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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 Chairperson of a Medical Center Department.

“Medical Center” means Aurora Health Care Southern Lakes, Inc., d/b/a Aurora Medical Center, located in Summit, 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 Executive Committee Representative” means the Active Primary Medical Staff Member selected by the Site Leadership Council to represent the Site at the Medical Executive Committee.

“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.

“Site Administrator” 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) Clinical Quality / Utilization Management Officer
(d) Department Chief, Department of Medicine
(e) Department Chief, Department of Emergency Medicine
(f) Department Chief, Department of Radiology
(g) Department Chief, Department of Women’s and Children’s Services
(h) Department Chief, Department of Surgical Services
(i) Department Chief, Department of Anesthesia

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) Administrator
(b) Chief Medical Officer
(c) Director, Patient Care Services and Chief Nurse Executive
(d) Director, Quality
(e) Manager of Medical Staff Services

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.

### 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:

1. Coordinate the activities and general policies of the Departments;
2. Receive, review and act upon Department and Site Medical Staff committee reports;
3. Develop, implement, approve and monitor Site Medical Staff Policies not otherwise the responsibility of the Departments;
4. Provide liaison between the Primary Staff Members and the Site Administrator;
5. Provide liaison between the Primary Staff Members and the Medical Executive Committee and Governing Body;
6. Make recommendations to the Site Administrator on matters of a medico-administrative nature;
7. Make recommendations to the Medical Executive Committee and the Governing Body or the Site Administrator on matters concerning the management of the Medical Center;
8. 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;
9. Ensure that Primary Staff Members actively participate in the Medical Center’s accreditation program and assists the Medical Center in maintaining its accreditation status;
10. 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;
11. 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
ARTICLE 2 – SITE LEADERSHIP COUNCIL

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 monthly, 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 seventy percent (70%) 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.¹
The officers of the Site Medical Staff shall be:

Site Leadership Council President
Site Leadership Council President Elect

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 ex officio member of all Site Medical Staff committees without vote;

iv. 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;

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

vi. 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;

vii. 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;

¹ Wis. Admin. Code DHS § 124.12(6)(a) (2011); JCS MS.01.01.01, EP 19 (October 2011).
viii. be responsible for the educational activities of the Site Medical Staff;
ix. be the spokesperson for the Site Medical Staff in its external professional and
   public relations;
x. ensure that attendance is taken at and accurate and complete minutes are kept
   of all Site Leadership Council meetings; and
xi. 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.

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:
   • 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;
   • Demonstrate an interest in maintaining quality patient care at the
     Medical Center; and
   • 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:
   • 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

- 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. Site Medical Staff Officer nominees shall be set forth by a Nominating Committee. The Nominating Committee shall consist of the Site Leadership Council President, the Site Leadership Council President Elect, the Site Administrator and, on a rotating basis in the order set forth in Section 4.1.2 of these Site Protocols, the Department Chief of the applicable Department. The Nominating Committee shall offer the Governing Body a slate of nominees with at least one candidate for each vacancy. The Governing Body shall then approve or reject each nominee; provided, however, that in the event none of the nominees for a particular vacancy are acceptable to the Governing Body, the Nominating Committee shall submit new nominee(s) for that vacancy to the Governing Body for approval, and such process shall be repeated until the Governing Body has approved at least one candidate for each vacancy. The nominees approved by the Governing Body shall go before the Site Medical Staff for election.

(c) Election. Site Medical Staff Officers shall be elected every other year at the annual meeting of the Site Medical Staff (or via electronic voting if applicable) and shall be confirmed by the Governing Body. Only Active Primary Medical Staff Members shall be eligible to vote. Election by the Site Medical Staff for each office shall require a majority of Active Primary Medical Staff Members voting. If, in voting, a candidate does not receive a majority vote, successive voting shall ensue with the name of the candidate receiving the fewest votes being omitted from each successive slate until a majority is obtained by one candidate. The election mechanisms that may be considered for utilization include paper ballots and electronic voting via computer, fax, or other technology.

