AURORA ST. LUKE’S SOUTH SHORE MEDICAL CENTER

SITE OPERATING PROTOCOLS
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DEFINITIONS

All capitalized terms not defined below shall have the meaning set forth in the Medical Staff Bylaws.

“Active Primary Medical Staff Members” means all Medical Staff Members who have been appointed to the Active Medical Staff by the Governing Body and who have the Medical Center as their Primary Site (as defined in the Medical Staff Bylaws).

“Department” means a clinical grouping of Staff Members in accordance with their specialty or major practice interest, as specified in these Protocols.

“Department Chief” means the Chief of a Medical Center Department.

“Medical Center” means Aurora Health Care Metro, Inc., d/b/a Aurora St. Luke’s South Shore Medical Center, located in Milwaukee, Wisconsin. The Medical Center is a “health care entity” as defined in 42 U.S.C. § 11151(4)(A) and a “hospital” as defined in 42 U.S.C. § 11151(5).

“Medical Staff” means the Aurora Health Care Medical Staff.

“Medical Staff Bylaws” means the governing Bylaws of the Medical Staff.

“Medical Staff Services” means the Medical Center’s Medical Staff Office, the CVO or TSO, as applicable.

“Primary Medical Staff Members” means all Medical Staff Members who have the Medical Center as their Primary Site (as defined in the Medical Staff Bylaws).

“Primary Staff Members” means all Medical Staff Members and Advanced Practice Clinician Staff Members who have the Medical Center as their Primary Site.

“Section” means a clinical subgrouping of Staff Members assigned to a Department in accordance with their specialty, subspecialty or major practice interest, as specified in these Protocols. Sections may be composed of Staff Members from multiple Departments.

“Section Chairperson” means the Chairperson of a Medical Staff Section that was subdivided from a Department.

“Site Administrator” means the administrator appointed by the Governing Body to act on its behalf in the overall management of the Medical Center.

"Site Leadership Council" means the leadership council based at the Medical Center composed of the elected leaders, Department Chiefs, and administration.

"Site Leadership Council President" means the Medical Staff Member elected from and among the Medical Staff Members of the Medical Center to serve as President of that Site Leadership Council.
"Site Leadership Council President-Elect" means the Medical Staff Member elected from and among the Medical Staff Members of the Medical Center to serve as President-Elect of that Site Leadership Council.

“Site Medical Staff” means all Staff Members with activated Clinical Privileges at the Medical Center.

“Site Protocols” means the local governing document of the Medical Center and Staff Members with activated Clinical Privileges at the Site.
ARTICLE 1. PURPOSE AND RESPONSIBILITIES

1.1 SITE PROTOCOLS

The purposes of these Site Protocols are to: (1) create the local protocols applicable to the Medical Center (2) describe the organization and structure of Medical Center site leadership, and (3) describe the organization and structure of the Medical Center’s Departments.
ARTICLE 2. SITE LEADERSHIP COUNCIL

2.1 COMPOSITION

2.1.1 Voting Members.
The Site Leadership Council shall include the voting members listed below. A majority of the Site Leadership Council members must be Physicians. The Site Leadership Council members serve ex officio with vote. A Site Leadership Council member may be removed from the Site Leadership Council by removing him/her from the office/service identified below.

(a) Site Leadership Council President (The Site Leadership Council President shall serve as the Site Leadership Council Chairperson)
(b) Site Leadership Council President Elect
(c) Department Chief – Medicine
(d) Department Chief – Surgery
(e) Section Chairperson – Anesthesiology
(f) Section Chairperson – Emergency Medicine
(g) Section Chairperson – Imaging Radiology
(h) Section Chairperson – Pathology & Laboratory
(i) Section Chairperson – Psychiatry Behavioral Health
(j) Hospitalist Program Site Committee Chair
(k) Infectious Disease Site Committee Chair.
(l) Two (2) At-Large SLC Members.

2.1.2 Nonvoting Members.
The following individuals shall be invited to attend Site Leadership Council meetings, but are not eligible to vote at such meetings:

(a) Site Administrator
(b) Physician Quality Advisor
(c) Manager of Medical Staff Services
(d) Chief Nursing Officer
(e) Chair of the Site Practice Evaluation Committee
(f) Chief Medical Officer

2.1.3 Invited Guests and Observers
The Site Leadership Council President may at his or her discretion invite other people to attend the Site Leadership Council meetings. Such invitees may include, but are not limited to:

(a) Chief Clinical Services Officer
(b) Director of Quality
(c) Patient Experience Officer
(d) Director of Risk

2.1.4 Executive Sessions of the Site Leadership Council
Executive Sessions of the Site Leadership Council shall be limited to the following individuals:

(a) The Voting Members of the Site Leadership Council listed in Section 2.1.1
(b) Site Administrator
(c) Chief Medical Officer
(d) Manager of Medical Staff Services

2.2 Duties and Responsibilities
The Site Leadership Council is authorized to represent and act on behalf of the Medical Center, subject to such limitations as may be imposed by the Medical Staff Bylaws or these Site Protocols. The authority delegated to the Site Leadership Council may be limited or removed by amending these Site Protocols in accordance with Section 6.1.2 or by amending the Medical Staff Bylaws in accordance with such Medical Staff Bylaws. The duties and responsibilities of the Site Leadership Council shall be to:

(a) Coordinate the activities and general policies of the Departments;
(b) Receive, review and act upon Department and Site Medical Staff committee reports;
(c) Develop, implement, approve and monitor Site Medical Staff Policies not otherwise the responsibility of the Departments;
(d) Provide liaison between the Primary Staff Members and the Site Administrator;
(e) Provide liaison between the Primary Staff Members and the Medical Executive Committee and Governing Body;
(f) Make recommendations to the Site Administrator on matters of a medico-administrative nature;
(g) Make recommendations to the Medical Executive Committee and the Governing Body or the Site Administrator on matters concerning the management of the Medical Center;
(h) Fulfill the Site Medical Staff’s accountability to the Governing Body for the medical care rendered to patients in the Medical Center and participation in quality improvement activities;

(i) Ensure that Primary Staff Members actively participate in the Medical Center’s accreditation program and assists the Medical Center in maintaining its accreditation status;

(j) Consistent with the Medical Staff Bylaws and the Policies Governing Medical Practices, review and act on the credentials of Applicants and make recommendations to the Aurora Medical Staff Credentials Committee and Medical Executive Committee for staff appointment, assignments to Departments and delineation of Clinical Privileges;

(k) Review periodically all information available regarding the performance and clinical competence of Primary Staff Members and other individuals with Clinical Privileges, and as a result of such reviews, make recommendations to the Aurora Medical Staff Credentials Committee or Medical Executive Committee for reappointments and renewal of or changes in Clinical Privileges;

(l) Take all reasonable steps to ensure professionally ethical conduct and competent clinical performance on the part of all Primary Staff Members, including the initiation of and/or participation in Medical Staff remedial action or review measures when warranted;

(m) Report at each general local Medical Staff meeting;

(n) Supervise and make recommendations regarding infection control practices in all phases of the Medical Center’s activities;

(o) Make recommendations relating to changes to the local Medical Staff structure; and revisions to and updating of these Site Protocols and local policies, rules and regulations;

