (iv) identification indicating that the individual is a member of a Disaster Medical Assistance Team (DMAT) or MRC, ESAR-VHP, or other recognized state or federal organization or group, (v) identification indicating that the individual has been granted authority by a federal, state or municipal entity to render patient care, treatment, and services in disaster circumstances, or (vi) identification by a current Hospital or Medical Staff member with personal knowledge regarding the practitioner's ability to act as a licensed independent practitioner during a disaster. The Department Chair and/or Medical Director is responsible for supervising the performance of the individual granted temporary privileges, or for designating a Medical Staff member who will assume this responsibility. Special requirements of consultation, reporting, and identification in

disaster situations may be imposed by the Department Chair and/or Medical Director. In non-disaster situations, current licensure and current competence must be confirmed before temporary privileges are granted.

9.7.2.2 In the case of a disaster, temporary privileges may be granted for the duration of activation of the Hospital's Emergency Medical Plan, provided primary source verification of licensure is obtained within seventy-two hours from the time the volunteer presents to the Hospital and the Hospital decides within that seventy-two hour period whether to continue the temporary privileges initially granted. Temporary privileges granted to meet other important patient care needs may only be granted for a limited duration, and are limited to the specific purpose for which granted.

#### 9.7.3 Termination of Temporary Clinical Privileges:

Temporary privileges may be terminated unilaterally at any time by the Chair of the Board of Governors, the Chief Executive Officer of the Henry Ford Medical Group, the Department Chair or the Medical Director.

#### 9.7.4 Rights of Individual:

An individual with, or applicant for, temporary privileges is not entitled to the procedural rights set forth in Article XIV of these Bylaws in the event all or any portion of his/her temporary privileges are terminated or because they are not granted.

### **ARTICLE X<sup>6</sup>**

#### **REAPPOINTMENT TO THE MEDICAL STAFF AND REDELINEATION OF CLINICAL PRIVILEGES:**

##### 10.1 General

10.1.1 Prior to the expiration date of each Medical Staff member's appointment, Medical Staff Affairs and Physician Practice Development sends reappointment request forms to each Medical Staff member whose appointment is expiring. Reappointment to the Medical Staff and redelineation of clinical privileges is not automatic.

10.1.2 In order to be considered for reappointment to the Medical Staff, a member must complete and submit a "Reappointment Request Form" and "Delineation of Privileges"

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<sup>6</sup> The waiver set forth in section 7.7 of these Bylaws may apply to any of the requirements set forth in this Article X.

Form" to the Department Chair or Medical Director in the time period designated by Medical Staff Affairs and Physician Practice Development. If a Medical Staff member fails to complete and submit these forms within the required period, the member's Medical Staff membership and privileges terminate automatically upon the expiration of the then current appointment.

10.1.3 The Reappointment Request Form requires information concerning any changes in the Medical Staff member's qualifications since his/her appointment or last reappointment. A request for changes in privileges since the applicant's last delineation must be supported by the type and nature of evidence that would be necessary for such privileges to be granted in an initial application for same.

## 10.2 Schedule for Review of Regular Appointments:

Recommendations concerning reappointment to the Medical Staff are made by the Department Chair and/or Medical Director at the conclusion of each regular biennial Medical Staff period, with the exception of (a) those members of the Medical Staff who were last reappointed for a period less than two years, and (b) those members of the Medical Staff who were probationally appointed, whose renewal of membership is considered at the end of their probationary term, and thereafter in accordance with the biennial schedule.

## 10.3 Basis for Reappointment:

Each recommendation concerning the reappointment of a Medical Staff member and the clinical privileges to be granted shall be based upon whether such member has met the qualifications specified in section 7.2 of these Bylaws (including board certification status), carried out the responsibilities specified in section 7.5 of these Bylaws, and met all of the qualifications, expectations and requirements set forth in all sections of these Bylaws and other Policies. Additionally, recommendations shall be based upon consideration of the following:

10.3.1 Medical Staff members must be Board certified within the period of time specified by the corresponding Department criteria for delineation of privileges, not to exceed the end of the calendar year which is the third year from date of eligibility. Notwithstanding the previous sentence, in the event a particular board certification examination is only given every other year, the period of time specified by the corresponding Department criteria for delineation of privileges shall not exceed the end of the calendar year which is the fourth year from date of eligibility. (This provision does not apply to members appointed to the Medical Staff prior to January 1, 1987, in a Department which did not require board certification prior to that date.) Department criteria for delineation of privileges may permit members of specified Medical Staff categories to submit alternative evidence of quality.

10.3.2 Medical Staff members must maintain board certification, without lapse, in accordance with the standards of the particular board including meeting all recertification requirements. (This provision does not apply to members appointed to the Medical Staff prior to January 1, 1987, in a Department which did not require board certification prior

to that date.) This requirement does not apply to Medical Staff members who were initially appointed based on alternative evidence of quality.

10.3.3 Professional performance as indicated in part by quality assessment reviews and professional liability history as provided by System's Risk Finance & Insurance Services and other System and Hospital departments.

10.3.4 Results of peer review.

10.3.5 Completion of medical records on a timely basis.

10.3.6 Professional behavior that promotes teamwork and results in patient satisfaction. Any physical or mental health condition that might interfere with the Medical Staff member's ability to exercise the clinical privileges for which he/she has applied.

10.3.7 Information called for by the Reappointment Request Form and the factors listed in section 9.3.1 of these Bylaws.

10.3.8 The member's use/non use of the Hospital facilities, in accordance with section 7.5.3 of these Bylaws.

10.3.9 Meeting performance expectations as determined through annual reviews, performance appraisals and patient satisfaction surveys.

10.3.10 Any additional criteria established by the Medical Staff member's Department Chair and/or Medical Director.

10.3.11 The Medical Staff member's provision of accurate and adequate information to allow the evaluation of competency and qualifications.

#### 10.4 Medical Staff Affairs and Physician Practice Development Action:

10.4.1 Medical Staff Affairs and Physician Practice Development verifies information in the reappointment request forms in accordance with Medical Staff credentialing policies. Medical Staff Affairs and Physician Practice Development promptly notifies the Medical Staff member and Department Chair/Medical Director of any problems in obtaining or verifying the information. It is then the member's obligation to obtain the required information and to provide it to Medical Staff Affairs and Physician Practice Development. A request for reappointment shall not be considered to be complete until all information has been collected and verified.

10.4.2 When collection and verification is accomplished, Medical Staff Affairs and Physician Practice Development transmits the request forms and all supporting materials to the Chair of the Department to which reappointment is sought.



#### 10.5 Department Chair and/or Medical Director Action:

The Department Chair and/or Medical Director reviews the complete request forms and the Medical Staff member's file, and transmits the request forms with his/her written recommendation to the Credentials Committee. The Department Chair and/or Medical Director may ask the member to appear for an interview or may request further documentation prior to making his/her recommendation to the Credentials Committee.

Whenever the proposed recommendations of the Department Chair and Medical Director are in conflict, the matter shall be first submitted to the Chair of the Board of Governors and the Chief Executive Officer of the Henry Ford Medical Group for resolution.

If the proposed recommendation of the Department Chair or Medical Director is going to be unfavorable to the Medical Staff member, he/she must discuss his/her unfavorable recommendation with the Medical Staff member to allow amending of the request forms or acknowledgment and acceptance of any conditions. If, after said discussion, the Department Chair's or Medical Director's recommendation is favorable, it will be transmitted to the Credentials Committee. In the event said discussion does not result in a favorable recommendation, the request will be denied and no further action will be taken. Medical Staff membership and employment, if applicable, will terminate. The Medical Staff member shall be entitled to the applicable procedural rights set forth in Article XIV of these Bylaws, except as otherwise provided elsewhere in these Bylaws.

