

**AMENDED AND RESTATED
BYLAWS
OF THE CLINICAL STAFF
OF THE
UNIVERSITY OF VIRGINIA MEDICAL CENTER**

September 19, 2002

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**AMENDED AND RESTATED
BYLAWS
OF THE CLINICAL STAFF
OF THE UNIVERSITY OF VIRGINIA MEDICAL CENTER**

PREAMBLE

WHEREAS, the University of Virginia Medical Center is an integral part of the University of Virginia which is a public corporation organized under the laws of the Commonwealth of Virginia and an agency of the Commonwealth; and

WHEREAS, the Medical Center is an academic medical center comprised of a teaching hospital, outpatient clinics, clinical outreach programs, and related health care and health maintenance facilities, as designated by the Operating Board of the University of Virginia Medical Center from time to time, which provide inpatient and outpatient medical and dental services, and health sciences education and related clinical research in conjunction with the University of Virginia School of Medicine and the University of Virginia School of Nursing; and

WHEREAS, the Operating Board of the University of Virginia Medical Center is the governing body for the Medical Center and has delegated to the Clinical Staff the responsibility for the provision of quality clinical care it provides throughout the Medical Center; and

WHEREAS, these Bylaws set forth the requirements for membership on the Clinical Staff, including a mechanism for reviewing the qualifications of Applicants for admission to the Clinical Staff and a process for their continuing review and evaluation, and provide for the internal governance of the Clinical Staff;

NOW, THEREFORE, these Bylaws are adopted by the Clinical Staff and approved by the Operating Board to accomplish the aims, goals, and purposes set forth in these Bylaws.

ARTICLE I DEFINITIONS

“Active Clinical Staff” means those members of the Clinical Staff who meet the criteria set forth in Section 4.4 of these Bylaws.

“Adverse Action” means the reduction, restriction (including the requirement of prospective or concurrent consultation), suspension, revocation, or denial of Clinical Privileges of a Member that constitute grounds for a hearing as provided in Section 8.2 of these Bylaws. Adverse Action shall not include warnings, letters of admonition, or letters of reprimand.

“Allied Health Professionals” include, but are not limited to, Optometrists, Audiologists, Certified Substance Abuse Counselors, Licensed Professional Counselors, Licensed Clinical Social Workers, Licensed Social Workers, Radiation Physicists, Nurse Practitioners, Physician Assistants, Certified Registered Nurse Anesthetists, and Speech Pathologists.

“Applicant” means a person who is applying for appointment or reappointment of Clinical Privileges and membership on the Clinical Staff of the University of Virginia Medical Center.

“Associate Dean for Clinical Affairs” means that Member appointed by the Dean to serve as the Associate Dean for Clinical Affairs.

“Board of Visitors” means the governing body of the University of Virginia as appointed by the Governor of Virginia.

“Bylaws” means these Amended and Restated Bylaws of the Clinical Staff of the University of Virginia Medical Center, as amended from time to time.

“Chief Clinical Officer” means the individual appointed by the Chief Executive Officer to serve as the Chief Clinical Officer for the Medical Center.

“Chief Executive Officer” means the individual appointed by the Board of Visitors or the Medical Center Operating Board, as applicable, to serve as its representative in the overall administration of the Medical Center.

“Chief Operating Officer” means the individual appointed by the Chief Executive Officer to serve as the Chief Operating Officer for the Medical Center.

“Clinical Privileges” means the permission granted to a Member to render specific diagnostic, therapeutic, medical, dental, or surgical services within the Medical Center.

“Clinical Staff” or “Staff” means those Physicians, Dentists, Podiatrists, Ph.D. Clinical Psychologists and Ph.D. Clinical Pathologists who hold a faculty appointment in the School of Medicine, have obtained membership status and have been granted Clinical Privileges.

“Clinical Staff Executive Committee” or “Executive Committee” means the executive committee of the Clinical Staff as more particularly described in Article X of these Bylaws.

“Clinical Staff Representatives” means those representatives selected by the Clinical Staff to serve on the Clinical Staff Executive Committee as provided in Article X.

“Clinical Staff Year” shall coincide with the fiscal year of the Medical Center, currently July 1 to June 30, as such fiscal year may be changed from time to time.

“Code of Conduct” means the Compliance Code of Conduct for the University of Virginia Medical Center.

“Committees” means those standing Committees of the Clinical Staff as described in Article XII of these Bylaws.

“Community Medicine” means Community Medicine University of Virginia, LLC, a Virginia limited liability company.

“Dean” means the Dean of the School of Medicine of the University of Virginia.

“Dentist” means any individual who has received a degree in and is currently licensed to practice dentistry in the Commonwealth of Virginia.

“Department” means a clinical department within the Medical Center.

“Department Chair” or “Chair” means the Active Member appointed by the Dean of the School of Medicine who has the responsibility for overseeing his or her Department and who is the liaison between the Members in his or her Department and the Clinical Staff Executive Committee. “Department Chair” shall also mean the Medical Director of Regional Primary Care with respect to Regional Primary Care and the Associate Dean for Clinical Affairs with respect to Community Medicine.

“Division” means a subdivision of a Department.

“Fellow” means a Physician, Dentist or Ph.D. Clinical Psychologist in a program of graduate medical education that is beyond the requirements for eligibility for first board certification in the discipline.

“HCQIA” means the Health Care Quality Improvement Act of 1986, Pub. L. No. 99-499, as such law may be amended from time to time.

“Hearing Entity” means the entity appointed by the Clinical Staff Executive Committee to conduct an evidentiary hearing upon the request of a Member who has been the subject of an Adverse Action that is grounds for a hearing in accordance with Article VIII herein.

“Housestaff” means Medical Residents and Fellows.

“JCAHO” means the Joint Commission on the Accreditation of Healthcare Organizations, which is the accrediting body for hospitals whose standards are referred to in these Bylaws.

“Medical Center” means the University of Virginia academic medical center comprised of the hospital, inpatient and outpatient clinics, clinical outreach programs, and related health care and health maintenance facilities as designated by the Medical Center Operating Board from time to time.

“Medical Center Operating Board” or “Operating Board” means the governing body of the Medical Center as designated by the Board of Visitors.

“Medical Center Policy Manual” means the manual containing the administrative and various patient care policies of the Medical Center.

“Medical Resident” or “Resident” means a Physician, Dentist or Ph.D. Clinical Psychologist in a program of graduate medical education.

“Member” means any Physician, Dentist, Podiatrist, Ph.D. Clinical Psychologist or Ph.D. Clinical Pathologist who is a member of the Clinical Staff of the University of Virginia Medical Center.

“National Practitioner Data Bank” means the national clearinghouse established pursuant to HCQIA, as amended from time to time, for obtaining and reporting information with respect to adverse actions or malpractice claims against physicians or other practitioners.

“Officer” means an elected official of the Clinical Staff as more particularly described in Article IX of these bylaws.

“Ph.D. Clinical Pathologist” means an individual who has been awarded a Ph.D. degree in the field of pathology.

“Ph.D. Clinical Psychologist” means an individual who has been awarded a Ph.D. degree and who holds a current license to practice clinical psychology issued by the Virginia Board of Psychology.

“Physician” means any individual who has received a Doctor of Medicine or Doctor of Osteopathy degree and holds a current license to practice medicine in the Commonwealth of Virginia.

“Podiatrist” means an individual who holds a current license to practice issued by the Virginia Board of Medicine.

“President” means the most senior elected Officer of the Clinical Staff as described in Article IX.

“President-elect means the president-elect of the Clinical Staff as described in Article IX.

“Regional Primary Care” means the primary care satellite offices as designated by the Medical Center from time to time.

“Rules and Regulations” means the rules and regulations delineating the proper conduct of the Clinical Staff, which have been adopted by the Clinical Staff Executive Committee and approved by the Operating Board.

“School of Medicine” means the medical school at the University of Virginia.

“University” or “University of Virginia” means the corporation known as The Rector and Visitors of the University of Virginia, which is an agency of the Commonwealth of Virginia.

“Visiting Clinical Staff” means those Members described in Section 4.5 herein.

**ARTICLE II
GOVERNANCE OF THE MEDICAL CENTER**

2.1 Medical Center Operating Board

The Medical Center Operating Board is the governing body of the Medical Center. Each Member of the Clinical Staff assumes his or her responsibilities subject to the authority of the Operating Board. The Operating Board shall be constituted as directed by the Board of Visitors of the University from time to time.

2.2 Clinical Staff Executive Committee

The Clinical Staff Executive Committee serves as the executive committee of the Clinical Staff and reports to the Operating Board. In this role, the Clinical Staff Executive Committee oversees the quality of the clinical care delivered within the Medical Center and delineates and adopts clinical policy within the Medical Center. It is responsible for communications to the Clinical Staff regarding clinical practice issues and it presents the interests of the Clinical Staff to the Operating Board. The Clinical Staff Executive Committee is empowered to act for the Clinical Staff in the intervals between Clinical Staff meetings and independently with respect to those matters over which it is given authority in these Bylaws. The Clinical Staff Executive Committee shall be constituted and have the other duties as described in Article X hereof.

**ARTICLE III
CLINICAL STAFF**

3.1 Establishment of Clinical Staff

There is hereby established a Clinical Staff for the University of Virginia Medical Center. Only Physicians, Dentists, Podiatrists, Ph.D. Clinical Psychologists, and Ph.D. Clinical Pathologists who satisfy the requirements set forth in Article IV herein shall be eligible for membership on the Clinical Staff.

3.2 Purposes of Organization

The purposes of this Clinical Staff shall be:

- (a) to provide a system of Clinical Staff governance and patient care whereby patients treated in any of the inpatient or outpatient facilities of the Medical Center shall receive quality health care;
- (b) to provide a mechanism for reviewing the qualifications of Applicants to the Clinical Staff and a process regarding recommendations to the Operating Board for the admission and termination of membership to the Clinical Staff;
- (c) to provide ongoing review and evaluation of the performance of each Member to ensure a high level of professional and ethical performance, and to recommend corrective action

when any Member's performance falls below the standards established for such professionals;

- (d) to provide an appropriate educational setting that will maintain scientific standards and promote continuous advancement in professional knowledge and skill;
- (e) to foster the development of facilities and programs for clinical research;
- (f) to initiate and maintain rules and regulations for the governance of the Clinical Staff; and
- (g) to fulfill such other missions as the Operating Board may adopt for the Medical Center from time to time.

3.3 Categories of Clinical Staff

The categories of Clinical Staff membership shall be:

Active Clinical Staff
Visiting Clinical Staff
Ph.D. Clinical Pathologist Staff

3.4 Other Healthcare Professionals

These Bylaws govern only the Clinical Staff of the University of Virginia Medical Center and shall not apply to the healthcare professionals listed below.

3.4.1 Housestaff

Housestaff, as defined in Article I of these Bylaws, are employed by the Medical Center. They are privileged by the Medical Center under a separate process specified in the University of Virginia Health System Housestaff Manual and are not governed by these Bylaws. Housestaff shall be required to follow policies and procedures of the Medical Center and the clinical Departments both for medical training and patient care. Department Chairs must delineate the specific procedures and activities for which the Resident is qualified and provide documentation of Departmental review and assessment that supports the delineation of specific procedures and activities.

3.4.2 Allied Health Professionals

Allied Health Professionals, as defined in Article I of these Bylaws, are privileged under a separate process that is specified in the Allied Health Professionals Staff Credentialing Manual. Allied Health Professionals are not governed by these Bylaws. All Allied Health Professionals working for or in the Medical Center shall be required to follow policies and procedures of the Medical Center.