(p) Review, recommend, and support Medical Center sponsored educational activities that are relevant to Primary Staff Members and to the nature and type of care offered by the Medical Center. When applicable, these educational activities shall relate to performance improvement activities;

(q) Preside over the local remedial action process as described in Article 4 of the Medical Staff Bylaws; and

(r) Report to the Medical Executive Committee on matters effecting the Medical Center and/or the Primary Site Members.
2.3 SITE LEADERSHIP COUNCIL MEETINGS

2.3.1 Scheduling and Notice.
(a) Regular Meetings. The Site Leadership Council shall meet as often as necessary, but in no event less than every two (2) months, to fulfill its duties and responsibilities.
(b) Special Meetings. The Site Leadership Council President may call a special meeting of the Site Leadership Council at any time.
(c) Telecommunication. Site Leadership Council members may participate in regular or special Site Leadership Council meetings by, or through the use of, any means of communication by which all participants may simultaneously hear each other, such as by teleconference. Any participant in a meeting by such means shall be deemed present in-person at such meeting.
(d) Notice. Medical Staff Services shall send Written Notice of each regular and special Site Leadership Council meeting to all Site Leadership Council members.

2.3.2 Quorum and Voting Requirements.
A quorum shall consist of at least fifty percent (50%) of the Site Leadership Council’s voting members. If a quorum exists, action on a matter shall be approved if the votes cast within the voting group favoring the action exceed the votes cast opposing the action, unless these Site Protocols or any law, ordinance, or governmental rule or regulation requires a greater number of affirmative votes.

2.3.3 Attendance Requirements.
Site Leadership Council members are expected to attend at least sixty six percent (66%) of the meetings held.

2.3.4 Minutes.
Minutes of each regular and special Site Leadership Council meeting shall be prepared and shall include a record of the attendance of Site Leadership Council members and the vote taken on each matter. Minutes of each Site Leadership Council meeting shall be maintained by Medical Staff Services.

2.3.5 Robert’s Rules of Order.
Site Leadership Council meetings shall be run in a manner determined by the Site Leadership Council President. When parliamentary procedure is needed, as determined by the Site Leadership Council President or evidenced by a majority vote of those attending the meeting, the latest edition of ROBERT’S RULES OF ORDER shall prevail, except that the Site Leadership Council President may vote.
ARTICLE 3. ORGANIZED SITE MEDICAL STAFF

3.1 SITE MEDICAL STAFF OFFICERS

3.1.1 Site Medical Staff Officers. The officers of the Site Medical Staff shall be:

Site Leadership Council President
Site Leadership Council President Elect
At-Large SLC Members (2)

3.1.2 Duties and Responsibilities.

(a) Site Leadership Council President. The Site Leadership Council President shall serve as the Site Medical Staff’s chief administrative officer at the Medical Center and will fulfill those duties specified in the Policies Governing Medical Practices, and shall:

i. act in coordination and cooperation with the Site Administrator in all matters of mutual concern within the Medical Center;

ii. call, preside at, and be responsible for the agenda of all general meetings of the Site Medical Staff and Site Leadership Council meetings;

iii. serve as the Site Medical Staff’s elected representative on the Medical Executive Committee;

iv. serve as ex officio member of all Site Medical Staff committees without vote;

v. be responsible for the local enforcement of these Site Protocols, the Medical Staff Bylaws, the Policies Governing Medical Practices, and associated policies; for implementation of sanctions where these Site Protocols and the Medical Staff Bylaws are indicated; and for the Site Medical Staff’s compliance with procedural safeguards in all instances where remedial action has been requested against a Staff Member with activated Clinical Privileges at the Medical Center;

vi. appoint clinical service committee chairpersons and committee members to all standing, special, and multi-disciplinary local Medical Staff committees except the Site Leadership Council;

vii. present the views, policies, needs and grievances of the Site Medical Staff to the Medical Executive Committee, the Governing Body and to the Site Administrator;

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1 Wis. Admin. Code DHS § 124.12(6)(a) (2011); JCS MS.01.01.01, EP 19 (October 2011).
viii. receive, and interpret the policies of the Medical Executive Committee and Governing Body to the Site Medical Staff and report to the Medical Executive Committee and Governing Body on quality improvement review with respect to the Site Medical Staff’s delegated responsibility to provide medical care;
ix. be responsible for the educational activities of the Site Medical Staff;
x. be the spokesperson for the Site Medical Staff in its external professional and public relations;
xi. ensure that attendance is taken at and accurate and complete minutes are kept of all Site Leadership Council meetings; and
xii. attend to all correspondence and perform such other duties as ordinarily pertain to such office.

(b) **Site Leadership Council President Elect.** The Site Leadership Council President Elect shall:
i. be a voting member of the Site Leadership Council;

   ii. in the absence of the Site Leadership Council President, assume all the duties and have the authority of the Site Leadership Council President;

   iii. automatically succeed the Site Leadership Council President upon the expiration of the Site Leadership Council President’s term or when the Site Leadership Council President fails to serve for any reason; and

   iv. attend to and perform such other duties as ordinarily pertain to such office.

(c) **At-Large SLC Members.** The two (2) At-Large SLC Members shall:
i. be voting members of the Site Leadership Council; and

   ii. attend to all correspondence and perform such other duties as ordinarily pertain to such office.

### 3.1.3 Qualifications; Nomination; Election, Term.

(a) **Qualifications.**

i. At the time of nomination and election, and throughout his or her term of office, a Site Medical Staff Officer must:

   1) Be an Active Primary Medical Staff Member in Good Standing,

   2) or, if the Site Leadership Council determines that such Primary Medical Staff Member has expertise that is not otherwise available, an Associate Primary Medical Staff Member in Good Standing;

   3) Demonstrate an interest in maintaining quality patient care at the Medical Center; and

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ARTICLE 3 – ORGANIZED SITE MEDICAL STAFF

3) Constructively participate in Site Medical Staff affairs, including active participation in peer review activities and on Site Medical Staff committees.

ii. Site Medical Staff Officers may not:

1) Serve as a medical staff officer, department chairperson (except as an endowed department chairperson as part of a graduate medical education program), medical executive committee member, or member of a governing body or board, of any non-Aurora hospital or ambulatory surgery center that provides health care services in competition with the Medical Center; and/or

2) Have an ownership interest in any non-Aurora hospital or ambulatory surgery center that provides health care services in competition with the Medical Center.

