

# Professional Staff Bylaws

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## 1. Preamble

Oregon Health & Science University (“OHSU”) provides high quality integrated inpatient and outpatient care that emphasizes medical education and research in the OHSU hospitals and all OHSU clinics operated under the license issued to the OHSU Hospitals (collectively, “OHSU Health System”).

## 2. UHS Board

The OHSU Board of Directors is legally responsible for conduct of the OHSU Health System and has delegated such responsibility through the OHSU President to the University Health System Board (“UHS Board”) to govern the clinical activities of the OHSU Health System. Included within the responsibilities of the UHS Board are: (i) ensuring high quality and safety in all OHSU clinical activities; (ii) ensuring compliance with licensing and accreditation requirements of the appropriate accrediting agency, Centers for Medicare & Medicaid Services, the Oregon Health Authority and other applicable federal and state licensing and accreditation requirements; (iii) ensuring that health care professionals practicing in the OHSU Health System are organized to effectively oversee the delivery of clinical care by professionals in the OHSU Health System for purposes of ensuring quality and safety; and (iv) performing certain functions that are required of a hospital governing body per applicable regulatory and accrediting agency requirements. In fulfilling these responsibilities, the UHS Board looks to the Professional Staff to oversee quality and safety in the delivery of patient care in the OHSU Health System.

## 3. Professional Staff Organization

- 3.1 Self-Governance.** The Professional Staff organization is a self-governing organization. Recognizing the authority and responsibilities conferred on them for health care quality and safety, the health care professionals practicing in the OHSU Health System hereby organize themselves as a single Professional Staff with the structure, governance and responsibilities as described in these Bylaws. The Professional Staff includes those providers who meet the qualifications and fulfill the responsibilities for Professional Staff membership as set out in Sections 4 and 5 below.
- 3.2 Scope of Professional Staff Oversight.** The Professional Staff organization is responsible and accountable to the UHS Board for the quality and safety of patient care in the OHSU Health System. By separate delegation, OHSU leadership may delegate to the Professional Staff responsibility for quality and patient safety in additional clinical settings. To the extent that such delegation occurs, references in these Bylaws to “OHSU Health System” shall include those additional clinical settings.
- 3.3 Professional Board.** The Professional Staff is represented by the Professional Board. The Professional Board oversees the functions and duties of the Professional Staff and has delegated authority to represent and act on behalf of the Professional Staff as described in Section 7 below. The Professional Board is composed of individuals, the majority of whom are fully licensed doctors of medicine or osteopathy, with leadership positions and responsibilities within the OHSU Health System as described in Section 7 below. The Professional Board has various committees, including the Quality and Safety Oversight Committee, the Institutional Peer Review Committee, the Clinical Service Performance Improvement Committee, the Credentials Committee, the Clinical Knowledge and Therapeutics Executive Committee and the Committee on Professionalism that assist it in fulfilling its responsibilities and functions.
- 3.4 Officers.** The Professional Staff has three officers – Professional Board Chair, Chair-Elect and Past Chair – who have the authority and responsibilities outlined in Section 8 below. An Executive

Committee of the Professional Board, consisting of the Professional Board Chair, the Past Chair and the Chief Executive Officer of OHSU Healthcare has authority to act on behalf of the Professional Board in certain limited circumstances as described in Section 7.9 below.

**3.5 Clinical Service Chiefs (“CSCs”).** The Professional Staff is organized into Clinical Departments or Clinical Services, each of which is accountable to and reports up through the Professional Board for quality and patient safety issues, and each of which is overseen by a CSC, who in turn is accountable to and reports up through the Professional Board for quality and patient safety issues. The Professional Board relies on CSCs to plan, monitor, oversee, coordinate, address, and communicate regarding the safety and quality of care within the Clinical Services/Departments and the OHSU Health System. Section 6 below describes the Clinical Services/Departments and the authority and responsibility of the CSCs.

**3.6 OHSU Health System Chief Executive Officer; Staff Support to Professional Board.**

3.6.1 **Chief Executive Officer -- OHSU Healthcare.** The Chief Executive Officer of OHSU Healthcare chairs the UHS Board (or is a member of the UHS Board, if someone else is appointed for this role), is a member of the Professional Board and the Executive Committee of the Professional Board, serves as the top executive of the OHSU Health System and has the authority and responsibility described in these Bylaws.

3.6.2 **Chief Medical Officer – OHSU Healthcare.** The Chief Medical Officer (“CMO”) staffs the UHS Board and the Professional Board. He or she serves as an interface between the Professional Board and Risk Management as well as the Professional Board and the OHSU Health System Administrative Team.

3.6.3 **Chief Medical Officer – OHSU Practice Plan.** The Chief Medical Officer of the OHSU Practice Plan staffs the Clinical Services Performance Improvement Committee (“CSPICE”). He or she may chair the CSPICE and/or the Credentials Committee, and he or she serves as an interface between the Professional Board and the OHSU Practice Plan.

3.6.4 **Chief Operating Officer -- OHSU Healthcare.** The Chief Operating Officer of OHSU Healthcare staffs the UHS Board and the Professional Board and serves as a member of the Executive Committee of the Professional Board.

**3.7 Manuals.** Specifics about the Professional Staff organization are set out in these Bylaws, and the following documents referenced in these Bylaws: (i) Credentialing Procedure Manual and (ii) Rules, Regulations and Policy Manual (individually “Manual,” collectively, “Manuals”). These Bylaws shall govern in the event there is a conflict between the Bylaws and any Manual. The Manuals require UHS Board approval upon recommendation of the Professional Board.

**4. Professional Staff Membership**

**4.1 Purpose of Professional Staff Organization.** The purpose of the Professional Staff organization is to engage the qualified health care professionals who practice at the OHSU Health System as the cohesive body that promotes and ensures the delivery of the highest quality patient care, treatment and services in and at the OHSU Health System. The Professional Staff organization recommends the granting of membership and clinical privileges to the UHS Board and oversees the clinical performance of professionals with clinical privileges, sets standards for clinical care, and engages in quality and safety monitoring and performance improvement.

**4.2 Nature of Professional Staff Membership; Clinical Privileges.** Membership on the Professional Staff is an opportunity extended only to professionally competent health care practitioners who continuously meet the requirements set forth in these Bylaws, Manuals and associated policies and procedures, and who have clinical privileges to practice in the OHSU Health System.

**4.3 Professional Staff Membership is Distinct from Clinical Privileges.** Professional Staff membership is the vehicle for an individual's participation in the establishment of OHSU Health System policies and procedures, and encompasses rights and responsibilities for oversight of quality and safety in the delivery of care within the OHSU Health System. A practitioner's clinical privileges relate to his/her rights, responsibilities and competencies related to his/her delivery of care to patients of the OHSU Health System. Privileges define the scope of patient care services each practitioner may provide. The clinical practice of each credentialed practitioner must be within the legal scope of his/her practice and conform to any privileges granted.

**4.4 Qualifications for Professional Staff Membership.** The following conditions must be met for a practitioner to be eligible to apply for Professional Staff membership:

4.4.1 The individual must hold a license issued by a state licensing board of a type that allows him/her to practice as an independent practitioner in the state where he or she practices; and

4.4.2 The individual's Clinical Service Chief must make a recommendation to the Professional Board that the individual should be allowed to become an Active or Affiliate member of the Professional Staff based on the Clinical Service Chief's assessment that the individual can meet the responsibilities for the recommended type of membership.

Individuals with limited licenses (excluding the Distinguished Professor License), such as medical faculty licenses or visiting professor licenses, are not eligible for Professional Staff membership. Individuals who do not meet the requirements in this Section 4.3 are ineligible to apply for Professional Staff membership and a rejection of an application on this basis shall not give rise to any procedural review or entitlement under Sections 11 and 12.

**4.5 Relationship of Privileges to Professional Staff Membership.** In order to be granted Active or Affiliate Professional Staff membership as described in Section 5 below, an individual must be granted clinical privileges to practice in the OHSU Health System. Under certain limited circumstances as described in Section 10.7 below, a practitioner may be granted clinical privileges to practice at the OHSU Health System without being a member of the Professional Staff.

**4.6 Nondiscrimination.** The OHSU Health System does not discriminate in granting Professional Staff appointments or in granting clinical privileges. OHSU provides equal opportunities to all individuals without regard to race, religion, national origin, disability, age, marital status, sex, sexual orientation, gender identity or expression, military service, or any other status protected by law. This policy applies to all employment, education and patient-care related activities.

## **5. Categories of Professional Staff; Responsibilities**

**5.1 Types of Membership.** The Professional Staff shall consist of Active and Affiliate members.

**5.2 Rights and Responsibilities of Members.** Active and Affiliate Professional Staff members may exercise such clinical privileges as are granted pursuant to these Bylaws. All Professional Staff members may attend Professional Staff meetings, clinical service meetings and educational activities; may bring an issue forward to the Professional Board for consideration; and may exercise such rights of Professional Staff members as are provided in these Bylaws. Professional Staff Members have those responsibilities set out in this Section 5.

**5.3 Active Members.**

5.3.1 **Generally.** An Active Professional Staff member is a member of the Professional Staff who (i) is employed by OHSU or provides more than fifty percent (50%) of his or her clinical or hospital time at OHSU and (ii) complies with these Bylaws and fulfills all of the responsibilities of Active Professional Staff membership. It is expected that Active members will attend medical staff, department and committee meetings and otherwise be actively involved in the OHSU Health System.

5.3.2 **Rights.** Active Professional Staff members are eligible to vote, to hold a Professional Staff office (subject to the requirements of Section 7 below), and to serve on committees of the Professional Staff or the Professional Board.

5.3.3 **Responsibilities.** Each Active Professional Staff member must:

- a. Delivery of Care. Provide high quality, safe, appropriate, timely and continuous care of his/her patients, consistent with standards set and policies adopted by the Professional Staff through the Professional Board;
- b. Communication and Education. Ensure that relevant, timely and understandable communication and education about care plans is provided to patients, their families and care team members, including providers internal and external to the OHSU Health System;
- c. Quality Oversight Responsibilities. Actively participate in recognized functions of the Professional Staff including (i) quality and performance improvement activities; (ii) risk management and monitoring activities; (iii) participation at meetings and discharging functions as required for any Professional Staff role from time to time; and (iv) otherwise contributing to the organizational and administrative affairs of the Professional Staff;
- d. License; Capacity. Inform his/her Clinical Service Chief and the Professional Board immediately of any circumstance, action or development (including action by a licensing authority) that may adversely affect or otherwise limit his/her license or ability to provide clinical care or otherwise meet applicable requirements for his/her clinical privileges;
- e. On-Call and Other Coverage. Participate in the on-call coverage of the emergency service and other coverage programs, including consultations for inpatients, as determined by his/her Clinical Service Chief;
- f. Professionalism. Exhibit professionalism, contribute to a collaborative, respectful, honest and constructive health care environment and comply with these Bylaws, accompanying Manuals, the OHSU Code of Conduct, OHSU policies, as well as the

policies, procedures and protocols of the OHSU Health System and the Professional Board (including any educational or training requirements), published professional standards and the directives of the Professional Board, as each may be adopted and/or amended from time to time;

- g. **Documentation.** Complete and document a medical history and physical exam for each patient no more than thirty (30) days before or twenty-four (24) hours after admission or registration, but prior to surgery or a procedure requiring anesthesia services. The medical history and physical examination must be completed and documented by a physician, oral and maxillofacial surgeon, dentist, podiatrist or other qualified licensed individual in accordance with State law and OHSU Healthcare policy. An updated examination of the patient, including any changes in the patient's condition, shall be completed and documented within twenty-four (24) hours after admission or registration, but prior to surgery or a procedure requiring anesthesia services, when the medical history and physical examination is completed within thirty (30) days before admission or registration. The updated examination of the patient, including any changes in the patient's condition, must be completed and documented by a physician, an oral and maxillofacial surgeon, dentist, podiatrist, or other qualified licensed individual in accordance with State law and OHSU Healthcare policy; and
- h. **Conflict of Interest.** Disclose to the Professional Board any relationship or interest that poses or could pose a conflict of interest for him/her in policy development work related to quality.

#### 5.4 **Affiliate Members**

- 5.4.1 **Generally.** An Affiliate Members of the Professional Staff is a member of the Professional Staff who (i) is not employed by OHSU; (ii) practices less than fifty percent (50%) of the time at the OHSU Health System, subject to the scope of privileges granted; and (iii) complies with these Bylaws and fulfills all of the responsibilities of Affiliate Professional Staff membership. Affiliate members may attend medical staff, department and committee meetings.
- 5.4.2 **Rights.** Affiliate Professional Staff members have the rights described in Section 5.2, but may not vote, hold a Professional Staff office, request a meeting of the Professional Staff pursuant to Section 9 below or petition for amendment of these Bylaws pursuant to Section 15 below.
- 5.4.3 **Responsibilities.** Affiliate Professional Staff members have all of the responsibilities identified in subsections 5.3.3 above.