ARTICLE IV CLINICAL STAFF MEMBERSHIP

4.1 Eligibility for Clinical Staff Membership

Only Physicians, Dentists, Podiatrists, Ph.D. Clinical Psychologists and Ph.D. Clinical Pathologists who maintain a faculty appointment in the School of Medicine are eligible for Clinical Staff membership. No person shall be entitled automatically to membership solely on the basis of licensure to practice in the Commonwealth of Virginia or any other state; membership in any professional organization; certification by any clinical board; or having had or having staff membership at any health care facility or practice setting.

4.2 Assignment of Clinical Staff Members

Each Member shall be categorized as either Active, Visiting, or Ph.D. Clinical Pathologist as proposed by his or her Department Chair and approved as provided in these Bylaws. Each Member shall be assigned to a specific clinical Department or other clinical enterprise within the University of Virginia, such as Community Medicine or Regional Primary Care. Joint appointments between clinical Departments and/or another clinical enterprise within the University shall be considered on an individual basis.

4.3 Basic Responsibilities of Clinical Staff Membership

4.3.1. Delivery of Health Care

The Clinical Staff is responsible for the quality of health care it delivers within the Medical Center facilities and accepts this responsibility subject to the ultimate authority of and accountability to the Operating Board. Ongoing responsibilities for the delivery of health care by Members, in accordance with the privileges granted them, shall include but are not limited to the following:

- (a) providing patients with the quality of care that meets the professional standards of the Clinical Staff of the Medical Center;
- (b) abiding by these Bylaws, Clinical Staff Rules and Regulations, the Code of Conduct, the Medical Center Code of Ethics and Medical Center policies and procedures that apply to patient care;
- (c) preparing, completing and maintaining the confidentiality of medical records for all the patients to whom the Member provides care in the Medical Center as required by the Clinical Staff Rules and Regulations and all other Medical Center policies;
- (d) working cooperatively with Members, nurses, Allied Health Professionals, Housestaff, Medical Center administration, and others so as not to adversely affect patient care;

- (e) retaining responsibility for the continuous care and supervision of the Member's assigned patients, including securing appropriate coverage when he or she is unavailable, or arranging a suitable alternative;
- (f) refusing to engage in improper inducements for patient referrals;
- (g) participating in such emergency service coverage or consultation panels as may be determined by the Clinical Staff Executive Committee; and
- (h) complying with federal and state laws regarding the treatment of patients with emergency medical conditions in all Medical Center inpatient and outpatient facilities.

4.3.2. Supervision of Graduate Medical Education Participants

The Clinical Staff shall supervise participants in the Graduate Medical Education program in the performance of clinical activities within the Medical Center. Such supervision requirements are contained in the Clinical Staff Rules and Regulations and/or such other related policy manuals.

4.3.3. Other Responsibilities

Additional responsibilities may include, as appropriate:

- (a) discharging in a responsible and cooperative manner such reasonable responsibilities and assignments imposed upon the Member by virtue of Clinical Staff membership, including committee assignments;
- (b) abiding by these Bylaws and by standards, policies and rules of the Medical Center and the University, as applicable;
- (c) abiding by the ethical principles of the Medical Society of Virginia, the American Medical Association, or the applicable professional associations of dentists, podiatrists, and psychologists, as appropriate;
- (d) participating in any Clinical Staff approved educational programs for medical students, Residents, Members, nurses, Allied Health Professionals, and other Medical Center personnel;
- (e) attending meetings of the Clinical Staff, Department, Division, as applicable, and committees to which a Member has been appointed, as required; and
- (f) participating in recognized functions of Clinical Staff appointment, including quality improvement and other monitoring activities and discharging other

Clinical Staff functions as may be required from time to time by the Clinical Staff or Clinical Staff Executive Committee.

4.4 Active Clinical Staff Members

4.4.1. Qualifications

The Active Clinical Staff shall consist of Physicians, Dentists, Podiatrists, and Ph.D. Clinical Psychologists each of whom:

- (a) documents relevant training or experience, current licensure, current competence and ability to perform the privileges requested and demonstrates clinical ability and physical and mental health;
- (b) adheres strictly to the ethics of his or her profession, works cooperatively with others with sufficient adequacy to satisfy the Clinical Staff Executive Committee and Operating Board that operational and/or clinical activities of the Medical Center will not be interrupted, and is willing to participate in the discharge of Clinical Staff responsibilities;
- (c) is licensed by the appropriate Commonwealth of Virginia licensing board for his or her profession;
- (d) is appointed a member of the full-time or part-time faculty of the School of Medicine;
- (e) has and maintains professional liability insurance coverage or self-insurance plan in an amount satisfactory to the Operating Board, as established by resolution from time to time;
- (f) is appointed to an appropriate clinical Department; and
- (g) devotes a majority of professional time to patient care, research, teaching and administrative duties on behalf of the Medical Center.

4.4.2. Prerogatives

The prerogatives of an Active Member shall be to:

- (a) participate fully in the care of patients, educational activities and research facilities, within the scope of his or her delineated Clinical Privileges;
- (b) admit patients to the Medical Center inpatient facilities, subject to bed availability;

- (c) exercise Clinical Privileges as granted in accordance with these Bylaws, except as otherwise provided in these Bylaws or by specific privilege restriction;
- (d) vote on all matters presented at general and special meetings of the Clinical Staff, and of the Department and/or Division and committees to which the Member is appointed;
- (e) hold Clinical Staff office; and
- (f) attend Clinical Staff, Department, and as applicable, Division meetings.

4.5 Visiting Clinical Staff

4.5.1. Qualifications

The Visiting Clinical Staff shall consist of Physicians, Dentists, Podiatrists, and Ph.D. Clinical Psychologists, each of whom:

- (a) documents relevant training or experience, current licensure, current competence and ability to perform the privileges requested and demonstrates clinical ability and physical and mental health;
- (b) adheres strictly to the ethics of his or her profession, works cooperatively with others with sufficient adequacy to satisfy the Clinical Staff Executive Committee and Operating Board that operational and/or clinical activities of the Medical Center will not be disrupted, and is willing to participate in the discharge of Clinical Staff responsibilities;
- (c) is licensed to practice medicine, osteopathy, dentistry, podiatry or psychology in Virginia;
- (d) has a non-salaried faculty appointment in the School of Medicine;
- (e) has and maintains professional liability insurance in an amount satisfactory to the Operating Board; and
- (f) is appointed to an appropriate Department.

4.5.2. Prerogatives

The prerogatives of the Visiting Clinical Staff shall be to:

- (a) consult regarding care to patients at the request of an Active Member; and
- (b) attend Clinical Staff, Department and as applicable, Division meetings.

4.5.3. Limitations

The Visiting Clinical Staff shall not admit patients to an inpatient facility of the Medical Center, or be entitled to vote or to hold Clinical Staff office.

4.6 Ph.D. Clinical Pathologist Staff

4.6.1. Qualifications

The Ph.D. Clinical Pathologist Staff shall consist of Pathologists who hold a faculty appointment in the School of Medicine and who may, because of scientific skills, contribute to patient care, education or research and shall:

- (a) document relevant training or experience, current competence, and physical and mental health;
- (b) adhere strictly to the ethics of their profession, work cooperatively with others with sufficient adequacy to satisfy the Clinical Staff Executive Committee and Operating Board that operational and clinical activities of the Medical Center will not be disrupted, and be willing to participate in the discharge of Clinical Staff responsibilities;
- (c) be appointed a member of the full-time or part-time faculty of the School of Medicine;
- (d) has and maintains professional liability insurance coverage or self-insurance plan in an amount satisfactory to the Operating Board; and
- (e) be appointed to the Department of Pathology.

4.6.2. Prerogatives

Ph.D. Clinical Pathologist Staff Members may advise Active or Visiting Members regarding patient care, attend and vote in Clinical Staff, Division or committee meetings, and hold Clinical Staff office.

4.6.3. Limitations

Ph.D. Clinical Pathologist Staff Members shall not be entitled to admit or attend patients within the Medical Center.

4.7 Leave of Absence

Voluntary leaves of absence shall be requested according to the policies set forth in the University of Virginia Faculty Handbook. During the period of leave, the Member shall not

exercise clinical privileges at the Medical Center, and membership rights and responsibilities shall be inactive, but the obligation to pay dues, if any, shall continue unless waived by the President.

ARTICLE V APPOINTMENT AND REAPPOINTMENT

5.1 Procedure for Initial Appointment

When the Dean and a Department Chair have mutually agreed upon a candidate (hereinafter referred to as “Applicant”) for his or her Department, the Dean and the Chair jointly shall forward a request for appointment and privileges to the Credentials Committee. The Credentials Committee shall then follow the credentialing procedures set forth in the University of Virginia Clinical Staff Credentialing and Privileging Manual & Resource Guide including the process related to the information required in an application for initial appointment or reappointment and the processing of the application. Upon receipt and review of all necessary credentialing documentation, the Credentials Committee shall recommend to the Clinical Staff Executive Committee that such Applicant should either be granted or denied Clinical Staff appointment and privileges in the Medical Center. The Clinical Staff Executive Committee shall then review the Credentials Committee’s recommendation and all applicable documentation. If the Credentials Committee and the Clinical Staff Executive Committee are both in favor of granting Clinical Staff membership and privileges to the Applicant, the favorable recommendation shall be forwarded to the Operating Board for final action. Article VIII of these Bylaws sets forth the applicable procedures and rights of the Applicant when the recommendation is unfavorable.

5.2 Procedure for Reappointment

Periodic redetermination of Clinical Privileges, and the increase or curtailment of same, shall be based upon the reappointment procedures set forth in the Clinical Staff Credentialing and Privileging Manual & Resource Guide. Criteria to be considered at the time of reappointment include specific information derived from the Department’s direct observation of care provided, review of records of patients treated in this or other medical centers, review of the records of the Departmental Clinical Staff as compared to the records of the particular Member and an appropriate comparison of the performance of the Member with his or her professional colleagues in the Department. If the Department learns of Adverse Action taken by an official licensing or certification body or Medicare or Medicaid, it must report such information to the Credentials Committee.

If during the course of any period of appointment, the qualifications of the Member change, those changes in qualification must be reported to the Member's Department Chair and the Credentials Committee who will review the information and determine whether the Member's privileges should be revoked, revised, or suspended. If privileges are reduced, the Member shall be entitled to a hearing pursuant to Article VIII below. If the Member chooses not to renew privileges, the procedures set forth in Articles VII and VIII shall not apply.

Applications for additional Clinical Privileges must be in writing. All such applications shall be submitted on a form prescribed by the Credentials Committee upon which the type of Clinical Privileges desired and the Member's relevant recent training and/or experience are set out. Additionally, all such written requests must be accompanied by a statement of support or disagreement from the Department Chair and with factual information from the Department specifying a comparison of the Member's skill and training with that of other similarly credentialed Members. Such applications shall be processed in the same manner as applications for initial appointment.

5.3 Burden of Producing Information

In connection with all applications for appointment, reappointment, advancement, or transfer, the Applicant shall have the burden of producing information for an adequate evaluation of the Applicant's qualifications and suitability for the Clinical Privileges and Staff category requested, of resolving any reasonable doubts about these matters, and of satisfying requests for information. This burden may include submission to a medical or psychological examination, at the Applicant's expense, if deemed appropriate by the Clinical Staff Executive Committee, which may select the examining physician. The Applicant or Member has a duty to advise the Credentials Committee, within fifteen (15) days, of any change with respect to information previously submitted by him or her related to his or her credentials. The Applicant's failure to sustain these duties shall be grounds for denial of the application or termination of a Member's Clinical Staff membership and Clinical Privileges.

5.4 Acknowledgment of Applicant

Every application for Clinical Staff appointment or reappointment shall be signed by the Applicant and specifically acknowledge his or her agreement:

- (a) to provide appropriate continuous care and supervision of his or her patients;
- (b) to abide by the Clinical Staff Bylaws, Clinical Staff Rules and Regulations, the Medical Center Policy Manual, the Code of Conduct and all other rules, regulations or policies applicable to the Clinical Staff;
- (c) to accept committee assignments;
- (d) release from liability, to the fullest extent permitted by law, all persons for their acts performed in connection with investigating and evaluating the applicant;
- (e) agrees to submit to a mental or physical health examination as requested by the Clinical Staff Executive Committee; and
- (f) abides by the other requirements in the Clinical Staff Credentialing and Privileging Manual & Resource Guide, including the requirements contained in the Appointment Acceptance Form, as such may be amended from time to time.