(b) Nomination.

i. Establishment of Nominating Committee. No later than August 1 of each year, a Nominating Committee, comprised of at least one (1) and no more than three (3) members of the Site Leadership Council (excluding the then serving Site Leadership Council President and Site Leadership Council President Elect), and at least two (2) Active Primary Medical Staff Members, shall be appointed by the Site Leadership Council President with the approval of the Site Leadership Council. The Nominating Committee shall elect its own Chair.

ii. Solicitation of Nominations. By August 15 the chair of the Nominating Committee shall solicit written nominations from the Active Primary Medical Staff for the above officer positions. The chair of the Nominating Committee shall forward the names of all nominees to the members of the Nominating Committee by September 1.

iii. Nomination. No later than September 1, the Nominating Committee shall review the names submitted and shall nominate no more than two (2) individuals for each open office. In developing the slate of candidates for each open office, the Nominating Committee shall, in all cases, nominate the individuals who meet the qualifications set forth in Sections 3.1.3 above. In addition, the Nominating Committee shall nominate those individuals that, in their sole judgment, will be best suited to perform the duties of the office, taking into account the position to be filled. The Nominating Committee shall report and publish its final slate of nominated candidates and the proposed form of the ballot to the Site Leadership Council for approval at its October meeting. Each individual whose name is submitted to the Nominating Committee as a potential candidate for an open office shall be promptly notified by the Nominating Committee as to whether he has been selected as one of the two final candidates for the position.
iv. **Nomination Through Site Medical Staff Petition.** In addition, candidates for any staff office may be placed on the ballot if this is requested by a petition signed by at least ten (10) the Primary Active Medical Staff Members. This petition must also be presented to the Site Leadership Council at its October meeting. The Chair of the Nominating Committee shall verify that the nominee possesses all of the qualifications set forth in Sections 3.1.3 above before the nominee may be included on the ballot as a candidate.

v. **Notification to the Medical Executive Committee.** The names of the nominated Officers shall be transmitted in October to the Medical Executive Committee for approval prior to the election.

(c) **Election.**

i. Not later than November 1, the Site Leadership Council shall send a ballot to all Active Primary Medical Staff Members by Electronic Transmission or U.S. Mail containing the names of the candidates for each position. If sent by U.S. Mail a return envelope will be enclosed.

ii. Each ballot shall instruct Active Primary Medical Staff Members that, in order to be included in the final vote count, ballots must be returned no later than fourteen (14) days from the date of mailing or electronic transmission by the Site Leadership Council. Twenty-five percent (25%) of the voting members must return ballots and fifty-five percent (55%) percent of such ballots shall be sufficient to constitute action. If, in voting, a candidate does not receive 55%, successive voting shall ensue with the name of the candidate receiving the fewest votes being omitted from each successive slate until such 55% is obtained by one candidate.

iii. No later than November 16, ballots will be tallied by appointed tellers of the Site Medical Staff at the Site and the candidates with a plurality of votes shall be declared elected.

iv. The names of the Site Medical Staff Officers shall be transmitted to the Medical Executive Committee and Site Leadership Council.

(d) **Term.**

i. **Site Leadership Council President.** The Site Leadership Council President Elect shall assume the office of Site Leadership Council President following the expiration of the previous Site Leadership Council President’s term and shall serve a term of two (2) years. Such term shall commence in January in the year following the election of the new Site Leadership Council President Elect. A departing Site Leadership Council President may seek election as a Site Leadership Council President Elect following the expiration of his/her term of office as Site Leadership Council President.
ii. **Site Leadership Council President Elect.** The Site Leadership Council President Elect shall be elected in odd-numbered years and shall be elected to a term of two (2) years. The term shall commence in January in the year following the election. Because the Site Leadership Council President Elect automatically assumes the office of Site Leadership Council President upon expiration of his/her two-year term, the Site Leadership Council President Elect shall serve as a Site Medical Staff Officer for a period of four consecutive years.

iii. **At-Large SLC Members.** At-Large SLC Members shall be elected in odd numbered years. Two (2) At-Large Members of the Site Medical Staff Leadership Council shall be elected in even numbered years. At-Large SLC Members shall serve a term of two (2) years commencing in the month of January in the year following the election. At-Large SLC Members may be elected to an unlimited number of consecutive terms.

### 3.1.4 Vacancies in Office.

Vacancies in office during a Site Medical Staff Officer’s two (2) year term, except for the Site Leadership Council President, shall be filled by the Site Leadership Council, after consultation with the Site Administrator. The individual filling the vacancy shall serve out the remaining term. If there is a vacancy in the office of the Site Leadership Council President, the Site Leadership Council President Elect shall serve out the remaining term.

### 3.1.5 Resignation.

Any Site Medical Staff Officer may resign at any time by giving written notice to the Site Leadership Council.

### 3.1.6 Removal from Office.³

(a) **Automatic Removal.** The Site Leadership Council President shall automatically remove from office any Site Medical Staff Officer upon verification of such Site Medical Staff Officer’s: (i) revocation of license to practice medicine, podiatry or dentistry in the State of Wisconsin; (ii) revocation or denial of Active or Associate Medical Staff Membership, or (iii) change in Primary Site status. There shall be no right of appellate review or hearing in connection with removal from a Site Medical Staff Officer position.

(b) **Discretionary Removal.**

i. **Suspension of Appointment.** Upon the suspension of any Site Medical Staff Officer’s Medical Staff appointment or any Clinical Privileges, such Site Medical Staff Officer’s leadership duties shall be automatically suspended and the Site Leadership Council shall consider the removal of such Site Medical Staff Officer pending the results of the hearing and appellate review procedures provided in the Medical Staff Bylaws.

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³ JCS MS.01.01.01, EP 18 (October 2011).
ii. **Request for Removal.** The Site Leadership Council shall consider the removal of a Site Medical Staff Officer from office in the event:

1) the Site Leadership Council receives a written request to consider such removal signed by at least one-quarter (1/4) of the Active Primary Medical Staff or signed by the Site Administrator (any such request shall include a list of the allegations or concerns precipitating the request of removal);

2) the Site Leadership Council receives written certification by two (2) physicians with special qualification in the appropriate medical field(s) that the Site Medical Staff Officer, to a reasonable medical certainty, cannot be expected to perform the duties of the office because of illness for a minimum of three (3) months;

3) By a vote of two-thirds (2/3) of the Active Primary Medical Staff present at a regular or special meeting of the Site Medical Staff at which the question is considered.

(c) **Removal Procedure.**

i. **Site Leadership Council Meeting.** A meeting of the Site Leadership Council shall be called within seven (7) days to consider the removal of the Site Medical Staff Officer. A quorum of the Site Leadership Council must be present to act on the removal. The Site Medical Staff Officer in question shall have no vote on his or her removal, and may be excluded from the meeting except as provided in (ii) below.

ii. **Appearance of Officer.** The Site Medical Staff Officer in question shall be permitted to make an appearance before the Site Leadership Council prior to the Site Leadership Council taking a final vote on the Site Medical Staff Officer’s removal.

iii. **Vote.** A Site Medical Staff Officer may be removed by an affirmative vote by two-thirds (2/3) of the Site Leadership Council members present at a meeting of the Site Leadership Council at which there is a quorum present. The Site Medical Staff Officer who is subject to the removal process may not participate or be present during the vote.

iv. **Notification.** The Site Administrator shall provide the Site Medical Staff Officer with written notification of the Site Leadership Council’s final decision.

v. **Hearing and Appeal Rights.** There shall be no right of appellate review or hearing in connection with removal from a Site Medical Staff Officer position.
3.2 **MEDICAL STAFF COMMITTEE REPRESENTATIVES**

3.2.1 **Medical Staff Committee Representatives**
Whenever the Medical Executive Committee creates a Medical Staff Committee comprised of representatives from each Site, the Site Leadership Council shall appoint which Primary Medical Staff Member (meeting the qualifications below) shall serve as the Site Medical Staff representative on such committee. The Site Leadership Council shall appoint and remove such representative by a majority vote. Committee representatives shall serve terms consistent with the respective committee charter. The actions taken by the Site Leadership Council with respect to the above actions are subject to Governing Body approval.

