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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 Medical Center of Washington County, Inc., doing business as Aurora Medical Center Washington County, located in Hartford, 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.

“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) Secretary-Treasurer
(d) Department Chief – Primary Care
(e) Department Chief – Surgery
(f) Chair of Site Peer Review Committee
(g) Chair of Site Credentials Committee
(h) At-Large Member

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) Chair of Medical Center's Quality and Patient Safety Committee
(c) Manager of Medical Staff Services
(d) Chair of the Site Practice Evaluation Committee
(e) Chief Medical Officer
(f) Other individuals as approved by the Site Leadership Council

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) 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) 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) Evaluation of medical care rendered to patients at the Medical Center;
(b) Oversight of Site Medical Staff activities at the Medical Center, including, without limitation, the coordination of the Site Medical Staff activities and general policies;
(c) Provision of representation of the Site Medical Staff in the intervals between Site Medical Staff meetings, subject to given limitations as may be imposed by the Medical Staff Bylaws and these Site Protocols;
(d) Action on reports and recommendations received from a Bylaws Committee and the Practice Evaluation Committee, including, but not limited to, recommendations that require approval by the Medical Executive Committee and/or the Governing Body;
(e) 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 Unified Credentials Committee and Medical Executive Committee for staff appointment, assignments to Departments and delineation of Clinical Privileges;
(f) Promotion of ethical conduct and competent clinical performance on the part of all Primary Staff Members, including the initiation of and the participation in remedial action or review measures when warranted;
(g) Development of continuing education activities and programs for Primary Staff Members;
(h) Designation of such committees as may be appropriate or necessary to assist in carrying out the duties and responsibilities of the Site Medical Staff and approving the appointment of committee chairpersons;
(i) Provision of reports to the Site Medical Staff at each regular Site Medical Staff meeting;

(j) Review of all actions of the Governing Body as such actions affect the quality of patient care, including the right and duty to communicate to the Governing Body the opinion, from a quality of care standpoint, of the Site Medical Staff;

(k) Provision of advice and counsel to the Site Administrator and Governing Body on all matters of a medical-administrative nature;

(l) Make recommendations to the Medical Executive Committee and the Governing Body or the Site Administrator on matters concerning the management of the Medical Center;

(m) Provision of oversight and direction as necessary regarding quality improvement and performance improvement activities, including making recommendations to the Governing Body regarding Site Medical Staff participation in performance improvement activities and requesting evaluations of Primary Staff Members through the Medical Staff process in instances where there is doubt about a Staff Member's ability to perform the Clinical Privileges requested;

(n) 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;

(o) 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 Unified Credentials Committee or Medical Executive Committee for reappointments and renewal of or changes in Clinical Privileges;

(p) Coordinate the activities and general policies of the Departments;

(q) Receive, review and act upon Department and Site Medical Staff committee reports;

(r) Provide liaison between the Primary Staff Members and the Site Administrator;

(s) Provide liaison between the Primary Staff Members and the Medical Executive Committee and Governing Body;

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

(u) 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 a majority of the voting members of the Site Leadership Council. Once a quorum is established, the business of the meeting may continue and all actions taken shall be binding even though less than a quorum exists at a later time in the meeting. To be approved by the Site Leadership Council, an action shall receive a majority of votes cast at a meeting at which a quorum of the Site Leadership Council is present.

### 2.3.3 Attendance Requirements.

Site Leadership Council members are expected to attend at least seventy-five percent (75%) of the meetings held. A committee member's continued failure to attend regularly scheduled and special meetings may result in removal of such member from the Site Leadership Council. Attendance records shall be maintained.

### 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
Secretary-Treasurer

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. be a voting member of the Site Leadership Council;
ii. preside over all meetings of the Site Leadership Council;
iii. appoint members and chairpersons of Site Medical Staff committees, as necessary, subject to the approval of the Site Leadership Council;
iv. act in coordination and cooperation with the Site Administrator in all matters of mutual concern within the Medical Center;
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. 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; and
vii. perform other duties as may be required.