5.5 Nondiscrimination

Clinical Staff appointment or membership shall not be denied on an unlawful basis, including sex, race, age, creed, religion, disability, or national origin.

5.6 Duration of Appointments

Initial appointments shall be for a period extending one (1) year from the initial appointment date. This initial appointment shall be considered a provisional appointment and shall apply to all new Members except those individuals in the Visiting Clinical Staff category. During this provisional period, the Applicant's performance and clinical competence will be observed by the Department Chair, or his or her designee. Upon such Department Chair's recommendation, the provisional status may be extended no more than two (2) years. Such extension of provisional status shall not give rise to the procedural rights afforded by Article VIII of these Bylaws.

Reappointments shall be for not more than two (2) Clinical Staff Years. The procedure for reappointment is set forth in the Clinical Staff Credentialing and Privileging Manual & Resource Guide.

ARTICLE VI CLINICAL PRIVILEGES

6.1 Exercise of Clinical Privileges

Every Member shall, in connection with such membership, be entitled to exercise only those delineated Clinical Privileges specifically granted by the Credentials Committee and approved by the Clinical Staff Executive Committee and the Operating Board, except as provided in Sections 6.3 and 6.4 of this Article VI.

6.2 Delineation of Privileges

Every application for Clinical Staff appointment or reappointment must contain a request for the specific Clinical Privileges desired by the Applicant. The evaluation of such request shall be based upon the Applicant's education, training, experience, demonstrated competence, references and other relevant information, including an appraisal by the clinical Department in which such privileges are sought. The specific procedures set forth in the Clinical Staff Credentialing and Privileging Manual & Resource Guide shall be followed throughout the appointment and reappointment process.

6.3 Temporary Privileges

6.3.1 Circumstances Under Which Temporary Privileges May Be Granted

Temporary privileges shall be granted in only two (2) circumstances:

- (a) When an important patient care need mandates an immediate authorization to practice, an application for temporary privileges will be considered on a case-by-case basis. This circumstances includes situations in which a Member with specific skills and expertise becomes ill or takes a leave of absence and an individual knowledgeable about the area of practice is needed to provide certain services to a patient or when a patient's needs require specific, specialized expertise that no other Member possesses; or
- (b) When the Credentials Committee has recommended that an Applicant with a complete application with no indication of adverse information about the applicant be granted specific privileges and that recommendation is awaiting review and approval of the Clinical Staff Executive Committee and the Operating Board.

6.3.2 Application and Review

- (a) Where urgent patient care needs mandate an immediate authorization to practice, the Chair or Vice Chair of the Credentials Committee, with the written concurrence of the Department Chair and the President of the Clinical Staff, may grant temporary privileges. Such temporary grant of privileges shall not be made unless the following verifications are present:
 - (i) Letter from the appropriate Department Chair explaining the urgent nature of the situation and the benefit to a patient or patients as a result of immediate authorization;
 - (ii) Copy of current Virginia license;
 - (iii) Listing of delineated privileges requested with appropriate verification of competence to perform each of the specified tasks; and
 - (iv) Proof of current liability coverage, showing coverage limits and dates of coverage.

The Clinical Staff Credentialing and Privileging Manual & Resource Guide may specify additional verifications required before such temporary privileges may be granted.

- (b) Where an Applicant's request for privileges has been approved by the Credentials Committee but the Clinical Staff Executive Committee and the Operating Board have not yet approved the recommendation, the Chair or Vice Chair of the Credentials Committee may grant temporary privileges for not more than ninety (90) days or until such time as the request is officially approved, whichever time is shorter. No such temporary privileges may be granted unless there is:

- (i) Verification of current licensure, relevant training or experience, current competence, ability to perform the privileges requested, and a certificate of insurance for current liability coverage showing coverage limits and dates of coverage;
- (ii) Evidence of a completed query to the National Practitioner Data Bank and an analysis of the evaluation of the results of such query; and
- (iii) The licensure has not been subject to involuntary termination of medical staff membership at another organization and not been subject to involuntary limitation, reduction, denial or loss of Clinical Privileges.

The Clinical Staff Credentialing and Privileging Manual & Resource Guide may specify additional documentation required before such temporary privileges may be granted.

6.3.3 General Conditions

- (a) If granted temporary privileges, the Applicant shall act under the supervision of the Department Chair, or his or her designee, to which the Applicant has been assigned, and shall ensure that the Chair, or the Chair's designee, is kept closely informed as to his or her activities within the Medical Center.
- (b) Temporary privileges shall automatically terminate at the end of the designated period, unless earlier terminated by the Credentials Committee upon recommendation of the Department Chair, the President, the President-elect, the Associate Dean for Clinical Affairs or the Chief Executive Officer, or unless affirmatively renewed following the procedure set forth in Section 5.2.
- (c) Requirements for proctoring and monitoring may be imposed on such terms as may be appropriate under the circumstances upon any Member granted temporary privileges by the Chair or Vice Chair of the Credentials Committee after consultation with the Department Chair or his or her designee.
- (d) At any time, temporary privileges may be terminated by the Clinical Staff Executive Committee with the concurrence of the President. In such cases, the appropriate Department Chair shall assign a Member to assume responsibility for the care of such practitioner's patient(s). The wishes of the patient shall be considered in the choice of a replacement Member.
- (e) A person shall not be entitled to the procedural rights afforded by Article VIII because a request for temporary privileges is refused or because all or any portion of temporary privileges are terminated or suspended.

- (f) All persons requesting or receiving temporary privileges shall be bound by the Bylaws and Rules and Regulations of the Clinical Staff and the policies and procedures of the Medical Center.

6.4 Emergencies Caused by Natural Disasters, Bioterrorism or Other Unpredictable Events

In the case of unpredictable emergencies, including but not limited to those caused by natural disasters and bioterrorism, any clinician, to the degree permitted by his or her license and regardless of service or staff status or the lack thereof, shall perform services to save the life of a patient, using every facility of the Medical Center necessary, including the calling of any consultation appropriate or desirable. When the emergency situation no longer exists, any such clinician must apply for the staff privileges necessary to continue to treat the patient(s). In the event such privileges are denied or are not requested, the patient(s) shall be assigned to another Member.

6.5 Telemedicine Credentialing and Privileging

All Members who diagnose or treat patients via telemedicine link are subject to the credentialing and privileging processes of the organization that receives the telemedicine service.

ARTICLE VII CORRECTIVE ACTION

7.1 Criteria for Initiation

Clinical Privileges may be reduced, suspended or terminated for activities or professional conduct considered to be lower than the standards of the Medical Center and the Clinical Staff, or to be disruptive to operations of the Medical Center, or for violation of these Bylaws, directives of the Clinical Staff Executive Committee or the Operating Board, the Code of Conduct, the Rules and Regulations, or policies or procedures of the Medical Center or the applicable Clinical Department. Any person may provide information to a Department Chair, the Clinical Staff Executive Committee, the Chief Executive Officer, the Dean, the Associate Dean for Clinical Affairs, the President, the President-elect, the Operating Board or any member of the administration of the Medical Center about the conduct, performance, or competence of any Member. A request for initiation of investigation or action against such Member shall be made by written request from any other Member, including the President, or from the Chief Executive Officer. Upon receipt of a written request for investigation or action, the individual or entity that received such request shall immediately forward the matter to the Credentials Committee for investigation when the information provided indicates that such Member may have exhibited acts, demeanor, or conduct reasonably likely to be: (a) detrimental to patient safety or to the delivery of quality patient care; (b) unethical; (c) contrary to the Medical Center's policies and procedures applicable to patient care, the Medical Center Code of Ethics, or these Bylaws, or the Rules and Regulations, or the Code of Conduct; (d) disruptive to the operation of the Medical Center; (e) below applicable professional standards; or (f) the result of impairment

of the Member by reason of illness, use of drugs, narcotics, alcohol, chemicals or other substances or as a result of any physical or mental condition.

A copy of the written request for initiation also shall be provided to the affected Member and to the affected Member's Department Chair. If the Member exhibiting the behaviors listed above is a Department Chair, the Credentials Committee shall provide a copy of the request for initiation of investigation to the Dean.

7.2 Initiating Evaluation and/or Investigation of Possible Impairing Conditions

At any time, a Department Chair, the President, the President-elect, the Chief Executive Officer, the Dean, the Associate Dean for Clinical Affairs, or the Chair or Vice Chair of the Credentials Committee may request that a Member undergo a physical and/or mental examination(s) by one or more qualified practitioners of the Member's choice who are acceptable to the person or entity making the request. If no mutually acceptable examining qualified practitioner is agreed upon within ten (10) days of the initial request, the President shall designate such practitioner(s). If the Member refuses to undergo the examination, his/her Clinical Privileges shall be automatically terminated and there shall be no further consideration of continued privileges until the examination is performed. The Member shall authorize the qualified practitioner(s) to submit reports of the evaluation(s) to the Chair of the Credentials Committee, the Department Chair, the President, the President-elect, the Chief Executive Officer, the Dean, the Associate Dean for Clinical Affairs, and the person or entity requesting the examination(s). Any time limit for action by the Credentials Committee, as specified in Section 7.3 below, shall be extended for the number of days from the request for the examination(s) to the receipt of the examination report(s).

The Operating Board and the Clinical Staff Executive Committee recognize the need to assist Members regarding their physical and mental health issues as well as to protect patients from harm. Accordingly, upon the recommendation of the Department Chair, the President, the President-elect, the Dean, the Associate Dean for Clinical Affairs, or the Chief Executive Officer, or on its own initiative, the Credentials Committee shall investigate any Member who appears to suffer from a potentially impairing condition. Any such Member is encouraged to seek assistance from the IQ Health Virginia Faculty and Employee Assistance Program or any successor program thereto.

The purpose of the evaluation and investigation process concerning potential impairing conditions is assistance and rehabilitation, rather than discipline, to aid a Member in retaining or regaining optimal professional functioning, consistent with the protection of patients. If the Member in question seeks such assistance, the Credentials Committee shall report to the Clinical Staff Executive Committee that he/she is voluntarily seeking treatment and has agreed to appropriate monitoring.

If at any time during the diagnosis, treatment, or rehabilitation phase of the process it is determined that a Member is unable to safely perform the Clinical Privileges he or she has been granted, the Credentials Committee shall proceed in accordance with Sections 7.3 or 7.4, as

appropriate, below. Additionally, the Credentials Committee shall strictly adhere to any state or federal statutes or regulations containing mandatory reporting requirements.

7.3 Initiating Evaluation and Recommendation for Corrective Action

7.3.1 Investigation

Upon receipt of the request for initiation of corrective action, the Credentials Committee shall conduct a thorough investigation of the Member in question. The Member shall be notified in writing that an investigation is being conducted. The Member shall provide to the Credentials Committee all available information that it requests. Failure to provide such requested information will itself be considered grounds for corrective action. The Credentials Committee may, but is not obligated to, review medical files or other documents and conduct interviews with witnesses; however, such investigation shall not constitute a “hearing” as that term is used in Article VIII, nor shall the procedural rules with respect to hearings or appeals apply. The Credentials Committee may, in its sole discretion, request an interview with the Member under investigation and, during such interview, question the Member about matters under investigation. A record of such interview shall be made by the Credentials Committee. Within thirty (30) days of the receipt of the request for initiation of investigation, the Credentials Committee shall submit the recorded interview along with the report of the Committee’s recommendations to the Clinical Staff Executive Committee and the Chair of the Department in which the Member being investigated practices.

