

The Guide to Medical Staff **BYLAWS**

MARY J. HOPPA, MD, MBA

The Guide to

Medical Staff Bylaws



Mary J. Hoppa, MD, MBA

HCP Pro

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Karen Kondilis, Editor
Adam Carroll, Proofreader
Adrienne Trivers, Product Manager
Erin Callahan, Senior Director, Product
Shane Katz, Cover Image

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HCPro
75 Sylvan Street, Suite A-101
Danvers, MA 01923
Telephone: 800-650-6787 or 781-639-1872
Fax: 800-639-8511
Email: customerservice@hcpro.com

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About the Author

Mary J. Hoppa, MD, MBA

Mary J. Hoppa is a senior consultant with The Greeley Company, Inc., in Danvers, Mass. She brings more than 25 years of healthcare leadership and management experience to her work with physicians, hospitals, and healthcare organizations across the country. Dr. Hoppa's roles in hospital administration and medical staff leadership in academic and community hospital settings make her uniquely qualified to assist physicians and medical centers in developing effective solutions to their most significant challenges. She has experience in credentialing and privileging, peer review and quality, medical staff education, and conflict resolution, and is the leader of The Greeley Company's bylaws division. She brings this experience into the accreditation practice.

Dr. Hoppa is one of The Greeley Company's leading national speakers and is the author or coauthor of the following HCPro/Greeley books: *The Top 40 Medical Staff Policies and Procedures*, Fourth Edition (2010); *The Medical Executive Committee Handbook*, Third Edition (2007); and *The Medical Staff Leaders' Practical Guide*, Sixth Edition (2007). Dr. Hoppa is a family physician with 15 years of post-residency practice experience, including chief medical officer at Methodist Hospital in Merrillville, Ind. Dr. Hoppa's previous positions include physician advisor, medical director of an employed physician group, medical director of various insurance plans, and member of the Iowa Board of Medical Examiners.

Dr. Hoppa is a graduate of the University of Wisconsin Medical School and School of Business. She received her residency training at the Mercy/St. Luke's Family Practice Residency Program in Davenport, Iowa.



How to Use This Book

Organized medical staffs are an established feature of the hospital landscape in the United States. The maintenance of a medical staff is necessary if a hospital wishes to participate in federal health reimbursement programs and seek accreditation. Furthermore, the Centers for Medicare & Medicaid Services' *Conditions of Participation* require each medical staff to have written bylaws, and this requirement is echoed in the standards of accrediting bodies such as The Joint Commission (TJC), Det Norske Veritas (DNV), the Healthcare Facilities Accreditation Program of the American Osteopathic Association (HFAP), and the Center for Improvement in Healthcare Quality (CIHQ).

This book is intended to help medical staffs that want to review their current bylaws documents and determine whether change is warranted. A complete model set of bylaws is not provided because each medical staff's bylaws must mirror the uniqueness of the medical staff for which it is written. The saying "form follows function" applies here. Once a medical staff decides how it wants to function, those decisions should be incorporated into its medical staff bylaws.

As you read through the sections that follow, you will see that various medical staff design options are outlined for the reader's consideration. This book provides examples of bylaws language that illustrate various approaches to medical staff governance, organizational structure, and process.

However, it is important that medical staffs do not simply copy and paste this sample language word for word in their own bylaws, as it may need to be tailored to accommodate varying circumstances. Always seek legal counsel before making any revisions to your bylaws language. The careless adoption of sample medical staff bylaws language is a practice that can get an institution into trouble.

How to Use This Book

Because this book is divided into sections that reflect bylaws issues that medical staffs most commonly struggle with, it can be read either as a comprehensive orientation to a bylaws redesign or in a targeted manner as medical staff leaders ponder specific issues. It is recommended that a medical staff governance task force look carefully at all aspects of the organization's functions at least once every three years to gauge whether changes to the bylaws would be prudent. In the interim, this book also serves as a resource for incremental changes to bylaws when circumstances warrant them.

Every effort has been made to ensure that the book's content is current as of its publication date. Much of what is written is influenced and constrained by current federal and state regulations, court rulings, and accreditation standards. Because these are subject to frequent change, readers should always carefully review the latest version of accreditation standards and seek knowledgeable counsel before adopting changes to their existing bylaws.

The terminology used in the sample bylaws language may differ from that used at your institution. In most cases, it will be clear where logical substitutions can be made. For example, "trustee" may be used in place of "director;" "chief of staff" may replace "president of the medical staff;" "vice president of medical affairs" may be substituted for "chief medical officer;" and so forth. All percentages, numbers, and timelines in the sample bylaws language are for demonstration purposes only and should be altered to reflect the preferences at your institution.