#### 10.6 Credentials Committee Action:

The Credentials Committee reviews the request forms, the Department Chair and/or Medical Director's recommendation, and all other pertinent information available. The Credentials Committee may discuss any of the materials with the Department Chair and/or Medical Director or request further information from the member. The Credentials Committee transmits its recommendation, the request forms, and supporting documentation to the Board of Governors.

#### 10.7 Board of Governors Action:

10.7.1 The Board of Governors reviews the Department Chair and/or Medical Director's and Credentials Committee's recommendations, along with all other relevant information available in reaching its decision as to a favorable or unfavorable recommendation of the reappointment.

10.7.2 If the recommendation of the Board of Governors is favorable, then the Board of Governors forwards its written recommendation to the Board of Trustees.

10.7.3 If the recommendation of the Board of Governors is unfavorable and is based on the member's professional qualifications or competence, the Chair of the Board of Governors notifies the member of his/her procedural rights under Article XIV of these Bylaws. If the Board of Governors' unfavorable recommendation is based on factors other than the member's professional qualifications or competence, or if a member who is entitled to procedural rights does not submit a timely request for due process, then:

- 10.7.3.1 if the Board of Governors recommended non-reappointment, the application will be considered withdrawn and will not be submitted to the Board of Trustees for action; or
- 10.7.3.2 if the Board of Governors recommended less than all of the privileges the member requested, assignment to a different Department or category than requested, or imposition of special conditions on the member, the member will be deemed to have requested said changes and the request forms will be submitted to the Board of Trustees.

## 10.8 Board of Trustees Action:

10.8.1 At the next regularly scheduled meeting of the Board of Trustees following the receipt of the recommendation of the Board of Governors, the Board of Trustees determines that the member either is reappointed or not reappointed to the Medical Staff, following completion of the procedures set forth in section 10.9 of these Bylaws if applicable.

10.8.2 If the Board of Trustees' action (a) is favorable, or (b) is unfavorable and is based on factors other than the member's professional qualifications or competence, that action is final and notice shall be given in accordance with section 10.10 of these Bylaws.

10.8.3 If the Board of Trustees' action is unfavorable and is based on the member's professional qualifications or competence, the decision is not final until the member's procedural rights under Article XIV of these Bylaws are either exhausted or waived.

## 10.9 Conflict Resolution:

Whenever the Board of Trustees' proposed decision will be contrary to the Board of Governors' recommendation, the matter shall be first submitted to an ad hoc committee appointed by the Board of Trustees and composed of representatives of both the Board of Trustees and Board of Governors for review and recommendation before the Board of Trustees makes its final decision and gives notice of that decision.

## 10.10 Notice and Effect of Final Decision:

10.10.1 Notice of the Board of Trustees' final decision shall be given in writing through the Chair, Board of Governors to the Department Chair and the member.

10.10.2 A decision and notice to reappoint must include: the Medical Staff category, the Department, the clinical privileges, and any special conditions attached to the reappointment.

#### 10.11 Reappointment Recommendations:

Recommendations of the Department Chair, Credentials Committee, and Board of Governors shall be written and shall specify whether the Medical Staff member should be reappointed, the Medical Staff category and the Department to which he/she should be reappointed, and the clinical privileges which may be exercised. Recommendations by the Department Chair, Credentials Committee and Board of Governors, and decisions by the Board of Trustees, to deny a request for reappointment or to deny requested privileges shall state the reason for such recommendation or decision.

#### 10.12 Special Definitions:

As used in this Article X:

10.12.1 “Favorable” means a recommendation by the Board of Governors or a decision by the Board of Trustees to reappoint to the Medical Staff, with all privileges requested by the member.

10.12.2 “Unfavorable” means a Board of Governors recommendation or Board of Trustees decision that is not “favorable,” as defined above.

### **ARTICLE XI**

#### **MEETINGS:**

#### 11.1 Medical Staff Meetings:

Meetings of the Medical Staff and/or Henry Ford Medical Group may be called at any time by the Board of Governors and are held at the time and place designated in the meeting notice.

#### 11.2 Department, Division, Section or Medical Center Meetings:

11.2.1 Department, Division, Section or Medical Center meetings are held regularly to review and evaluate patient care and treatment and for the conduct of any other business of a Department, Division, Section or Medical Center.

11.2.2 A special meeting of any Department, Division, Section or Medical Center may be called by the applicable Chair, Division Head, Section Head or Medical Director.

#### 11.3 Committee Meetings:

11.3.1 Each committee shall provide for the schedule and the frequency of its meetings unless otherwise required by these Bylaws.

11.3.2 A special meeting of any committee may be called by the Chair of the Board of Governors, Chief Executive Officer of the Henry Ford Medical Group, or the Chair of the committee. Moreover, the Chair of the committee may take action as necessary without a meeting subject to ratification by the committee at its next meeting.

#### 11.4 Notice of Meetings:

A written or printed notice stating the purposes(s), place, date and hour of any meeting of the Medical Staff and/or Henry Ford Medical Group shall be delivered either personally, by interdepartmental mail, or by electronic mail to each individual entitled to be present at such meeting no less than five days before the date thereof. Notice of Department, Division, Section, Medical Center, and committee meetings may be given orally or in writing.

#### 11.5 Minutes:

Minutes of all meetings shall be prepared in accordance with the requirements established by the Board of Governors. Such requirements may include a record of attendance and the vote taken on each matter. Copies of such minutes, if required, shall be signed, approved by the attendees, and made available to the Board of Governors. A permanent file of the minutes of each meeting shall be maintained.

#### 11.6 Quorum:

##### 11.6.1 Medical Staff Meetings:

The presence of ten percent of the voting members of the Medical Staff (which includes the Henry Ford Medical Group) at any meeting shall constitute a quorum for transaction of business.

##### 11.6.2 Department, Division, Section or Medical Center Meetings:

The presence of ten percent of the voting members of a Department, Division, Section or Medical Center shall constitute a quorum at any meeting of such Department, Division, Section or Medical Center.

##### 11.6.3 Committee Meetings:

A majority of committee members shall constitute a quorum, provided that a majority of those present are members of the Henry Ford Medical Group.

#### 11.7 Manner in Which Meetings are Conducted:

Meetings shall be conducted in accordance with the Quality Management Process. The presiding officer may consult the most recent Roberts Rules of Order to resolve procedural issues not addressed in these Bylaws. Except as otherwise specified in these Bylaws, the action of a majority of the members present and eligible to vote at a meeting at which a quorum is present shall be the action of the group.

#### 11.8 Attendance at Meetings:

Members of the Medical Staff shall attend meetings in accordance with applicable Policies.

## ARTICLE XII

### CONFIDENTIALITY AND PROFESSIONAL PRACTICE REVIEW FUNCTIONS:

#### 12.1 Confidentiality of Information:

Information with respect to any Medical Staff member application or Hospital services, submitted, collected or prepared by any representative of the System, Hospital, Medical Staff, or Henry Ford Medical Group or provided by any other health care facility, organization, medical staff or individual, for the purpose of achieving or maintaining the quality, appropriateness, or necessity of patient care or appropriate professional conduct, shall to the fullest extent permitted by law, be confidential and shall not be disseminated to anyone other than authorized representatives of the System, Hospital, Medical Staff, or Henry Ford Medical Group or the Medical Staff or applicant, if any, to who the information relates. This information shall not become part of any particular patient's file nor of the general Hospital or System records and is immune from subpoena as provided for by the Michigan Public Health Code, specifically Sections 20175 and 21515, the Michigan Mental Health Code, specifically Section 1143(a), and any other statutory or regulatory authority requiring or providing for professional review.