7.3.2 Recommendation

The Credentials Committee’s written recommendation to the Clinical Staff Executive Committee of action to be taken on the matter may include, without limitation:

- (a) determining that no further action is necessary on the matter;
- (b) issuing a warning, a letter of admonition, or a letter of reprimand;
- (c) recommending terms of probation or requirements of consultation;
- (d) recommending reduction, suspension or revocation of Clinical Privileges in accordance with Sections 7.4 and 7.5 herein;
- (e) recommending reduction of Clinical Staff category or limitation of any Staff prerogatives directly related to patient care;
- (f) recommending suspension or revocation of Clinical Staff membership;
- (g) recommending concurrent or retrospective monitoring;
- (h) requiring additional training;

- (i) requiring evaluation by a physician assessment organization or individual; or
- (j) requiring a proctor for all procedures.

Any corrective action in accordance with subsections (c) through (f) of this Section shall entitle the Member to the procedural rights provided in Article VIII of these Bylaws.

7.4 Summary Suspension

Whenever a Member's conduct reasonably appears to pose an imminent threat that requires that immediate action be taken to protect the health, life or well-being of patients or prospective patients, or any other person in or associated with the Medical Center, or whenever a Member's conduct reasonably appears to pose a substantial likelihood of harm to the life, health and safety of any patient or prospective patient, or the Member refuses to follow the policies, rules and regulations of the Clinical Staff and/or the Medical Center, the President, the President-elect, the Chair or Vice Chair of the Credentials Committee, or the Chief Executive Officer may summarily restrict or suspend the Clinical Staff membership or Clinical Privileges of such Member. Unless otherwise stated, such summary suspension shall become effective immediately upon imposition, and the person responsible shall promptly give written notice of the suspension or restriction to the Member in question, the Operating Board and the Clinical Staff Executive Committee. The summary restriction or suspension shall be limited in duration and shall remain in effect for the period stated or, if not so limited, shall remain in effect until resolved by the procedures specified in Article VIII. Unless otherwise indicated by the terms of the summary restriction or suspension, the President or his/her designee shall assign the patients of the Member in question to another Member.

Within five (5) working days of such suspension, a meeting of the Clinical Staff Executive Committee shall be convened to review and consider the action; provided, however, that the Clinical Staff Executive Committee may extend the period of review for good cause. Upon request, the Member may attend and make a statement concerning the issues under investigation, on such terms and conditions as the Clinical Staff Executive Committee may impose, although in no event shall any meeting of the Clinical Staff Executive Committee, with or without the Member, constitute a "hearing" within the meaning of Article VIII, nor shall any procedural rules apply except those adopted by the Clinical Staff Executive Committee. The Member's failure without good cause to attend any Clinical Staff Executive Committee meeting upon request shall constitute a waiver of his or her rights under Article VIII. The Clinical Staff Executive Committee may modify, continue, or terminate the summary restriction or suspension, but in any event it shall furnish the Member with notice of its decision.

Unless the Clinical Staff Executive Committee terminates the summary restriction or suspension within ten (10) days of such restriction or suspension, the Member shall be entitled to the procedural rights afforded by Article VIII of these Bylaws.

7.5 Automatic Suspension

In the following instances, the Member's privileges or Clinical Staff membership may be automatically suspended or limited, as specifically described by the President, the President-elect, the Chair or Vice Chair of the Credentials Committee or the Chief Executive Officer:

7.5.1 Change in Licensure

7.5.1.1 Revocation or Suspension

Whenever a Member's license authorizing practice in the Commonwealth of Virginia is revoked or suspended by the applicable health regulatory board, Clinical Staff membership and Clinical Privileges shall be automatically revoked or suspended as of the date such action becomes effective.

7.5.1.2 Probation and Other Restriction

If a Member's license authorizing practice in the Commonwealth of Virginia is placed on probation by the applicable health regulatory board, his or her membership status and Clinical Privileges shall automatically become subject to the same terms and conditions of the probation as of the date such action becomes effective and throughout its duration.

Whenever a Member's license authorizing practice in the Commonwealth of Virginia is limited or restricted by the applicable health regulatory board, any Clinical Privileges that the Member has been granted by the Medical Center that are within the scope of such limitation or restriction shall be automatically limited or restricted in a similar manner, as of the date such licensing or certifying authority's action becomes effective and throughout its duration.

7.5.2 Change in DEA Certificate Status

7.5.2.1 Revocation or Suspension

If a Member's DEA certificate is revoked, limited, or suspended, the Member in question shall automatically and correspondingly be divested of the right to prescribe medications covered by the certificate as of the date such action becomes effective and throughout its term.

7.5.2.2 Probation

If a Member's DEA certificate is subject to probation, the Member's right to prescribe such medications automatically shall become subject to the same terms of the probation, as of the date such action becomes effective and throughout its term.

7.5.3 Lack of Required Professional Liability Insurance

Failure to maintain professional liability insurance in amounts and of a type required by the Operating Board, as such amounts shall be defined from time to time, shall be a basis for automatic suspension of such Member's Clinical Privileges. If within 30 days after written warnings of such delinquency, the Member does not provide evidence of the required professional liability insurance, such Member's membership shall be automatically terminated.

7.5.4 Federal Program Exclusion

If a Member is convicted of a crime pursuant to the Medicare and Medicaid Protection Act of 1987, Pub. L. 100-93, or a crime related to the provision of health care items or services for which one may be excluded under 42 U.S.C. Section 1320a7(a), or is suspended, excluded, debarred or otherwise declared ineligible to participate in Medicare or Medicaid or other federal or state health care or other programs, such Member's membership and Clinical Privileges shall be automatically suspended as of the date such conviction or action with respect to the Medicare or Medicaid federal program becomes effective.

7.5.5 Loss of Faculty Appointment

If a Member's faculty appointment in the School of Medicine is terminated for any reason or for any length of time, his/her membership and Clinical Privileges within the Medical Center shall be automatically revoked or suspended as of the date such loss of faculty appointment becomes effective. Loss of faculty appointment shall not give rise to a hearing under Article VIII as such appointment is a prerequisite to membership. Due process procedures applicable to contesting the loss of a faculty appointment are set forth in the University of Virginia Faculty Handbook.

7.5.6 Article VIII Inapplicable

When a Member's privileges or membership is restricted pursuant to any of the circumstances set out in Section 7.5 above, the hearing and appeal rights of Article VIII shall not apply and the action shall be effective for the time specified. If the Member believes that any such automatic restriction of privileges is the result of an error, the Member may request a meeting with the Clinical Staff Executive Committee.

**ARTICLE VIII
HEARING AND APPELLATE REVIEW**

8.1 General Provisions

8.1.1 Right to Hearing and Appellate Review

- (a) When any Member receives notice of a recommendation of the Credentials Committee that, if approved by the Clinical Staff Executive Committee and the Operating Board, will adversely affect his or her appointment to or status as a Member or his or her exercise of Clinical Privileges, he or she shall be entitled to a hearing before a hearing committee appointed by the Clinical Staff Executive Committee. If the recommendation of the Clinical Staff Executive Committee following such hearing is still adverse to the affected Member, he or she shall then be entitled to an appellate review by the Operating Board or a committee appointed by the Chair of the Operating Board, before the Operating Board makes a final decision on the matter. Such review shall be made based on the evidentiary record, unless the Operating Board or the committee appointed by the Operating Board to hear the appeal requests additional information.
- (b) All hearings and appellate reviews shall be in accordance with the procedural safeguards set forth in Article VIII to assure that the affected Member is accorded all rights to which he or she is entitled.

8.1.2 Exhaustion of Remedies

If Adverse Action described in Section 8.2 is taken or recommended, the Applicant or Member must exhaust the remedies afforded by these Bylaws before resorting to legal action. For purposes of Article VIII, the term “Member” may include “Applicant”, as appropriate under the circumstances.

8.2 Grounds For Hearing

Except as otherwise specified in these Bylaws, the following recommended actions or actions shall be deemed Adverse Actions and constitute grounds for a hearing, if such action is based on professional conduct, professional competence, or character:

- (a) denial of Clinical Staff membership;
- (b) denial of Clinical Staff reappointment;
- (c) suspension of Clinical Staff membership;
- (d) revocation of Clinical Staff membership;

- (e) denial of requested Clinical Privileges (excluding temporary privileges);
- (f) involuntary reduction of current Clinical Privileges (excluding temporary privileges);
- (g) suspension of Clinical Privileges (excluding temporary privileges); or
- (h) termination of all Clinical Privileges (excluding temporary privileges and excluding loss of faculty appointment).

However, actions described in (b) through (h) of this Section that are the result of automatic suspension imposed pursuant to Section 7.5 of these Bylaws, shall not be considered an Adverse Action for purposes of Article VIII.

8.3 Requests For Hearing; Waiver

8.3.1 Notice of Proposed Action

In all cases in which a recommendation has been made as set forth in Section 8.2, the Chair or Vice Chair of the Credentials Committee shall send a Member affected by an Adverse Action written notice of (a) his or her right to a hearing if requested by him or her within thirty (30) days of the notice, (b) clear and concise reasons for the Adverse Action recommended, including the acts or omissions with which the Member is charged and a list of the medical charts in question, if applicable, and (c) his or her rights at such a hearing, including the hearing procedures described in Section 8.4. Such notice shall be sent by personal delivery or certified mail, return receipt requested.

8.3.2 Request for Hearing

The Member shall have thirty (30) days following receipt of notice of such action to request a hearing. The request shall be in writing addressed to the Chair of the Credentials Committee who shall transmit a copy to the Clinical Staff Executive Committee and to the Operating Board. Unless the Member is under summary suspension, he or she shall retain existing rights and privileges until all steps provided for in Sections 8.4 through 8.4.8 of Article VIII of these Bylaws below have concluded. If, however, the Member's reappointment term has lapsed, the Member's membership and privileges shall be suspended unless (i) the Clinical Staff Executive Committee extends the reappointment until the hearing is concluded, or (ii) the Member is reappointed according to final action by the Operating Board.

8.3.3 Waiver of Hearing

In the event the Member does not request a hearing within the time and manner described, the Member shall be deemed to have waived any right to a hearing and accepted the recommendation involved. The recommendation of the Credentials Committee shall then become final and effective as to the Member when it is approved by the Clinical Staff Executive Committee and the Operating Board.

8.3.4 Notice of Time, Place and Procedures for Hearing

Upon receipt of a request for hearing, the Chair of the Clinical Staff Executive Committee shall schedule a hearing and give notice to the Member of the time, place and date of the hearing. Each party shall provide the other with a list of witnesses within fifteen (15) days of the hearing date, unless both parties agree otherwise. Witness lists shall be finalized no later than five (5) days before the hearing. Unless extended by the Chair of the Hearing Entity, described in Section 8.3.5 below, the date of the commencement of the hearing shall be not less than thirty (30) days, nor more than ninety (90) days from the date of receipt of the request for a hearing; provided, however, that when the request is received from a Member who is under summary suspension, the hearing shall be held as soon as the arrangements may reasonably be made and provided further that the parties may agree to a mutually convenient date beyond the ninety (90) day period.

8.3.5 Hearing Entity

The Clinical Staff Executive Committee may, in its sole discretion, direct that the hearing be held: (1) before a panel of no fewer than five (5) Members who are appointed by the Clinical Staff Executive Committee and are not in direct economic competition with the Member involved, or (2) by an independent peer review panel from outside the Medical Center whose members are not in direct economic competition with the Member involved, or (3) a panel consisting of a combination of (1) and (2). Each type of panel described in the preceding sentence shall be referred to hereinafter as the "Hearing Entity." Knowledge of the matter involved shall not preclude a Clinical Staff Member from serving as a member of the Hearing Entity; however each member must certify at the time of appointment and also on the record at the hearing that any prior knowledge he or she may have does not preclude rendering a fair and impartial decision. The Clinical Staff Executive Committee shall designate the chair of the Hearing Entity. At least three-quarters of the members of the Hearing Entity shall be present when the hearing takes place and no member may vote by proxy.