3.2.2 **Qualifications.**
(a) At the time of appointment, and throughout his or her term on a Medical Staff Committee, a committee representative must.
   i. Be an Active Primary Medical Staff Member in Good Standing, or, if the Site Leadership Council determines that such Primary Staff Member has expertise that is not otherwise available, an Associate Primary Medical Staff Member in Good Standing;
   ii. Be and remain board certified in his/her specialty;
   iii. Demonstrate an interest in maintaining quality patient care at the Medical Center; and
   iv. Constructively participate in Site Medical Staff affairs, including active participation in peer review activities and on Site Medical Staff committees.

3.3 **SITE MEDICAL STAFF MEETINGS**

3.3.1 **Purpose.**
The primary objective of Site Medical Staff meetings shall be to report on the activities of the Site Medical Staff and to conduct other business as may be on the agenda.\(^4\)

3.3.2 **Scheduling and Notice.**
(a) **Regular Meetings.** The Site Medical Staff shall meet as determined by the Site Leadership Council, but no less than once every year.\(^5\) Written Notice stating the time, place and purposes of each regular Site Medical Staff meeting shall be conspicuously posted and shall be sent to each member of the Site Medical Staff at least five (5) days before the date of such meeting. The attendance of a Primary Medical Staff Member at a meeting shall constitute a waiver of notice of such meeting.

(b) **Special Meetings.** The Site Leadership Council President may call a special meeting of the Site Medical Staff at any time. Written Notice stating the time, place and purposes of each special Site Medical Staff meeting shall be

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conspicuously posted and shall be sent to each member of the Site Medical Staff at least forty-eight (48) hours before the date of such meeting. No business shall be transacted at any special meeting, except that stated in the Written Notice of such special meeting. The attendance of a Primary Medical Staff Member at a meeting shall constitute a waiver of notice of such meeting.

The Site Leadership Council President shall be required to call a special meeting within twenty (20) days after receipt of:

i. a written request signed by not less than one-fourth of the members of the Active Primary Medical Staff which states the purpose of such special meeting; or

ii. a written Site Leadership Council resolution which states the purpose of such special meeting.

The Site Leadership Council President shall designate the time and place of any special meeting.

3.3.3 Minutes.
Written minutes of each Site Medical Staff meeting shall be prepared, recorded and maintained by Medical Staff Services. Copies thereof shall be submitted to the Site Leadership Council.

3.3.4 Attendance Requirements.
Primary Medical Staff Members are encouraged to attend Site Medical Staff meetings. Meeting attendance will not be used in evaluating members at the time of reappointment, however, it is expected that members of the Site Medical Staff will make every effort to attend Site Medical Staff meetings.

3.3.5 Quorum and Voting Requirements.
For Site Medical Staff meetings, a quorum shall consist of those present and voting. If a quorum exists, action on a matter shall be approved if the votes cast within the voting group favoring the action exceed the votes cast opposing the action.

3.3.6 Robert’s Rules of Order
Site Medical Staff meetings shall be run in a manner determined by the Site Leadership Council President. When parliamentary procedure is needed, as determined by the Site Leadership Council President or evidenced by a majority vote of those attending the meeting, the latest edition of ROBERT’S RULES OF ORDER shall prevail, except that the Site Leadership Council President may vote.

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ARTICLE 4. CLINICAL DEPARTMENTS AND SECTIONS

4.1 ORGANIZATION OF CLINICAL DEPARTMENTS AND SECTIONS

4.1.1 Organization.
The Site Medical Staff shall be organized into distinct Departments. Departments may be subdivided into Sections established by the Department Chief with the approval of the Site Leadership Council. Each Department shall have a Department Chief, who shall be responsible to the Site Leadership Council President, the Site Leadership Council, the Site Administrator, the Medical Executive Committee and the Governing Body. Within each Department, responsibility for professional supervision, including the review of the quality of health care provided to patients, shall be from Section Chairperson to Department Chief and authority shall be from Department Chief to Section Chairperson.

4.1.2 Creation of a New Department or Section.
A new Department or Section may be formed as needed to meet patient care and Medical Center organizational needs (provided that a proposed new Department meets all appropriate Medical Staff Bylaws and Policies Governing Medical Practice criteria). For a new Department, the Department Chief will be appointed by the Site Leadership Council President for a period not to exceed two (2) years. Within that two-year period, the position of Department Chief will be elected through the approved voting procedure contained herein.

4.1.3 Designation.
The current Departments and Sections are:

(a) Medicine
   Sections:
   i. Behavioral Health
   ii. Emergency Medicine

(b) Surgery
   Sections:
   i. Pathology
   ii. Anesthesiology
   iii. Radiology

4.2 ASSIGNMENT TO DEPARTMENTS AND SECTIONS

4.2.1 Assignment.
The Site Leadership Council will, after consideration of the recommendations of the Department Chief of the appropriate Department(s), recommend Department and Section
assignments for each Site Staff Member in accordance with the Site Staff Member’s qualifications. Each such Site Staff Member shall be assigned to at least one Department and Section, but may also be assigned to and/or granted Clinical Privileges or specified services in one or more other Departments and Sections. The exercise of Clinical Privileges or the performance of specified services within any Department/Section shall be subject to the policies of that Department/Section and the authority of the applicable Department Chief.

4.2.2 Multiple Departments/Sections.
A Site Staff Member who wishes to be assigned to more than one Department/Section must declare which Department and which Section shall be designated as his/her major affiliation. A Primary Medical Staff Member who meets the qualifications in Section 4.3.1 of these Protocols shall be eligible for nomination as Department Chief only in that Department which he/she has declared as his/her major Department affiliation. A Primary Medical Staff Member who meets the qualifications in Section 4.4.1(a) of these Protocols shall be eligible for nomination as Section Chairperson only in that Section which he/she has declared as his/her major Section affiliation. Membership in Departments/Sections other than the declared major Department/Section does not confer the privilege to be nominated for the position of Department Chief or Section Chair, but does confer all other privileges of discussion, voting and appointment to committees which may be established by the Department/Section.

4.3 DEPARTMENT CHIEFS

4.3.1 Qualifications, Nomination; Election; Term.\(^8\)
(a) Qualifications.
   i. At the time of nomination and election, and throughout his or her term of office, a Department Chief must:
      1) Be an Active Primary Medical Staff Member in Good Standing, or, if the Site Leadership Council determines that such Primary Staff Member has expertise that is not otherwise available, an Associate Primary Medical Staff Member in Good Standing;
      2) Be and remain board certified in his/her specialty;\(^9\)
      3) Demonstrate an interest in maintaining quality patient care at the Medical Center; and
      4) Constructively participate in Site Medical Staff affairs, including active participation in peer review activities and on Site Medical Staff committees.