#### 12.2 Activities and Information Covered:

##### 12.2.1 Activities:

The confidentiality provided by this Article shall apply to all acts, communications, reports, recommendations, or disclosures performed or made in connection with activities concerning, but not limited to, the following:

- 12.2.1.1 applications for appointment and clinical privileges;
- 12.2.1.2 periodic reappraisals for reappointment and redelineation of clinical privileges;
- 12.2.1.3 corrective action;
- 12.2.1.4 hearings and appellate reviews;
- 12.2.1.5 quality assessment and improvement activities;
- 12.2.1.6 utilization reviews; and
- 12.2.1.7 other System, Hospital, Medical Staff, Henry Ford Medical Group, Department, Division, Section, Medical Center, committee and subcommittee activities related to monitoring and maintaining the quality, appropriateness, and necessity of patient care and appropriate professional conduct.

### 12.2.2 Information:

The acts, communications, reports, recommendations, disclosures, and other information referred to in this Article may relate to a Medical Staff member's or applicant's professional qualifications, clinical ability, judgment, character, physical or mental health, professional ethics, ability to work cooperatively with others or any other matter that might affect patient care or the efficient functioning of an institution or organization.

## 12.3 Review Functions of Medical Staff and Management.

### 12.3.1 Medical Staff Committees:

The Medical Staff is organized in a manner to provide ongoing review of the professional practices of the Hospital, for the purposes of striving to reduce morbidity and mortality and to improve the care of patients. Such review includes the quality and necessity of care provided and the preventability of complications and deaths. To the extent any committee of the Medical Staff performs such functions, that committee is hereby designated as a committee assigned professional practice review functions. The committees so designated include, but are not limited to, the investigative, hearing and appeal bodies described in Articles XIII and XIV of these Bylaws and the Medical Executive and Credentials Committees.

### 12.3.2 Others:

Professional practice review functions are also performed in the various clinical Departments and Divisions of the Medical Staff and by the leaders thereof, the clinical programs of the Hospital, by the Chair, Board of Governors, by Management, and by the participants in the proceedings that are described in Articles XIII and XIV of these Bylaws, all of whom are assigned professional practice review functions.

### 12.3.3 Hospital Employees:

Employees of the Hospital are assigned and perform professional practice review functions by providing information, records, data and knowledge to, gathering information for, and otherwise assisting, individuals and committees in the performance of their professional practice review functions.

### 12.3.4 Board's Authority and Functions:

All professional practice review functions are carried out under the direction and authority of the Board of Trustees, which itself carries out professional practice review functions, such as receiving and acting on the reports and recommendations of committees and individuals assigned such functions.

## 12.4 Cumulative Effect:

Provisions in these Bylaws relating to confidentiality shall be in addition to other protections provided by law and not in limitation thereof.

## **ARTICLE XIII**

### **CORRECTIVE ACTION, SUMMARY ACTION AND TERMINATION OF MEDICAL STAFF APPOINTMENT:**

#### 13.1 Corrective Action:

##### 13.1.1 Leader-Initiated Corrective Action:

###### 13.1.1.1 Initiation:

Whenever the activities or professional conduct of any Medical Staff member are believed to be detrimental to patient safety or inconsistent with the efficient delivery of patient care; otherwise disruptive to the operation of the System, Hospital, Medical Staff, or the Henry Ford Medical Group; in violation of these Bylaws, or the Policies; or the Medical Staff member exhibits signs of physical or mental impairment or the inability to perform his/her clinical privileges appropriately. One or more of the forms of corrective action described in section 13.1.3 of these Bylaws may be initiated against such Medical Staff member by a Department Chair, a Medical Director, the Chief Executive Officer of the Henry Ford Medical Group, or the Chief Executive Officer of the System. The individual who initiates corrective action pursuant to this section 13.1.1 may suspend or restrict the Medical Staff member's appointment and/or clinical privileges pending further investigation in accordance with section 13.2.1 of these Bylaws.

###### 13.1.1.2 Scope:

Nothing in this Article XIII shall be construed to limit the responsibility and rights of individuals listed in this section 13.1.1 to take actions in the performance of their responsibilities. Additionally, nothing in this Article XIII shall be construed to limit Henry Ford Medical Group or System leadership from making decisions regarding the contract or employment status of a Medical Staff member.

##### 13.1.2 Request to Leadership to Initiate Corrective Action:

###### 13.1.2.1 Request:

In addition to the individuals listed in section 13.1.1, any other member of the Medical Staff, any employee of the System, or any other individual may request that corrective action be initiated. A request for corrective action shall be in writing, and shall be sent to the Medical Staff member's Department Chair and/or Medical Director. If said request seeks corrective action against a

Department Chair or Medical Director, then it shall be sent to the Chief Executive Officer of the Henry Ford Medical Group. If said request seeks corrective action against the Chief Executive Officer of the Henry Ford Medical Group, then it shall be sent to the Chief Executive Officer of the System. All requests for corrective action shall be supported by reference to the specific activities or conduct which constitute the grounds for the request and shall contain a copy of any documentation relied on in requesting the action. The individual who receives the request shall investigate the circumstances pursuant to section 13.1.2.3

13.1.2.2 Notice:

The individual, or his/her designee, who receives a request pursuant to section 13.1.2 of these Bylaws, shall notify the affected Medical Staff member in writing, via Special Notice, of the basis for the request and whether his/her appointment and/or clinical privileges and/or employment (with or without pay) are suspended or restricted pending an investigation in accordance with section 13.2.1 of these Bylaws, or b) that he/she is placed on administrative leave (with or without pay) pending final determination of the matter. The notice may contain a copy of the request. A copy of the notice shall be sent to the Chief Executive Officer of the Henry Ford Medical Group.

13.1.2.3 Investigation of Request:

The individual, or his/her designee, who receives the request, shall investigate the activities or conduct which constitute the basis for the request. Any relevant factors or evidence including those which were found as a result of previous investigations conducted within or outside of the System related to the circumstances, may be considered. An ad hoc committee, the majority of whom are Board of Governors members, may be appointed by the individual who received the request to investigate the activities or conduct which constitute the grounds for the request. The ad hoc committee's investigation may include an interview of the Medical Staff member who is the subject of the investigation. The ad hoc committee shall forward a written report to the individual who appointed the committee, as soon as practicable after the investigation has been completed who may reject the request or corrective action or may initiate one or more of the forms of corrective action described in section 13.1.3 of these Bylaws.

13.1.3 Available Forms of Corrective Action:

Corrective action may include, without limitation, any or all of the following:



- 13.1.3.1 Issue a written warning that future corrective action will be taken if the member's behavior does not conform to the standards stated in the warning.
- 13.1.3.2 Issue a written reprimand stating disapproval of the member's behavior, and directing that the behavior cease immediately.
- 13.1.3.3 Require proctoring or consultation (if the affected member is not required to obtain consent of the consultant or proctor before the member may provide patient care).
- 13.1.3.4 Require education to improve the member's knowledge, skills and ability in clinical subjects or in non-clinical subjects (such as anger management), which requirement does not affect current privileges.
- 13.1.3.5 Require a health assessment of the member by a health professional or at a facility selected by the Chair, Board of Governors and under such conditions (including reports to the Chair, Board of Governors) as the Chair, Board of Governors may establish, and/or require the member to undergo appropriate treatment.
- 13.1.3.6 Any other form of discipline that does not materially limit the member's right to provide direct patient care as previously authorized.
- 13.1.3.7 Propose:
  - 13.1.3.7.1 Reduction, limitation, suspension, or revocation of clinical privileges;
  - 13.1.3.7.2 Suspension or revocation of Staff appointment;
  - 13.1.3.7.3 Any other form of discipline that materially limits the member's right to provide direct patient care as previously authorized (such as proctoring or consultation in which consent of the proctor or consultant is required before patient care may be provided).

