BYLAWS REVISION PROJECT

Presented by Bylaws Committee Chair
Janice Chen, MD
WHAT is the Bylaws Revision Project? A complete revision of our existing governing documents.

WHY revise the existing bylaws? The drive for major Bylaws revisions and for a new set of Bylaws was initiated by your Medical Staff Officers over the past three to four years. Medical Staff and Medical Staff Services (MSS) leaders have struggled to follow our current Bylaws in various governance and performance improvement situations.

BACKGROUND and PROCESS
- The Bylaws Committee obtained sets of Bylaws from a larger hospital in Alaska and several outside of Alaska (most of them are almost identical as Bylaws language is not unique).
- The Bylaws Committee obtained a quote from an independent health law firm in early 2020 which was between $50-90K.
- The Bylaws Committee Chair asked administration to pay the legal fees.
- The Bylaws Committee and Administration agreed to using internal resources, with an external consultant, to do the majority of the work based on other facilities’ bylaws as a template. This helped reduce the overall cost of the project while still accomplishing the goal.
COMMITTEE MEMBERS

- Janice Chen, MD (Chair) – Radiology
- Terry Bateman, MD – Anesthesiology
- Michael Swenson, MD – Internal Medicine
- Catherine Hompesch, MD – Internal Medicine
- Celina Clift, MD – Pediatrics
- Sam Kim, MD – Surgery/ENT
- Sadie Marden, MD – OB/GYN
- Angelique Ramirez, MD - CMO

OTHER PARTICIPANTS

- Karen Huff – MSS Sr. Manager
- Carrie Junke, CPCS – MSS Sr. Coordinator
- Robin Fowler – Internal Legal Consultant
- Alissa Smith - Dorsey & Whitney LLC; External Legal Health Law Consultant
  - Ms. Smith is the legal consultant the Medical Staff has used for the past two years whenever there were Bylaws or governance questions
**PROJECT OUTLINE**

**Bylaws Draft**
- C. Junke drafts BYLAWS from templates (with legal input as required)
- Bylaws Committee Subgroup reviews & revises
- Bylaws Committee at large reviews & revises
- MEC reviews & provides feedback
- General Medical Staff reviews & provides feedback*

**Credentialing Policy**
- C. Junke drafts CREDENTIALING POLICY and revises BYLAWS from templates (with legal input as required)
- Bylaws Committee Subgroup reviews & Revises
- Bylaws Committee at large reviews & revises
- MEC reviews & provides feedback
- General Medical Staff reviews & provides feedback*

**Organizational Manual**
- C. Junke drafts ORGANIZATIONAL MANUAL and revises BYLAWS (and Credentialing Policy as needed) from templates (with legal input as required)
- Bylaws Committee Subgroup reviews & Revises
- Bylaws Committee at large reviews & revises
- MEC reviews & provides feedback
- General Medical Staff reviews & provides feedback*

**New set of governing documents:**
- Bylaws
- Credentialing Policy
- Organizational Manual

*General medical staff input opportunities provided earlier in process as well*
ARTICLE 10—MEDICAL STAFF LEADERS

10.A. OFFICERS OF THE STAFF
The officers of the STAFF shall include:
(1) Chief of Staff
(2) Chief of Staff Elect
(3) Secretary/Treasurer
(4) Member-at-Large
(5) Immediate Past Chief of Staff

10.B. TERM OF OFFICE
Officers will serve two-year terms.

10.C. QUALIFICATIONS
To be eligible for a leadership position, MEDICAL STAFF members must satisfy the criteria set forth in this section initially and continuously throughout their term. Exceptions may be granted to these qualification requirements if recommended by the Leadership Council and approved by the Board.

The MEDICAL STAFF member must:
(1) Be an Active STAFF member in Good Standing as defined in these Bylaws;
(2) Have no pending or past adverse recommendations regarding appointment or privileges;
(3) Demonstrate an ability to work well with others;
(4) Be committed to performing duties and responsibilities of the position;
(5) Have leadership experience or participation in performance improvement committees;
(6) Participate in leadership training as determined by the Leadership Council; and
(7) Disclose any conflicts of interest related to the position.