### 6. Departmental Organization of Professional Staff

6.1 **Overview.** The Professional Staff is organized into the following Clinical Services or Departments of the OHSU Health System:

- 6.1.1 **Group I:**
  - Anesthesiology & Perioperative Medicine
  - Diagnostic Radiology
  - Interventional Radiology (Dotter Institute)

- Emergency Medicine
- Medicine
- Pathology

6.1.2 **Group II:**

- Neurological Surgery
- Obstetrics and Gynecology
- Ophthalmology
- Oral & Maxillofacial Surgery and Pediatric Dentistry
- Orthopedics & Rehabilitation
- Otolaryngology
- Surgery
- Urology

6.1.3 **Group III:**

- Dermatology
- Family Medicine
- Molecular & Medical Genetics
- Neurology
- Pediatrics
- Psychiatry
- Radiation Oncology

6.1.4 **School of Nursing – Nurse Midwifery**

With any addition, deletion or combination of Clinical Services or Departments of the OHSU Health System following the adoption of these Bylaws, the SOM Chairs shall by majority vote determine the allocation of the Clinical Services/Departments among Groups I through III.

**6.2 Clinical Service Chiefs.** Except as specifically provided below in Section 6.2.1, each Clinical Service/Department has a Clinical Service Chief who is accountable to the Professional Board and who has the responsibilities described in Section 6.3 below.

6.2.1 **Qualifications.** Absent an exception granted by the Professional Board, each Clinical Service Chief for a Clinical Service/Department must be an Active physician member of the Professional Staff in good standing, and be board certified within the Clinical Service/Department specialty as described in the Credentialing Procedure Manual or have met the criteria as set out in the Credentialing Procedure Manual for equivalent competency and training in such specialty. Absent an exception granted by the SOM Dean, the Clinical Service Chief for a Clinical Service/Department shall be the Chair of the corresponding SOM Department. The Clinical Service Chief for Professional Staff members who have faculty appointments through the School of Nursing (SON) is the SON Associate Dean for Practice and Graduate Clinical Programs, or such other designee identified by the Dean of the School of Nursing. The Clinical Service Chief for Professional Staff members with faculty appointments in the School of Dentistry shall be the Dean of the School of Dentistry or his/her designee.

6.2.2 **Removal & Replacement.** The Professional Board may remove a Clinical Service Chief (i) for his/her failure to fulfill his or her responsibilities as set out in Section 6.3 below, or (ii) upon any suspension or termination of his/her clinical privileges. With any removal of a

Clinical Service Chief, the Dean of the appropriate School will appoint the replacement Clinical Service Chief.

**6.3 Clinical Service Chief Responsibilities.** Each Clinical Service Chief is charged with the following responsibilities and authority:

- 6.3.1 **Oversight of Clinical Care.** Oversight of all clinical activities in their Clinical Service/Department to assure safe, cost-effective, compassionate, high quality care within their Clinical Service/Department, including:
- a. Oversight and Quality Improvement. In conjunction with the Institutional Peer Review Committee, as appropriate, oversight and monitoring of (i) the performance of professional services by individuals in the Clinical Service/Department with clinical privileges; (ii) the qualifications and competence of all Clinical Service/Department personnel, including licensed practitioners and personnel who are not licensed independent practitioners and who provide patient care treatment and/or services; and (iii) the delivery of patient care within the Clinical Service/Department including the continuous assessment and improvement of the quality of care, treatment and services and developing and implementing policies and procedures that guide and support the provision of high quality care, treatment and services in the Department;
  - b. Ongoing Professional Practice Evaluation (OPPE) and Focused Professional Practice Evaluation (FPPE). Developing and implementing OPPE and FPPE programs within the Clinical Service/Department that are consistent with the requirements in the Credentialing Procedure Manual and/or with the directives of the Professional Board or Institutional Peer Review Committee on behalf of the Professional Board from time to time;
  - c. Quality Plan. Developing, implementing and periodically updating a quality plan and program for the Clinical Service/Department with defined metrics, targets and indicators that are consistent with the Quality Plan Template approved by the Professional Board and/or with the directives of the Professional Board, and if all or part of the activities within the Clinical Service/Department are included within an OHSU clinical institute or center, that meets the quality requirements of that clinical institute or center. The Clinical Service Chief's annual Quality Plan is subject to approval of Clinical Services Performance Improvement Committee;
  - d. Quality Data. Developing or overseeing the development of systems to collect, review and evaluate case-level quality data, including at a minimum, a review of all in-hospital deaths and cases with significant morbidity and/or patient safety concerns involving the Clinical Service/Department; and conducting periodic review of case-level and aggregate data from the OHSU-trusted data sources approved by the Professional Board. Cases must be reviewed through existing departmental/interdepartmental quality structures and/or Morbidity and Mortality conferences. When indicated, the Clinical Service/Department will develop improvement action plans and continued monitoring;
  - e. Quality & Safety Concerns. Reporting to the Chair of the Institutional Peer Review Committee, Chair of the Professional Board or the Chief Medical Officer of OHSU Healthcare when a question or concern arises about a Professional Staff member's conduct, performance or competence or any other quality issue relating to a

Professional Staff member surfaces in a Clinical Service/Department (including questions or concerns about a Professional Staff member resulting from quality processes within a Clinical Service/Department such as OPPE and FPPE) if, in the opinion of the Clinical Service Chief, such conduct, performance, competence or other quality issue (a) adversely affects the quality or safety of patient care provided within the OHSU Health System, (b) creates a reasonable possibility of injury or harm to any patient, employee or person at OHSU or to OHSU itself, or (c) is of a type or nature that is reasonably believed may reoccur and/or should be documented and available to the Professional Board to inform and add context to any future consideration, evaluation, inquiry or investigation of such Professional Staff member's future conduct or performance; and

- f. Clinical Leadership. Ensuring that all in the Clinical Service/Department (i) are provided with information to keep them fully informed regarding their responsibilities and relevant policies, practices, processes and requirements related to the delivery of clinical care within the Department, and (ii) abide by the requirements, policies and procedures of the Professional Board and/or OHSU Health System.

6.3.2 **Administrative Functions**. Oversight and performance of related administrative activities of the Clinical Service/Department, including:

- a. Resources and Staffing. Ensuring the adequacy of resources and staffing as follows: (i) recommending to the OHSU Health System a sufficient number of qualified and competent persons and appropriate space and resources required for the Clinical Service/Department to provide high quality care, treatment and service, (ii) assessing, and making recommendations to the OHSU Health System regarding, off-site sources of needed patient care, treatment and services not provided by OHSU; and (iii) determining the qualifications and competence of department or service personnel who are not licensed independent practitioners and who provide patient care, treatment and/or services;
- b. Call Coverage. For those Clinical Service Chiefs of a Clinical Service/Department providing call coverage, ensuring that the OHSU Health System has adequate call coverage by practitioners with privileges to provide services offered by the Clinical Service/Department at all times, which includes preparing and submitting a rotating on-call schedule to the paging operator and monitoring the on-call coverage;
- c. Accreditation and Regulatory Requirements. Participation in and preparation for activities related to the accreditation of the OHSU Health System, and activities as required to meet or exceed all applicable accreditation standards and regulatory requirements as they relate to the Clinical Service/Department;
- d. Education and Utilization Review. Oversight of the professional education and utilization review programs in the Clinical Service/Department, ensuring orientation and continuing education as appropriate for all persons in the Clinical Service/Department and educating Professional Staff and House Staff regarding quality, utilization and customer service programs and targets;
- e. Policies and Procedures. Developing and implementing policies and procedures that guide the provision of care, treatment and services; and

- f. Integration of Functions. Integrating the Clinical Service/Department and its clinical service into the primary functions of the OHSU Health System and coordinating and integrating interdepartmental and intradepartmental services and communication to promote smooth OHSU Health System operations.

6.3.3 **Privileging**. Fulfilling the following clinical privilege-related responsibilities:

- a. Recommending to the Professional Board the criteria for clinical privileges relevant to the care provided in their Clinical Service/Department that ensures the selection of practitioners of the highest quality; and
- b. Reviewing the quality data related to each practitioner in the Clinical Service/Department periodically and at the time of initial and any renewal of clinical privileges and making recommendations to the Credentials Committee about the granting, denial, limitation and/or termination of clinical privileges and the granting, denial or termination of Professional Staff membership for practitioners in the Clinical Service/Department.

## 7. Professional Board

**7.1 Professional Board Generally**. The Professional Board is hereby delegated broad authority to oversee the operations of the Professional Staff, including primary authority for all activities related to the self-governance of the Professional Staff and for ensuring the highest quality care and patient safety in the OHSU Health System. The Professional Board is empowered to act for and on behalf of the Professional Staff between meetings of the Professional Staff on all matters not expressly reserved to the voting members of the Professional Staff under the terms of these Bylaws.

**7.2 Composition of Professional Board**. The Professional Board is composed of the following members, each of whom has one vote:

- a. Ten (10) Clinical Service Chiefs;
- b. Two (2) at-large members selected by the Professional Staff, who may be physicians, non-physician practitioners or any other members of the Active Professional Staff;
- c. Chief Executive Officer of OHSU Healthcare, or if delegated by the Chief Executive Officer, the Chief Operating Officer of OHSU Healthcare (“Hospital Executive”);
- d. Dean of the OHSU School of Medicine (“SOM Dean”);
- e. Chief Nursing Officer of OHSU Healthcare;
- f. Professional Board Chair;
- g. Past Chair of the Professional Board; and
- h. Chair-Elect of the Professional Board.

Those Professional Board members listed in c. through h. above are “ex officio” members of the Professional Board.

**7.3 Selection of Members of Professional Board**. The membership of the Professional Board shall reflect broad representation (by practice area) of a large percentage of the Professional Staff, include

leadership capable of driving change management, include a balance of members who have primarily an inpatient presence and those who have primarily an ambulatory presence, and reflect an integrated clinical enterprise.

**7.3.1. CSC Professional Board Members.** The CSC Professional Board Members shall be selected as follows:

- a. The Chairs of the Clinical Services/Departments in Group I (currently those listed in 6.1.1) shall nominate and by majority vote select a total of 3 Professional Board members from among the Chairs/CSCs of those Clinical Services Departments;
- b. The Chairs of the Clinical Services/Departments in Group II (currently those listed in 6.1.2) shall nominate and by majority vote select a total of 3 Professional Board members from among the Chairs/CSCs of those Clinical Services/Departments;
- c. The Chairs of the Clinical Services/Departments in Group III (currently those listed in 6.1.3) shall nominate and by majority vote select a total of 3 Professional Board members from among the Chairs/CSCs of those Clinical Services/Departments; and
- d. The SOM Dean shall appoint one Professional Board member from among the Chairs/CSCs from any Department not elected via a. through c. above, so that the Professional Board membership reflects broad practice area representation.

For purposes of this Section 7.3.1, where one individual serves as CSC for more than one of the Clinical Services/Departments listed in Section 6.1, that individual shall have a single vote.

**7.3.2 At Large Members.** The two at-large members of the Professional Board shall be selected as follows:

- a. One of the at-large members of the Professional Board shall be selected by a majority vote of the Professional Staff who vote; and
- b. One of the at-large members shall be selected by a majority vote of the members of the Professional Staff who are advance practice nurses who vote.
- c. If a vote pursuant to a. or b. above results in a tie, then the tie shall be resolved by a second vote of the Professional Staff or those members of the Professional Staff who are advance practice nurses (as applicable) who vote.

Names of candidates for the at-large positions on the Professional Board shall be submitted in writing to the Professional Board Chair not less than sixty (60) days prior to the annual meeting of the Professional Staff. If more than twenty (20) Professional Staff members submit their names pursuant to the prior sentence, the Professional Board shall select twenty (20) candidates from the names submitted to present to the members for voting described in this Section 7.3.2, taking into account the principles described in the first paragraph of Section 7.3 above.

**7.4 Term.** The terms of the members of the Professional Board shall be three (3) years. Members may be re-elected but may serve no more than three (3) consecutive terms.

**7.5 Removal, Resignation and Replacement.** Any elected or appointed member of the Professional Board may be removed with or without cause by a two-thirds (2/3) majority vote of the members of the Professional Board at a Professional Board meeting in which quorum is present. Such removal shall be effective immediately. Any vote for removal shall be preceded by a written request for

removal submitted in writing by not less than five (5) members of the Professional Board at least one (1) week prior to the meeting at which the vote will be taken, which request shall be circulated to all members of the Professional Board with the meeting agenda. An elected or appointed member of the Professional Board shall be automatically removed from the Professional Board if the member has three (3) unexcused absences from the regularly scheduled monthly Professional Board meetings within any twelve (12) month period. The Professional Board Chair has the sole discretion to grant a member an excused absence.

A Professional Board member may also resign from the Professional Board. Notice of resignation shall be in writing and sent to Professional Board Chair or, if the Professional Board Chair is providing notice of resignation, to the Past Chair and Chair Elect of the Professional Board.

With a vacancy on the Professional Board resulting from removal or resignation of a member who is a CSC appointed pursuant to Sections 7.3.1(a), 7.3.1(b) or 7.3.1(c), the Professional Board Chair shall appoint a replacement for the balance of the term of the removed or resigned member from among the Chairs/CSCs of the same Group listed in Section 6.1 from which the removed or resigned member was selected. In the case of a removal or resignation of a Professional Board member elected pursuant to Section 7.3.2, the Professional Board Chair shall appoint a replacement for the balance of the term of the removed or resigned member, taking into account the need to ensure a balance of representation on the Professional Board as described in Section 7.3 above. With removal or resignation of the SOM Dean, the Hospital Executive or the Chief Nursing Officer of OHSU Healthcare, the supervisor of such person shall appoint the replacement. With removal or resignation of the Professional Board Chair, the Past Chair shall fill the role for the Professional Board Chair's remaining term or, in the event the Past Chair is unavailable, the Chair Elect shall fill the Professional Board Chair's role for the remaining term. Nothing herein shall prevent a Professional Board member who has been removed or resigned from being elected or appointed as a Professional Board member in the future, except there must be at least a twelve (12) month period between the removal or resignation and the election or appointment.