(b) Site Leadership Council President Elect. The Site Leadership Council President Elect shall:

i. be a voting member of the Site Leadership Council;

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1 Wis. Admin. Code DHS § 124.12(6)(a) (2011); JCS MS.01.01.01, EP 19 (October 2011).
ii. assume all the duties and have the authority of the Site Leadership Council President in the event of the Site Leadership Council President’s temporary inability to perform due to illness, absence from the community or unavailability for any other reason;

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. perform such duties as are assigned by the Site Leadership Council President.

(c) Secretary-Treasurer. The Secretary-Treasurer shall:

i. be a voting member of the Site Leadership Council;

ii. assume all the duties and have the authority of the Site Leadership Council President Elect in the event of the Site Leadership Council President Elect’s temporary inability to perform due to illness, absence from the community or unavailability for any other reason;

iii. automatically succeed the Site Leadership Council President Elect, including, without limitation, if the office of Site Leadership Council President Elect becomes vacant for any reason during the Site Leadership Council President Elect’s term of office;

iv. assure that accurate and complete minutes are maintained for all Site Medical Staff meetings;

v. call Medical Staff meetings on the order of the Site Leadership Council President;

vi. attend to Site Medical Staff correspondence, as requested by the Site Leadership Council President and/or the Site Leadership Council President Elect;

vii. manage the Site Medical Staff treasury funds, including notifying members of dues assessments, dispersing funds as directed by the Site Leadership Council, and making an annual financial report to the Site Medical Staff; and

viii. perform such duties as are assigned by the Site Leadership Council President and/or the Site Leadership Council President Elect.

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 at all times during his or her term in office; ²

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

3) Have constructively participated in Medical Staff affairs at the Medical Center or other Aurora Affiliate, including peer review activities.

4) Be willing to discharge faithfully the duties and responsibilities of the position to which the individual is elected or appointed;

5) Be knowledgeable concerning the duties of the office;

6) Possess effective written and oral communication skills;

7) Possess and have demonstrated an ability for harmonious interpersonal relationships;

8) Consistently adhere to the conflict of interest policies adopted by the Governing Body; and

9) Have participated in or are willing to participate in Medical Staff leadership training and/or other Medical Staff leadership activities.

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. 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 Administrator and the Department Chiefs. The Nominating Committee shall submit the nominees to the Medical Executive Committee for approval at the November prior to an election. The Medical Executive Committee’s recommendation shall then be forwarded to the Governing Body for approval. In the event none of the nominees for a particular vacancy are acceptable to the Medical Executive Committee or the Governing Body, the Nominating Committee shall submit new nominee(s) for that vacancy to the Medical Executive Committee and Governing Body for approval, and such process shall be repeated until the Medical Executive Committee and Governing Body has approved at least one candidate for each vacancy. The nominees approved by the Medical Executive Committee and Governing Body shall go before the Site Medical Staff for election.

(c) Election. The voting Active Primary Medical Staff Members shall elect, with the approval of the Governing Body, from among their Active Primary Medical Staff
ARTICLE 3 – ORGANIZED SITE MEDICAL STAFF

Members a Site Leadership Council President, a Site Leadership Council President Elect, and a Secretary-Treasurer. At the expiration of the Site Leadership Council President’s term or in the event of a vacancy of office set forth in Section 3.1.4, the office of Site Leadership Council President shall be automatically assumed by the Site Leadership Council President Elect. Every two (2) years, the Active Primary Medical Staff Members shall elect a Secretary-Treasurer from among the Active Primary Medical Staff Members. After the expiration of the Secretary-Treasurer’s two-year term, the Secretary-Treasurer shall automatically assume the office of Site Leadership Council President Elect. Every two years, after the expiration of the Site Leadership Council President Elect’s term, the Site Leadership Council President Elect shall automatically assume the office of Site Leadership Council President. Accordingly, it is anticipated that the Staff Member elected to the office of Secretary-Treasurer shall serve as a Site Medical Staff officer for a period of six (6) consecutive years.

(d) Term. A Site Medical Staff Officer is precluded from serving more than two (2) consecutive years in each office, except as required in section 3.1.4 in the event of a vacancy in office. An eligible Staff Member may, however, seek election as Secretary-Treasurer following the expiration of his or her term of office as Site Leadership Council President.