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\(^8\) JCS MS.01.01.01, EP 36 (October 2011).
\(^9\) JCS MS.01.01.01, EP 36 (October 2011).
ii. A Department Chief may not:
   1) Serve as a medical staff officer, department chairperson/service chief (except as an endowed department chairperson as part of a graduate medical education program), site leadership council, medical executive committee member, or member of a governing body or board, of any non-Aurora hospital or ambulatory surgery center that provides health care services in competition with the Medical Center; and/or
   2) Have an ownership interest in any non-Aurora hospital or ambulatory surgery center that provides health care services in competition with the Medical Center.

(b) Nomination.

i. Establishment of Nominating Committee. The Nominating Committee established in Section 3.1.3(b) above shall also serve as the Nominating Committee for Department Chiefs.

ii. Solicitation of Nominations. With respect to any opening for Department Chief, the chair of the Nominating Committee shall request each Department Chief to submit in writing the names of up to two (2) qualified candidates within the Department to fill any opening in the Department Chief position. The chair of the Nominating Committee shall forward the names of all nominees to the members of the Nominating Committee by September 1.

iii. Nomination. No later than September 1, the Nominating Committee shall review the names submitted and shall nominate no more than two (2) individuals for each open Department Chief position. In developing the slate of candidates for each open position, the Nominating Committee shall, in all cases, nominate the individuals who meet the qualifications set forth in Sections 4.3.1 above. In addition, the Nominating Committee shall nominate those individuals that, in their sole judgment, will be best suited to perform the duties of the position, taking into account the position to be filled. The Nominating Committee shall report and publish its final slate of nominated candidates and the proposed form of the ballot to the Site Leadership Council for approval at its October meeting. Each individual whose name is submitted to the Nominating Committee as a potential candidate for an open position shall be promptly notified by the Nominating Committee as to whether he has been selected as one of the two final candidates for the position.

iv. Nomination Through Site Medical Staff Petition. In addition, candidates for any open position may be placed on the ballot if this is requested by a petition signed by at least twenty-five (25) the Primary Active Medical Staff Members in the applicable Department. This petition must also be presented to the Site Leadership Council at its October meeting. The chair of the Nominating Committee shall verify that the nominee possesses all of the
qualifications set forth in Sections 4.3.1 above before the nominee may be included on the ballot as a candidate.

v. Notification to the Medical Executive Committee. The names of the nominated individuals shall be transmitted in October to the Medical Executive Committee for approval prior to the election.

(c) Election.

i. Not later than November 1, the Site Leadership Council shall send a ballot to all Active Primary Medical Staff Members by Electronic Transmission or U.S. Mail containing the names of the candidates for each position. If sent by U.S. Mail a return envelope will be enclosed.

ii. Each ballot shall instruct Active Primary Medical Staff Members that, in order to be included in the final vote count, ballots must be returned no later than fourteen (14) days from the date of mailing or electronic transmission by the Site Leadership Council. Twenty-five percent (25%) of the voting members must return ballots and fifty-five percent (55%) percent of such ballots shall be sufficient to constitute action. If, in voting, a candidate does not receive 55%, successive voting shall ensue with the name of the candidate receiving the fewest votes being omitted from each successive slate until such 55% is obtained by one candidate.

iii. No later than November 16, ballots will be tallied by appointed tellers of the Site Medical Staff at the Site and the candidates with a plurality of votes shall be declared elected.

iv. The names of the elected Department Chiefs shall be transmitted to the Medical Executive Committee and Site Leadership Council.

(d) Term. One-half (1/2) of the Department Chiefs shall be elected in odd numbered years and one-half (1/2) of the Department Chiefs shall be elected in even numbered years, as determined by the Site Leadership Council. Department Chiefs shall serve a term of three (3) years commencing in the month of January in the year following the election. Department Chiefs may be elected to an unlimited number of consecutive terms.
4.3.2 **Duties and Responsibilities.**

The primary responsibility delegated to each Department Chief is to implement and conduct specific review and evaluation activities that contribute to the preservation and improvement of the quality and efficiency of patient care provided in the Department. To carry out this responsibility, each Department Chief shall:

(a) Serve as chairperson of the Department meetings while providing leadership and guidance to the Site Medical Staff.

(b) Be a voting member of the Site Leadership Council.

(c) Establish, when appropriate, sections within the Department, and appoint leaders (chairpersons/chiefs) thereof, subject to approval by the Site Leadership Council, Medical Executive Committee and the Governing Body.

(d) Be responsible for the enforcement within the Department of actions taken by the Site Leadership Council, Medical Executive Committee and the Governing Body.

(e) Be responsible for the enforcement within the Department of Medical Center policies, these Site Protocols, the Medical Staff Bylaws, and the Policies Governing Medical Practices.

(f) Establish guidelines for the granting of Clinical Privileges and the performance of specified services within the Department.

(g) Conduct or participate in, and make recommendations regarding the need for, continuing education programs based upon current best practices and the findings of review, evaluation and monitoring activities.

(h) Be responsible for all clinical and administrative activities of the Department (including maintaining the quality of the medical records), unless otherwise provided for by the Medical Center.

(i) Maintain continuing surveillance of the professional performance of all individuals in the Department who have delineated Clinical Privileges, and report thereon to the Site Leadership Council as part of the reappointment process and at other such times as may be indicated.

(j) Recommend to the Site Leadership Council and the Medical Executive Committee the criteria for Clinical Privileges that are relevant to the care provided by the Department.

(k) Make recommendations to the Aurora Medical Staff Credentials Committee or the Site Leadership Council (as applicable) regarding Staff Membership (e.g. appointment and reappointment) and Clinical Privileges for Department members.

(l) Assess and recommend to the relevant Medical Center authority off-site sources for necessary patient care services not provided by the Department or the Medical Center.

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10 Wis. Admin. Code DHS § 124.12(9)(b) (2011); JCS MS.01.01.01, EP 36 (October 2011).
(m) Be responsible for the integration of the Department into the primary functions of the Medical Center and for the coordination and integration of interdepartmental and intradepartmental services.

(n) Develop and implement policies and procedures to guide and support the provision of care, treatment and services within the Department.

(o) Make recommendations for a sufficient number of qualified and competent Practitioners to provide care, treatment and services within the Department.

(p) Make recommendation regarding the qualifications and competence of Department or service personnel who are not Practitioners and who provide care, treatment, and services.

(q) Be responsible for the continuous assessment and improvement of the quality of care, treatment, and services provided within the Department.

(r) Be responsible for the maintenance of quality control programs, as appropriate.

(s) Be responsible for the orientation and continuing education of Department members, including but not limited to education on fire and other regulations designed to promote safety.

(t) Make recommendations for space and other resources needed by the Department.

(u) Report and recommend to management of the Medical Center when necessary with respect to matters affecting patient care in the Department such as personnel, budget planning, supplies, special regulations, standing orders and techniques.

(v) Be responsible for arranging and securing appropriate Department emergency service on-call coverage in accordance with the needs of the Medical Center.

(w) Monitor, on a continuing and concurrent basis, adherence to:
   i. Medical Center, Medical Staff and Department policies and procedures;
   ii. requirements for alternative coverage and for consultations;
   iii. sound principles of clinical practice; and
   iv. fire and other regulations designed to promote patient safety.

(x) Coordinate the patient care provided by the Department’s appointees with nursing and ancillary patient care services and with administrative support services.