#### 13.1.4 Notice of Proposed Action:

The individual who is initiating the corrective action shall [following the investigation and within ninety days of the request, if the action is being initiated in response to a request under section 13.1.2 of these Bylaws) notify the affected Medical Staff member of the corrective action in writing, via Special Notice, and the reasons therefore. If the corrective action is (a) a form described in section 13.1.3.1 through 13.1.3.6, or (b) a form described in section 13.1.3.7 and is based on factor(s) other than the Medical Staff member's professional qualifications or competence, the action is immediately effective and the Medical Staff member is not entitled to the procedural rights set forth in Article

XIV of these Bylaws. If the corrective action is a form described in section 13.1.3.7, and is based on the Medical Staff member's professional qualifications or competence, the notice shall state that the Medical Staff member has the right to request a hearing on the proposed action within thirty days of receipt of said notice and shall contain a copy of the hearing rights set forth in Article XIV of these Bylaws. The notice may also provide that the Staff Member's appointment, clinical privileges, and/or employment (with or without pay) are suspended or restricted pending an investigation in accordance with section 13.2.1 of these Bylaws, or that he/she is placed on administrative leave (with or without pay) pending final determination of the matter. The Chief Executive Officer of the System may modify the 90-day time limit provided in this section 13.1.4 in his/her sole discretion.

#### 13.1.5 Time of Proposed Action:

Proposed corrective action of a type described in section 13.1.3.7 of these Bylaws that is based on the Medical Staff member's professional qualifications and competence and is the subject of a notice under section 13.1.4, will take effect on the earlier of the following: a) the affected Medical Staff member affirmatively waives, in writing, his/her rights set forth in Article XIV of these Bylaws; b) a request for a hearing is not received from the Medical Staff member on a timely basis; or c) the procedural process set forth in Article XIV of these Bylaws is concluded and results in imposition of the action. If the action takes effect, the individual taking action shall give written notice via Special Notice to the affected Medical Staff member, and may give notice to the individual who requested the action, that the proposed action will take effect. The notice shall contain a description of the action and an effective date.

### 13.2 Summary Action:

#### 13.2.1 Investigative Suspension:

An individual who initiates corrective action in accordance with section 13.1.1 of these Bylaws or who receives and is evaluating a request for corrective action received pursuant to section 13.1.2 of these Bylaws, may immediately suspend the appointment of the affected Medical Staff member and/or suspend or restrict all or a portion of the Medical Staff member's clinical privileges, for a period of not longer than fourteen days during which time he/she shall investigate (or cause an investigation of) the matter. An investigative suspension shall be deemed an interim precautionary step in a professional review activity, and does not constitute disciplinary action or a determination regarding the affected Medical Staff member's competence. An investigative suspension ends (a) 14 days after it is imposed or (b) when lifted by the individual who imposed it, whichever occurs first. An investigative suspension does not entitle the affected Medical Staff member to any of the procedural rights set forth in Article XIV of these Bylaws.

#### 13.2.2 Immediate Final Action:

The Chief Executive Officer of the System, the Chief Executive Officer of the Henry Ford Medical Group, a Department Chair, or a Medical Director, may immediately

suspend the appointment of a Medical Staff member and/or suspend or restrict the Medical Staff member's clinical privileges whenever the Medical Staff member's conduct requires that immediate action be taken to protect the life or health of any person or to reduce the substantial likelihood of immediate injury or damage to the health or safety of any person. If time permits, the concurrence of two of the listed individuals will be obtained to impose an immediate suspension; however, a single listed individual may immediately suspend privileges if he/she determines such action is needed to address an immediate threat. Such action shall become effective immediately upon imposition, and the individual taking action shall promptly give notice of the action in writing via Special Notice, to the affected Medical Staff member and to each of the following who did not take the action: Department Chair or Medical Director to whom the Medical Staff member is assigned, the Chief Executive Officer of the Henry Ford Medical Group and the Chief Executive Officer of the System. The affected Medical Staff member shall be entitled to the procedural rights set forth in Article XIV of these Bylaws if the suspension is based on the Medical Staff member's professional qualifications or competence.

### 13.3 Automatic Suspension or Termination of Privileges or Medical Staff Membership

The following events shall result in automatic suspension or termination of Medical Staff membership and/or privileges, as specified, without any of the procedural rights set forth in Article XIV of these Bylaws.

#### 13.3.1 Professional License Violation:

Whenever a Medical Staff member's license authorizing him/her to practice in this State is revoked, has expired, or is suspended by the applicable licensing authority, the Medical Staff member's appointment and clinical privileges shall be immediately and automatically terminated. Whenever a Medical Staff member's license is limited or restricted, or he/she has been placed on probation by any licensing entity, the Medical Staff member's appointment and clinical privileges may be terminated or curtailed at the sole discretion of the Chief Executive Officer of the Henry Ford Medical Group or Chief Executive Officer of the System.

#### 13.3.2 Drug Enforcement Administration Certificate of State Controlled Substances License:

Whenever a Medical Staff member's DEA certificate or Michigan controlled substances license is revoked, has expired, is suspended or is the subject of an order of probation, the Medical Staff member shall immediately and automatically be divested of the right to prescribe medications covered by the certificate/license and the Medical Staff member's appointment and clinical privileges may be terminated or curtailed at the sole discretion of the Chief Executive Officer of the Henry Ford Medical Group or Chief Executive Officer of the System.

#### 13.3.3 Board Certification:

Whenever a Medical Staff member fails to obtain and/or maintain board certification as required by these Bylaws or Policies, the Medical Staff member's appointment and

clinical privileges, shall be automatically terminated, unless a waiver or extension of the board certification requirement has been granted in accordance with these Bylaws.

#### 13.3.4 Medical Records:

Whenever a Medical Staff member fails to complete medical records within the time limits established by the Policies, the Medical Staff member's appointment and clinical privileges (except with respect to his/her patients already in the Hospital), including his/her right to admit patients, may be suspended, without pay, upon the expiration of five days after he/she is given written notice in accordance with section 13.4 of these Bylaws. The suspension shall remain in effect until all delinquent medical records are completed. If the Medical Staff member fails to complete medical records within four months after the date suspension is imposed under this section 13.3.4, unless the Board of Governors determines, in its sole discretion, that there is good cause for the delinquency that is beyond the Medical Staff member's control, Medical Staff membership and clinical privileges shall terminate automatically

#### 13.3.5 Criminal Offense:

Whenever a Medical Staff member pleads guilty or no contest to, or is convicted of, a crime other than a minor traffic violation (chemical or alcohol-related driving offenses are not minor traffic violations) that the Chief Executive Officer of the Henry Ford Medical Group or Chief Executive Officer of the System determines could bear upon his/her professional practice, the Medical Staff member's appointment and clinical privileges may be terminated or curtailed at the sole discretion of the Chief Executive Officer of the Henry Ford Medical Group or Chief Executive Officer of the System.

#### 13.3.6 Malpractice Insurance:

Whenever a Medical Staff member fails to maintain professional liability insurance as required by the Board of Trustees, the member shall be automatically suspended from practicing in the Hospital. If the member fails to provide the Hospital with adequate evidence of the required insurance within ninety days after being suspended, Medical Staff membership and clinical privileges shall terminate automatically.

#### 13.3.7 Federal Program Exclusion:

Exclusion of a Medical Staff member from a federal health care program shall cause an automatic termination of the member's Medical Staff membership and clinical privileges. [The terms of this section do not apply to a voluntary decision by a member not to participate in federal health care program(s).]

#### 13.3.8 Reappointment:

Whenever a Medical Staff member fails to file a timely application for reappointment to the Medical Staff or renewal of clinical privileges, the member shall automatically cease to be a Medical Staff member and cease to hold clinical privileges upon expiration of the member's term of appointment.