3.1.4 Vacancies in Office.
In the event of a vacancy in the position of Site Leadership Council President for any reason, the Site Leadership Council President Elect will assume the office of Site Leadership Council President. In the event of a vacancy in the position Site Leadership Council President Elect for any reason, the Secretary-Treasurer will assume the office of Site Leadership Council President Elect. In the event of a vacancy in the office of Secretary-Treasurer, the Site Medical Staff shall elect a Secretary-Treasurer to fill the vacancy. A Staff Member who fills a vacancy shall serve the unexpired portion of the term of his or her predecessor, as well as the two (2) year term provided in section 3.1.3(d) of these Site Protocols.

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

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

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 At-Large Member of the Site Leadership Council

#### 3.2.1 Qualifications.
The At-Large Member of the Site Leadership Council shall meet the following qualifications:

(a) Be an Active Primary Medical Staff Member in Good Standing at all times during his or her term in office;

(b) Have no pending adverse recommendations concerning staff appointment or Clinical Privileges;

(c) Have demonstrated an interest in maintaining quality medical care at the Medical Center;

(d) Be willing to discharge faithfully the duties and responsibilities of the position to which the individual is elected or appointed;

(e) Be knowledgeable concerning the duties of the office;

(f) Possess effective written and oral communication skills; and

(g) Possess and have demonstrated an ability for harmonious interpersonal relationships.

#### 3.2.2 Election and Term.

One (1) At-Large Member of the Site Leadership Council shall be elected every two (2) years. At-Large Members shall be nominated by the Site Leadership Council President with the approval of the Site Leadership Council. The At-Large Member will be approved by the Governing Body and shall serve a term of two (2) years commencing in the month of January in the year following the election. The number of consecutive terms of office shall be unlimited.

#### 3.2.3 Functions of the At-Large Member.
The At-Large Member is responsible to the Site Leadership Council President, the Site Leadership Council and the Governing Body. The At-Large Member shall be a voting member of the Site Leadership Council, give guidance to the Site Leadership Council and the Site Leadership Council President on the overall medical policies of the Medical Center and make specific recommendations and suggestions in order to continually strive toward improving the quality of patient care. The At-Large Member shall have authority and responsibility for the following:
(a) Developing and implementing rules, regulations, policies and procedures that guide and support the provision of services for the Site Medical Staff;

(b) Enforcing the Site Protocols, Medical Staff Bylaws, rules and regulations, policies, procedures and protocols; and

(c) Implementing actions taken by the Site Leadership Council and the Governing Body.

3.2.4 Vacancy in Office.
Whenever it is necessary for the At-Large Member to be absent from or unavailable to the Medical Center on a temporary basis for less than thirty (30) days, the At-Large Member shall appoint someone from the Primary Active Staff to serve as Acting At-Large Member. If there is a permanent vacancy in the At-Large Member position, Section 3.2.2 shall govern.

3.3 MEDICAL EXECUTIVE COMMITTEE REPRESENTATIVE

3.3.1 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.

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

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

3.3.4 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.

3.4 MEDICAL STAFF COMMITTEE REPRESENTATIVES

3.4.1 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.

3.4.2 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.

3.5 SITE MEDICAL STAFF MEETINGS

3.5.1 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.\(^4\)

3.5.2 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.\(^5\) Except for the annual meeting, the program and exact date of these meetings shall be determined by the Site Leadership Council President. 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) Annual Staff Meeting. There shall be an annual meeting of the Site Medical Staff and additional meetings from time to time as may be necessary, with the date and agenda to be determined by the Site Leadership Council President.

(c) Special Meetings. Special meetings of the Site Medical Staff may be called at any time by the Site Leadership Council President, a majority of the Site Leadership Council, or a petition signed by not less than 25% of the Active Primary Staff Members. The Site Medical Staff shall be given fourteen (14) days' advance notice of any special Site Medical Staff meeting to be held. No business shall be transacted at any special meeting, except that stated in the Written Notice of such special meeting. The attendance of a Medical Staff Member at a meeting shall constitute a waiver of notice of such meeting.

constitute a waiver of notice of such meeting. The Site Leadership Council President shall designate the time and place of any special meeting.