(y) Submit written reports to the Site Leadership Council on a regularly scheduled basis concerning:
   i. findings of the Department’s evaluation and monitoring of tissue review, medical records review, blood utilization review and utilization review, actions taken thereon, and the results of such action;
   ii. recommendations for maintaining and improving the quality of care provided in the Department and the Medical Center; and
iii. such other matters as may be requested from time to time by the Site Leadership Council.

(z) Promulgate Department policies addressing administrative and clinical procedures specific to the Department to be effective upon approval by the Site Leadership Council. The Site Leadership Council President delegates authority to Department Chiefs to sign appropriate policies as required.

(aa) Conduct quarterly meetings of the Department for the purpose of performing the functions described herein.

(bb) Establish Department committees or other mechanisms as are necessary and desirable to properly perform Department functions.

4.3.3 Vacancies in Department Chiefs.
Vacancies in a Department Chief position shall be filled by the Site Leadership Council President, in consultation with the Site Administrator. The individual filling the vacancy shall serve out the remaining term.

4.3.4 Resignation of Department Chief.
Any Department Chief may resign at any time by giving written notice to Site Leadership Council.

4.3.5 Removal of Department Chief.
Removal of a Department Chief may be initiated at any time upon a two-thirds (2/3) majority vote of all Active Primary Medical Staff Members of the applicable Department, but such removal shall not be effective unless and until it has been ratified by the Site Leadership Council and approved by the Governing Body. A Department Chief may also be removed at any time during his/her term of office by the Governing Body. There shall be no right of appellate review or hearing in connection with removal from a Department Chief position.

4.4 SECTION CHAIRPERSONS

4.4.1 Qualification; Appointment; Term.

(a) Qualifications of Section Chairpersons. The qualifications for Section Chairpersons shall be the same as those specified for Department Chiefs set forth in Section 4.3.1(a) above.

(b) Appointment and Removal of Section Chairpersons. Section Chairpersons shall be appointed by the Department Chief with the approval of the Site Leadership Council and Governing Body. If the Department Chief so chooses, he/she may ask the Section’s Medical Staff Members to elect a Section Chairperson. However, the final selection rests with the Department Chief.
(c) **Vacancy.** Whenever there is a vacancy in the office of a Section Chairperson, including when it is necessary for a Section Chairperson to be absent from or unavailable to the Medical Center on a temporary basis, for less than one (1) month, the Department Chief shall assume the functions and responsibilities of the Section Chairperson in the interim period of time. If there is a permanent vacancy in any Section Chairperson position, the Department Chief shall appoint another member of the Primary Active Medical Staff to serve as Section Chairperson.

(d) **Removal of Section Chairpersons.** Section Chairpersons may be removed, with or without cause, by the Department Chief.

(e) **Term.** The term of office for a Section Chairperson shall be one (1) year, commencing in the month of January in the year following the appointment by the Department Chief and ending at such time as a successor has been appointed, unless a contractual arrangement has been made for a longer term. The number of consecutive terms of office shall be unlimited.

### 4.4.2 Functions of Section Chairpersons.

The responsibilities of Section Chairpersons shall be as follows:

(a) Calling, conducting and presiding at regular and special meetings of their respective Sections;

(b) Making recommendations for the administration and professional management of their respective Sections as may be necessary or advisable;

(c) Ongoing participation in the organizational performance improvement program of the Medical Center as it relates to the clinical practice and quality of health care provided by Staff Members of the Section, including conduct of individual peer review as deemed necessary or as directed by the Department Chief, Site Leadership Council President, Site Leadership Council, Medical Executive Committee or Governing Body.

i. For Sections that are composed of Staff Members of more than one Department, management of performance improvement concerns shall be a collaborative activity between the Section Chairperson and the Department Chiefs within whose Departments the Staff Member resides. However, the ultimate responsibility and decision-making authority for all performance-related concerns for the physicians within a Department resides with the Department Chief within whose Department the Staff Member resides.

(d) Providing a professional peer recommendation within the timelines established in these Protocols and the Bylaws, relative to applications for appointment, new or revised Clinical Privileges, provisional review, reappointment, change in status, resignation and/or reinstatement within the Section.
4.5 CREATION OF NEW DEPARTMENTS OR SECTIONS

A new Department or Section may be formed as needed to meet patient care and Medical Center organizational needs (provided that a proposed new Department or Section meets all appropriate Medical Staff Bylaws and Policies Governing Medical Practice criteria). A new Department or Section may be proposed to the Site Leadership Council upon agreement of at least 2/3 of the Department Chiefs whose members will be impacted by the creation of the Department or Section. The new Department or Section will be discussed and voted on by the Site Leadership Council, and if more than 50% vote favorably, then the motion will be forwarded to the Medical Executive Committee and the Governing Body for approval. Once approved at all levels the new Department and Section will exist and the affected Department Chiefs will assign members to the Department or Section. For a new Department, the Department Chief will be appointed by the Site Leadership Council President for a period not to exceed two (2) years. Within that two-year period, the position of Department Chief will be elected through the approved voting procedure. For a new Section, the Section Chair will be appointed according to the usual practice.

4.6 DEPARTMENT MEETINGS

4.6.1 Scheduling and Notice.

(a) Regular Meetings. Each Department may set the time for holding the Department’s regular meetings. Department meetings shall be held at least quarterly. Written Notice stating the time, place and purposes of each regular Department meeting shall be conspicuously posted and shall be sent to each member of the Department at least five (5) days before the date of such meeting. The attendance of a Department member at a meeting shall constitute a waiver of notice of such meeting.

(b) Special Meetings. A special meeting of a Department may be called at any time by or at the request of the Department Chief thereof, or by the Site Leadership Council President. Written Notice stating the time, place and purposes of each special Department meeting shall be conspicuously posted and shall be sent to each member of the Department at least forty-eight (48) hours before the date of such meeting. No business shall be transacted at any special meeting, except that stated in the Written Notice of such special meeting. The attendance of a Department member at a meeting shall constitute a waiver of notice of such meeting.

(c) Telecommunication. Department members may participate in regular or special Department meetings by, or through the use of, any means of communication by which all participants may simultaneously hear each other, such as by teleconference. Any participant in a meeting by such means shall be deemed present in-person at such meeting.

4.6.2 Attendance Requirements.

All Department members are encouraged to attend Department meetings.
4.6.3 Participation by Administrator.
The Site Administrator (or his/her designee) may attend any Medical Staff Department or Section meeting.

4.6.4 Minutes.
Minutes of each regular and special Department meeting shall be prepared and shall include a record of the Department members in attendance and the vote taken on each matter. The minutes shall be signed by the Department Chief (or his/her designee) and copies thereof shall be submitted to the Site Leadership Council. Minutes of Department meetings shall be maintained by Medical Staff Services.

4.6.5 Quorum and Voting Requirements.
For Department meetings, a quorum shall consist of those present and voting. If a quorum exists, action on a matter shall be approved if the votes cast within the voting group favoring the action exceed the votes cast opposing the action.