## **7.6 Meetings.**

7.6.1 **Frequency.** Regular meetings of the Professional Board shall occur not less than six (6) times per year. Additional meetings of the Professional Board may be called by the Professional Board Chair or upon the request of at least two (2) Professional Board members.

7.6.2 **Quorum and Voting.** Attendance at the meeting by sixty percent (60%) of the members of the Professional Board shall constitute a quorum and the affirmative vote of a majority of the Professional Board members at a meeting at which a quorum is present shall be required for action by the Professional Board. If a Professional Board member (i) is the subject of a matter before the Professional Board, or (ii) has a conflict of interest as to a matter before the Professional Board, then he/she shall abstain from voting on the matter and be recused from discussion on the matter. Upon a finding by a majority of the Professional Board members that a member has a conflict as to a particular matter before the Professional Board, the Professional Board may vote to require that such member abstain from voting on the matter.

In the event a Professional Board member is unable to attend a meeting, the member may vote by proxy by designating in writing another Professional Board member to vote on the absent member's behalf. The written designation must clearly outline whether the proxy has authority to vote on all matters or particular matters. Alternatively, the member may

send his or her vote electronically to the Chair of the Professional Board or the Chief Medical Officer of OHSU Healthcare in advance of the meeting. A member who chooses to vote by proxy or vote electronically in advance of the meeting shall be counted towards the quorum necessary to vote on the matter(s) specified by the absent Professional Board member.

7.6.3 **Attendance.** Professional Board meetings shall be attended by each of the following persons who shall not be voting members:

- a. Chief Medical Officer (“CMO”) of OHSU Healthcare who has primary responsibility to staff the Professional Board;
- b. Chair of the Credentials Committee; and
- c. Chair of House Staff Association, and
- d. Executive Vice President OHSU/Chief Executive Officer OHSU Health System.

Any member of the Professional Staff may attend any meeting of the Professional Board, provided that the Professional Board may convene in executive session to address sensitive matters pertaining to one or more particular members of the Professional Staff, in which case non-Professional Board members may be excluded from such executive sessions at the discretion of the Professional Board.

7.6.4 **Participation by Telecommunications.** The Professional Board Chair may permit any or all of the members of the Professional Board to participate in a meeting of the Professional Board by, or conduct the meeting through, telephone or use of any means of communication by which all directors participating may simultaneously hear each other during the meeting. A member of the Professional Board participating in a meeting by this means is deemed to be present in person at the meeting. Except as set forth in Section 7.6.2, a member voting by proxy or voting electronically in advance of the meeting is not deemed to be present at the meeting.

7.7 **Action without a Meeting.** In circumstances where immediate action is required by the Professional Board before an in-person meeting of the Professional Board can be scheduled, action may be taken by the Professional Board via telephone, by mail ballot or via electronic means including internet transmission, with a mechanism for recording of votes (verbal, written or electronic). Written or electronic notice stating the purpose(s) of any such action and any materials to be voted upon shall be sent to each Professional Board member not less than forty-eight (48) hours before such action. Action by the Professional Board pursuant to this Section shall require (i) that not less than eleven (11) votes are cast and (ii) the affirmative vote of a majority of all votes cast.

7.8 **Authority and Responsibility of the Professional Board.** The Professional Board shall have the following authority and responsibilities relative to care within the OHSU Health System:

7.8.1 **Oversight.** Oversight of, and accountability to the UHS Board for quality and safety in the delivery of clinical care, including oversight and evaluation of practitioners by recommending the granting or denial of professional staff membership and the granting, denial or limitations of clinical privileges, and oversight of the performance of Clinical Service Chiefs as pertains to quality, safety and service;

7.8.2 **Standard Setting.** Development and articulation of quality and safety standards, policies and practices sufficient to ensure the highest quality and safety in the delivery of clinical

care and the highest level of professionalism in the delivery of clinical care;

- 7.8.3 **Monitoring; Continuous Improvement.** Continuous monitoring of clinical activities for quality and patient safety issues, requiring continuous performance improvement in quality and patient safety, and requiring, reviewing and responding to input from clinical leadership and staff in all units regarding clinical quality and patient safety;
- 7.8.4 **Professional Staff Organization.** Development and maintenance of infrastructure for the Professional Staff organization, as appropriate to ensure (i) Professional Staff participation in the oversight of quality and safety issues through committees, through clinical leadership and otherwise, (ii) representation and action on behalf of the Professional Staff as contemplated by these Bylaws, and (iii) periodic review of the Bylaws, Manuals and Professional Staff rules, policies and procedures, and development of recommendations regarding amendments to such documents as well as adjustments to the structure of the Professional Staff; and
- 7.8.5 **Education.** Working with the School of Medicine to ensure the establishment of a defined process for Professional Staff supervision of student and resident activities in the OHSU Health System.

**7.9 Committees of the Professional Board.** The Professional Board shall have an Executive Committee (also known as the “Professional Boards Operations Committee” or “Ops Committee”), a Credentials Committee, an Institutional Peer Review Committee, a Quality and Safety Oversight Committee, Clinical Services Performance Improvement Committee, a Committee on Professionalism, Clinical Resource Management Committee, Clinical Knowledge and Therapeutics Executive Committee and such other standing and special committees as determined from time to time by the Professional Board. Through these standing committees, the Professional Board addresses the following functions, among other things: medication use, blood usage, utilization review and health care quality and safety. Exhibit A attached hereto depicts the committees and subcommittees of the Professional Board.

**7.9.1 Executive Committee.**

- 7.9.1.1 Members, Leadership. The members of the Executive Committee are: the Professional Board Chair, the immediate Past Chair of the Professional Board, the Chief Executive Officer of OHSU Healthcare and the Chief Operating Officer of OHSU Healthcare. The Chair of the Executive Committee is the Professional Board Chair.
- 7.9.1.2 Authority and Responsibilities. The Executive Committee helps to set the agenda for UHS Board meetings and Professional Board meetings, recommend priorities for UHS Board and Professional Board action and oversee the furnishing of data and other information and the preparation of materials for the UHS Board and the Professional Board. The Executive Committee oversees the implementation of the decisions and directives of the UHS Board (as it relates to the Professional Staff and quality and safety matters for the OHSU Health System) and the Professional Board. In circumstances described in the Bylaws where immediate action is required to ensure patient safety or quality in patient care, the Executive Committee has authority to temporarily suspend or alter Professional Board policy or standards until the Professional Board can convene and address the circumstances.

7.9.1.3 **Meetings.** The Executive Committee shall meet no less than monthly. In addition to the members of the Executive Committee, the following persons shall attend the Executive Committee meetings:

- Chair-Elect of the Professional Board
- Chief Operating Officer of OHSU Healthcare
- Chief Medical Officer of OHSU Healthcare
- Chair of the Credentials Committee
- Director of Quality Management
- Medical Affairs Program Director
- Chief Medical Officer of OHSU Practice Plan

7.9.2 **Quality and Safety Oversight Committee (“QSOC”).** QSOC oversees and facilitates performance improvement (quality, safety, service, affordability and engagement), clinical excellence and patient safety across the OHSU Health System. The QSOC has the membership, authority and specific responsibilities as set out in the QSOC Charter.

7.9.2.1 **Subcommittees of the QSOC.** The committees described below are the standing subcommittees of the QSOC. The membership, leadership and responsibilities of each committee are set out in their respective charters, which require approval of the Professional Board.

- Infection Prevention and Control Committee
- Clinical Risk Committee
- Environment of Care Committee
- Medication Safety Committee (including the Safe Opioid Use Oversight Committee as a subcommittee of the Medication Safety Committee)
- Point of Care Testing Committee
- Continuous Compliance Committee
- Anesthesia Services Advisory Committee
- House Officers Quality and Safety Committee
- Interdisciplinary Patient & Family Education Committee
- Worker Safety in Clinical Environments

7.9.3 **Clinical Services Performance Improvement Committee (“CSPICE”).** The CSPICE oversees and facilitates quality and safety across the OHSU Health System with an emphasis on the OHSU School of Medicine Departments. The CSPICE shall have the membership, authority and responsibilities as set out in the CSPICE Charter.

7.9.4 **Credentials Committee.** The purpose of the Credential Committee is to submit recommendations to the Professional Board on the qualifications of each applicant for Professional Staff membership and/or specific clinical privileges. The Credentials Committee has the membership, authority and responsibility as set out in the Credentials Committee Charter.

- 7.9.5 **Institutional Peer Review Committee.** The Institutional Peer Review Committee will be responsible for establishing a centralized, multi-specialty approach for the Professional Staff to evaluate and improve practitioner performance, helping to create a performance improvement focused culture for peer review and assisting the OHSU Health System to improve systems effecting provider practice. The Institutional Peer Review Committee has the membership, authority and specific responsibilities as set out in the Institutional Peer Review Committee Charter.
- 7.9.6 **Committee on Professionalism.** The purpose of the Committee on Professionalism is to monitor and improve individual and institutional professionalism across the OHSU Health System. The committee has the membership, authority and specific responsibilities as set out in the Committee on Professionalism Charter.
- 7.9.7 **Clinical Resource Management Committee.** The Clinical Resource Management Committee is responsible for helping to plan care across the continuum that will meet the Institute of Medicine’s six descriptors for clinical processes – all care should be safe, patient-centered, effective, efficient, timely, equitable and provide high value to patients. The committee has the membership, authority and specific responsibilities as set out in the Clinical Resource Management Committee Charter.
- 7.9.8 **Clinical Knowledge and Therapeutics Executive Committee.** The Clinical Knowledge and Therapeutics Executive Committee is responsible for making decisions surrounding complex financial and therapeutic issues to provide the best evidence-based medical care for OHSU Health System patients in a safe, efficient and effective manner. The committee has the membership, authority and specific responsibilities as set out in the Clinical Knowledge and Therapeutics Executive Committee Charter.
- 7.9.9 **Other Committees or Task Forces.** The Professional Board may from time to time create, change, reorganize or disband standing committees, *ad hoc* committees or task forces as required and/or appropriate to fulfill its responsibilities.
- 7.9.10 **Approval of Charters.** The purpose, responsibilities, authority and composition of all Professional Board committees, subcommittees and task forces shall be as defined by the Professional Board from time to time. Such committees and task forces are advisory to the Professional Board. The charter of any Professional Board committee or subcommittee, including the charters and any amendment thereto, shall be subject to the approval of the Professional Board.
- 7.10 Policies and Procedures of the Professional Staff.** The Professional Board shall adopt and enforce Professional Staff policies, procedures, rules and regulations as necessary for the conduct of its work. Such policies, procedures, rules and regulations must be approved by the UHS Board when required by applicable federal and state law and accrediting body requirements and maybe amended or repealed in whole or in part by the UHS Board. The Professional Board shall ensure that all policies, procedures, rules and regulations affecting the responsibilities and/or authority of the members of the Professional Staff that are adopted and/or amended are effectively communicated to all affected Professional Staff members.

## 8. Officers of Professional Staff

**8.1 Officers.** The officers of the Professional Staff are:

- a. Chair of the Professional Board (“Chair”),
- b. Past Chair of the Professional Board (“Past Chair”), and
- c. Chair-Elect of the Professional Board (“Chair-Elect”).

**8.2 Election.** The Chair-Elect shall be appointed by the Professional Board from nominees submitted by a nominating committee consisting of the following individuals:

- a. Chair,
- b. Past Chair,
- c. Then Chair-Elect,
- d. Chief Medical Officer of OHSU Healthcare,
- e. Chair of the Clinical Services Performance Improvement Committee, and
- f. Chief Nursing Officer.

**8.3 Term.** Each of the officers shall serve a 2-year term commencing on the first day of the academic year, July 1. Upon expiration of the term of the Chair-Elect, he/she shall become Chair. Upon expiration of the term of the Chair, he/she shall become Past Chair.

**8.4 Vacancies.** Except in the case of a mid-term vacancy in the Chair position which shall be filled by the Chair-Elect, the Professional Board shall fill any mid-term vacancy resulting from the resignation, removal or disqualification of any officer from nominees submitted as set out in Section 8.2.

**8.5 Qualifications.** Each officer shall at all times be an Active Professional Staff member. In order to be considered for appointment as an officer, a Professional Staff member must have no pending adverse proceedings under Sections 11 and 12 below concerning Professional Staff appointment or clinical privileges. Qualifications for Chair of the Professional Board is that the individual be either a physician (M.D. or D.O.), dentist or podiatrist as permitted by State law.