(d) Term. All Site Medical Staff Officers shall serve for a two (2) year term unless removed from office or a successor is elected. A Site Medical Staff Officer may not serve a third consecutive term in the same office unless 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 vote to approve such a third consecutive term, and such third consecutive term is approved by the Governing Body. Such third consecutive term shall become effective when approved by the Governing Body. Site Medical Staff Officers shall take office on the first day of the Medical Staff year.

3 JCS MS.01.01.01, EP 18 (October 2011).
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. 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.

ii. Request for Removal. The Site Leadership Council shall consider the removal of a Site Medical Staff Officer from office in the event:

• 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);

• 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;

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4 JCS MS.01.01.01, EP 18 (October 2011).
• 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 EXECUTIVE COMMITTEE REPRESENTATIVE

3.2.1 Medical Executive Committee Representative
The Site Leadership Council shall vote via a majority vote to elect which Active Primary Medical Staff Member shall serve as the Site’s Medical Executive Committee Representative.

3.2.2 Qualifications
The Medical Executive Committee Representative must meet the qualifications for Site Medical Staff Officers provided in Section 3.1.3 of these Protocols.

3.2.3 Site Leadership Council Membership.
In the event the Medical Executive Committee Representative is not already a member of the Site Leadership Council in another capacity (i.e. Site Leadership Council President), then the Medical Executive Committee Representative shall become a non-voting
ARTICLE 3 – ORGANIZED MEDICAL STAFF

member of the Site Leadership Council for the duration of his/her role as the Medical Executive Committee Representative.

3.2.4 Removal
The Site Leadership Council may vote to remove their chosen Medical Executive Committee Representative at any time upon a majority vote. Following such removal, the Site Leadership Council shall vote to appoint a replacement Medical Executive Committee Representative.

3.3 MEDICAL STAFF COMMITTEE REPRESENTATIVES

3.3.1 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.

3.3.2 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.

3.4 SITE MEDICAL STAFF MEETINGS

3.4.1 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.5

3.4.2 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. 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 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.

3.4.3 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.

3.4.4 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.
3.4.5 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.

3.4.6 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.
ARTICLE 4. CLINICAL DEPARTMENTS

4.1 ORGANIZATION OF DEPARTMENTS AND SECTIONS

4.1.1 Organization.
Each Department shall be organized as a separate part of the Medical Center and shall
have a Department Chief who is: (a) elected by the Active Primary Medical Staff
Members of the applicable Department; and (b) has the authority, duties and
responsibilities as specified in Section 4.3 of these Site Protocols. A Department Chief
may establish Sections within his/her Department, and appoint Section Chairpersons,
subject to approval by the Site Leadership Council and the Governing Body.

4.1.2 Designation.
The current Departments are:
(a) Medicine
(b) Emergency Medicine
(c) Radiology
(d) Women’s and Children’s Services
(e) Surgical Services
(f) Anesthesia

4.2 ASSIGNMENT TO DEPARTMENTS

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 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, but may also
be assigned to and/or granted Clinical Privileges or specified services in one or more
other Departments. The exercise of Clinical Privileges or the performance of specified
services within any Department shall be subject to the policies of that Department and the
authority of that Department’s Department Chief.

4.2.2 Multiple Departments.
A Site Staff Member who wishes to be assigned to more than one Department must
declare which Department 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. Membership in Departments
other than the declared major Department does not confer the privilege to be nominated
for the position of Department Chief, but does confer all other privileges of discussion, voting and appointment to committees which may be established by the Department.