### 13.3.9 Documentation of Credentials:

Whenever a Medical Staff member fails to provide Medical Staff Affairs and Physician Practice Development with written evidence of current and continuous professional license and professional liability insurance, within thirty days of written request therefor, the member shall automatically be suspended from practicing at the Hospital until such documentation is furnished. If a Medical Staff member fails to provide Medical Staff Affairs and Physician Practice Development with written evidence of current and continuous DEA registration and state controlled substances license (if applicable), within thirty days of written request therefor, the member's right to prescribe medications covered by such registration/license shall automatically be suspended until such documentation is furnished.

### 13.3.10 Health Evaluation:

A Medical Staff member, who fails to submit to a physical or mental health evaluation within ninety days of a written request therefor by the Board of Governors, shall be automatically suspended from practicing at the Hospital until the evaluation occurs. If the member fails to submit to the evaluation and furnish the Chair, Board of Governors with the results thereof within ninety days after being suspended, the member's Medical Staff membership and clinical privileges shall terminate automatically.

### 13.3.11 Communicable Disease Test Results:

A Medical Staff member, who fails to provide satisfactory evidence of communicable disease test results as required by Policies, within thirty days of written request therefor, shall be automatically suspended from practicing at the Hospital until such documentation is furnished. If the member fails to provide the Hospital with satisfactory evidence of test results within ninety days after being suspended, the member's Medical Staff membership and clinical privileges shall terminate automatically.

### 13.3.12 Reports of Adverse Events:

Whenever a Medical Staff member fails to file a report as required by section 7.5.11 of these Bylaws, the Medical Staff member's appointment and clinical privileges may be terminated or curtailed at the sole discretion of the Chair of the Board of Governors or the Henry Ford Hospital Chief Executive Officer.

### 13.3.13 Minimum Volume Requirements:

The State of Michigan requires, as a condition to granting a certificate of need to furnish certain types of services, that each practitioner who performs the covered service in the Hospital perform a minimum volume of the service annually. If a Medical Staff member fails to satisfy a State-imposed minimum volume requirement, the relevant privilege may be terminated at the sole discretion of the Chair of the Board of Governors or the Henry Ford Hospital Chief Executive Officer. If a Medical Staff member fails to satisfy the minimum utilization standards established pursuant to section 7.6.4 of these Bylaws, the

member's Medical Staff membership may be terminated at the sole discretion of the Chair of the Board of Governors or the Henry Ford Hospital Chief Executive Officer.

#### 13.3.14 Failure to Satisfy Medical Staff Category Requirements:

Medical Staff membership is subject to automatic termination as provided in sections 6.1, 6.3.2, 6.4.2, 6.5.2, and 6.6.2 of these Bylaws.

#### 13.4 Notice of Automatic Termination:

Whenever a Medical Staff member's appointment and/or clinical privileges are terminated in whole or in part, or otherwise curtailed under section 13.3 of these Bylaws, written notice of such termination shall be given by the individual taking action to the affected Medical Staff member, via Special Notice, and to the Chief Executive Officer of the Henry Ford Medical Group and the Chief Executive Officer of the System. Receipt of said notice by the Medical Staff member shall not be required in order for the termination to become effective.

#### 13.5 Transfer of Patients:

In the event of an administrative leave or a termination or limitation of clinical privileges, the Medical Staff member's patients, as appropriate, shall be assigned to another Medical Staff member by the Department Chair, Medical Director, or Chief Executive Officer of the Henry Ford Medical Group.

#### 13.6 Effect of Action:

If the action taken under this Article XIII in any way limits a Medical Staff member's ability to perform his/her employment or contract duties with the System, his/her contract or employment will be suspended (with or without pay) or terminated, in accordance with the action initiated or taken.

#### 13.7 Reporting:

Any action taken under this Article XIII shall, when appropriate, be reported to the appropriate Local, State and Federal agencies.

## **ARTICLE XIV**

### **HEARINGS AND APPELLATE REVIEW:**

#### 14.1 Grounds for Initiation of a Hearing:

##### 14.1.1 Right to a Hearing:

An applicant or Medical Staff member, as applicable, may request a hearing with respect to any one or more of the following proposed or final actions:

- 14.1.1.1 Action by the Board of Governors or the Board of Trustees to deny an applicant to the Affiliate or Adjunct category of the Medical Staff (a) initial Medical Staff appointment or (b) requested privileges, based on the applicant's professional qualifications or competence.
- 14.1.1.2 Denial of Medical Staff reappointment to the Affiliate, Adjunct, Senior, or Bioscientific, category of the Medical Staff based on the Medical Staff member's professional qualifications or competence, provided, however, denial of reappointment to any medical staff category upon completion of a probationary appointment for any reason is not grounds for initiation of a Hearing.
- 14.1.1.3 Corrective action recommended in accordance with section 13.1.3.7 of these Bylaws or summary action imposed pursuant to section 13.2.2 of these Bylaws, if such action is based on the Medical Staff member's professional qualification or competence.
- 14.1.1.4 Denial of requested, renewal or increase of privileges based on the Medical Staff member's professional qualifications or competence.

14.1.2 No Right to a Hearing:

An applicant or Medical Staff member is not entitled to request a hearing with respect to any of the following:

- 14.1.2.1 Denial of initial appointment to the Senior, Bioscientific, Associate, Attending, or Honorary Staff category.
- 14.1.2.2 Denial of reappointment to any Medical Staff category for any reason upon expiration of a probationary appointment.
- 14.1.2.3 Denial of initial appointment to the Affiliate or Adjunct Staff category based on factor(s) other than professional qualifications or competence.
- 14.1.2.4 Denial of Medical Staff reappointment to the Associate, Attending or Honorary Staff category.
- 14.1.2.5 Denial of Medical Staff reappointment to the Affiliate, Adjunct, Senior or Bioscientific Staff category based on factor(s) other than professional qualifications or competence.
- 14.1.2.6 Denial of requested privileges (initial, renewal or increase) based on factor(s) other than professional qualifications or competence.
- 14.1.2.7 Corrective action imposed pursuant to sections 13.1.3.1 through 13.1.3.6 of these Bylaws.

- 14.1.2.8 Corrective action imposed pursuant to section 13.1.3.7 of these Bylaws based on factor(s) other than the Medical Staff member's professional qualifications or competence.
- 14.1.2.9 Any action taken with respect to the Graduate Trainee Staff.
- 14.1.2.10 Voluntary resignation of clinical privilege(s) or Medical Staff membership, including expiration of appointment pursuant to section 10.1.2 of these Bylaws.
- 14.1.2.11 Imposition of an investigative suspension pursuant to section 13.2.1 of these Bylaws.
- 14.1.2.12 Imposition of automatic suspension or termination pursuant to section 13.3 of these Bylaws.
- 14.1.2.13 Denial of a request for, imposition of conditions or limitations on, or termination of, temporary privileges or an interval appointment.
- 14.1.2.14 Denial of a request for, or imposition of conditions or limitations on, a leave of absence.
- 14.1.2.15 Any action taken with respect to a member of the Honorary Staff category.

Any other grounds not expressly provided for in section 14.1.1 of these Bylaws.

## 14.2 Extent of Remedy

14.2.1 The hearing and appellate review set forth in this Article XIV shall be the sole and exclusive remedy by which a Medical Staff member or applicant may appeal any of the action(s) described in section 14.1.1 of these Bylaws.

14.2.2 Medical Staff members who also have an employment or contractual relationship with the System, Hospital, or Henry Ford Medical Group may be subject to other Policies in situations where said employment or contract status is affected.

14.2.3 The outcome of the hearing and appellate review process shall be final and binding upon the System, Hospital, Henry Ford Medical Group, and Medical Staff member or applicant.