4.6.6 Robert’s Rules of Order.
Department meetings shall be run in a manner determined by the Department Chief. When parliamentary procedure is needed, as determined by the Department Chief or evidenced by a majority vote of those attending the meeting, the latest edition of ROBERT’S RULES OF ORDER shall prevail, except that the Department Chief may vote.
ARTICLE 5. SITE MEDICAL STAFF COMMITTEES

5.1 FORMATION, COMPOSITION, AND DISSOLUTION

The Site Leadership Council may, without amendment of these Site Protocols: (a) establish Site Medical Staff committees to perform one or more Site Medical Staff functions\textsuperscript{11}, (b) appoint Site Medical Staff committee members and chairpersons; and (c) dissolve or rearrange Site Medical Staff committee structure or composition, provided no such action taken with respect to items (a)-(c) is inconsistent with these Site Protocols or Medical Staff Bylaws.

5.2 DUTIES AND RESPONSIBILITIES

The Site Leadership Council shall, without amendment of these Site Protocols, describe the duties and responsibilities of each Site Medical Staff committee (except the Site Leadership Council). Such duties and responsibilities shall be set forth in these Site Protocols or separately adopted committee charters. Medical Staff committees (other than the Site Leadership Council) shall confine their activities to the purposes for which they are appointed, and shall report to the Site Leadership Council.

5.3 SITE MEDICAL STAFF COMMITTEE MEETINGS

5.3.1 Scheduling and Notice.

(a) Regular Meetings. Each Site Medical Staff committee may set the time for holding the committee’s regular meetings.

(b) Special Meetings. A special meeting of a Site Medical Staff committee may be called at any time by or at the request of the chairperson thereof, or by the Site Leadership Council President.

(c) Notice. Written Notice stating the place, day, and hour of any special meeting shall be delivered or sent to each committee member not less than two (2) business days before the time of such meeting. The attendance of a member at a meeting shall constitute a waiver of notice of such meeting.

5.3.2 Participation by Administrator.

The Site Administrator (or his/her designee) may attend any Site Medical Staff committee meetings.

5.3.3 **Minutes.**
Minutes of each regular and special Site Medical Staff committee meeting shall be prepared and shall include a record of the committee members in attendance and the vote taken on each matter. The minutes shall be signed by the Site Medical Staff committee chairperson (or his/her designee) and copies thereof shall be submitted to the Site Leadership Council. Minutes of Site Medical Staff committee meetings shall be maintained by Medical Staff Services.

5.3.4 **Quorum and Voting Requirements.**
For Site Medical Staff meetings, a quorum shall consist of those present and voting. If a quorum exists, action on a matter shall be approved if the votes cast within the voting group favoring the action exceed the votes cast opposing the action.

5.3.5 **Robert’s Rules of Order.**
Site Medical Staff committee meetings shall be run in a manner determined by the Site Medical Staff committee chairperson. When parliamentary procedure is needed, as determined by the Site Medical Staff committee chairperson or evidenced by a majority vote of those attending the meeting, the latest edition of ROBERT’S RULES OF ORDER shall prevail, except that the Site Medical Staff committee chairperson may vote.
ARTICLE 6. SITE PROTOCOLS AND POLICIES

6.1 SITE PROTOCOLS

6.1.1 Adoption of Site Protocols. 12
These Site Protocols have been developed by the Site Medical Staff, shall be adopted at any regular or special meeting of the Site Leadership Council, and shall become effective when approved by Site Medical Staff Leadership Council, Medical Executive Committee, and then Governing Body.

6.1.2 Amendment of Site Protocols.
Neither the Site Medical Staff nor the Governing Body may unilaterally amend these Site Protocols. All amendments to these Site Protocols must be approved by both the Site Leadership Council and the Governing Body. 13 The Site Leadership Council will ensure that approved amendments are communicated to the Site Medical Staff.

(a) Amendments Proposed by a Primary Medical Staff Member, Committee or Department. Any Primary Medical Staff Member, Site Medical Staff committee (including the Site Leadership Council), or Department, may submit a proposed amendment to these Site Protocols to the Site Leadership Council President. The Site Leadership Council President shall determine whether to forward the proposed amendment to the Site Leadership Council and/or a designated committee (if one has been appointed) for its review and comment; and (ii) shall submit the proposed amendment to the Site Medical Staff at the next regular Site Medical Staff meeting, at a special Site Medical Staff meeting called for such purpose, or using electronic voting via computer, fax, or other technology. For a vote taken at a Site Medical Staff meeting, an amendment so presented shall require a two-thirds (2/3) vote of the Active Primary Medical Staff Members present for Site Medical Staff approval. For a vote taken via electronic voting, an amendment so presented shall require a two-thirds (2/3) vote of the Active Primary Medical Staff Members voting. An amendment approved by the Site Medical Staff shall be forwarded to the Governing Body for its approval and shall become effective if and when it is approved by the Governing Body. 14

(b) Amendments Proposed by the Medical Executive Committee or the Governing Body. Amendments proposed by the Medical Executive Committee or the Governing Body shall be submitted to the Site Leadership Council President. The Site Leadership Council President shall submit the proposed amendment to the Site Medical Staff at the next regular Site Medical Staff meeting, at a special Site Medical Staff meeting called for such purpose, or using electronic voting via computer, fax, or other technology. For a vote taken at a Site Medical Staff meeting, an amendment proposed by the Medical Executive Committee or the

12 JCS MS.01.01.01, EPs 1, 2, 3 & 24 (October 2011).
13 JCS MS.01.01.03, EP 1 (October 2011); JCS MS.01.03.03, EP 1 (October 2011).
14 JCS MS.01.01.01, EP 8 (October 2011).
Governing Body shall require a majority (51%) vote of the Active Primary Medical Staff Members present. For a vote taken via electronic voting, an amendment so presented shall require a majority (51%) vote of the Active Primary Medical Staff Members voting. An amendment approved by the Site Medical Staff shall be returned to the Governing Body for its final approval and shall become effective if and when it is approved by the Governing Body.

(c) Amendment to Comply with Law or Regulations. The professional conduct of Site Staff Members shall at all times be governed by applicable state and federal statutes and regulations. In the event the provisions of these Site Protocols are not consistent with any applicable state or federal statute or regulation, the Site Leadership Council may provisionally adopt an amendment to such documents without prior notification to the Site Medical Staff or the Governing Body. In such a circumstance, the Site Leadership Council will immediately notify the Site Medical Staff and the Governing Body, and the provisional amendment shall be submitted to the Site Medical Staff at the next regular Site Medical Staff meeting, at a special Medical Staff meeting called for such purpose, or using electronic voting via computer, fax, or other technology. For a vote taken at a Site Medical Staff meeting, an amendment so presented shall require a majority (51%) vote of the Active Primary Medical Staff Members present for Site Medical Staff approval. For a vote taken via electronic voting, an amendment so presented shall require a majority (51%) vote of the Active Primary Medical Staff Members voting. An amendment approved by the Site Medical Staff shall be forwarded to the Governing Body for its approval and shall become effective if and when it is approved by the Governing Body.

6.1.3 Technical Modifications of Site Protocols.
Modifications that do not materially change any Site Protocol provision, such as reorganization, reformatting, renumbering, correction of grammatical, spelling, or punctuation errors, or correction of statutory, regulatory, or accreditation standard citations contained in a footnote reference, shall not be considered an amendment of the Site Protocols and shall not require approval as described above.