8.3.6 Failure to Attend and Proceed

Failure without good cause of the affected Member to personally attend and proceed at such a hearing shall be deemed to constitute voluntary acceptance of the recommendations involved and his or her request for a hearing shall be deemed to have been withdrawn.

8.3.7 Postponements and Extensions

Once a request for hearing is initiated, postponements and extensions of time beyond the times permitted in these Bylaws may be permitted by the Hearing Entity, or its chairperson, acting upon its behalf. Such decisions are solely within the discretion of the Hearing Entity or its chairperson and may only be granted for good cause.

8.4 Hearing Procedure

8.4.1 Representation

The hearings provided for in these Bylaws are for the purpose of intra-professional resolution of matters bearing on professional conduct, professional competency or character. If requested by either the affected Member or the Credentials Committee in accordance with Section 8.4.2, however, both sides may be represented by legal counsel. The Hearing Entity shall have sole discretion to determine the role of attorneys, if any, present at the hearing, including, but not limited to, determinations whether the attorneys shall be allowed to speak on behalf of the person or entity he or she represents, or whether the attorney shall be limited to advising the person or entity he or she represents. In the absence of a request for legal counsel, the affected Member shall be entitled to be accompanied by and represented at the hearing only by a Member who is not also an attorney, and the Credentials Committee may appoint a representative who is not an attorney to present its recommendation. Nothing herein is intended to deprive the affected Member, Credentials Committee, or the Hearing Entity of the right to legal counsel in preparation for the hearing.

8.4.2 The Hearing Officer

The Clinical Staff Executive Committee may appoint a hearing officer to preside at the hearing. In the sole discretion of the Clinical Staff Executive Committee, the hearing officer may be an attorney qualified to preside over a quasi-judicial hearing. The hearing officer shall strive to assure that all participants in the hearing have a reasonable opportunity to be heard and to present relevant oral and documentary evidence in an efficient and expeditious manner, and that proper decorum is maintained. The hearing officer shall be entitled to determine the order of or procedure for presenting evidence and argument during the hearing and shall have the authority and discretion to make all rulings on questions that pertain to matters of law, procedure, or the admissibility of evidence. If the hearing officer determines that either side in a hearing is not proceeding in an efficient and expeditious manner, the hearing officer may take such discretionary action as seems warranted by the circumstances. If requested by the Hearing Entity, the hearing officer may participate in the deliberations of the Hearing Entity and be an advisor to it, but the hearing officer shall not be entitled to vote.

8.4.3 Record of the Hearing

An official reporter shall be present to make a record of the hearing proceedings. The cost of attendance of the reporter shall be borne by the Medical Center, but the cost of the transcript, if any, shall be borne by the party requesting it.

8.4.4 Rights of the Parties

Within reasonable limitations imposed by the hearing officer, the Credentials Committee, the Hearing Entity and the affected Member may call and examine witnesses for relevant testimony, introduce relevant exhibits or other documents, cross-examine or impeach witnesses who have testified orally on any matter relevant to the issues and otherwise rebut evidence. The Member may be called by the Credentials Committee or the Hearing Entity, as appropriate, and be examined as if under cross-examination.

- (a) Burden of Proof. The Credentials Committee shall appoint one of its members to represent it at the hearing, to present facts in support of its adverse recommendation and to examine witnesses. Where the issue concerns the denial of initial Clinical Staff membership, it shall be the obligation of the affected practitioner to present appropriate evidence in support of his or her application, but the Credentials Committee representative shall then be responsible for showing that evidence exists to support the decision and that the Credentials Committee appropriately exercised its authority under these Bylaws and other applicable rules or regulations of the Medical Center. In all other situations outlined in Section 8.2 above, it shall be the obligation of the Credentials Committee representative to present appropriate evidence in support of the adverse recommendation, but the affected Member shall then be responsible for supporting his or her challenge to the adverse recommendation by providing appropriate evidence showing that the grounds for the decision lacked support in fact or that such grounds or action based upon such grounds is either arbitrary or capricious.
- (b) Written Statement. Each party shall have the right to submit a written statement at the close of the hearing.
- (c) Written Decision. Upon completion of the hearing, the affected Member shall be informed in writing by the Clinical Staff Executive Committee of the recommendation of the Hearing Entity, including a statement of the basis for the recommendation, and shall be informed in writing of the decisions of the Clinical Staff Executive Committee and the Operating Board, including a statement of the basis for the decision.

8.4.5 Evidence

Judicial rules of evidence and procedure relating to the conduct of the hearing, examination of witnesses, and presentation of evidence shall not apply to a hearing conducted under Article VIII of these Bylaws. Any relevant evidence, including hearsay, 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. The Hearing Entity may question the witnesses or call additional witnesses if it deems such action appropriate. At its discretion, the Hearing Entity may request both parties to file written arguments.

8.4.6 Recess and Conclusion

After consultation with the Hearing Entity, the hearing officer may recess the hearing and reconvene the same at such times and intervals as may be reasonable, with due consideration for reaching an expeditious conclusion to the hearing. Upon conclusion of the presentation of oral and documentary evidence and the receipt of any closing written arguments, the hearing shall be closed.

8.4.7 Decision of the Hearing Entity

Within fifteen (15) days after final adjournment of the hearing, the Hearing Entity shall render a decision, which shall be accompanied by a report in writing and shall be delivered to the Clinical Staff Executive Committee. If the affected Member is currently under summary suspension, the Hearing Entity shall render a decision and report to the Clinical Staff Executive Committee within seven (7) days. A copy of the decision shall also be forwarded to the Operating Board and the affected Member. The report shall contain a concise statement of the reasons supporting the decision.

8.4.8 Decision of Clinical Staff Executive Committee and Operating Board

At its next regularly scheduled meeting, the Clinical Staff Executive Committee shall review the report and decision of the Hearing Entity and shall, within thirty (30) days of such meeting, give notice of its decision to the Operating Board and the Member. The Clinical Staff Executive Committee may affirm, modify or reverse the decision of the Hearing Entity.

8.4.9 Time for Appeal

Within ten (10) days after receipt of the decision of the Clinical Staff Executive Committee, the Member may request an appellate review. The decision shall be deemed to have been received by the Member: (a) three days after sent by prepaid, regular mail to the Member's address of record, (b) on the date a certified letter sent to the Member's address of record, return receipt requested, was received, (c) if hand delivered, the time of hand delivery, or (d) the date the decision was communicated orally to the affected Member by the Chair of the Clinical Staff Executive Committee. The request for appellate review must be in writing and shall be delivered to the Chair of the Operating Board through the Chief Executive Officer.

8.4.9.1 Waiver of Appeal

If a request for appellate review is not made within such ten (10) day period, the action or recommendation of the Clinical Staff Executive Committee shall be considered at the Operating Board's next regularly scheduled meeting. The Operating Board may affirm, modify, or reverse the decision of the Clinical Staff

Executive Committee. The decision of the Operating Board shall be a final action, and the affected Member shall be entitled to no further review.

8.4.10 Grounds for Appeal

Either party may request an appellate review. A written request for an appeal shall include an identification of the grounds for appeal, and a clear and concise statement of the facts in support of the appeal. The grounds for appeal from the decision following the hearing shall be: (a) substantial noncompliance with the procedures required by these Bylaws or applicable law, which noncompliance has created demonstrable prejudice; or (b) the decision was not supported by evidence based upon the hearing record or such additional information as may be permitted in the sole discretion of the Operating Board.

8.4.11 Time, Place and Notice

If an appellate review is to be conducted, the Operating Board shall, within a reasonable time after receipt of notice of appeal, schedule a review date and cause each side to be given notice of the time, place and date of the appellate review, including a time and place for oral argument if such has been requested and permitted pursuant to Section 8.4.14. The date of appellate review shall not be less than thirty (30) nor more than forty-five (45) days from the date of such notice; provided, however, that when a request for appellate review concerns a Member who is under summary suspension, the appellate review shall be held as soon as the arrangements may reasonably be made. The time for appellate review may be extended by the Chair of the Operating Board for good cause.

8.4.12 Written Statements by Member and Clinical Staff Executive Committee

The affected Member shall have access to the report, record and transcript of the Hearing Entity. He or she shall have the right to submit a written statement in his or her own behalf, in which those factual and procedural matters with which he or she disagrees, and the reasons for such disagreement, shall be specified. This written statement may cover any matters raised at any step in the procedure to which the appeal is related. Legal counsel may assist in the preparation of this statement. Such written statement shall be submitted to the Operating Board by certified mail, return receipt requested, by overnight courier such as Federal Express, or by hand delivery to the Chair of the Operating Board through the Chief Executive Officer at least fourteen (14) days prior to the scheduled date for the appellate review, with a copy provided to the other party. In response to the statement submitted by the affected Member, the Clinical Staff Executive Committee may also submit a written statement to the Operating Board and shall provide a copy of any such written statement to the affected Member. Any such written statement by the Clinical Staff Executive Committee shall be submitted at least seven (7) days prior to the scheduled date of such appellate review, by certified mail, return receipt requested, by overnight courier such as Federal Express, or by hand delivery to the affected Member. If the Clinical Staff Executive Committee requests the appeal, the same procedures shall be followed.

8.4.13 Appeal Board

The Operating Board may sit as the appeal board, or it may appoint an appeal board, which shall be composed of not less than two (2) members of the Operating Board. Knowledge of the matter involved shall not preclude any person from serving as a member of the appeal board, so long as that person did not take part in a prior hearing on the same matter. However, each member must certify that any prior knowledge he or she may have does not preclude rendering a fair and impartial decision. An attorney may assist the appeal board in the proceeding, but that attorney shall not be entitled to vote with respect to the appeal.

8.4.14 Appeal Procedure

The proceeding by the appeal board shall be in the nature of an appellate hearing based upon the record of the hearing before the hearing committee. However, if the affected Member makes a claim of extraordinary circumstances, the appeal board may, in its sole discretion, accept additional oral or written evidence. Such acceptance shall be limited to situations in which the affected Member presents an adequate foundational showing that such evidence could not have been made available to the Hearing Entity in the exercise of reasonable diligence and the affected Member's acknowledgement that such evidence will be subject to the same rights of cross-examination or confrontation provided at the previous hearing. If an adequate foundational showing is made, the appeal board may, in its sole discretion, remand the matter to the Hearing Entity for the taking of additional evidence and the issuance, if appropriate, of a modified decision. If a hearing to consider initial evidence is provided by the appeal board, the procedures set forth in Section 8.4 above, for hearings before the Hearing Entity, shall generally apply to hearings before the appeal board, except as modified by the appeal board.

Each party shall have the right to be represented by legal counsel in connection with the appeal, to present a written statement in support of his or her position on appeal and, in its sole discretion, the appeal board may allow each party to designate a representative to personally appear and make oral argument. The appeal board may thereupon conduct, at a time convenient to itself, deliberations outside the presence of the parties and their representatives. The appeal board shall present to the Operating Board its written recommendations whether the Operating Board should affirm, modify or reverse the decision of the Clinical Staff Executive Committee, or remand the matter to the Hearing Entity for further review and decision.

8.4.15 Decision by the Operating Board

- (a) Except as otherwise provided herein, within thirty (30) days after the conclusion of the appellate review proceeding, the Operating Board shall render a decision in writing and shall forward copies thereof to each party involved in the hearing.