## 14.3 Parties to the Hearing:

For all hearings in accordance with this Article XIV, the affected Medical Staff member or applicant and the Department Chair(s), Medical Director(s), Chief Executive Officer of the Henry Ford Medical Group, or Chief Executive Officer of the System, whose action(s) prompted the hearing, shall be parties to the hearing. If the action which prompted the hearing was taken



by the Board of Governors or the Board, the Board of Governors or the Board shall appoint a representative from its membership who shall be the party to the hearing on the its behalf.

#### 14.4 Procedure for Requesting a Hearing:

##### 14.4.1 Notice of Hearing Rights:

The Chair of the Board of Governors shall notify the affected applicant or Medical Staff member via Special Notice of a recommendation or action which entitles the individual to a hearing. The notice shall state the following:

- 14.4.1.1 The adverse recommendation or action.
- 14.4.1.2 The reason(s) for the adverse recommendation or action.
- 14.4.1.3 The individual's right to request a hearing.
- 14.4.1.4 A summary of the individual's hearing rights.
- 14.4.1.5 A time limit of thirty days from the date of the individual's receipt of the notice within which the individual may submit a written request for a hearing to the Chair of the Board of Governors.

##### 14.4.2 Request for Hearing:

The affected Medical Staff member or applicant shall file a written request for a hearing with the Chair of the Board of Governors within thirty days after he/she receives the notice of hearing rights described in section 14.4.1 of these Bylaws. He/She shall also send a copy of the request to the individual who took the action, if applicable. The request shall describe the proposed or final action for which the hearing is requested, describe clearly and in detail the reason for the objection to such proposed or final action, the relief sought and the address which the Medical Staff member or applicant chooses for any and all further correspondence to him/her regarding the matter. Failure to file a written request for hearing with the Chair of the Board of Governors within thirty days shall be considered a waiver of the right to request a hearing and a waiver of any further review to which the affected Medical Staff member or applicant might otherwise have been entitled to on the matter and he/she shall be deemed to have accepted the proposed or final action involved and if proposed, the action shall then be effective immediately.

##### 14.4.3 Notice of Hearing:

If the affected Medical Staff member or applicant timely requests a hearing in accordance with section 14.4.2 of these Bylaws, the Chair of the Board of Governors shall, within sixty days of receipt of the request, notify the parties of the names of the members the Hearing Committee and the time, place, and date of the hearing, which hearing shall not be less than thirty days after the date of said notice.

#### 14.4.4 Postponements and Extensions:

Postponements and extensions of time beyond the times expressly permitted by this Article XIV may be requested by any party or by the Hearing Committee which will hear the matter and may be permitted by the Chair of the Hearing Committee, in his/her sole discretion.

#### 14.5 Pre-Hearing Procedures:

##### 14.5.1 Committee Composition:

The Hearing Committee shall be the Professional Standards and Conduct Committee of the Board of Governors. If a member of the Professional Standards and Conduct Committee is either a party to the hearing or determined to be in direct economic competition with a party to the hearing, or is otherwise determined not to be impartial on the matter, he/she shall not be eligible to participate in the matter in any manner. Within ten days of his/her receipt of the notice provided for in subsection 14.2.3 of these Bylaws, parties to the hearing shall have the duty to advise the Chair of the Board of Governors in writing, if he/she believes that a member of the Professional Standards and Conduct Committee should be excluded from the process and the reasons for said belief. If such belief is not so stated, the Committee shall be deemed to be impartial.

##### 14.5.2 Hearing Officer:

The Chair of the Board of Governors may appoint a hearing officer, who may not be legal counsel to the Hospital, to preside at the hearing. The Hearing Officer may not act as a prosecuting officer, or as an advocate for any party to the hearing. The Hearing Officer will, at the request of the Hearing Committee, participate in the deliberations of the Hearing Committee, serve as a legal advisor to it, and assist in drafting the Hearing Committee's report, but shall not be entitled to vote. If a hearing officer is not appointed, the Chair of the Hearing Committee shall preside.

##### 14.5.3 Pre-Hearing Conference:

14.5.3.1 Prior to or at the beginning of any hearing the presiding officer may, in his/her discretion, require the representatives of the parties to participate in a conference to consider:

14.5.3.1.1 The framing and simplification of issues to be presented at the hearing;

14.5.3.1.2 Admission of facts or documents which will avoid unnecessary hearing testimony and proof;

14.5.3.1.3 Limitation by the presiding officer of the number of witnesses to be called by the parties in order to reduce repetitive testimony;

14.5.3.1.4 Such other matters as may aid in the expeditious disposition of the matters before the Hearing Committee.

14.5.3.2 The pre-hearing conference may be held by phone. The presiding officer may submit a summary of the decisions reached at the conference to the Hearing Committee and such summary will be used to control the subsequent course of the hearing.

## 14.6 Hearing Procedures:

### 14.6.1 Failure to Appear:

The personal presence at the hearing of the party requesting the hearing shall be required. Failure, without just cause (as determined by the Hearing Committee in its sole discretion) of the requesting Medical Staff member or applicant to appear and participate in such hearing, shall be deemed a voluntary acceptance of the proposed or final action, which, if proposed, shall then be effective immediately.

### 14.6.2 Procedures:

There shall be at least two-thirds of the eligible Committee members present when the hearing takes place. No member of the Professional Standards and Conduct Committee may vote by proxy.

### 14.6.3 Record of Hearing:

A record of the hearing shall be made by a certified court reporter. All parties shall have a right to obtain a copy of the record.

### 14.6.4 Conduct of Hearing:

The Hearing Officer or (if no Hearing Officer is appointed) the Chair of the Hearing Committee, or his/her designee, shall preside over the hearing to maintain decorum and to determine procedures regarding identification and exchange of witness lists, documentary evidence, and all matters pertaining to the conduct of the hearing in order to assure that all participants in the hearing have a reasonable opportunity to present relevant oral and documentary evidence and to call witnesses and cross examine opposing witnesses. The presiding officer may permit or exclude proposed evidence in his/her sole discretion with or without consultation with other members of the Committee. The Medical Staff member or applicant shall have the burden of proving that there was no reasonable basis for the adverse recommendation/action that is the subject of the hearing.

#### 14.6.5 Recessing Hearing:

The Hearing Committee, may, without advance notice, recess the hearing and reconvene the hearing on the same or another day for the convenience of the participants or for the purpose of obtaining new or additional evidence, witnesses, or consultation.

#### 14.6.6 Deliberation and Conclusion of Hearing:

Upon conclusion of the presentation of oral and written evidence, the hearing shall be closed. The Hearing Committee shall thereupon conduct its deliberations outside the presence of the parties and the deliberations of the Hearing Committee shall not be considered part of the record. The decision of the Hearing Committee shall be based on the evidence produced at the hearing. Such evidence may consist of, but is not limited to, the following:

14.6.6.1 Oral testimony of witnesses.

14.6.6.2 Written statements presented in connection with the hearing.

14.6.6.3 Any material contained in System, Hospital, or Medical Staff personnel files of the affected Medical Staff member, which shall have been made part of the hearing record.

14.6.6.4 Any and all applications, references, medical records, exhibits, and other documents and records which shall have been made part of the hearing record.

14.6.6.5 Any other relevant evidence.

#### 14.6.7 Committee Decision:

Within thirty days of the conclusion of the hearing, the Chair of the Hearing Committee shall distribute to the Chair of the Board of Governors and the parties to the hearing, the Hearing Committee's written recommendation regarding the proposed action including the basis for the Hearing Committee's recommendation. The report may recommend confirmation, modification or rejection of the original action. The report shall be sent to the affected Medical Staff member or applicant via Special Notice.