**8.6 Authority and Responsibilities.** The officers shall have the following authority and responsibilities:

- 8.6.1 **Chair.** The Chair is the liaison and representative of the Professional Staff with the UHS Board, and is responsible to keep the UHS Board informed regarding matters delegated by the UHS Board to the Professional Staff. The Chair has the following authority and responsibilities:
  - a. Call and preside over meetings of the Professional Board and the Executive Committee, including any special meetings, and work with the Executive Committee to develop the agenda for the Professional Board meetings;
  - b. Work collaboratively with the Chief Medical Officer of OHSU Healthcare and the chairs of all committees of the Professional Board (including the Quality and Safety Oversight Committee, Clinical Knowledge and Therapeutics Executive Committee, Clinical Resource Management Committee the , the Committee on Professionalism, Institutional Peer Review Committee and the Credentials Committee) and with the

Chair of the Clinical Service Performance Improvement Committee, to assure oversight of and progress on quality and safety in OHSU Health System;

- c. Represent the Professional Staff and Professional Board before the UHS Board and coordinate reporting on quality and safety to the UHS Board. Represent the Professional Staff and Professional Board, when called to do so, before the OHSU Board;
- d. Communicate to the Professional Staff and represent the opinions of the Professional Staff to the Professional Board;
- e. Ensure that concerns about quality and safety and compliance with Professional Board standards, policies and directives are brought to the attention of the Professional Board and/or its committees for timely and effective management;
- f. Preside over, and execute tasks related to, hearings and investigations as described in these Bylaws; and
- g. Serve as a member of the Credentials Committee and the Executive Committee.

8.6.2 **Chair-Elect.** The Chair-Elect shall serve as Chair of the Quality and Safety Oversight Committee and a member of the Professional Board.

8.6.3 **Past Chair.** When the Chair is absent or otherwise unable to perform assigned functions, the Past Chair serves as chair of the Professional Board and provides continuity in leadership. The Past Chair also serves as a member of the Professional Board.

8.6.4 **Chair's Designee.** If the Chair and the Past Chair are absent or otherwise unable to perform the functions of the Chair, then another Professional Board member designated by the Chair, or if the Chair is unable to designate, then another Professional Board member designated by the Past Chair, shall serve as Chair of the Professional Board for the period of such absence or unavailability.

8.7 **Removal.** Any officer shall be automatically removed from office upon his/her failure to meet the qualifications for office described in this Section. In addition, the Professional Board may vote to remove any officer (i) for his/her failure to carry out the duties and responsibilities as a Professional Staff member or those of his/her office, or (ii) upon any suspension, removal or denial of the officer's clinical privileges. The Chair or, in the Chair's absence, the Chair Elect shall notify the UHS Board of any removal or resignation of an officer.

## 9. Meetings of the Professional Staff

9.1 **Regular Meetings.** The Professional Staff shall hold regular meetings not less than once per year at such times and places set by the Professional Board. Written or electronic notice stating the date, time, place and purposes of the regular meeting of the Professional Staff shall be sent to each Professional Staff member at least ten (10) days prior to the meeting.

9.2 **Special Meetings.** Special meetings of the Professional Staff may be called any time by the Professional Board Chair or at the request of not less than fifteen percent (15%) of the Active members of the Professional Staff. Written or electronic notice stating the date, time, place and

purpose(s) of any special meeting of the Professional Staff shall be sent to each Professional Staff member not less than five (5) days before the date of the meeting. No business shall be transacted at any special meeting, except as stated in the notice of the meeting.

**9.3 Conduct of Business at Meetings.** Active Professional Staff members who are present at the meeting and eligible to vote shall constitute a quorum for purposes of the conduct of business at a regular or special meeting of the Professional Staff. The affirmative vote of a majority of members of the Active Professional Staff present at a meeting at which a quorum of members is present shall be required for action by the Professional Staff.

**9.4 Action without a Meeting.** Action may be taken without a meeting by the Professional Staff, by the Professional Board's presentation of an issue to each Active Professional Staff member eligible to vote, in person, via telephone, by mail or via electronic means including internet transmission, with a mechanism for recording of votes (verbal, written or electronic.) Not less than two (2) weeks shall be allowed from the time of circulation or presentation of an issue to the completion of voting. The affirmative vote of a majority of members of the Active Professional Staff who cast a vote shall be required for action on such matters.

**9.5 Record-Keeping.** Records of attendance at meetings, quality activities, notices of and proceedings and actions taken at meetings, actions taken without meetings and other documentation related to the work of the Professional Board and its committees and subcommittees and the Professional Staff (collectively, "Records") shall be maintained by the Professional Board on behalf of the Professional Staff. For Records related to Peer Review Functions as defined in Section 13, including quality concerns, the Professional Board shall designate an individual who shall be responsible to ensure that Records are maintained consistent with the following guidelines:

9.5.1 Records shall be maintained in a secure location with appropriate and strictly enforced limitations on access;

9.5.2 Records shall be organized and maintained to facilitate the Professional Board's understanding of the relationship of quality issues over time, across units and among individuals;

9.5.3 Subject to applicable legal requirements regarding the retention of records, in order to ensure that Records of complaints about Professional Staff members that are unsubstantiated after a Preliminary Inquiry do not unfairly and/or inappropriately affect advancement and/or reputational interests, those Records shall be eliminated after a period of time (no greater than 6 years) if no further concerns are raised about the individual, activity, conduct or issue that is the subject of the Preliminary Inquiry; and

9.5.4 Records for Peer Review Functions are labeled as "Peer Review, subject to protection under ORS 41.675."

## **10. Processes, Procedures and Indications for Professional Staff Membership and Clinical Privileging**

### **10.1 Conditions, Process and Duration of Professional Staff Appointment and Clinical Privileges.**

10.1.1 **Generally.** Licensed Independent Providers ("LIPs") are practitioners who, within their legal scope of practice, exercise independent judgment and practice independently. LIPs include

physicians (M.D.s and D.O.s), dentists, clinical psychologists and nurse practitioners (when not caring for Medicare and Medicaid patients). Other practitioners may also be considered LIPs, depending on whether state law and organizational requirements (e.g., job descriptions) permit them to function independently. Certified Registered Nurse Anesthetists do not practice as LIPs at OHSU, and Physician Assistants are not LIPs under Oregon law. The following LIPs as well as certain categories of allied health practitioners may be credentialed and granted clinical privileges (when appropriate) including, but not limited to:

- Physicians
- Osteopaths
- Dental Surgeons
- Dentists
- Certified Registered Nurse Anesthetists
- Psychologists
- LCSWs/MAs masters level clinical social workers
- Masters level clinical nurse specialists (CNS) or psychiatric nurse practitioners who are nationally or state certified or state licensed
- Acupuncturists
- Naturopaths
- Certified Nurse Midwives
- Physician Assistants
- Telemedicine practitioners
- Nurse Practitioners pursuant to OAR 851-050-005
- Surgical assistants (e.g., registered nurse first assistants and scrub techs) if they are performing surgical tasks (i.e., incise, close, ligate or actively retract)

10.1.2 **Qualified Medical Person.** Pursuant to the Emergency Medical Treatment and Active Labor Act, 42 U.S.C. 1385dd (“EMTALA”), all medical screening examinations (i.e., examinations to determine if an emergency medical condition exists) in the OHSU Health System dedicated emergency department(s) must be performed by a “qualified medical person.” For medical screening examinations at OHSU’s dedicated emergency department, a “qualified medical person” is a trained physician, physician assistant, nurse practitioner, physician’s assistant, clinical nurse specialist, nurse midwife or resident physician. All medical screening examinations shall be performed by a qualified medical person in a manner consistent with OHSU Healthcare policies.

10.1.3 **Authority for Appointments and Granting Privileges.** Initial appointments and reappointments to the Professional Staff, and the granting of clinical privileges shall be submitted to the UHS Board or a subcommittee of the UHS Board (i.e., when using the expedited credentialing and privileging process) for a decision.

10.1.4 **Process for Appointments and Privileging.** The process for appointment or reappointment to the Professional Staff and for clinical privileging is outlined below. The Professional Board shall cause the procedures for granting, restricting and terminating clinical privileges to be regularly reviewed to ensure their conformity to applicable law.

10.1.4.1 Applications for appointment and reappointment to the Professional Staff and applications for clinical privileges are submitted by an applicant to the office identified by the Professional Board as having administrative responsibility for

the processing of such applications (“Medical Affairs Program”). Applicants have the burden of producing adequate information to establish their qualifications and competence for the granting of Professional Staff appointments and clinical privileges.

- 10.1.4.2 Applications for Professional Staff membership and for clinical privileges are reviewed by the Medical Affairs Program for completeness and verified for accuracy, which includes verifying current licensure, education, training experience, demonstrated competence and judgment; querying the National Practitioner Data Bank; and checking for any evidence of an unusual pattern or an excessive number of professional liability actions resulting in a final judgment medical against the applicant.
- 10.1.4.3 Once applications are determined to be complete by the Medical Affairs Program, they are forwarded to the CSC of the Clinical Service/Department in which applicants intend to practice for review (e.g., review of requested privileges, training, continuing medical education and clinical activity), comment (e.g., clarify issues related to ability to perform the requested privileges) and recommendation to the Credentials Committee.
- 10.1.4.4 The Medical Affairs Program will preliminarily separate the applicants in the following categories:
  - a. Category 1: An applicant is in Category 1 if his or her application is “clean and complete” – the application has all required information and does not raise any of the concerns that might result in the denial or termination of membership or denial, limitation, reduction or loss of clinical privileges.
  - b. Category 2: An applicant is in Category 2 if one or more of the following criteria are identified in the course of reviewing an application:
    - Applicant has gaps in training, practice or work history;
    - Applicant has changed practice affiliations more than three times in the past ten (10) years;
    - Applicant has practiced or been licensed in three (3) or more states post residency/fellowship;
    - Discrepancy is found between information received from the applicant and references or verified information;
    - Applicant has an adverse National Practitioner Data Bank report;
    - The request for privileges are not reasonable based upon applicant’s experience, training and demonstrated current competence, and/or is not in compliance with applicable criteria;
    - Applicant has been removed from a managed care panel for reasons of professional conduct or quality;
    - Applicant is, or has been, under investigation by a state medical board or has prior disciplinary actions or legal sanctions;
    - Applicant has potentially relevant physical, mental and/or emotional

health problems;

- Applicant has “Yes” answers on attestation questions;
- Open malpractice claims;
- Peer review findings of concern;
- OPPE results yielding adverse results/patterns;
- Peer reference or affiliation information that indicates potential problems or raises questions;
- Involuntary termination of Professional Staff membership or involuntary limitation, reduction, or loss of clinical privileges;
- Disciplinary actions or reports filed by other verification organizations, state licensing boards or a federal or state regulatory agency, or a criminal conviction;
- Derogatory or questionable information obtained from any sources;
- Gaps in work history unaccounted for by the applicant;
- Applicant has two (2) or more, or an unusual pattern of, malpractice cases filed within the past five (5) years or one final adverse judgment in a professional liability action in excess of \$100,000; or
- Other reasons which raise questions about the qualifications, competency, professionalism or appropriateness of the applicant for membership or privileges.

10.1.4.5 A subcommittee of the Credentials Committee consisting of the Chair, Chief Risk Officer or designee and Medical Affairs Program Director or designee will evaluate all Category 2 applicants and report findings to the Credentials Committee. Such findings shall include a recommendation on whether a Category 2 applicant should remain in Category 2 (i.e., Category 2 applicants are eligible for the expedited credentialing and privileging process) or be placed in Category 3 (i.e., Category 3 applicants are ineligible for the expedited credentialing and privileging process). A Category 2 applicant should remain in Category 2, if after evaluation by the subcommittee, a determination is made that the issue resulting in a Category 2 designation should not result in a recommendation that is adverse or has limitations. An applicant should be recommended for Category 3, if one or more of the following criteria are identified in the course of reviewing an application:

- Applicant submits an incomplete application (in which case the application is returned to the Medical Affairs Program to seek the missing information); or
- The subcommittee’s recommendation to the Credentials Committee is adverse or has limitations (other than limitations placed on all initial applicants in a Clinical Service/Department for privileges or membership).

10.1.4.6 The Credentials Committee evaluates all applicants, including the applicant’s qualifications, the relevant CSC’s recommendations and the subcommittee recommendations for those applicants who were required to go through the

subcommittee. The Credentials Committee then submits a recommendation to the Professional Board, including whether the applicant should be in Category 1, 2 or 3. An applicant in Category 1 should be recommended for Category 1, if after evaluation by the Credentials Committee, a determination is made that there are no issues that should result in a recommendation that is adverse or has limitations. An applicant in Category 2 should be recommended for Category 2, if after evaluation by the Credentials Committee (including the issue that resulted in placing the candidate in Category 2), a determination is made that there are no issues that should result in a recommendation that is adverse or has limitation. Regardless of the initial classification of an applicant, an applicant should be recommended for Category 3, if one or more of the following criteria are identified in the course of reviewing an application:

- Applicant submits an incomplete application (in which case the application is returned to the Medical Affairs Program to seek the missing information); or
- The Credentials Committee's recommendation to the Professional Board is adverse or has limitations (other than limitations placed on all initial applicants in a Clinical Service/Department for privileges or membership).

10.1.4.7 The Professional Board reviews the recommendations of the Credentials Committee and votes on whether or not it will recommend to the UHS Board the granting or denial of an appointment to the Professional Staff, and/or the granting, denial or limitation of clinical privileges for the practitioner, and whether the applicant is in Category 1, 2 or 3. The Professional Board shall place an applicant recommended for Category 1 in Category 1, if the applicant's application is clean and complete and the Professional Board is not making a recommendation that is adverse or has limitations. The Professional Board shall place an applicant recommended for Category 2 in Category 2, if the applicant's application is complete and the Professional Board is not making a recommendation that is adverse or has limitations. Regardless of the initial classification of an applicant, the Professional Board shall place an applicant in Category 3, if the application is complete and the Professional Board is making a recommendation that is adverse or has limitations (other than limitations placed on all applicants in a Clinical Service/Department for initial privileges or membership); and

10.1.4.8 After receiving a recommendation from the Professional Board in accordance with the provisions and requirements of these Bylaws and the *Credentialing Procedure Manual*, the Chair of the Professional Board submits recommendations regarding Professional Staff appointments and clinical privileges to the UHS Board or a subcommittee of the UHS Board (i.e., when using the expedited appointment and privileging process) for action.