4.3 **DEPARTMENT CHIEFS**

4.3.1 **Qualifications, Nomination; Election; Term.**

   (a) **Qualifications.**

   i. At the time of nomination and election, and throughout his or her term of office, a Department Chief must:

   - 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;
   - Be and remain board certified in his/her specialty;
   - Demonstrate an interest in maintaining quality patient care at the Medical Center; and
   - Constructively participate in Site Medical Staff affairs, including active participation in peer review activities and on Site Medical Staff committees.

   ii. A Department Chief may not:

   - Serve as a medical staff officer, department chairperson (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
   - 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.** The Active Primary Medical Staff Members of each Department shall nominate candidates for the position of Department Chief of such Department at the Departmental meeting held within each election year. The Manager of Medical Staff Services shall contact each nominee and advise the nominee of the Department Chief’s responsibilities and eliminate from consideration any nominee who does not indicate a willingness to fulfill such responsibilities. Each Department shall offer the Governing Body a slate of nominees. The Governing Body shall then approve or reject each nominee; provided, however, that in the

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9 JCS MS.01.01.01, EP 36 (October 2011).
10 JCS MS.01.01.01, EP 36 (October 2011).
event none of the Department’s Department Chief nominees are acceptable to the Governing Body, the Department shall submit a new slate of nominee(s) to the Governing Body for approval, and such process shall be repeated until the Governing Body has approved at least one candidate for Department Chief.

(c) **Election.** The Department Chief of each Department shall be elected by a majority vote of all Active Primary Medical Staff Members of the respective Department in the election year for such Department’s Department Chief from the slate of nominees approved by the Governing Body. In the event no nominee receives a majority vote, the nominee receiving the fewest votes shall be eliminated and successive run-off elections shall be held until one (1) nominee receives a majority of the votes cast. The results of the election shall be announced at the next Site Medical Staff meeting. The election mechanisms that may be considered for utilization include paper ballots and electronic voting via computer, fax, or other technology.

(d) **Term.** Each Department Chief shall serve a two (2) year term unless removed from office or a successor is appointed by the applicable Department.

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/chefs) 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.

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11 Wis. Admin. Code DHS § 124.12(9)(b) (2011); JCS MS.01.01.01, EP 36 (October 2011).
(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.

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

4.3.3 Vacancies in Department Chief.
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 the 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 **DEPARTMENTAL MEETINGS**

4.4.1 **Scheduling and Notice.**
(a) **Regular Meetings.** Each Department may set the time for holding the Department’s regular meetings. Departmental meetings shall be held at least annually. 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 Departmental 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.

4.4.2 **Attendance Requirements.**
All Department members are encouraged to attend Departmental meetings.
4.4.3 **Participation by Administrator.**
The Site Administrator (or his/her designee) may attend any Medical Staff Department or section meeting.

4.4.4 **Minutes.**
Minutes of each regular and special Departmental 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 submitted to the Site Leadership Council. Minutes of Departmental meetings shall be maintained by Medical Staff Services.

4.4.5 **Quorum and Voting Requirements.**
For Departmental 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.

4.4.6 **Robert’s Rules of Order.**
Departmental 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, (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.

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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.  
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. 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.

(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 classical voting procedures.

13 JCS MS.01.01.01, EPs 1, 2, 3 & 24 (October 2011).
14 JCS MS.01.01.03, EP 1 (October 2011); JCS MS.01.03.03, EP 1 (October 2011).
15 JCS MS.01.01.01, EP 8 (October 2011).
ARTICLE 6 – SITE PROTOCOLS AND POLICIES

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 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.\textsuperscript{16} The Site Leadership Council shall ensure that all approved Site Medical Staff Policies are communicated to the Site Medical Staff.\textsuperscript{17}

(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.\textsuperscript{18}

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

\textsuperscript{16} JCS MS.01.01.01, EP 4 (October 2011).
\textsuperscript{17} JCS MS.01.01.01, EP 9 (October 2011).
\textsuperscript{18} JCS MS.01.01.01, EPs 7-9 (October 2011).
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.

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 DEPARTMENTAL POLICIES

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. 19

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. 20

19 42 C.F.R. § 482.22(b)(4)(i).
20 42 C.F.R. § 482.22(b)(4)(ii).