#### 14.7 Board of Governors Review Procedure:

The Board of Governors shall be provided with the Hearing Committee's report, the documents presented during the hearing before the Hearing Committee and the transcript of that hearing, the request for a hearing, and any written statements submitted in response to the request. The Board of Governors, at its next regularly scheduled meeting, but not more than sixty days after receiving the hearing materials, shall review the matter. Upon such review, the Board of Governors shall confirm, reject, or modify the original action. The Chair of the Board of Governors shall promptly notify the parties via Special Notice of the Board of Governors decision which shall be final unless a request for an appellate review of such decision, is

received as provided in section 14.8.1 of these Bylaws. Failure to file a written request for appellate review within fourteen days of receipt of the Board of Governors' decision shall be considered a waiver of the right to any further review to which the affected Medical Staff member or applicant might otherwise have been entitled on the matter and he/she shall be deemed to have accepted the decision of the Board of Governors which, if proposed, shall then be immediately effective.

If the hearing pertains to the denial of initial appointment to the Affiliate or Adjunct categories of the Medical Staff, the decision of the Professional Standards and Conduct Committee shall be final and effective immediately, and the applicant shall not be provided further appeal.

#### 14.8 Board of Trustees Appellate Review Procedure:

##### 14.8.1 Request for Appellate Review:

Within fourteen days after receipt of notice of the Board of Governors' decision, any party may, by written notice to the Chief Executive Officer of the System, request an appellate review by the Board of Trustees. The request shall be in writing and sent to the Chief Executive Officer of the System via Special Notice, and it shall include a detailed statement of the reasons for the request. A copy of the request shall also be sent to all of the other parties. Any other party to the hearing may submit a written statement in response to the request.

##### 14.8.2 Composition Appellate Review Committee:

Within thirty days after receipt of a request for appellate review, the Chair of the Board of Trustees or his/her designee shall appoint an Appellate Review Committee, consisting of not less than three members of the Board of Trustees and two members of the Henry Ford Medical Group, none of whom have previously officially reviewed this matter, and shall designate a Chair thereof to consider the merit of the request for an appellate review, and to conduct such appellate review, if appellate review is granted.

##### 14.8.3 Appellate Review Procedure:

14.8.3.1 Within thirty days after its appointment, the Appellate Review Committee shall determine whether to grant or deny appellate review. If appellate review is denied, the requesting party shall be so advised, and the decision of the Board of Governors shall then become final. If appellate review is granted, all parties shall be notified, and the Appellate Review Committee shall schedule a date for such review, including a time for each party to submit a written statement in support of his/her position. In its sole discretion, the Appellate Review Committee may allow each party to make an oral statement. The parties shall be notified in writing via Special Notice of the time, date and place of said review.

14.8.3.2 The Appellate Review Committee and the parties shall be provided with copies of the initial request for a hearing, the documents

presented during the hearing before the Hearing Committee, the transcript of that hearing, the Board of Governors' decision, and written statements submitted in accordance with sections 14.8.1 and 14.8.3.1 of these Bylaws.

- 14.8.3.3 The appeal shall be confined to a review of the decision of the Board of Governors to determine if such decision was supported by the evidence presented. New or additional matters, not raised during the hearing before the Hearing Committee, nor considered by the Board of Governors in its decision, shall only be considered under unusual circumstances and at the sole discretion of the Appellate Review Committee.
- 14.8.3.4 Within thirty days after the conclusion of the appellate review, the Appellate Review Committee shall make its decision. The decision shall be in writing; shall state the basis for the decision; and shall be sent to the Chair of the Board of Trustees and to the parties.
- 14.8.3.5 The decision of the Appellate Review Committee shall be final and shall not be subject to further review.

#### 14.9 Action Taken Against a Department Chair or Medical Director

##### 14.9.1 Grounds for Initiation:

Whenever the Board of Trustees, the Chief Executive Officer of the System, the Chief Executive Officer of the Henry Ford Medical Group, or the Board of Governors has proposed or taken final action against a Department Chair or a Medical Director which would entitle him/her to a hearing under section 14.1 of these Bylaws, then, he/she may request review of this action directly to the Board of Trustees.

##### 14.9.2 Request for Review:

Within thirty days after the date of receipt of notice of the proposed or final action, the affected Medical Staff member may request review by the Board of Trustees.

The request shall be in writing and delivered to the Chief Executive Officer of the System via Special Notice and shall state the proposed or final action, describe clearly and in detail the reason for the objection to such proposed or final action, the relief sought and the address which the Medical Staff member chooses for any and all further correspondence to him/her regarding the matter. A copy of the request shall also be sent to the individual who took the action. Failure to file a written request for review within thirty days constitutes a waiver of the right to review and the affected Medical Staff member shall be deemed to have accepted the action which, if proposed, shall then be effective immediately.

#### 14.9.3 Medical Staff Status:

The Chief Executive Officer of the System shall determine whether the Medical Staff member shall be placed on administrative leave or otherwise restricted (with or without pay) during the review process.

#### 14.9.4 Composition and Appointment of Review Committee:

Upon receipt of a timely request for review, the Chair of the Board of Trustees or his/her designee, shall appoint a Review Committee, consisting of not less than three members of the Board of Trustees and two members of the Henry Ford Medical Group (who have not previously officially reviewed the matter), and shall designate a Chair thereof.

#### 14.9.5 Notice of Review:

The Chair of the Review Committee shall schedule a review not less than thirty nor more than sixty days from the date of receipt of the request. The Chair of the Review Committee shall give the parties written notice of the time, place, and date of the review.

#### 14.9.6 Review Procedures:

At least a majority of the members of the Review Committee shall be present when the hearing takes place. No member of the Review Committee may vote by proxy.

#### 14.9.7 Record of Review:

A record of the review shall be made by a Certified Court Reporter. All parties shall have a right to obtain a copy of the record.

#### 14.9.8 Conduct of Review:

The Chair of the Review Committee or his/her designee shall preside over the review to maintain decorum and to determine procedures regarding identification and exchange of witness lists, documentary evidence, and all matters pertaining to the conduct of the review in order to assure that all participants in the review have a reasonable opportunity to present relevant oral and documentary evidence and to call witnesses and cross examine opposing witnesses. The Chair may permit or exclude proposed evidence in his/her sole discretion with or without consultation with the other members of the Committee.

#### 14.9.9 Recessing Review:

The Review Committee may, without advance notice, recess the review and reconvene the review on the same or another day for the convenience of the participants or for the purpose of obtaining new or additional evidence, witnesses or consultation.

#### 14.9.10 Deliberation and Conclusion of Review:

At the conclusion of the proceedings, the Review Committee shall conduct, at a time convenient to itself, deliberations outside the presence of the parties. Then decision of the Review Committee shall be based on the evidence produced at the hearing.

#### 14.9.11 Decision:

The Review Committee shall render a written decision at the earliest practical date, not to exceed thirty days following conclusion of the review, and it shall promptly notify all parties. The parties shall be advised of the Review Committee's decision via Special Notice. The Chair of the Review Committee shall report the decision of the Review Committee to the Chair of the Board of Trustees. The decision of the Review Committee shall be final.

#### 14.10 Intra-Professional Resolution of Matters:

The fair hearing and appellate procedures provided for in these Bylaws are for the purpose of intra-professional resolution of matters bearing on conduct or professional competency. Accordingly, no party shall be represented at the hearing by an attorney. The foregoing shall not be deemed to deprive any party of its right to the assistance of legal counsel for the purpose of preparing for the hearing.

#### 14.11 Right to Only One Hearing and Review:

Notwithstanding any other provision of these Bylaws, no Medical Staff member or applicant shall be entitled as a matter of right to more than one hearing and one review on any matter, without regard to whether such matter is the subject of recommendation(s) or action(s) of individual(s) and/or body(ies).