10.1.4.9 The subcommittee of the UHS Board designated to handle credentialing and privileging (i.e., when using the expedited appointment and privileging process) votes on whether to approve, deny or modify recommendations of the Professional Board for applicants in Category 1 and Category 2.

10.1.4.10 When not using the expedited credentialing and privileging process, the UHS Board votes on whether to approve, deny or modify recommendations of the Professional Board for all applicants. When using the expedited credentialing and privileging process, the UHS Board votes on whether to approve, deny or modify recommendations of the Professional Board for Category 3 applicants, as well as any Category 1 or 2 applicants that the UHS Board subcommittee handling credentialing and privileging decisions determines should be considered by the UHS Board.

10.1.4.11 Following a determination by the UHS Board/subcommittee of the UHS Board, the Chair of the Professional Board notifies the applicant of the UHS Board's decision. The Medical Affairs Program sends the appointment/reappointment letter and a listing of privileges granted to the member and the Clinical Service Chief within ten (10) calendar days of the UHS Board or subcommittee of the UHS Board's decision. The credentialing database is updated and the clinician-specific privileges are posted on the OHSU intranet so that employees and practitioners may be informed of the member's scope of clinical privileges.

**10.2 Duration.** Except as provided in Section 10.7 below, (i) initial appointments to the Professional Staff and accompanying clinical privileges shall be granted for no more than a provisional period of twenty-four (24) months, and (ii) reappointments to the Professional Staff and accompanying clinical privileges shall be for a period of no more than twenty-four (24) months.

**10.3 Provisional Privileging.** Initial appointees to the medical staff are in a provisional status until the competency of privileges is met, generally through the focused professional practice evaluation ("FPPE"). Each Clinical Service/Department develops criteria to determine the type of evaluation to be conducted. This evaluation shall be in accord with departmental guidelines and may include direct observation of performance, peer input and/or chart review. A member in provisional status shall remain so until the Clinical Service Chief has determined that the provisional period has been successfully completed based on clinical service criteria. Provisional privileges are also granted when there is insufficient evidence of clinical performance, such as when the individual lacks documented evidence of competently performing a requested privilege in OHSU settings.

**10.4 Criteria for Granting of Clinical Privileges.** Membership on the Professional Staff and/or clinical privileges shall be granted and continued only for those practitioners who have the qualifications, knowledge, skill and competency required for clinical privilege in the area, and who meet the following criteria, absent an exception granted by the Professional Board and the UHS Board:

10.4.1 Possessing a current, valid, active license, not subject to supervision, probation, monitoring, conditions or limitations;

10.4.2 Not excluded from or sanctioned by any federal health care or other governmental program, and not on the Office of Inspector General's list of excluded providers;

10.4.3 No conviction for a felony or a misdemeanor related to the practitioner's suitability to practice medicine;

10.4.4 Possession of a valid, unrestricted drug enforcement administration (DEA) number if required for clinical practice;

10.4.5 For physicians, (i) American Board of Medical Specialties or American Osteopathic Association-approved specialty board certification, or (ii) documentation of knowledge

competency in core privilege area(s) measured by an objective method selected by the individual's Clinical Service Chief and approved by the Professional Board;

10.4.6 For other Professional Staff members, (i) Professional Board recognized, discipline-specific certification or (ii) documentation of knowledge competency in core privilege area(s) measured by an objective method selected by the individual's Clinical Service Chief and approved by the Professional Board; and

10.4.7 Such other criteria as the Professional Board may adopt.

Notwithstanding Sections 10.4.5 and 10.4.6, for those Professional Staff members who have recently completed their residency, fellowship or other recognized training program, a 2-year grace period (or other duration that is consistent with documented guidelines set by the relevant specialty board) will be honored following program completion. Additional specifics regarding criteria and requirements for clinical privileging are set out in the Credentialing Procedure Manual.

**10.5 Expedited Appointment and Privileging.** Expedited credentialing and privileging may be initiated when the Professional Board has approved a Category 1 or 2 applicant and the Category 1 or 2 applicant is seeking initial appointment to the Professional Staff and granting of privileges; reappointment to the Professional Staff; or renewal or modification of privileges. Applicants not eligible for expedited credentialing and privileging are those applicants who do not meet the criteria set forth above, including any who are Category 3 applicants -- any who have received a final recommendation from the Professional Board that is adverse or has limitations. Applicants that meet the criteria for expedited credentialing and privileging are forwarded to a subcommittee of the UHS Board for review and final decision.

**10.6 Modification of Privileges.** Practitioner can request to modify privileges at any time from the Clinical Service Chief. Practitioners requesting new privileges undergo a period of focused professional practice evaluation by the Clinical Service Chief or his/her designee. The Clinical Service Chief assesses professional practice by means of direct observation, chart review or a proctoring plan and makes a recommendation to the Credentials Committee for modification if he or she deems appropriate.

**10.7 Disaster, Emergency and Temporary Clinical Privileges.**

10.7.1. **Disaster Clinical Privileges.**

10.7.1.1 If OHSU Health System's Disaster Plan has been activated and the organization is unable to meet immediate patient needs, the CEO of OHSU Healthcare or other individuals as identified in the Disaster Plan with similar authority, may, on a case by case basis consistent with medical licensing and other relevant state statutes, grant disaster privileges to selected licensed independent practitioners. These practitioners must present a valid government-issued photo identification issued by a state or federal agency (e.g., driver's license or passport) and at least one of the following:

- A current picture hospital ID card that clearly identifies professional designation;
- A current license to practice;
- Primary source verification of the license;
- Identification indicating that the individual is a member of a Disaster

Medical Assistance Team, or Medical Reserve Corps, Emergency System for Advance Registration of Volunteer Health Professionals, or other recognized state or federal organizations or groups;

- Identification indicating that the individual has been granted authority to render patient care, treatment and services in disaster circumstances (such authority having been granted by a federal, state or municipal entity); or
- Identification by a current hospital or medical staff member(s) who possesses personal knowledge regarding the volunteer's ability to act as a licensed independent practitioner during a disaster.

10.7.1.2 The CSC shall ensure that volunteer practitioners who have been granted disaster privileges are readily identifiable (i.e., badging).

10.7.1.3 Professional Staff members will oversee the professional performance of volunteer practitioners who have been granted disaster privileges by direct observation, mentoring and/or clinical record review. The organization makes a decision (based on information obtained regarding the professional practice of the volunteer) within 72 hours whether disaster recovery privileges should be continued.

10.7.1.4 Primary source verification of licensure begins as soon as the immediate situation is under control, and is completed within 72 hours from the time the volunteer practitioner presents to the organization. If primary source verification cannot be completed in 72 hours, there is documentation of the following: 1) why primary source verification could not be performed in 72 hours; 2) evidence of a demonstrated ability to continue to provide adequate care, treatment and services; and 3) an attempt to rectify the situation as soon as possible.

10.7.1.5 Once the immediate situation has passed and such determination has been made consistent with the OHSU Health System's Disaster Plan, the practitioner's disaster privileges will terminate immediately.

10.7.1.6 Any individual identified in OHSU Health System's Disaster Plan with the authority to grant disaster privileges shall also have the authority to terminate disaster privileges. Such authority may be exercised in the sole discretion of the CEO of OHSU Healthcare or such other individuals in the Disaster Plan with authority to grant disaster privileges and will not give rise to a right to a fair hearing or an appeal.

10.7.2 **Emergency Clinical Privileges.** In addition, in an emergency, any practitioner with clinical privileges at the OHSU Health System is "provisionally privileged" to provide any type of patient care necessary as a life-saving measure or to prevent serious harm, regardless of his/her current clinical privileges, provided that such care is within the scope of the individual's license to practice.

10.7.3. **Temporary Clinical Privileges.**

10.7.3.1 The Chief Executive Officer of OHSU Healthcare or designee, acting on behalf of the UHS Board and based on the recommendation of the Chair of the

Professional Board or designee, may grant temporary privileges. Prior to making a recommendation for temporary privileges, the Chair of the Professional Board or designee shall consult with the Chief Medical Officer of OHSU Healthcare about the recommendation. Temporary privileges may be granted only in two (2) circumstances: 1) to fulfill an important patient care, treatment or service need or 2) when an applicant for new privileges submits a complete application that raises no concerns is awaiting review and approval of the Professional Board and the UHS Board. "Applicant for new privileges" means an individual applying for clinical privileges for the first time; an individual currently holding clinical privileges who is requesting one or more additional privileges; or an individual who is in the reappointment/re-privileging process and is requesting one or more additional privileges.

10.7.3.2 Important Patient Care, Treatment, or Service Need: Temporary privileges may be granted on a case by case basis when an important patient care, treatment, or service need exists that mandates an immediate authorization to practice, for a limited period of time, not to exceed 120 calendar days. Prior to granting such privileges, the Credentials Committee on behalf of the Professional Board shall verify current licensure and current competence.

10.7.3.3 Applicant for New Privileges Awaiting Approval: Temporary privileges may be granted for up to one hundred and twenty (120) calendar days when the new applicant for Professional Staff membership and/or privileges is waiting for review and recommendation by the Professional Board and approval by the UHS Board. Criteria for granting temporary privileges in these circumstances requires verification of the following:

- Current licensure;
- Relevant training or experience;
- Current competence;
- Ability to perform the privileges requested;
- A query and evaluation of the National Practitioner Data Bank (NPDB) information;
- A complete application;
- No current or previously successful challenge to licensure or registration;
- No subjection to involuntary termination of medical staff membership at another organization; and
- No subjection to involuntary limitation, reduction, denial or loss of clinical privileges.

10.7.3.4 Special requirements of consultation and reporting may be imposed as part of the granting of temporary privileges. Except in unusual circumstances, temporary privileges will not be granted unless the practitioner has agreed in writing to abide by these Bylaws as well as the rules, regulations, policies and procedures of the Professional Staff and OHSU in all matters relating to his/her temporary privileges. Whether or not such written agreement is obtained, these Bylaws and such rules, regulations, policies and procedures control all matters relating to the

exercise of clinical privileges.

10.7.3.5 Termination of temporary privileges: The Chief Executive Officer of OHSU Healthcare or designee, acting on behalf of the UHS Board and after consultation with the Chair of the Professional Board and the Chief Medical Officer of OHSU Healthcare may terminate any or all of the practitioner's temporary privileges based upon the discovery of any information or the occurrence of any event of a nature which raises questions about a practitioner's privileges. When a patient's life or wellbeing is endangered, any person entitled to impose summary suspension under these Bylaws may affect the termination. In the event of any such termination, the practitioner's patients then will be assigned to another practitioner by the Chair of the Professional Board or his/her designee. The wishes of the patient shall be considered, when feasible, in choosing a substitute practitioner.

10.7.3.6 Rights of the practitioner with temporary privileges: A practitioner is not entitled to the procedural rights afforded in Sections 11 and 12 of these Bylaws because his/her request for temporary privileges is refused or because all or any part of his/her temporary privileges are terminated or suspended, unless the decision is based on clinical incompetence or unprofessional conduct.

10.8 **Additional Details**. Additional information about the requirements and processes for the granting of privileges pursuant to this Section 10 are set out in the Credentialing Procedure Manual.

## 11. **Suspension/Restriction/Termination of Clinical Privileges, Termination of Professional Staff Membership and other Interventions**

The Professional Board shall monitor Professional Staff members' qualifications, clinical performance and compliance with standards of care, policies and directives articulated by the Professional Board. This section is intended to provide a framework for addressing a Professional Staff member's practice, conduct or behavior issues including, but not limited to, issues arising from Clinical Service/Departmental quality programs and activities including ongoing professional practice evaluation ("OPPE") and focused professional practice evaluation ("FPPE") and/or individualized efforts by the Chief Medical Officer of OHSU Healthcare and/or a Clinical Service Chief.

### 11.1 **Process for Raising Concerns**

11.1.1 **Criteria for Initiation**. Any person may provide information about the conduct, performance, or competence of professional staff members or any other issue that bears on the quality within the OHSU Health System. When reliable information indicates a member may have exhibited acts, demeanor or conduct reasonably likely to be (1) detrimental to patient safety or to the delivery of quality patient care within OHSU Health System; (2) unethical or illegal; (3) contrary to these Professional Staff Bylaws, or associated Manuals, rules, regulations, policies or procedures of the Professional Staff; or (4) below applicable professional standards, the initiator of the complaint shall communicate the information to either the Chair of the Professional Board, the Chair of the Institutional Peer Review Committee, the Chief Medical Officer of OHSU Healthcare, a Clinical Service Chief or a member of the Professional Board. Upon receipt of the information, the above recipient shall notify the Chair of the Professional Board if the Chair of the Professional Board was not the one notified.