- (b) The Operating Board may affirm, modify, or reverse the decision of the Clinical Staff Executive Committee, or remand the matter to the Hearing Entity or the Clinical Staff Executive Committee for reconsideration. If the matter is remanded to the Hearing Entity for further review and recommendation, such Hearing Entity shall conduct its review within seven (7) days and make its recommendations to the Operating Board. This further review and the time required to report back shall not exceed thirty (30) days except as the parties may otherwise agree, for good cause, as jointly determined by the Chair of the Operating Board and the Hearing Entity or Clinical Staff Executive Committee. The Operating Board shall thereafter make its final decision.
- (c) The decision of the Operating Board as reflected in paragraphs (a) or (b) above shall constitute final action.

8.4.16 Right to One Hearing and One Appeal

No Member shall be entitled to more than one evidentiary hearing and one appellate review on any matter that shall have been the subject of Adverse Action or recommendation.

ARTICLE IX OFFICERS OF THE CLINICAL STAFF

9.1 Identification of Officers

The Officers of the Clinical staff shall be:

- (a) President
- (b) President-elect

9.2 Qualifications of Officers

Officers must be Members of the Active Clinical Staff or Ph.D. Clinical Pathologist Staff at the time of their election and must remain Members in good standing during their term of office. Failure to maintain such status shall immediately create a vacancy in the office involved.

9.3 Nominations

All nominations for Officers shall be made by the Nominating Committee (which is described in Article XII of these Bylaws) with the concurrence of the Chief Executive Officer and the Dean. Any Member of the Active Clinical Staff or the Ph.D. Clinical Pathologist Staff may submit the name or names of any Member(s) of the Active Clinical Staff or Ph.D. Clinical Pathologist Staff to the Nominating Committee for consideration as an Officer candidate. The Nominating Committee shall nominate one or more candidates for each office at least thirty (30) days prior to the election.

The Nominating Committee shall report its nominations for Officers to the Clinical Staff Executive Committee, with the approval of the Chief Executive Officer and the Dean, prior to the election and shall mail or deliver the nominations to the Clinical Staff at least ten (10) days prior to the election. Nominations for Officers shall not be accepted from the floor at the time of the election.

9.4 Elections

The Officers shall be elected at the last Clinical Staff meeting of each Clinical Staff Year during which an election is required to be held as provided in Section 9.5. Only members of the Active Clinical Staff or Ph.D. Clinical Pathologist Staff shall be eligible to vote. Voting shall be by secret written ballot. A nominee shall be elected upon receiving a majority of the valid votes cast. If no candidate for office receives a majority vote on the first ballot, a run-off election shall be held promptly between the two candidates receiving the highest number of votes. In the case of a tie on the second ballot, a majority vote of the Clinical Staff Executive Committee shall decide the election by secret written ballot at its next meeting or a special meeting called for that purpose.

9.5 Terms of Office

The Officers shall take office on the first day of July following election to office. The Officers shall serve for terms of three (3) years, unless any one of them shall resign sooner or be removed from office. The Officers each shall be eligible for re-election for one additional three (3) year term.

9.6 Vacancies in Office

If there is a vacancy in the office of the President, the President-elect shall serve during the vacancy. If there is a vacancy in the office of the President-elect, the Clinical Staff Executive Committee shall appoint a Member of the Clinical Staff to serve as President-elect until a special election to fill the position shall occur at a special meeting of the Clinical Staff, called for such purpose, or at a regular Clinical Staff meeting. The replacement Officer shall serve out the term of the original Officer.

9.7 Removing Elected Officers

Elected Officers may be removed by a two-thirds (2/3) vote of the Members of the Active Clinical Staff, or by a majority vote of the Operating Board.

Permissible bases for removal of an elected Officer of the Clinical Staff include, but are not limited to:

- (a) failure to perform the duties of the position in a timely and appropriate manner;
- (b) failure to satisfy continuously the qualifications for the position;

- (c) having an automatic or summary suspension, or corrective action imposed that adversely affects the Officer's membership or privileges;
- (d) failure to follow the Clinical Staff Bylaws, Rules and Regulations, the Code of Conduct, or policies of the Medical Center; or
- (e) conduct or statements inimical or damaging to the best interests of the Clinical Staff or the Medical Center.

9.8 Duties of Officers

9.8.1 Duties of the President

The President shall be the spokesperson for the Clinical Staff and shall:

- (a) act in coordination and cooperation with the Chief Executive Officer in all matters of mutual concern within the Medical Center;
- (b) call, preside at, and be responsible for the agenda of all general meetings of the Clinical Staff;
- (c) subject to the desire by the Operating Board, serve on the Operating Board as a nonvoting advisory member;
- (d) serve as the Chair of the Clinical Staff Executive Committee and as ex-officio member of all other Clinical Staff committees;
- (e) represent the views, policies, needs and grievances of the Clinical Staff to the Operating Board, the Clinical Staff Executive Committee, and senior administration of the Medical Center, including the presentation to the Operating Board of an annual report of the Clinical Staff; and
- (f) oversee management of Clinical Staff affairs, including the Clinical Staff application process, committee performance, compliance with Joint Commission on Accreditation of Healthcare Organizations and licensure requirements as they pertain to clinical practice and physician and patient concerns regarding clinical services;
- (g) jointly with the Chief Executive Officer, appoint individuals to committees of the Clinical Staff, unless otherwise provided in these Bylaws; and
- (h) perform such other functions as may be assigned to him or her by these Bylaws, the Clinical Staff, the Clinical Staff Executive Committee or the Operating Board.

9.8.2 Duties of President-elect

The President-elect shall serve as the Chair of the Credentials Committee and the Vice-Chair of the Clinical Staff Executive Committee. In the absence of the President, the President-elect shall assume all the duties and have the authority of the President. The President-elect shall perform such other duties as the President may assign or as may be delegated by these Bylaws, the Clinical Staff Executive Committee or the Operating Board.

ARTICLE X CLINICAL STAFF EXECUTIVE COMMITTEE

10.1 Duties of the Clinical Staff Executive Committee

Subject to the overall authority of the Operating Board, the Clinical Staff Executive Committee shall be the executive committee of the Clinical Staff with the following duties:

- (a) monitor, oversee and, where appropriate, manage the quality of clinical care delivered within the Medical Center;
- (b) establish, review, and enforce the policies applicable to the Clinical Staff, including the Bylaws, Clinical Staff Rules and Regulations, the Code of Conduct, and all other Medical Center clinical policies regarding patient care;
- (c) control and monitor the membership of the Clinical Staff through oversight of the appointment, credentialing, and privileging process;
- (d) coordinate the activities and general clinical policies of the various Departments to ensure an institutional and integrated approach to patient care within the Medical Center;
- (e) oversee the functions of performance improvement of the professional services provided by the Clinical Staff within the Medical Center;
- (f) advise the Medical Center management regarding the allocation and distribution of clinical resources, including assignments of beds, clinics, operating rooms, and other elements that are important to efficient and effective medical care within the Medical Center;
- (g) provide Clinical Staff representation and participation in any Medical Center deliberation affecting the discharge of Clinical Staff responsibilities;
- (h) report to the Operating Board, as required, on the activities of the Clinical Staff Executive Committee and the Clinical Staff and makes specific recommendations to the Operating Board relating to the clinical efforts of the Medical Center;

- (i) approve the creation of and oversee committees of the Clinical Staff as necessary for compliance with accreditation standards, regulatory requirements and governance of the Clinical Staff;
- (j) receive and act on reports and recommendations from the Clinical Staff committees and Departments; and
- (k) perform such other duties as may be assigned to it by the Clinical Staff or the Operating Board.

10.2 Membership of the Clinical Staff Executive Committee

A majority of the members of the Clinical Staff Executive Committee shall be Members of the Active Clinical Staff of the Medical Center. The membership of the Clinical Staff Executive Committee shall consist of the following members, all of whom shall be voting members:

- President of the Clinical Staff
- President-elect of the Clinical Staff
- Chief Executive Officer of the Medical Center
- Chief Clinical Officer of the Medical Center
- Chief Operating Officer of the Medical Center
- Dean of the School of Medicine
- Associate Dean for Clinical Affairs
- Chairs of the clinical Departments of the Medical Center
- Four (4) Clinical Staff Representatives selected by the entire Clinical Staff as provided in Section 10.3.
- President of the Nursing Staff.

In addition, the President of the Housestaff Executive Council shall serve on the Clinical Staff Executive Committee as a non-voting, ex-officio member.

In the event that any of the positions listed above are renamed, then the newly named position shall be substituted automatically in lieu of the old position without the necessity for an amendment of these Bylaws.

10.3 Selection of the Clinical Staff Representatives

There shall be one Member representative on the Clinical Staff Executive Committee from each of the four following areas (the "Clinical Staff Representatives"):

- Primary Care (drawn from General Internal Medicine, General Pediatrics, General Obstetrics, Family Medicine, Regional Primary Care, and Community Medicine)
- Medical Specialties (drawn from Internal Medicine, Pediatrics, Neurology, Psychiatry, and PM&R)

- Surgical Specialties (drawn from Surgery, Orthopaedic Surgery, Neurological Surgery, Urology, Ophthalmology, Otolaryngology, Plastic Surgery, Dentistry, Dermatology, and Obstetrics and Gynecology)
- Hospital-Based Specialties (drawn from Anesthesiology, Pathology, Radiology, Radiation Oncology, and Emergency Medicine)

All Clinical Staff Representatives shall be Members of the Active Clinical Staff or the Ph.D. Clinical Pathologist Staff, but may not be Chairs of the clinical Departments of the Medical Center. For the first election of the Clinical Staff Representatives under these Bylaws, the President shall call a special meeting for the purpose of electing these Representatives. The Nominating Committee shall solicit nominations for the Clinical Staff Representatives from the Clinical Staff prior to the first election and thereafter prior to the last meeting of the Clinical Staff for any year in which elections of Clinical Staff Representations are required. The Nominating Committee shall nominate one or more candidates for each Clinical Staff Representatives at for which the term is ending. At the last meeting of the Clinical Staff Year, or at a meeting called for such purpose, each Member shall vote for one nominee from each of the areas enumerated above, for a total of four (4) votes. The nominee receiving the most votes in each of the four (4) enumerated areas shall become the Clinical Staff Representatives of the Clinical Staff Executive Committee.

Each Clinical Staff Representative shall serve for a term of three (3) years and shall serve until the earlier to occur of (a) the end of such period and until his or her successor is appointed, or (b) the resignation or removal of such Clinical Staff Representative; provided however, for the first election of the Clinical Staff Representatives which occurs at a time other than the last meeting of the Clinical Staff Year, the Clinical Staff Representatives shall be elected to serve for the remainder of the Clinical Staff Year in which the election occurs and for two (2) successive Clinical Staff Years thereafter. A Clinical Staff Representative may be removed upon a two-thirds ($\frac{2}{3}$) vote of the Clinical Staff or upon a majority vote of the Operating Board. No Clinical Staff Representative shall serve on the Clinical Staff Executive Committee in the capacity of Clinical Staff Representative for more than two (2) consecutive terms.

10.4 Meetings of the Clinical Staff Executive Committee

The Clinical Staff Executive Committee shall meet monthly at a time and place as designated by the Chair of the Clinical Staff Executive Committee. Fifty-one percent (51%) of the membership of the Clinical Staff Executive Committee shall constitute a quorum. Attendance at the Clinical Staff Executive Committee meetings is not assignable for voting purposes. A substitute may attend a meeting but may not vote by proxy and will not count in the quorum.

10.5 Duties of the Chair of the Clinical Staff Executive Committee

The President shall serve as the Chair of the Clinical Staff Executive Committee. The duties of the Chair are to:

- (a) set the agenda for meetings of the Clinical Staff Executive Committee;

- (b) preside at the meetings of the Clinical Staff Executive Committee;
- (c) jointly with the Chief Executive Officer, coordinate and appoint committee members to all standing, special and multi-disciplinary committees of the Clinical Staff Executive Committee;
- (d) report quarterly to the Clinical Staff on the activities of the Clinical Staff Executive Committee;
- (e) in conjunction with the Chief Executive Officer, appoint individuals to serve on the Clinical Staff Committees described in Article XII or otherwise created by the Clinical Staff Executive Committee; and
- (f) report to the Operating Board, as required, on the activities of the Clinical Staff Executive Committee and the Clinical Staff.