This book was written with one of Albert Einstein's quotes in mind: "All things should be made as simple as possible, but not simpler." In suggesting medical staff design possibilities, always try to look for ways to reduce bureaucracy that does not add value, and add approaches that create a more streamlined organization. Sometimes less can be more.

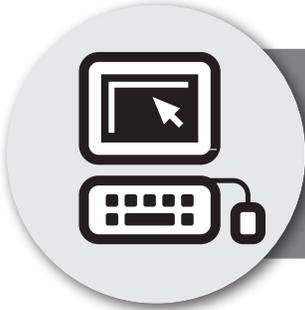
This book is organized into six major sections. Section 1 addresses preliminary information, such as the bylaws' table of contents, preamble, and definitions. Section 2 tackles issues of

How to Use This Book

medical staff governance and structure, such as staff categories; the difference between membership and privileges; membership responsibilities and rights; officers; medical executive committee composition; and amending the bylaws. Section 3 focuses on collegial intervention, investigations, corrective action, and fair hearings. Section 4 delves into issues related to credentialing and privileging, including focused professional practice evaluation, ongoing professional practice evaluation, and the aging practitioner. Section 5 addresses the issues of credentialing and the fair hearing and appeal process for advanced practice professionals. Section 6 concludes with various operational issues, such as determining the appropriate number of committees, introducing a new committee for medical staff leadership and succession planning, and setting quorum and attendance requirements.

I hope the organization of this book helps to focus your attention where it matters most.

—Mary J. Hoppa, MD, MBA



DOWNLOAD YOUR MATERIALS NOW

To access the sample bylaws language in this book, please visit the website listed below. Please note that this sample bylaws language is not appropriate in every circumstance, is not complete, and is not provided as legal advice.

Website available upon the purchase of this product.



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Addressing the Preliminaries

Few specific elements contained within the typical set of medical staff bylaws are required by a law, regulation, or accreditation standard. Rather, laws and regulations require medical staffs to address some issues in the bylaws, but how those issues are addressed is up to each medical staff. In fact, the contents of medical staff bylaws are largely discretionary and within the control of the medical staff. Medical staffs often defer to previously published model bylaws that may not reflect contemporary needs and concepts.

For example, many medical staff bylaws include the organization's name, a table of contents, definitions, and a preamble/statement of purpose. Consider whether your medical staff should take a traditional or alternative approach to these bylaws elements.

Organization Name

Because conventional methods argue that there should always be an article in the bylaws that states the organization's name, chances are that your bylaws contain such language. However, there is no requirement that states that your bylaws must include this article. Therefore, your medical staff could opt to place the name of the organization only on the cover sheet of the bylaws. Using a two-sentence article to restate the organization's name is a waste of time and space and adds to the complexity of the document. Do away with it and you are on your way to more streamlined bylaws.

Table of Contents

The traditional approach to bylaws construction places the table of contents at the beginning of the document and enables all parties to quickly locate relevant articles, sections, and provisions. In addition to listing the major headings, some medical staff bylaws' table of contents lists each minor subheading within the document. The result is a lengthy table of contents. Although such a detailed table of contents allows users to identify all sections of the bylaws and their corresponding page numbers, it also creates the impression that the bylaws are a dense and bureaucratic document.

Further, the clerical task of updating the table of contents can be daunting when revisions and amendments change the page numbering of every section. If you choose to follow traditional methods and create a table of contents, consider referencing only the major headings within the bylaws, such as the following:

- Appointment to the medical staff
- Membership responsibilities
- Membership rights
- Medical staff categories
- Medical staff officers
- Conflict resolution
- Method of bylaws adoption
- Investigations and corrective action
- Fair hearings

Addressing the Preliminaries

- Credentialing processes
- Organizational structure
- Meetings, quorum, and attendance

If your medical staff seeks to create more user-friendly bylaws, you might consider placing the table of contents at the end of the document rather than the beginning. This change will help ensure that physicians who have an interest in reading the bylaws are not put off by first having to wade through a lengthy contents section.

Another option to consider is giving new applicants a summary of the medical staff bylaws. This could be written in a narrative style with a less formal tone that increases the likelihood that physicians will read it. It should serve as the physicians' introduction to the medical staff structure and processes. New physicians should also be directed to a complete set of medical staff bylaws available on the hospital's website, CD, or through the medical staff services department. The medical staff can maintain additional copies of current bylaws in the physician lounge/medical staff library.

Definitions

Most medical staff bylaws contain a section labeled "definitions." This section of the bylaws can be pared down to save physicians time and create a more user-friendly document. In reality, few physicians are interested in exploring the detailed definition of the word "appointee," or the phrase "special notice."