11.1.2 **Notification Only.** The Clinical Service Chief shall notify the Chair of the Professional Board and the Chief Medical Officer of OHSU Healthcare when a question or concern arises about a Professional Staff member's conduct, performance or competence or any other quality issue relating to a Professional Staff member surfaces in a Clinical Service/Department (including questions or concerns about a Professional Staff member resulting from quality processes within a Clinical Service such as OPPE and FPPE) if, in the opinion of the Clinical Service Chief, such conduct, performance, competence or other quality issue (a) adversely affects the quality or safety of patient care provided within the OHSU Health System, (b) creates a reasonable possibility of injury or harm to any patient, employee or person at the OHSU Health System or OHSU or to OHSU itself, or (c) is of a type or nature that is reasonably believed may reoccur and/or should be documented and available to the Professional Board to inform and add context to any future consideration, evaluation, inquiry or investigation of such Professional Staff member's future conduct or performance.

11.1.3 **Licensing Board Notice.** Unless state or federal laws relating to confidentiality or protection of health information prohibit disclosure, Oregon law requires a licensed health care professional (includes registered or certified professionals) to submit a report to the appropriate licensing board if the licensed health care professional has reasonable cause to believe that another licensed health care professional is believed to have engaged in prohibited or unprofessional conduct. Unprofessional conduct means conduct unbecoming a licensee or detrimental to the best interest of the public, including conduct contrary to recognized standards of ethics of the licensee's profession or conduct that endangers the health, safety or welfare of a patient or client. Prohibited conduct means conduct by a licensee that constitutes a criminal act against a patient or client or conduct that constitutes a criminal act that creates a risk of harm to a patient or client. The report is required to be submitted no later than ten (10) working days after the licensee learns of the conduct. A licensee who makes such a report is immune from civil liability for making the report.

**11.2 Grounds for Automatic Suspension of Privileges.** Clinical privileges and/or Professional Staff membership shall be automatically suspended:

- a. If the individual does not meet the qualifications set out in Section 4.3 above;
- b. Upon the revocation, suspension or inactivation of the individual's license to practice in the state where he/she practices as a part of the OHSU Health System;
- c. Upon the exclusion of the individual from participation in Medicare, Medicaid and/or any other federally funded healthcare program;
- d. Upon the expiration of the individual's current clinical privileges and the individual's failure to timely submit a re-credentialing application;
- e. Failure to comply with OHSU Policy 03-30-130, Required Communicable Disease Screening, Testing, Immunizations and Training, in a timely manner (See Policy # HC-HR-115-POL, Suspension of Professional Staff Member for Non-Compliance with Communicable Disease Screening, Testing, Immunization and Training);
- f. If he/she fails to complete medical records in accordance with these Bylaws, as well as applicable rules, regulations, policies and/or procedures.

**11.3 Grounds for Summary Suspension or Restriction of Clinical Privileges.** A practitioner's clinical privileges and/or Professional Staff membership may be immediately suspended or restricted when there is a reasonable basis to believe that allowing the practitioner to provide care or certain types of care within the OHSU Health System may or does create a reasonable possibility of imminent injury or harm to any patient, employee or person at the OHSU Health System or OHSU or to OHSU itself.

**11.4 Other Grounds for Termination or Suspension of Professional Staff Membership or Termination, Suspension or Limitation on Clinical Privileges.** A practitioner's Professional Staff membership may be terminated and/or his/her clinical privileges may be suspended, terminated or limited, for cause. "Cause" shall include any of the following:

- a. Conduct constituting "cause" under OHSU Policy 03-70-001;
- b. Failure to comply with provisions of these Professional Staff Bylaws, including responsibilities and standards relating to patient care, professionalism, communication and oversight or rules, regulations, policies and procedures adopted by the Professional Board;
- c. Conduct that is reasonably likely to be unduly disruptive of OHSU Health System operations;
- d. Criminal conviction reflecting on suitability to practice medicine;
- e. Disciplinary actions by other hospitals, licensing or regulatory agencies; or
- f. Failure to meet OHSU quality standards.

**11.5 Processes for Suspension or Termination of Professional Staff Membership or Clinical Privileges.**

**11.5.1 Automatic Suspension Process.** Upon the occurrence of any event described in 11.2 above, the Professional Board Chair shall notify the Professional Staff member of the basis for the automatic suspension, including an explanation of evidence relied upon, the practitioner's opportunity to produce evidence that the facts relied upon are incorrect, and the right to a hearing if the practitioner produces such evidence. The automatic suspension is effective upon the Professional Staff member's receipt of the automatic suspension notice. A member who has been automatically suspended may not co-admit patients. The practitioner shall have fourteen (14) days from the date of the notice to produce evidence that the facts relied upon are incorrect. If no such evidence is produced, the individual's Professional Staff membership shall automatically terminate, without a hearing. If the practitioner does produce evidence, a hearing will be provided in accordance with Section 12 of these Bylaws unless the automatic suspension is terminated by the Professional Board Chair based on the evidence produced.

**11.5.2 Summary Suspension Process.** Whenever a member's performance, competence or conduct, as described in Section 11.3 above, may or does create a reasonable possibility of imminent injury or harm to any patient, employee or person present at OHSU or the OHSU Health System or to OHSU itself, the Chair of the Professional Board or the Chief Executive Officer of OHSU Healthcare may summarily restrict or suspend the member's clinical privileges. Unless otherwise stated, such summary restriction or suspension shall become effective immediately upon imposition and the person or body responsible shall promptly give written notice to the member, the Professional Board and the Clinical Service Chief. The Professional Board Chair's or Chief Executive Officer of OHSU Healthcare's notice to the Professional Staff member shall address the basis for the suspension or restriction, including an explanation of evidence relied upon, the length of the suspension and the right

to request a review by the Professional Board. The restriction or suspension shall be limited in duration and shall remain in effect for the period stated, or if none, until the Professional Board reviews the matter or an investigation is conducted according to the procedures indicated in Section 11.6 below. Unless otherwise indicated by the terms of the summary restriction or suspension, the member's patients shall be promptly assigned to another member by the Clinical Service Chief or by the Chair of the Professional Board, considering, where feasible, the wishes of the affected practitioner and with the concurrence of the patient or their representative.

11.5.2.1 Professional Board Action. After such summary restriction or suspension has been imposed, a meeting of the Professional Board shall be convened to review and consider the action and, if necessary, begin the investigation process according to Section 11.6. The Professional Staff member may attend the meeting and make a statement concerning the issues under investigation. In no event shall any meeting of the Professional Board, with or without the member, constitute a "hearing" as described in Section 12, nor shall any procedural rules with respect to hearing and appeal apply. The Professional Board may modify, continue, or terminate the summary restriction or suspension, but in any event it shall furnish the member with notice of its decision.

11.5.2.2 Procedural Rights. Unless the Professional Board terminates the summary restriction or suspension within fourteen (14) calendar days of its effective date, the member shall be entitled to the procedural rights described in Section 12.

11.5.6 **Suspension, Termination or Restriction for Cause.** Whenever the Professional Board determines that a member's privileges shall be suspended, terminated or restricted based on cause as defined in Section 11.4 or the suspension, termination or restrictions lasts longer than fourteen (14) calendar days of its effective date, the member shall receive notice of such action and shall be entitled to the procedural rights described in Section 12.

## **11.6 Process for Suspension, Termination or Restriction of Clinical Privileges, or Termination of Professional Staff Membership for Cause.**

11.6.1 **Preliminary Inquiry.** Upon receipt of information described in Section 11.1 above, the Chair of the Professional Board or his/her designee shall consult with the Clinical Service Chief to determine the nature of the concern and the steps contemplated and/or taken by the Clinical Service Chief to assess or manage the issue. If the Professional Board Chair or the Executive Committee of the Professional Board determines that direct Professional Board involvement is warranted, the Professional Board Chair shall conduct a preliminary inquiry (which does not constitute an investigation) under this Section or an investigation under Section 11.6.2 and 11.6.3 to determine whether the concerns have possible merit and, if so, how egregious the alleged conduct, performance or competence issue may be. The Chair of the Professional Board may conduct this Preliminary Inquiry or may oversee the fact-gathering for the preliminary inquiry, which can be performed by an appropriate professional staff officer, the professional staff clinical office, or standing or ad-hoc committee of the professional staff (e.g., the Institutional Peer Review Committee) or other appropriate individual or office, including but not limited to the Department of Human Resources, the Integrity Office or the Affirmative Action and Equal Opportunity Department.

The Professional Staff member shall be notified that a preliminary inquiry is being conducted and shall be provided with an opportunity to provide information in response to the preliminary inquiry. As part of the preliminary inquiry, the Chair of the Professional Board, or delegate, may review documentation, interview individuals or take other appropriate steps to complete a preliminary review of the concern.

Depending on the outcome of this preliminary inquiry, the Chair of the Professional Board may refer the matter for a formal investigation, refer the matter for action by the Professional Board, or refer the matter to the Clinical Service Chief for appropriate follow-up.

**11.6.2 Initiation of Investigation.** The Chair of the Professional Board may request that a committee composed as described below (hereinafter, “the Subcommittee”) conduct an investigation. A record of the reason for the initiation of an investigation shall be made. The member under investigation shall be notified that the investigation is being conducted and shall be given an opportunity to provide information in a manner and upon such terms as the investigating body deems appropriate. The Subcommittee shall consist of three (3) members appointed by the Chair of the Professional Board. The role of the Subcommittee is to investigate allegations of improper professional staff practice, competency, conduct or behavior as described in section 11.1 above and to communicate a summary of its findings, conclusion and recommendations to the Professional Board.

**11.6.3 Investigation.** Once the Subcommittee receives notice from the Professional Board Chair, it shall conduct an investigation. The Subcommittee may conduct the investigation itself, or may, with appropriate oversight, assign the task to an appropriate professional staff officer, Clinical Service/Department or standing or ad-hoc committee of the Professional Staff, or other appropriate individual or office, including but not limited to the Department of Human Resources, the Integrity Office or the Affirmative Action and Equal Opportunity Department. The Subcommittee may also refer the investigation out to an external peer review consultant. If the investigation is delegated to an individual, office or committee, such individual, office or committee shall proceed with the investigation within five (5) business days of notice from the Professional Board Chair, whenever possible. A written report of the investigation shall be completed by the Subcommittee. The report may include recommendations for appropriate corrective action. The individual or body investigating the matter may, but is not obligated to, conduct interviews with persons involved.

**11.6.3.1** In pursuing an investigation, the Subcommittee shall obtain input from the relevant Clinical Service Chief and shall gather appropriate data. This investigation shall not constitute a “hearing” as that term is used in Section 12, nor shall the procedural rules with respect to hearings or appeals apply. Despite the status of any investigation, at all times the Chair of the Professional Board and Chief Executive of OHSU Healthcare shall retain authority and discretion to take, through appropriate procedures, whatever action may be warranted to protect patients and/or the integrity of the hospital and professional staff as the circumstances warrant, including suspension of privileges until the findings of the investigation are available.

**11.6.3.2** An external peer review consultant should be considered when the Subcommittee (i) determines that it is faced with ambiguous or conflicting

recommendations or where there does not appear to be a strong consensus for a particular recommendation and/or (ii) lacks access to expertise within the OHSU Health System to evaluate the subject under review, or when those on the Professional Staff with that expertise have or may have a conflict of interest with the staff person under review. The report of the external peer review consultant shall be made in writing.

11.6.4 **Subcommittee Action.** As soon as practicable, but not longer than five (5) business days after the conclusion of the investigation, the Subcommittee shall forward its findings, conclusions and recommendations to the Chair of the Professional Board, who may call a special meeting of the Professional Board and/or issue a summary suspension of privileges. The Subcommittee may without limitation:

11.6.4.1 Recommend no corrective action be taken, and if the Subcommittee determines there was not credible evidence for the complaint in the first instance, removing any adverse information from the member's file.

11.6.4.2 Recommend deferral of action for a reasonable time as circumstances warrant.

11.6.4.3 Recommend the issuance of letters of admonition or warning; issuance of a notification to the appropriate Clinical Service Chief; issuance of a letter of reprimand; notification to the appropriate Dean; notification of censure to the UHS Board; and/or imposition of educational or training requirements.

11.6.4.4 Recommend the imposition of terms of probation or special limitation upon continued Professional Staff membership or exercise of clinical privileges, including, without limitation, requirements for co-admissions, mandatory consultation or monitoring.

11.6.4.5 Recommend reduction, modification, suspension or revocation of clinical privileges.

11.6.5.6 Recommend other actions deemed appropriate under the circumstances.

11.6.5 **Subsequent Action.** No subcommittee recommendation is final until endorsed by the Professional Board. The recommendation of the Subcommittee with the endorsement of the Professional Board shall become final unless the member is entitled to and requests a hearing, in which case the final decision shall be determined as set forth in Section 12.

**11.7 Other Interventions.** In circumstances where after following applicable inquiry or investigatory procedures outlined above, the Professional Board determines that suspension, restriction or termination of clinical privileges is not appropriate, but that a Professional Staff member is responsible for serious, multiple and/or continuance instances of failure to comply with standards of care, policies and/or directives of the Professional Board, or the Professional Staff member has engaged in conduct or circumstances exist constituting "Cause" as defined in Section 11.4 above, the Professional Board shall take action which may include:

- a. Issuance of a letter of admonition or warning to the Professional Staff Member;
- b. Issuance of a notification to the appropriate Clinical Service Chief;
- c. Issuance of a letter of reprimand to the Professional Staff member;
- d. Notification to the School of Medicine Dean (for practitioners with appointments through the

- School of Medicine), the School of Dentistry Dean (for practitioners with appointments through the School of Dentistry) and /or the School of Nursing Dean (for practitioners with appointments through the School of Nursing);
- e. Notification of censure to the UHS Board;
  - f. Imposition of a term of probation or special limitation on continued Professional Staff Membership; and/or
  - g. Imposition of educational or training requirements.