10.6 Duties of the Vice Chair of the Clinical Staff Executive Committee

The President-elect shall serve as the Vice Chair of the Clinical Staff Executive Committee. The duties of the Vice Chair are to:

- (a) preside at the meetings of the Clinical Staff Executive Committee in the absence of the Chair;
- (b) assume all the duties and have the authority of the Chair in the event of the Chair's temporary inability to perform his/her duties due to illness, absence from the community or unavailability for any other reason;
- (c) assume all the duties and have the authority of the Chair in the event of his/her resignation as until such time as a successor is designated; and
- (d) perform such other duties as may be assigned by the Chair.

10.7 Duties of the Secretary of the Clinical Staff Executive Committee

The Chair of the Clinical Staff Executive Committee shall appoint a Secretary of the Clinical Staff Executive Committee from among its membership. The duties of the Secretary are to:

- (a) keep accurate and complete minutes of the meetings of the Clinical Staff Executive Committee;
- (b) maintain a roster of the members of the Clinical Staff Executive Committee;
- (c) send notices of meetings to the members of the Clinical Staff Executive Committee;

- (d) attend to all correspondence of the Clinical Staff Executive Committee; and
- (e) perform such other duties as ordinarily pertain to the office of secretary.

ARTICLE XI CLINICAL DEPARTMENTS

11.1 Organization of Clinical Departments

- (a) The Medical Center and the School of Medicine are components of an academic Medical Center at the University of Virginia. The Members of the Clinical Staff of the Medical Center have faculty appointments in the School of Medicine, and all Active Clinical Staff are required to have faculty appointments in the School of Medicine as a condition of appointment to the Active Clinical Staff. Exceptions to this requirement will be considered only when practitioners are requesting temporary privileges under emergency circumstances to meet patient care needs as provided in the Bylaws or such other exceptional circumstances as may be approved by the Dean, the President and the Chair of the Credentials Committee.
- (b) The Clinical Staff is divided into clinical Departments, and some Departments are further subdivided into clinical Divisions. Each Department is organized as a separate component of the Clinical Staff and shall have a Chair selected and entrusted by the Dean, with the authority, duties and responsibilities specified in Section 11.6. A Division of a Department is directly responsible to the Department within which it functions, and each Division has a Division Chief selected and entrusted with the authority, duties and responsibilities specified in Section 11.10.
- (c) Departmental status, including the creation, elimination, modification or combination thereof, shall be designated by the Dean. Division status shall be designated upon recommendation of the Chair or Chairs of the applicable Department(s) and approved by the Dean.

11.2 Current Departments and Divisions

11.2.1 Departments

The current clinical Departments are:

- (a) Anesthesiology
- (b) Dentistry
- (c) Dermatology
- (d) Emergency Medicine
- (e) Family Medicine
- (f) Internal Medicine
- (g) Neurological Surgery

- (h) Neurology
- (i) Obstetrics and Gynecology
- (j) Ophthalmology
- (k) Orthopaedic Surgery
- (l) Otolaryngology – Head and Neck Surgery
- (m) Pathology
- (n) Pediatrics
- (o) Physical Medicine and Rehabilitation
- (p) Plastic and Maxillofacial Surgery
- (q) Psychiatric Medicine
- (r) Radiation Oncology
- (s) Radiology
- (t) Surgery
- (u) Urology

11.2.2 Other Clinical Enterprises

For purposes of these Bylaws, Community Medicine and Regional Primary Care shall be treated as “Departments.” The Associate Dean for Clinical Affairs shall be considered the “Chair” of Community Medicine, and the Medical Director of Regional Primary Care shall be considered the “Chair” of Regional Primary Care. The Operating Board may designate other clinical enterprises within the Medical Center from time to time that shall be considered Departments for purposes of these Bylaws. In such event, the Operating Board shall designate the person to serve as “Chair.”

11.3 Assignments

Each Member shall be assigned to at least one Department, and if applicable, to a Division within such Department. Members may be granted membership and/or Clinical Privileges in more than one Department or Division consistent with practice privileges granted. For Members with dual appointments, the Chairs from each Department shall sign off on the faculty appointment and recommendation of Clinical Privileges.

11.4 Functions of Departments and Divisions

The general functions of each Department and Division, as applicable, include:

- (a) conducting patient care reviews for the purpose of analyzing and evaluating the quality and appropriateness of care and treatment provided to patients within the Department and Division. The number of such reviews to be conducted during the year shall be as determined by the Clinical Staff Executive Committee in consultation with other appropriate committees. The Department, and as applicable, the Division, shall routinely collect information about important aspects of patient care provided in the Department or Division, periodically assess this information, and develop objective criteria for use in evaluating patient care. Patient care reviews shall include all clinical work performed

- under the jurisdiction of the Department or Division, regardless of whether the Member whose work is subject to such review is a member of that Department or Division;
- (b) recommending to the Credentials Committee guidelines for the granting of Clinical Privileges and the performance of specified services within the Department or Division;
 - (c) evaluating and making appropriate recommendations regarding the qualifications of Applicants seeking appointment or reappointment and Clinical Privileges within that Department or Division. Each Chair and each Division Head shall sign off on clinical privileging recommendations for members of their Department and Division and each must provide documentation, consistent with guidelines established by the Credentials Committee of Departmental and Divisional peer review and assessment that supports the request for Clinical Privileges;
 - (d) reviewing and evaluating departmental adherence to Clinical Staff and Medical Center policies and procedures and sound principles of clinical practice;
 - (e) coordinating and integrating patient care provided by the Department's or Division's members with patient care provided in other Departments or Divisions and with nursing and ancillary patient care services;
 - (f) submitting written reports to the Clinical Staff Executive Committee concerning: (i) the Department's or Division's review and evaluation of activities, actions taken thereon, and the results of such actions; and (ii) recommendations for maintaining and improving the quality of care provided in the Department or Division and the Medical Center;
 - (g) having at least quarterly meetings for the purpose of considering patient care review findings and the results of the Department's other review and evaluation activities, as well as reports on other Department and Clinical Staff functions;
 - (h) establishing such committees or other mechanisms as are necessary and desirable to perform properly the functions assigned to it, including proctoring protocols;
 - (i) taking appropriate action when important problems in patient care and clinical performance or opportunities to improve care are identified;
 - (j) accounting to the Clinical Staff Executive Committee for all professional and Clinical Staff administrative activities within the Department;
 - (k) appointing such committees as may be necessary or appropriate to conduct Department functions;
 - (l) formulating recommendations for Departmental or Division rules and regulations reasonably necessary for the proper discharge of its responsibilities subject to approval by the Clinical Staff Executive Committee;

- (m) encouraging the continuing education of Members of the Clinical Staff in the Department; and
- (n) making recommendations for space and other resources needed by the Department and its Divisions.

11.5 Department Chairs

- (a) Each Department other than Community Medicine and Regional Primary Care shall have a Chair who is a Member of the Active Clinical Staff and is appointed by the Dean of the School of Medicine. Department Chairs shall be certified as diplomats of their specialty board or be equivalently qualified. Each Chair shall report to the Dean and shall be accountable to the Clinical Staff Executive Committee for all clinical matters in his or her Department.
- (b) Community Medicine and Regional Primary Care shall report to the Associate Dean for Clinical Affairs.

11.6 Duties of Department Chairs

Each Chair has the following authority, duties, and responsibilities and shall otherwise perform such duties as may be assigned to him or her:

- (a) act as presiding officer at Departmental meetings;
- (b) report to the Dean and be accountable to the Clinical Staff Executive Committee regarding all professional and administrative activities within the Department;
- (c) make recommendations regarding the overall medical policies of the Clinical Staff and the Medical Center, and make specific recommendations and suggestions regarding his or her Department and Divisions therein;
- (d) transmit to the Credentials Committee the Department's recommendations concerning Member appointment and classification, reappointment, criteria for Clinical Privileges, monitoring of specified services, and corrective action with respect to Members with Clinical Privileges in his or her Department. Chairs shall maintain files on each of their faculty with Clinical Privileges that includes documentation of peer review conducted that supports the specifically delineated Clinical Privileges requested and granted;
- (e) implement within his or her Department appropriate actions taken by the Clinical Staff Executive Committee or the Operating Board;
- (f) generally monitor the quality of patient care and professional performance rendered by Members with Clinical Privileges in the Department through a planned and systematic process, and oversee the effective conduct of the patient care, evaluation, and monitoring

functions delegated to the Department by the Clinical Staff Executive Committee, the Dean or the President;

- (g) develop and implement Departmental programs for retrospective patient care review, ongoing monitoring of practice, credentials review and privileges delineation, medical education, utilization review, and quality assurance, all as part of the peer review process;
- (h) assure compliance with these Bylaws, Clinical Staff Rules and Regulations, Medical Center policies and the Code of Conduct within his or her Department;
- (i) participate in every phase of administration of his or her Department, including cooperation with the nursing service and the Medical Center administration in matters such as personnel, supplies, and special regulations, standing orders, and techniques;
- (j) assist in the preparation of such annual reports, including budgetary planning, pertaining to his or her Department as may be required by the Clinical Staff Executive Committee;
- (k) be responsible for the teaching, education and research programs in his or her Department; and
- (l) perform such other duties commensurate with the office as may from time to time be reasonably requested by the Dean, the President or the Clinical Staff Executive Committee.

11.7 Committees of the Department

The affairs of each Department may be delegated to a designee or to a committee of Department members appointed by the Chair of the Department.

11.8 Division Chiefs

Each Division shall have a Chief who shall be a Member of the Active Clinical Staff and a member of the Division which he or she is to head, and shall be qualified by training, experience and demonstrated current ability in the clinical area covered by the Division. The Chair of the Department in which the Division functions shall select and remove the Division Chief, and the Division Chief either reports to the Chair of the Department or directly to the Dean in some cases. Division Chiefs shall be certified as diplomates of their specialty Board or be equivalently qualified.

11.9 Duties of Division Chiefs

Each Division Chief shall:

- (a) act as presiding officer at Division meetings;

- (b) assist in the development and implementation, in cooperation with Department Chairs, of programs to carry out the quality review and evaluation and monitoring functions of the Division;
- (c) evaluate the clinical work performed in the Division;
- (d) conduct investigations and submit reports and recommendations to the Department Chair regarding the Clinical Privileges to be exercised within his or her Division by Members of, or Applicants to, the Clinical Staff;
- (e) submit reports of the activities of his or her Division to the Department Chair as required by the Department Chair; and
- (f) perform such other duties commensurate with the office as may from time to time be reasonably requested by the Department Chair, the Dean, or the Clinical Staff Executive Committee.

ARTICLE XII CLINICAL STAFF STANDING COMMITTEES

12.1 Structure

The standing Committees of the Clinical Staff are as set forth in these Bylaws.

12.1.1 Reporting and Accountability to Clinical Staff Executive Committee

All Clinical Staff Committees report, and are accountable, to the Clinical Staff Executive Committee. The Chair of each Clinical Staff Committee shall report its activities to the Clinical Staff Executive Committee by submitting to it a copy of the minutes of each meeting, or as it is otherwise requested by the Chair or Vice Chair of the Clinical Staff Executive Committee, or as otherwise provided by these Bylaws.

12.1.2 Membership

The membership of the Clinical Staff Committees may consist of Members, Allied Health Professionals, Medical Center administration and administrative staff members, and other professional staff of the Medical Center appointed as provided in these Bylaws. The President and the Chief Executive Officer shall be ex-officio members of all Clinical Staff Committees unless otherwise provided in these Bylaws.