6.2 SITE MEDICAL STAFF POLICIES

6.2.1 Adoption of Site Medical Staff Policies.
(a) Generally. To the extent such policies do not conflict with the Medical Staff Policies Governing Medical Practices, the Site Leadership Council may adopt Site Medical Staff Policies as may be necessary to implement more specifically the general principles found within these Site Protocols and guide and support the provision of care, treatment and services at the Medical Center, subject to the approval of the Medical Executive Committee and the Governing Body. The Site Medical Staff Policies must be consistent with the Medical Staff Bylaws, these Site Protocols, Medical Center policies, and applicable statutes and regulations.\(^\text{15}\) The

\(^{15}\) JCS MS.01.01.01, EP 4 (October 2011).
Site Leadership Council shall ensure that all approved Site Medical Staff Policies are communicated to the Site Medical Staff.16

(b) Adoption Process. Any Medical Staff Member, Medical Staff committee (including the Medical Executive Committee), or Department, may submit a proposal to adopt a Site Medical Staff Policy to the Site Leadership Council President. The Site Leadership Council President shall submit the proposed Site Medical Staff Policy to the Site Leadership Council for approval at the next regular Site Leadership Council meeting, or at a special Site Leadership Council meeting called for such purpose. To be approved by the Site Leadership Council, a proposed Site Medical Staff Policy must be approved by a majority (51%) vote of the Site Leadership Council. A Site Medical Staff Policy approved by the Site Leadership Council shall be forwarded to the Governing Body for its approval and shall become effective if and when it is approved by the Governing Body. If a proposed Site Medical Staff Policy is not approved by the Site Leadership Council, the Medical Staff may submit the proposed Site Medical Staff Policy directly to the Governing Body if (2/3) of the Active Primary Medical Staff Members vote to submit such proposed Policy directly to the Governing Body. Such a proposed Site Medical Staff Policy shall become effective if and when it is approved by the Governing Body.17

6.2.2 Amendment of Policies Governing Medical Practices.

(a) Proposed Amendments. Site Medical Staff Policies may be amended or repealed upon recommendation of the Site Leadership Council, subject to the approval of the Medical Executive Committee and the Governing Body. Amendments may be proposed to the Site Leadership Council by any Site Staff Member, the Site Leadership Council, the Medical Executive Committee, or the Governing Body. Amendments shall become effective if and when approved by the Governing Body. The Site Leadership Council shall ensure that all approved amendments are communicated to the Medical Staff.

(b) Amendment to Comply with Law or Regulations. The professional conduct of Site Staff Members shall at all times be governed by applicable state and federal statutes and regulations. In the event the provisions of the Site Medical Staff Policies are not consistent with any applicable state or federal statute or regulation, the Site Leadership Council President may provisionally adopt an amendment to such documents without prior notification to the Site Leadership Council, the Medical Executive Committee, or the Governing Body. In such a circumstance, the Site Leadership Council President will immediately notify the Site Leadership Council, the Medical Executive Committee, and the Governing Body and the provisional amendment shall be submitted to the Site Leadership Council at the next regular Site Leadership Council meeting, or at a special Site Leadership Council meeting called for such purpose.

16 JCS MS.01.01.01, EP 9 (October 2011).
17 JCS MS.01.01.01, EPs 7-9 (October 2011).
6.2.3 Technical Modifications of Site Medical Staff Policies.
Modifications that do not materially change any provision contained in a Site Medical Staff Policy, such as reorganization, reformatting, renumbering, correction of grammatical, spelling, or punctuation errors, or correction of statutory, regulatory, or accreditation standard citations contained in a footnote reference, shall not be considered an amendment of a Site Medical Staff Policy and shall not require approval as described above.

6.3 DEPARTMENT POLICIES AND PROCEDURES

Each Department may develop and propose amendments to policies intended to guide and support the provision of care, treatment and services in such Department, or govern the administration of such Department. Such policies or proposed amendments must: (1) be consistent with these Site Protocols, the Medical Staff Bylaws, the Policies Governing Medical Practices, Site Medical Staff Policies, and applicable Medical Center policies; and (2) be approved by the Site Leadership Council. If the Site Leadership Council declines to approve a Department policy or proposed amendment recommended by the relevant Department Chief, the Site Leadership Council shall provide a written explanation of its action to the Department Chief.
ARTICLE 7. MISCELLANEOUS

7.1 COMPLIANCE WITH LAWS AND REGULATIONS

Any act or omission that may be considered inconsistent with the provisions set forth in these Site Protocols, but which was undertaken in order to comply with applicable federal or state statutes or regulations, shall not be considered in violation of these Site Protocols. In the event these Site Protocols are inconsistent with such statutes or regulations, the Site Leadership Council shall initiate in a timely manner the applicable amendment process.

7.2 GOVERNING LAW

The validity, construction, and enforcement of these Site Protocols shall be construed and enforced solely in accordance with the laws of the State of Wisconsin. The parties agree that jurisdiction and venue for any dispute shall be in Milwaukee County, Wisconsin and no party or person may object to personal jurisdiction in, or venue of such courts or assert that such courts are not a convenient forum. Both parties waive trial by jury in any action hereunder.

7.3 ELECTRONIC RECORD KEEPING

Whenever these Site Protocols call for maintenance of written records, such records may be recorded and/or maintained in an electronic format.

7.4 HEADINGS

The captions or heading used in these Site Protocols are for convenience only and are not intended to limit or otherwise define the scope of effects of any provisions of these Site Protocols.

7.5 IDENTIFICATION

Although the masculine gender and singular are generally used throughout these Site Protocols and associated policies for simplicity, words which import one gender may be applied to any gender and words which import the singular or plural may be applied to the plural or the singular, all as a sensible construction of the language so requires.

7.6 COUNTING OF DAYS

In any instance in which the counting of days is required in these Site Protocols in connection with the giving of a notice or for any other purpose, the day of the event shall not count, but the day upon which the notice is given shall count. In any case where the date on which some action is to be taken, notice given or period expired occurs on a holiday, a Saturday or a Sunday, such action shall be taken, such notice given or such period extended to the next succeeding Monday, Tuesday, Wednesday, Thursday or Friday which is not a holiday. For the purposes of this Section, the term "holiday" shall mean such days as are commonly recognized as holidays by the U.S. Federal Government.
7.7 SEVERABILITY

In the event that any provision of these Site Protocols shall be determined to be invalid, illegal, or unenforceable, the validity, enforceability of the remaining provisions shall not in any way be affected or impaired by such a determination.
ARTICLE 8. UNIFIED MEDICAL STAFF

8.1 INITIAL OPT IN

The Medical Center’s previously separate medical staff members have voted by majority, in accordance with the Medical Center’s previous medical staff bylaws, to join the Aurora Medical Staff and accept the unified medical staff structure provided in the Medical Staff Bylaws.\textsuperscript{18}

8.2 RIGHT TO OPT OUT

Pursuant to Article 12 of the Medical Staff Bylaws, the Medical Center has the right to opt out of the integrated medical staff by a majority vote of the Primary Medical Staff Members.\textsuperscript{19}

\textsuperscript{18} 42 C.F.R. § 482.22(b)(4)(i).

\textsuperscript{19} 42 C.F.R. § 482.22(b)(4)(ii).