The measures outlined above in (a) through (g) of this section are intended to be progressive, but the Professional Board shall have the discretion to utilize such measures as appropriate to the circumstances. Copies of any notice or letter issued pursuant to this section shall be provided to the Credentials Committee.

## 12. Hearings and Appeal Process

**12.1 Generally.** All hearings and appeals conducted under these Bylaws shall be governed by principles of fairness and objectivity. The following general rules will apply:

- a. Whenever any Professional Staff member is entitled to a hearing as provided by these Bylaws, such hearing shall be requested and conducted in accordance with this Section 12.
- b. The practitioner shall be notified of the adverse action proposed or taken against the practitioner, the reason for such adverse action, including an explanation of the evidence relied upon, and the practitioner's rights in connection with a hearing.
- c. The practitioner shall be notified of the place, date and time of the hearing in advance with reasonable time to prepare, as well as a preliminary list of witnesses.
- d. The hearing shall be conducted before a committee of not less than three (3) members of the Professional Staff appointed by the Professional Board Chair or before a committee of one person mutually agreeable to the practitioner and Professional Board.
- e. Upon completion of the hearing, the practitioner shall receive a written copy of the recommendation resulting from the hearing and the final decision of the Professional Board.
- f. Practitioner shall receive notice of the right to appeal the final decision in accordance with these Bylaws.

### **12.2 Initiation and Notice of Hearing.**

**12.2.1 Initiation of Hearing.** A Professional Staff member shall be entitled to request a hearing whenever an unfavorable determination has been made by the Professional Board that "cause" exists to take one of the following actions:

- 12.2.1.1 Denial of application for Professional Staff membership and/or clinical privileges, if such reason for denial relates to the applicant's professional competence or conduct;
- 12.2.1.2 Involuntary reduction/restriction/revocation of clinical privileges for reasons related the Professional Staff member's professional competence or conduct;
- 12.2.1.3 Application of a mandatory concurring consultation requirement, or an increase in the stringency or a pre-existing mandatory concurring consultation

requirement, when such requirement only applies to an individual Professional Staff member in a particular Clinical Service/Department; and

12.2.1.4 Suspension of staff appointment or clinical privileges for a period greater than 14 calendar days, but only if such suspension is not based on the grounds for automatic suspension under Section 11.2.

12.2.2 **Meeting Request.** Hearings are not triggered by the following, however, fundamental fairness requires that either the Chair of the Professional Board or the Clinical Service Chief grant a meeting with the person, if the individual so requests, and explain the reasons for the actions below:

12.2.2.1 Issuance of a letter of admonition or warning;

12.2.2.2 Issuance of a notification to the appropriate Clinical Service Chief;

12.2.2.3 Issuance of a letter of reprimand to the Professional Staff member;

12.2.2.4 Notification to the School of Medicine Dean (for practitioners with appointments through the School of Medicine), the School of Dentistry Dean (for practitioners with appointments through the School of Dentistry) or the School of Nursing Dean (for practitioners with appointments through the School of Nursing);

12.2.2.5 Notification of censure to the UHS Board;

12.2.2.6 Imposition of a term of probation or special limitation on continued Professional Staff membership;

12.2.2.7 Imposition of educational or training requirements.

12.2.3 **Notice of Recommendation.** When a recommendation is made by the Professional Board, which entitles Professional Staff member to request a hearing prior to a final decision of the Professional Board, the affected member shall promptly be given notice by the Chair of the Professional Board in writing by e-mail and certified mail, return receipt requested. This notice shall contain:

12.2.3.1 A statement of the recommendation made and the general reasons for it;

12.2.3.2 Notice that the individual has the right to request a hearing on the recommendation within thirty (30) calendar days of receipt of this notice; and

12.2.3.3 A copy of these Bylaws, which outline the rights of both sides in the hearing.

12.2.4 **Request for Hearing.** Such individual shall have thirty (30) calendar days following the date of the receipt of such notice by certified mail within which to request the hearing. The request shall be made in writing to the Chair of the Professional Board. In the event the affected member does not request a hearing within the time and in the manner required by these Bylaws, the individual shall be deemed to have waived the right to such hearing and to have accepted the recommendation made, and such recommended action shall thereupon be submitted to the Professional Board for action and subsequently to the UHS Board for final action. The action shall become effective immediately upon final action of UHS Board.

- 12.2.5 **Notice of Hearing and Statement of Reasons.** The Chair of the Professional Board shall schedule the hearing and shall give written notice, by email and certified mail return receipt requested, to the person who requested the hearing. The notice shall include:
- 12.2.5.1 The time, place and date of the hearing;
  - 12.2.5.2 The names of the Hearing Panel members, Presiding Officer or Hearing Officer, if known;
  - 12.2.5.3 A statement of the specific reasons for the recommendation as well as the list of patient records and/or information supporting the recommendation; and
  - 12.2.5.4 A preliminary list of witnesses expected to testify at the hearing.
- 12.2.6 **Representation.** The Professional Board shall designate an individual to represent the subcommittee in the pre-hearing and hearing process. The individual may be a member of the Professional Board or another member of the medical staff. The individual designated by the Professional Board to represent the subcommittee may be represented by OHSU Legal Counsel during the pre-hearing and hearing process. The staff member may represent him/herself, may be represented by legal counsel (at his or her own cost) or may ask another Professional Staff member to represent him/her during the pre-hearing and hearing process. The hearing shall begin as soon as practicable, but no sooner than thirty (30) calendar days, but no later than sixty (60) calendar days, after the notice of the hearing, unless an earlier or later hearing date has been specifically agreed to in writing by the parties.
- 12.2.7 **Evidence, Documents and Witness List Exchange.** At least fifteen (15) business days before the hearing, the Professional Staff member requesting the hearing and the representative of the Professional Board shall exchange evidence, documents and provide a written list of the names and addresses of the individuals expected to offer testimony. The witness list of either party may, at the discretion of the Presiding Officer, be supplemented or amended at any time during the course of the hearing, provided that notice of the change is given to the other party. The Presiding Officer shall have the authority to limit the number of character or fact witnesses if their testimony is likely to be redundant, irrelevant or immaterial.

### **12.3 Hearing Panel Membership, Presiding or Hearing Officer**

#### **12.3.1 Hearing Panel.**

- 12.3.1.1 When the Professional Staff member who is the subject of the unfavorable determination requests a hearing authorized by this Section 12, a Hearing Panel shall be convened. The Hearing Panel shall be made up of not less than three (3) persons appointed by the Chair of the Professional Board. No individual appointed to the Hearing Panel shall have actively participated in the consideration of the matter involved at any previous level, or have a conflict of interest including individuals who are professionally associated with or related to the affected individual or who may be considered to be in competition with the affected individual. The majority of the Hearing Panel members must be

connected with the OHSU Health System. Knowledge of the matter involved shall not preclude any individual from serving as a member of the Hearing Panel; however, they may not be fact or expert witnesses. The Chair of the Professional Board shall appoint the Chair of the Hearing Panel. The Chair of the Hearing Panel may serve as the Presiding Officer or appoint such other individual to serve in this role (e.g., outside legal counsel). The Hearing Panel may request the assistance of OHSU Legal Counsel.

12.3.1.2 A member of the Hearing Panel may be challenged for cause. Any objection for cause to any member of the Hearing Panel or to the Presiding Officer shall be made in writing within ten (10) business days of receipt of notice to the Chair of the Professional Board who shall resolve the objection. The written notice shall contain the reason(s) for the objection. An objection without a supporting reason shall not be considered. A member of the Hearing Panel removed for cause shall be replaced by another member appointed by the Chair of the Professional Board.

### 12.3.2 **Presiding Officer.**

12.3.2.1 The Presiding Officer shall not act as a prosecutor or as an advocate for either side at the hearing. The Presiding Officer shall participate in the private deliberations of the Hearing Panel. The Presiding Officer will:

- a. Act to ensure that all participants in the hearing have a reasonable opportunity to be heard and to present oral and documentary evidence subject to reasonable limits on the number of witnesses and duration of direct and cross examination, applicable to both sides, as may be necessary to avoid cumulative or irrelevant testimony or to prevent abuse of the hearing process;
- b. Prohibit conduct or presentation of evidence that is cumulative, excessive, irrelevant, abusive or that causes undue delay;
- c. Maintain decorum throughout the hearing;
- d. Determine the order of procedure throughout the hearing;
- e. Have the authority and discretion, in accordance with this policy, to make rulings on all questions which pertain to matters of procedure and to the admissibility of evidence;
- f. Act in such a way that all information reasonably relevant to the continued appointment or clinical privileges of the individual requesting the hearing is considered by the Hearing Panel in formulating its recommendations;
- g. Rule on argument by counsel on procedural points outside the presence of the Hearing Panel unless the Hearing Panel wishes to be present.

12.3.3 **Legal Counsel.** Each party to the proceeding may be allowed to be accompanied by the advisor of the party's choice, including legal counsel (at no cost to the other party). Legal counsel will not be authorized to speak on behalf of the party unless approved by the Presiding Officer. Counsel is expected to conform to standards of civil conduct and may be excluded if he or she engages in uncivil conduct.

#### **12.3.4 Hearing Officer.**

- 12.3.4.1 As an alternative to the Hearing Panel described in Section 3.1 of this manual, and only if the affected individual agrees, the Chair of the Professional Board may instead appoint a Hearing Officer to perform the functions that would otherwise be carried out by the Hearing Panel. The Hearing Officer may be an attorney.
- 12.3.4.2 The Hearing Officer shall not act as a prosecuting officer or as an advocate to either side at the hearing. In the event a Hearing Officer is appointed instead of a Hearing Panel, all references in this Section 12 to the "Hearing Panel" or "Presiding Officer" shall be deemed to refer instead to the Hearing Officer, unless the context would clearly otherwise require.

#### **12.4. Pre-Hearing and Hearing Procedure**

##### **12.4.1 Provision of Relevant Information.**

- 12.4.1.1 There is no right to formal "discovery" in connection with the hearing. However, the individual requesting the hearing shall be entitled, upon specific request, to the following, subject to a stipulation signed by both parties that such documents shall be maintained as confidential consistent with all applicable state and federal peer review and privacy statutes and shall not be disclosed or used for any purpose outside of the hearing:
- a. Copies of, or reasonable access to, all patient medical records referred to in the statement of reasons, at his or her expense;
  - b. Reports of experts relied upon by the Subcommittee or Professional Board;
  - c. Copies of relevant committee or department minutes;
  - d. Copies of any other documents relied upon by the Professional Board;
  - e. No information regarding other practitioners shall be requested, provided or considered unless directly related to the matter at hand and redacted to remove identifying information;
  - f. Evidence unrelated to the reasons for the recommendation or to the individual's qualifications for appointment or the relevant clinical privileges shall be excluded;
  - g. Both sides shall be granted sufficient time to review the evidence, not less than fourteen (14) calendar days nor more than thirty (30) calendar days, unless agreed to by both parties.
- 12.4.1.2 Prior to the hearing, on dates set by the Presiding Officer or agreed upon by both parties, each party shall provide the other party with all proposed exhibits. All objections to documents or witnesses to the extent then reasonably known shall be submitted in writing in advance of the hearing. The Presiding Officer shall not entertain subsequent objections unless the party offering the objection demonstrates good cause. The Presiding Officer shall grant sufficient time for examination of the exhibits and documents prior to the hearing date, not less than fourteen (14) or more than 30 (thirty) calendar days.

- 12.4.1.3 Prior to the hearing, on dates set by the Presiding or Hearing Officer, the individual requesting the hearing and the Professional Board representative shall, upon specific request, provide the Hearing Panel or Hearing Officer copies of any expert reports or other documents upon which the individual will rely at the hearing.
- 12.4.1.4 There shall be no contact by persons from the side requesting the hearing with OHSU employees that appear on the Professional Board's witness list concerning the subject matter of the hearing, or contact by the Professional Board with individuals appearing on the member's witness list concerning the subject matter of the hearing, unless specifically agreed upon by both parties.
- 12.4.2 **Pre-Hearing Conference.** The Presiding or Hearing Officer may require the individual or a representative for the individual and the Professional Board to participate in a pre-hearing conference. At the pre-hearing conference all procedural questions, including any objections to exhibits or witnesses shall be settled, and the time to be allotted to each witness's testimony and cross-examination shall be determined.
- 12.4.3 **Failure to Appear.** Failure, without good cause, of the individual requesting the hearing to appear and proceed at such a hearing shall be deemed to constitute voluntary acceptance of the recommendations or actions pending, which shall then be forwarded to the Professional Board for review and vote and the UHS Board for final action.
- 12.4.4 **Record of Hearing.** The Hearing Panel shall maintain a record of the hearing.
- 12.4.5 **Rights of Both Sides.**
  - 12.4.5.1 At a hearing, both sides shall have the following rights subject to reasonable limits determined by the Presiding or Hearing Officer:
    - a. To call and examine witnesses to the extent available;
    - b. To introduce exhibits;
    - c. To cross-examine any witness on any matter relevant to the issues and to rebut any evidence;
    - d. To submit a written statement at the close of the hearing.
  - 12.4.5.2 Any individual requesting a hearing who does not testify in his/her own behalf may be called and examined by the representative of the Professional Board or his/her legal counsel.
  - 12.4.5.3 The Hearing Officer or Hearing Panel may question the witnesses, call additional witnesses or request additional documentary evidence.
- 12.4.6 **Admissibility of Evidence.** The hearing shall not be conducted according to rules of evidence. Hearsay evidence shall not be excluded merely because it may constitute hearsay. Any relevant evidence shall be admitted if it is the sort of evidence on which responsible persons are accustomed to rely in the conduct of serious affairs, regardless of the admissibility of such evidence in a court of law.