12.1.3 Appointments

Except as otherwise provided in these Bylaws, all chairpersons and members of Clinical Staff Committees shall be appointed jointly by the President and the Chief Executive Officer. Appointments to Clinical Staff Committees shall be for an indefinite period,

subject to the discretion of the President and the Chief Executive Officer, or the resignation of the Clinical Staff Committee member.

12.1.4 Quorum, Voting and Meetings

A quorum for each Clinical Staff Committee shall be thirty percent (30%) of the members currently serving. All voting and decisions must occur in meetings of the Clinical Staff Committee and paper ballots shall not be allowed. Except as otherwise provided in these Bylaws, all Clinical Staff Committees shall meet at least quarterly and as otherwise called by the chair of the Clinical Staff Committee.

12.2 Bylaws Committee

The Bylaws Committee shall ensure that the Bylaws of the Clinical Staff are consistent with the Medical Center's operational needs, JCAHO Standards and the policies of the Clinical Staff Executive Committee and the Operating Board. In performing this function, the Bylaws Committee shall: (a) review the Bylaws on at least on an annual basis; (b) review proposed Bylaws amendments that may be proposed by Members of the Clinical Staff; (c) develop draft revisions and recommendations regarding proposed amendments to the Bylaws; (d) present proposed revisions to the Clinical Staff Executive Committee and the Operating Board for review and approval; and (e) provide each Member a current copy of the Bylaws.

The Bylaws Committee shall meet as necessary but not less than once per year.

12.3 Credentials Committee

The Credentials Committee shall review and evaluate the qualifications of each Applicant for initial appointment, reappointment or modification of appointment to the Clinical Staff in accordance with the procedures outlined in the Clinical Staff Credentialing and Privileging Manual and Resource Guide and these Bylaws. The Credentials Committee shall recommend to the Clinical Staff Executive Committee and the Operating Board appointment or denial of all Applicants to the Clinical Staff.

The Credentials Committee shall also serve as the investigatory body for all matters set forth in Article VII of these Bylaws.

The President-Elect shall serve as chair of the Credentials Committee.

12.4 Nominating Committee

The Nominating Committee shall provide nominees for Officers of the Clinical Staff and shall provide nominees for the Clinical Staff Representatives, as provided in these Bylaws. The Nominating Committee shall consist of (i) the immediate past president of the Clinical Staff, who shall serve as Chair of the Nominating Committee, and (ii) six (6) Members of the Active Clinical Staff chosen by the President, subject to confirmation by the Chief Executive Officer

and the Dean. The Nominating Committee shall include at least one Member from each of the Departments of Internal Medicine, Pediatrics and Surgery.

12.5 Other Committees

The Clinical Staff Executive Committee may designate such other standing committees of the Clinical Staff as may be necessary from time to time for compliance with accreditation standards, regulatory requirements and governance of the Clinical Staff. In such event, each such committee shall be subject to the provisions of Section 12.1. In addition, the Medical Center may create, from time to time, any committees deemed necessary.

ARTICLE XIII MEETINGS OF THE CLINICAL STAFF

13.1 Regular and Annual Meetings

Regular meetings of the Clinical Staff shall be held quarterly, and the last quarterly meeting of the fiscal year shall be called the Annual Meeting of the Clinical Staff.

13.1.1 Notice

One week prior to the time of the meeting a written or printed notice shall be delivered either personally, by mail, or by electronic mail to each Member stating the date, time and place of the meeting. The attendance of a Member at a meeting shall constitute a waiver of notice of such meeting.

13.1.2 Order of Business

The order of business at any regular Clinical Staff meeting shall be determined by the President of the Clinical Staff in consultation with the Clinical Staff Executive Committee. The agenda shall include, insofar as feasible:

- (a) call to order by the President or his/her designee, who shall chair the meeting;
- (b) acceptance of the minutes of the last regular and of all special meetings of the Clinical Staff;
- (c) report from the Clinical Staff Executive Committee;
- (d) announcements;
- (e) unfinished business;
- (f) reports of committees;
- (g) new business; and

(h) adjournment.

13.2 Special Meetings

The President or President-elect of the Clinical Staff, the Chief Executive Officer, the Clinical Staff Executive Committee, or the Operating Board may call a special meeting of the Clinical Staff at any time. The President of the Clinical Staff shall call a special meeting within fourteen (14) days after receipt by him or her of a written request for same signed by not less than fifteen percent (15%) of the Active Clinical Staff and stating the purpose for such meeting.

At least twenty-four (24) hours prior to the meeting a written or printed notice stating the date, time and place of the special meeting of the Clinical Staff shall be delivered, either personally, by mail, or by electronic mail to each Member. The attendance of a Member at a meeting shall constitute a waiver of notice of such meeting. No business shall be transacted at any special meeting except that stated in the notice calling the meeting.

13.3 Quorum

The presence of twenty percent (20%) of the combined Active and Ph.D. Clinical Pathologist Staffs at any regular or special meeting shall constitute a quorum. No official business may be taken without a quorum.

13.4 Attendance Requirements

Each Member of the Active and Ph.D. Clinical Pathologist Staffs is encouraged to attend fifty percent (50%) of all regular Clinical Staff meetings in each year unless unusual circumstances prevent their attendance. Attendance at special meetings will be counted toward the attendance requirement. The Visiting Clinical Staff are encouraged to but are not required to attend. A Member of the Active or Ph.D. Clinical Pathologist Staff who is compelled to be absent from any regular Clinical Staff meeting shall promptly submit to the President of the Clinical Staff, in writing, his/her reason for such absence. Unless excused for cause by the President of the Clinical Staff, the failure to meet the foregoing annual attendance requirements shall be grounds for corrective action as outlined in Article VII herein, which may lead to revocation of Clinical Staff membership. Reinstatement of Members whose membership has been revoked because of absence from Clinical Staff meetings shall be made only upon application, and all such applications shall be processed in the same manner as applications for original appointment.

ARTICLE XIV CONFIDENTIALITY, IMMUNITY, AND RELEASES

14.1 Authorization and Conditions

By applying for or exercising Clinical Privileges within this Medical Center, Applicant:

- (a) authorizes representatives of the Medical Center and Clinical Staff to solicit, provide, and act upon information bearing upon, or reasonably believed to bear upon, the Applicant's professional ability and qualifications;
- (b) authorizes persons and organizations to provide information concerning such Applicant to the Clinical Staff;
- (c) agrees to be bound by the provisions of this Article and to waive all legal claims against any representative of the Clinical Staff or the Medical Center who acts in accordance with the provisions of this Article; and
- (d) acknowledges that the provisions of this Article are express conditions to an application for Clinical Staff membership, the continuation of such membership, and to the exercise of Clinical Privileges at the Medical Center.

14.2 Confidentiality of Information; Breach of Confidentiality

- (a) Clinical Staff, Department, Division, Committee or any other applicable minutes, files, and records, including information regarding any Member or Applicant to this Clinical Staff shall, to the fullest extent permitted by law, be confidential. Dissemination of such information and records shall only be made where permitted by law, or pursuant to officially adopted policies of the Clinical Staff, or, where no officially adopted policy exists, only with the express approval of the Clinical Staff Executive Committee or its designee, or to the appropriate University personnel and officers in connection with the discharge of their official duties.
- (b) Because effective peer review and consideration of the qualifications of Members and Applicants to perform specific procedures must be based on free and candid discussions, any breach of confidentiality of the discussions or deliberations of Clinical Staff Departments, Divisions, or committees, is outside appropriate standards of conduct for this Clinical Staff and will be deemed disruptive to the operations of the Medical Center. If it is determined that such a breach has occurred, the Clinical Staff Executive Committee may undertake such corrective action as it deems appropriate.

14.3 Immunity from Liability

14.3.1 For Action Taken

Each representative of the Clinical Staff and the Medical Center shall be immune, to the fullest extent permitted by law, from liability to an Applicant or Member for damages or other relief for any action taken or statements or recommendations made within the scope of his or her duties as a representative of the Clinical Staff or Medical Center.

14.3.2 For Providing Information

Each representative of the Clinical Staff and the Medical Center and all third parties shall be immune, to the fullest extent permitted by law, from liability to an Applicant or Member for damages or other relief by reason of providing information to a representative of the Clinical Staff or Medical Center concerning such person who is, or has been, an Applicant to or Member of the Clinical Staff or who did, or does, exercise Clinical Privileges or provide services at this Medical Center. For the purpose of this Article XIV, "third parties" means both individuals and organizations from whom information has been requested by an authorized representative of the Clinical Staff, the Clinical Staff Executive Committee, the Operating Board or the Board of Visitors.

14.3.3 Activities and Information Covered

The confidentiality and immunity provided by this Article shall apply to all acts, communications, reports, recommendations, or disclosures performed or made in connection with this or any other health care facility's or organization's activities concerning, but not limited to:

- (a) corrective action, including summary or automatic suspension;
- (b) hearings and appellate reviews;
- (c) medical care evaluations;
- (d) utilization reviews;
- (e) other Medical Center, Department, or Division, committee, or Clinical Staff activities related to monitoring and maintaining quality patient care and appropriate professional conduct;
- (f) peer review activities and organizations, the Virginia Board of Medicine, the National Practitioner Data Bank pursuant to HCQIA, and similar reports.

The acts, communications, reports, recommendations, and disclosure referred to in this Section may relate to a practitioner's professional qualifications, clinical competency, character, mental and emotional stability, physical condition, ethics, malpractice claims and suits, and any other matter that might directly or indirectly have an effect on patient care.

14.4 Releases

Each Applicant or Member shall, upon request of the Clinical Staff or Medical Center, execute general and specific releases in accordance with the express provisions and general intent of this

Article. Execution of such releases shall not be deemed a prerequisite to the effectiveness of this Article.

**ARTICLE XV
ADOPTION AND AMENDMENT OF BYLAWS**

15.1 Adoption of These Amended and Restated Bylaws

These Amended and Restated Bylaws shall be adopted at any regular or special meeting of the Clinical Staff upon a two-thirds (2/3) vote of the Members eligible to vote who are present at the meeting at which a quorum is present. Upon adoption by the Clinical Staff, these Bylaws shall be forwarded to the Operating Board for approval, and shall become effective immediately upon such approval.

15.2 Amendment

15.2.1 Annual Update

The Clinical Staff Bylaws shall be reviewed at least annually by the Bylaws Committee and updated as necessary.

15.2.2 Process for Amendment

- (a) Consideration shall be given to amendment of these Bylaws upon the request of the President, the President-elect, the Chief Executive Officer, the Clinical Staff Executive Committee, the Operating Board, or upon a written petition signed by at least ten percent (10%) of the Members entitled to vote, or upon recommendation by the Bylaws Committee.
- (b) All proposed amendments to the Bylaws shall be delivered to the Clinical Staff Executive Committee, which shall, on behalf of the Clinical Staff, review and approve, disapprove, or offer modification, as appropriate.
- (c) Any amendment(s) to the Bylaws adopted by the Clinical Staff Executive Committee shall be submitted to the Operating Board for review and approval, disapproval or modification, as appropriate.
- (d) Amendments to these Bylaws shall become effective only upon approval by the Clinical Staff Executive Committee and the Operating Board. Neither the Clinical Staff Executive Committee nor the Operating Board may unilaterally amend the Bylaws.

15.3 Distribution of Bylaws

Each Member shall be provided with a copy of these Amended and Restated Clinical Staff Bylaws. If at any time amendments are made to the Bylaws, each Member shall be provided with a copy of such amendments.

ARTICLE XVI
RULES AND REGULATIONS

The Clinical Staff Executive Committee shall adopt such Rules and Regulations for the Clinical Staff as may be necessary to implement more specifically the general principles found within these Bylaws, including those relating to the proper conduct of the Clinical Staff and appropriate clinical standards for the provision of quality patient care, subject to approval of the Operating Board. The Rules and Regulations may be amended by the Clinical Staff Executive Committee, subject to the approval of the Operating Board.