However, bylaws traditionally include a detailed section at the beginning of the document that precisely defines many of the terms used within. Bylaws committees should, at minimum, refrain from creating a long and immaterial list of definitions. Any word used in the bylaws document that has a commonly accepted definition does not need to be further defined in the

Section 1

bylaws (e.g., corrective action, peer review, governing body, CEO). In addition, words that are defined within the bylaws, such as “special notice,” do not need to be redefined in this section. Names of laws or entities, such as the National Practitioner Data Bank, also do not need to be redefined. An exception is the word “investigation.” For more information on why it is important to clearly define this term, see Section 3.

Your organization’s legal counsel may be uncomfortable omitting the definitions section. If a definitions section must be included, consider designing it so that it does not add to the bureaucratic look of the document. Instead of placing it at the beginning of the bylaws, consider including it at the end, along with the table of contents or other nonessential items.

Preamble and Statement of Purpose

Many bylaws documents begin with a preamble. If the document includes a preamble, the medical staff should customize it to reflect the unique attributes of the hospital, community, and medical staff, as well as the particular purpose for which the medical staff bylaws have been created. This section is largely an adornment that adds little substantive value to the overall document, and the medical staff can eliminate it. Although some may wish to maintain this introduction to set the stage for the contents that follow, it is best to eliminate excess verbiage whenever possible. The preamble is largely a function of tradition, and there is no requirement for its inclusion. Further, it adds no legal protection and usually does not establish any duty or responsibility that is not otherwise documented.

Another common starting point for medical staff bylaws is a statement of the organization’s purpose and basic responsibilities. You should carefully review this section of your bylaws in light of today’s litigious environment and the realities of current medical practice. Avoid promises that the “purpose of the staff is to provide the highest quality patient care” or “to ensure that only competent practitioners are permitted to provide services within the facility.”

Addressing the Preliminaries

A medical staff may certainly strive to achieve these goals, but it is not wise to insert such guarantees into bylaws. Too often, a plaintiff's attorney will search for this language to demonstrate that the medical staff failed to carry out its promise to the board. The purpose of the medical staff is not to make guarantees—it is to ensure that patient care is constantly reviewed, evaluated, and improved when necessary.

Look at your current language. If there is language in the statement of purpose that is later reiterated, then the language in the statement of purpose is unnecessary.

SAMPLE BYLAWS LANGUAGE

Purpose and authority

Purpose

The purpose of this medical staff is to organize the activities of physicians and other clinical practitioners who practice at XYZ Hospital to carry out, in conformity with these bylaws, the functions delegated to the medical staff by the hospital board.

Authority

Subject to the authority and approval of the board, the medical staff will exercise such power as is reasonably necessary to discharge its responsibilities under these bylaws and under the corporate bylaws of the hospital.

The Guide to Medical Staff Bylaws

Mary J. Hoppa, MD, MBA

**Go beyond regulatory compliance with
this medical staff bylaws reference guide**

Bylaws serve as the governing documents of the medical staff and must meet the hospital's accreditors' standards, state and federal regulations, and the needs of the hospital's medical staff. **The Guide to Medical Staff Bylaws** offers tips for writing bylaws and actual sample language that complies with Joint Commission, DNV, HFAP, and/or CMS standards. Mary J. Hoppa, MD, MBA, offers guidance on implementing accreditors' standards and advice on getting physicians to buy into the importance of following medical staff bylaws. This guide goes beyond just providing sample language; it explains the importance of the bylaw and what it means for your organization to comply.

Ensure your bylaws meet accreditors' standards and embody the culture of your medical staff. This book will help you:

- Create bylaws language that complies with CMS requirements
- Save time and cost of researching compliant language
- Identify sections of your bylaws in need of update or modification
- Assess and track bylaws compliance
- Ensure effective clinical governance by eliminating unnecessary and confusing language from the bylaws
- Gain practitioner buy-in to bylaws

Take a look at the table of contents:

Section 1: Addressing the Preliminaries

Section 2: Medical Staff Governance

Section 3: Member Rights, Corrective Action, and Fair Hearings

Section 4: Credentialing and Privileging Procedures

Section 5: Allied Health Professionals

Section 6: Medical Staff Operational Issues

Section 7: A Guide to Bylaws Document Review

Author Mary J. Hoppa, MD, MBA, is a senior consultant and leader of the bylaws division for The Greeley Company. She brings more than 25 years of healthcare leadership and management experience to her work with physicians, hospitals, and healthcare organizations across the country. Her roles in hospital administration and medical staff leadership in academic and community hospital settings make her uniquely qualified to assist physicians and medical centers in developing effective solutions to their most significant challenges. She has authored several books for HCPro, a division of BLR and The Greeley Company, including *The Greeley Guide to Medical Staff Bylaws*.

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