10.D. NOMINATION AND ELECTION OF OFFICERS
(1) NOMINATIONS:
(a) The Leadership Council will submit a list of qualified candidates for each vacant position to the EXECUTIVE COMMITTEE at least 60 days prior to an election. Any voting member of the MEDICAL STAFF may submit additional nominations to the EXECUTIVE COMMITTEE at least 45 days prior to the election.
(b) The EXECUTIVE COMMITTEE will review and determine if the candidates meet the eligibility criteria to hold a leadership position as outlined in this section.
(c) All eligible nominees must accept the nomination to be placed on the ballot.
(d) No nominations will be considered after the EXECUTIVE COMMITTEE approves the ballot.
(e) The MEDICAL STAFF will receive a list of candidates at least 30 days prior to the election.
(2) ELECTION PROCESS
(a) The election will take place 30 days after the candidate list has been sent to the voting members of the MEDICAL STAFF for review.

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**Article 10 — Medical Staff Leaders (Revision)**

10.A. Removed the Committee Chairs as current officers of the Medical Staff. This change was done to align with all the other changes in the document. This would reduce issues around having to be excused from voting due to the overlap in positions and aligns with the Leadership Council selecting the chairs of committees. The Medical Staff should not elect the chairs of these performance improvement committees as the chairs should be staff with leadership experience and understanding of the committees functions. A Member-at-Large was added to the group which allows a medical staff member who meets criteria to participate in governing. This will allow to train those members who may want to be Chief of Staff in the future and may also be seen as a member who balances out those who have been in leadership for extended periods. Vice Chief of Staff was retitled to be Chief of Staff Elect. (Revision)

10.B. This change allows for all elected officers to serve a two-year term with an option to continue if elected. This change eliminates the need to vote on an annual basis and provides flexibility to maintain leaders if the medical staff chooses. (Revision)

10.C. Increased the qualifications that are required to be a medical staff leader. All leaders will be held to these criteria. This is to eliminate candidates who do not model the expectations of a medical staff member, either through their behavior or patient care. This change will impact the department chair position the most. It also ensures leaders have experience in the areas they will be responsible for. (Revision)

10.D. Revised the nomination and election of officers. This change eliminates the need for the Nominating Committee but rather includes the Leadership Council for candidates. The Leadership Council would have a solid understanding of whether or not the candidates would be good for leadership and meet the qualifications. The process still requires the general approval of the candidates by the MEC and for the medical staff to put forth candidates. The changes to the voting process allows for a more flexible, streamlined process. It eliminates proxy voting or nominations from the floor. (Revision)

10.E. These changes create a more thorough explanation of why and how staff leave office through removal or resignation. The changes align with other section of the bylaws. Currently, the grounds for removing a leader is not explicitly stated so this adds a level of accountability to hold leaders to. (Revision)

10.E.1.a. The numbers for removal was changed from 2/3 to 2/4 for the MEC due to the size of the group. (Revision)

10.E.3.b. Revised the language for filling vacancies so that only the Chief of Staff position is automatically filled. All other positions will need to be voted on. With such a small officer group, the medical staff should be allowed to elect the replacement of the positions. (Revision)

10.F. Revisions were made to the Chief of Staff duties though they are primarily the same. A few additions and deletions were made but mostly just rewording existing duties. The Chief section to align with other changes or current practices. (Revision)
BYLAWS PROJECT INFORMATION

- External Website: Medstaff External Website - Proposed Bylaws Revision
- Feedback/Questions Survey Monkey link: Bylaws Feedback Opportunity

Medical Staff Proposed Bylaws DRAFT: Feedback and Questions

INPUT OPPORTUNITY

Please use this survey to send your feedback or questions about the proposed bylaws draft. You may use this survey as many times as needed to enter feedback or ask questions. We are hoping to use this information to help guide our town hall meeting, which is slated to be held in the next two weeks.

The medical staff bylaws are like the constitution; a set of governing documents. It is crucial that you have opportunity to participate in helping shape this document. We look forward to your feedback and are thankful for the chance to engage in dialogue about the bylaws.

Historical Information:
1) The current bylaws have not had a major overhaul since 2008.
2) This is the first step in a three-step approach to creating an improved set of governing documents. The next two sections are being drafted and will be presented after this initial revision of the bylaws is passed. This will ensure we meet all the required regulatory requirements during this project.
QUESTIONS?