## **ARTICLE XV**

### **GENERAL PROVISIONS:**

#### 15.1 Medical Staff Rules and Regulations:

The Board of Governors and its committees shall adopt such rules and regulations, including those set forth in Addendum I, as may be necessary for the proper conduct of the Medical Staff. The Medical Staff Rules and Regulations which are set forth in Addendum I, are incorporated herein and made a part hereof by reference. All such rules and regulations adopted by the Board of Governors and its committees shall be consistent with these Bylaws, and the Corporate Bylaws of the System and are effective when approved by the Board of Trustees.

#### 15.2 Department and Medical Center Rules and Regulations:

Each Department Chair and Medical Director may formulate rules and regulations for the conduct of the affairs of the Department or Medical Center and the discharge of its



responsibilities. Such rules and regulations shall be consistent with these Bylaws, including Addendum I, Corporate Bylaws of the System, and the Policies.

#### 15.3 Professional Liability Coverage:

Each individual granted membership in a category which does not include professional liability coverage by the System shall maintain in force professional liability coverage in not less than the minimum amounts, if any, as may be determined by the Board of Trustees, or shall provide other proof of financial responsibility in such a manner as the Board of Trustees may establish.

#### 15.4 Construction of Terms and Headings:

Words used in these Bylaws shall be read as the masculine or feminine gender and as the singular or plural as the context and circumstances require. The captions or headings in these Bylaws are for convenience only and are not intended to limit or define the scope or effect of any provision of these Bylaws.

#### 15.5 Acceptance of Principles:

All applicants and Medical Staff members, by application for membership in this Medical Staff, do thereby agree to be bound by the provisions of these Bylaws, a copy of which shall be made available to each applicant. A copy of each amendment to these Bylaws shall be provided to each Medical Staff member, promptly after adoption, either by hard-copy, electronic copy, or posting on the System or Hospital website. Failure of a Medical Staff member to receive said copies shall not relieve him/her of the responsibility to make himself/herself aware of and to abide by the then current version of these Bylaws. Any violation of these Bylaws shall subject the applicant or member to such corrective action as the Board of Governors or Board of Trustees shall direct.

## **ARTICLE XVI**

### **AMENDMENT OF BYLAWS:**

These Bylaws shall be reviewed annually by the Board of Governors, and/or, at the Board of Governors' request, by the Bylaws Committee. Amendments may be initiated at any time by the Bylaws Committee or the Board of Governors. In addition, any member of the Medical Staff may propose an amendment to these Bylaws, in writing, to the Chair of the Bylaws Committee or to the Chair of the Board of Governors. If the Chair of the Board of Governors receives the proposed amendment, he/she may forward it to the Chair of the Bylaws Committee. If sent to the Bylaws Committee, the Bylaws Committee shall, within ninety days, determine whether or not to present the proposal at a regular meeting of the Board of Governors.

Proposed amendments to Bylaws must be incorporated in writing with the Agenda of the Board of Governors meeting at which they are being considered. Amendments approved by the Board of Governors may, upon approval, be transmitted to the Chair of the Bylaws Committee to determine (1) whether any other amendments to the Bylaws should be initiated as a result thereof and/or (2) whether the amendment creates any inconsistencies with the remainder of the Bylaws and, if either of these are found, the Chair of the Bylaws Committee shall bring the same to the

attention of the Board of Governors for its consideration. The Chair of the Bylaws Committee may request the assistance of the Bylaws Committee in making such determination.

Amendments shall only become effective when approved by both the Board of Governors and the Board of Trustees. The Board of Governors shall arrange for the distribution of all adopted amendments to the members of the Medical Staff. Neither the Board of Governors nor the Board of Trustees may unilaterally amend, alter or repeal these Bylaws.

## **ARTICLE XVII**

### **ADOPTION OF BYLAWS:**

These Bylaws shall replace any previous Bylaws, and shall become effective when approved by the Board of Governors and the Board of Trustees.

Approved by the Board of Governors on January 23, 2009.

Approved by the Board of Trustees on February 27, 2009, effective March 15, 2009.

**HENRY FORD HOSPITAL**  
**MEDICAL STAFF BYLAWS**

**2009**

## **DEFINITIONS**

1. **AFFILIATED HEALTH CARE ORGANIZATION** means an organization that has a relationship with Henry Ford Health System either by a significant contract arrangement or corporate structure and is designated an affiliate by the Board of Trustees.
2. **BOARD OF GOVERNORS** means the executive body of the organized Medical Staff and the governing body of the Henry Ford Medical Group acting on its own or through its designated committee.
3. **BOARD OF TRUSTEES** means the Board of Trustees of Henry Ford Health System acting on its own or through its designated committee.
4. **BYLAWS** means these Bylaws of the Medical Staff of Henry Ford Hospital, as amended, including any addenda attached hereto, unless specifically provided otherwise herein.
5. **CHAIR OF THE BOARD OF GOVERNORS** means the individual elected in accordance with Article V of these Bylaws to be the chief officer of the Medical Staff and acting on his/her own or through his/her designee.
6. **CHIEF EXECUTIVE OFFICER** means the individual appointed by the Board of Trustees to act on its behalf in the overall management of the System or his/her authorized representative.
7. **CLINICAL PRIVILEGES** or **PRIVILEGES** means the permission granted to a Medical Staff member to render specified diagnostic, therapeutic, medical, dental, or surgical services at the Hospital.
8. **DENTIST** means those individuals who have been awarded the degree of doctor of dentistry or doctor of dental medicine.
9. **DETROIT CENTER** means the downtown Detroit inpatient facility, the outpatient clinic(s) and the research and educational facilities designated as part of the Detroit Center.
10. **EMPLOYED BY (EMPLOYEE OF, EMPLOYMENT RELATIONSHIP WITH) SYSTEM** means a Medical Staff member who is an employee of the System.
11. **HENRY FORD HEALTH SYSTEM (or SYSTEM)** means the Corporate entity, including all of its operating divisions.
12. **HENRY FORD MEDICAL GROUP (or HFMG)**, which is an operating division of Henry Ford Health System, means those physicians, dentists and bioscientific persons who are: a) members of the Senior or Bioscientific staff category b) are employed by the System and c) collectively compose a multispecialty group practice to which the primary responsibility for the delivery of patient care and the conducting of educational and

research activities within the Henry Ford Health System has been delegated by the Board of Trustees.

13. HOSPITAL means Henry Ford Hospital, a hospital facility that is an operating division of Henry Ford Health System.
14. MANAGEMENT means individuals on the administrative and corporate staffs of Henry Ford Health System.
15. MEDICAL CENTER means an outpatient clinical facility which is not located at the Detroit Center.
16. MEDICAL STAFF or STAFF means the formal organization of all licensed doctors of medicine, doctors of osteopathy, dentists, and bioscientific persons with a doctorate or equivalent academic status who are privileged by appointment to attend to patients' needs at Henry Ford Hospital. This designation includes members of the Henry Ford Medical Group. The specific categories of the Medical Staff are set forth in Article VI of these Bylaws.
17. NON-EMPLOYEE (NOT EMPLOYED, NO EMPLOYMENT RELATIONSHIP) means a Medical Staff member who is not an employee of the System (and therefore not a member of the Henry Ford Medical Group).
18. PHYSICIAN means an individual with a doctor of medicine or doctor of osteopathy degree who is licensed to practice medicine.
19. POLICIES means all promulgations or statements of policy that apply at the Hospital including rules, regulations, guidelines, policies, procedures, memoranda, and protocols issued or approved by the Hospital, HFMG or System or their authorized representatives.
20. RETIRED refers to those Medical Staff members who receive retirement benefits from the System's retirement (pension) plan.
21. SPECIAL EQUIPMENT OR FACILITIES means facilities and equipment operated by the Hospital and designated by the Board of Governors for access by Adjunct Medical Staff members.
22. SPECIAL NOTICE means written notice that is (a) delivered personally, (b) sent by registered or certified mail, return receipt requested, or (c) sent by overnight delivery service, to the person to whom the notice is sent.