- 12.4.7 **Post-Hearing Memoranda.** Each party shall have the right to submit a post-hearing memorandum, and the Hearing Officer or Hearing Panel may request such a memorandum to be filed, following the close of the hearing.
- 12.4.8 **Postponements and Extensions.** Postponements and extensions of time beyond any time limit set forth in this policy may be requested by anyone but shall be permitted only by the Presiding or Hearing Officer on a showing of good cause.
- 12.4.9 **Persons to be Present.** The hearing shall be restricted to those individuals involved in the proceeding. Administrative personnel may be present if requested by the Chief Operating Officer or the Chair of the Professional Board, unless objected to by either side after showing of good cause.
- 12.4.10 **Order of Presentation.** Whoever prompted the hearing shall first present evidence in support of its recommendation. Thereafter, the presentation shall shift to the individual who requested the hearing to present evidence.
- 12.4.11 **Basis of Recommendation/Burden of Proof.** The Hearing Officer or Hearing Panel shall recommend in favor of the Professional Board unless it finds that the individual who requested the hearing has proved, by a preponderance of evidence, that the recommendation that prompted the hearing was arbitrary, capricious or not supported by credible evidence.
- 12.4.12 **Adjournment and Conclusion.** The Presiding or Hearing Officer may adjourn the hearing and reconvene the same at the convenience and with the agreement of the participants. Upon conclusion of the presentation of evidence by the parties and questions by the Hearing Panel, the hearing shall be closed.
- 12.4.13 **Deliberations and Recommendation of the Hearing Panel.** Within twenty (20) business days after final adjournment of the hearing, the Hearing Officer or Hearing Panel shall conduct its deliberations outside the presence of any other person and shall render a recommendation, accompanied by a report, which shall contain a concise statement of the reasons for the recommendation. If appellate review is not requested within ten (10) business days as provided below, both parties shall be deemed to have accepted the recommendation involved, and the Hearing Panel's report and recommendation shall be forwarded to the UHS Board for final action.
- 12.4.14 **Disposition of Hearing Panel Report.** The Hearing Officer or Hearing Panel shall deliver its report and recommendation to the Professional Board for information and comment. The Chair of the Professional Board shall forward the report and the hearing record to the Chief Operating Officer for review. The Chair of the Professional Board shall also send a copy of the report and recommendation, certified mail, return receipt requested, to the individual who requested the hearing. The individual who is the subject of the hearing may request a copy of the record of the hearing.

## **12.5 Appeal to the UHS Board**

- 12.5.1 **Time for Appeal.** Within (10) ten business days after notice of the Hearing Officer or Hearing Panel's recommendation, either the member or the Professional Board may appeal the recommendation to the UHS Board. The request for appellate review shall be

in writing, and shall be delivered to the Chair of the Professional Board either in person or by certified mail, and shall include a brief statement of the reasons for appeal and the specific facts or circumstances which justify further review. This request for appellate review along with the recommendation of the Hearing Officer or Hearing Panel to the Professional Board shall be forwarded to the UHS Board. The UHS Board may appoint a subcommittee ("Board Subcommittee") of its members to hear and decide the appeal. In such case, references to the UHS Board in this Section 12.5 shall refer to the appointed subcommittee.

**12.5.2 Grounds for Appeal.** The grounds for appeal shall be limited to the following:

12.5.2.1 There was substantial failure to comply with fair hearing process and/or the Professional Staff Bylaws prior to or at the hearing so as to deny a fair hearing; or

12.5.2.2 The recommendation of the Hearing Officer or Hearing Panel was made arbitrarily, capriciously or with prejudice; or

12.5.2.3 The recommendation of the Hearing Officer or Hearing Panel was not supported by substantial evidence based upon the hearing record.

**12.5.3 Nature of Appellate Review.**

12.5.3.1 The UHS Board (or Board Subcommittee) will consider the information that was provided at the hearing conducted by the Hearing Officer or Hearing Panel. No additional evidence shall be accepted by the UHS Board at the appellate review other than the complete record of the hearing. A complete record of the hearing, including a copy of the transcript and all exhibits, shall be forwarded to the UHS Board after the request for an appeal has been made by either party.

12.5.3.2 Each party shall have the right to submit a written statement in support of its position on appeal. The UHS Board, in its sole discretion, may allow each party or its representative or legal counsel to appear personally before the UHS Board to make an oral presentation of its respective position on the appeal. Each party shall submit its written statement to the UHS Board within fifteen (15) business days after the request for appellate review is submitted to the UHS Board. For good cause, the UHS Board may extend the time for submission of a statement.

12.5.3.3 The UHS Board may affirm, modify or reverse the recommendation of the Hearing Panel or, in its discretion, refer the matter for further review and recommendations.

**12.5.4 Final Decision of the UHS Board.** The UHS Board shall render a final decision in writing, including specific reasons for its action, and shall deliver copies thereof to the affected individual and to the Chair of the Professional Board, in person or by certified mail, return receipt requested. The final decision shall be rendered within thirty (30) calendar days after the submission of the written statements by the parties or after the oral presentations by the parties.

**12.5.5 Further Review.** Except where the matter is referred for further action and recommendation, the final decision of the UHS Board following the appeal shall be effective immediately and shall not be subject to further review.

- 12.5.6 **Right to One Appeal Only.** No applicant or Professional Staff member shall be entitled as a matter of right to more than one (1) hearing or appellate review on any single matter which may be the subject of an appeal. In the event that the Professional Board ultimately determines to deny Professional Staff reappointment to an applicant, or to revoke or terminate the Professional Staff appointment and/or clinical privileges of a current appointee, that individual may not apply within five (5) years for Professional Staff appointment or for those clinical privileges at the OHSU Health System unless the Professional Board provides otherwise.

### 13. Peer Review Bodies

The UHS Board, the Professional Board and the Committees of the Professional Board and any subcommittees, work groups or councils are each “peer review bodies” as defined in ORS 41.675 when performing “Peer Review Functions” -- quality assurance, utilization review, credentialing, education, training, supervision or discipline of health care practitioners or in connection with the grant, denial, restriction or termination of clinical privileges within the OHSU Health System. Each individual (a) acting as a member of or at the direction of such peer review bodies, (b) acting in an individual capacity in their quality, peer review or performance improvement role as a Clinical Service Chief, CMO, designee of a Clinical Service Chief or member of the OHSU Health System quality staff or (iii) participating with, assisting or acting as staff to, any of the UHS Board, the Professional Board or any committee, council, subcommittee or work group to the Professional Board, shall be an agent of a “peer review body” and entitled to all privileges and immunities afforded to each by state and federal law when performing Peer Review Functions. All information and data (including all oral communications or written reports to or for such peer review bodies, and all notes or records created by or at the direction of such peer review bodies, including the communications, reports, notes or records created in the course of an investigation undertaken at their direction) shall be privileged and kept confidential when performing Peer Review Functions.

### 14. Conflict Management

If a conflict arises between Active Members of the Professional Staff and the Professional Board regarding these Bylaws or any Manual, rule, regulation, policy or procedure of the Professional Staff, or any amendment thereto, or any other matter, upon petition signed by not less than fifteen percent (15%) of the members of the Active Professional Staff, the matter shall be submitted for resolution to a Conflict Resolution Committee (“Committee”) consisting of (i) five (5) representatives of the Active Professional Staff submitting the petition, (ii) five (5) representatives of the Professional Board including the Professional Board Chair, and (iii) the Chief Executive Officer of OHSU Healthcare or his/her designee (as a non-voting member). The Committee shall gather information regarding the conflict, meet to discuss it and work in good faith to resolve it in a manner consistent with protecting safety and quality. A resolution approved by a majority of the Active Staff members and a majority of the Professional Board members on the Committee shall resolve the conflict. Absent such resolution, the matter shall be submitted to the UHS Board for resolution.

In the event the UHS Board acts in a manner contrary to a recommendation by the Professional Board, involving issues of patient care or safety, the matter may (at the request of the Professional Board) be submitted to a joint conference committee composed of the officers of the Professional Board and an equal number of members of the UHS Board for review and recommendation to the full UHS Board. The committee will submit its recommendation to the UHS Board within thirty (30) days of its meeting.

## 15. Adoption, Review and Amendment of Bylaws

**15.1 Review and Amendment of Bylaws.** The Professional Staff has authority to adopt Bylaws, rules and regulations, policies and procedures and amendments thereto. The Professional Board shall periodically review and develop recommendations for revisions of these Bylaws and may vote to submit a Bylaw amendment to the Professional Staff. In addition, amendments to the Bylaws may be initiated by submission of a petition from fifteen percent (15%) of the members of the Active Professional Staff to the Professional Board Chair, which petition sets out the proposed amendment(s). All amendments to the Bylaws recommended by the Professional Board or proposed by Professional Staff in accordance with this paragraph shall be circulated to the Active Members of the Professional Staff for a vote. The Professional Board shall review and comment on any proposed amendment submitted by Active Members of the Professional Staff before it is submitted for a vote by the Professional Staff.

Bylaws amendments shall be submitted for a vote (i) at a regular meeting or special meeting of the Professional Staff called for that purpose, or (ii) by action of the Active Professional Staff without a meeting, which meeting or action shall occur, in the case of amendments proposed by Active Professional Staff members pursuant to the prior paragraph, within sixty (60) days of the Professional Board Chair's receipt of the proposed amendment.

Upon approval by a majority of the Active members of the Professional Staff who vote, any amendment shall be submitted to the UHS Board for approval. The amendment shall be effective when approved by the UHS Board.

**15.2 Minor Amendments.** Notwithstanding the foregoing, the Professional Board may adopt amendments to any portion of these Bylaws that are technical or legal modifications or clarifications, reorganization or renumbering or needed to correct errors of grammar or expression. To be effective, such amendments need not be submitted for a vote of the Professional Staff or the UHS Board. However, any such amendments shall be circulated to the Active Members of the Professional Staff for their information.

### **15.3 Adoption and Amendment of Professional Staff Rules, Regulations, Policies or Procedures.**

**15.3.1 Adoption by Professional Board.** Any rules, regulations, policies and procedures as necessary to implement the general principles found in these Bylaws and/or regulate the conduct of Professional Staff organizational activities and/or clinical practices within the OHSU Health System, including the Credentialing Procedure Manual and the Rules, Regulations and Policies Manual (collectively, "PS Policies") and any amendment to PS Policies may be proposed and adopted by the Professional Board, subject to the approval of the UHS Board when required by applicable legal or accrediting body requirements. Any proposed PS Policy described in this paragraph or amendment thereto shall be circulated to the Active members of the Professional Staff for review and comment in accordance with procedures approved by the Professional Board, before the proposed PS Policy is adopted by the Professional Board, subject to the approval of the UHS Board when required by law or applicable accrediting body requirements. Once fully approved, any PS Policy or amendment to a PS Policy shall be promptly communicated to the Professional Staff.

**15.3.2 Proposals by Professional Staff.** A proposed PS Policy or an amendment to a PS Policy may also be brought to the UHS Board for consideration directly by (i) the submission to the Professional Board of a petition signed by fifteen percent (15%) of the Active Members

requesting that the proposed PS Policy or amendment be considered by the Professional Staff, (ii) the submission of the proposed PS Policy to the Professional Board for review and comment, and (iii) following such review and comment, approval by a vote of the Professional Staff. Any PS Policy or amendment to a PS Policy approved by the Professional Staff shall then be presented to the UHS Board along with any comments from the Professional Board, and shall be effective when approved by the UHS Board.

15.3.3 **Emergency Amendments to PS Policies.** If a change in the PS Policies is necessary in order to comply with applicable laws or regulations, the Professional Board may provisionally recommend and approve an amendment to the PS Policies without prior notification of the Professional Staff. With such an amendment to the PS Policies, the Professional Staff shall be immediately notified of the provisional amendment and invited to review and comment on the provisional amendment. If after such review and comment, objections to the provisional amendment are submitted to the Professional Board Chair by twenty (20) or more members of the Professional Staff, at the election of the Professional Board, either (i) the matter shall be submitted for resolution pursuant to paragraph 14, or (ii) the Professional Board shall submit a further revision to the PS Policies to the Professional Staff pursuant to the process identified in section 15.1. If no objections are submitted to the Chair within thirty (30) days of circulation of the amendment to the Professional Staff, the amendment shall be approved or, when required, recommended for approval to the UHS Board.

15.3.4 **Timing of Effectiveness.** All PS Policies or amendments to PS Policies shall become effective only after approval by the UHS Board.

Adopted effective 2/16/2018.

## EXHIBIT A

### OHSU Quality, Safety, and Professional Staff Committee Structure