3.5.3 Minutes.
Accurate minutes of each meeting, including meeting attendance and actions taken at the meeting, shall be recorded by the staff from the Medical Center under the direction of the Secretary-Treasurer. Minutes shall be kept on file in the Medical Staff Office. Copies of the meeting minutes shall also be made available to the Site Leadership Council President and Site Leadership Council President Elect.

3.5.4 Attendance Requirements.
Site 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 Medical Staff will make every effort to attend Site Medical Staff meetings.\(^6\)

3.5.5 Quorum.
There shall be a quorum requirement of one-fourth (1/4) of the Active Primary Medical Staff Members. Such quorum requirement shall be applicable to all regular or special meetings of the Site Medical Staff.

3.5.6 Voting.
All actions to be taken at a Site Medical Staff meeting shall be taken by voice vote of the Active Primary Medical Staff Members present unless a vote by electronic ballot (by fax or computer), mail ballot or other written ballot is taken in lieu of a meeting. The voting process shall be handled as provided below.

(a) A simple majority of those voting members present at a meeting at which a quorum is present shall be sufficient to constitute action. In the event a mail, electronic or other written ballot is taken in lieu of a meeting, twenty-five percent (25%) of the voting members must return ballots and a simple majority of such ballots shall be sufficient to constitute action.

(b) In all instances in which electronic, mail or other written ballots are used for voting, the Medical Center's Medical Staff services department personnel shall handle the preparation, distribution and receipt of such ballots. Final counting of the returned ballots shall be carried out by the Medical Center's Medical Staff Services department under the direction and supervision of the Site Leadership Council President, or his or her designee.

3.5.7 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 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 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 Chair to Department Chief and authority shall be from Department Chief to Section Chair.

4.1.2 Designation.
The current Departments and Sections are:
(a) Primary Care
(b) Surgery

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.**

   (a) **Qualifications.**
   
   i. At the time of nomination and election, and throughout his or her term of office, a Department Chief must:
   
   1) Be a Primary Medical Staff Member in Good Standing;
   2) Have no pending adverse recommendations concerning staff appointment or Clinical Privileges;
   3) Have demonstrated an interest in maintaining quality medical care at the Medical Center;
   4) Certification by an appropriate specialty board or comparable competence affirmatively established through the credentialing process; 
   5) 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:
   
   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) **Election and Term.** The Active Primary Medical Staff Members of each Department shall elect from their Active Primary Medical Staff Members a Department Chief. Such elections shall be subject to the approval of the Governing Body. Each Department Chief approved by the Governing Body shall serve a term of two (2) years commencing in the month of January in the year following the election. The number of consecutive terms of office shall be unlimited.

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7 JCS MS.01.01.01, EP 36 (October 2011).
8 JCS MS.01.01.01, EP 36 (October 2011).
4.3.2 **Duties and Responsibilities.**

Department Chiefs are responsible to the Site Leadership Council President, the Site Leadership Council and the Governing Body for the quality of care rendered in their Departments. They shall be members of the Site Leadership Council, give guidance to the Site Leadership Council and the Site Leadership Council President on the overall medical policies of the Medical Center and make specific recommendations and suggestions regarding their own Department in order to continually strive toward improving the quality of patient care. The Department Chiefs shall have authority and responsibility for the following:

(a) Overseeing all clinically related activities of the Department.
(b) Overseeing all administratively related activities of the Department, unless otherwise provided for by the Medical Center.
(c) Be a voting member of the Site Leadership Council.
(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) Establish, when appropriate, sections within the Department, and appoint leaders (chairpersons/chiefs) thereof, subject to approval by the Site Leadership Council and the Governing Body.
(f) Integrating the Department into the primary functions of the Medical Center.
(g) Coordinating and integrating interdepartmental and intradepartmental services.
(h) Developing and implementing rules, regulations, policies and procedures that guide and support the provision of services in the Department.
(i) Recommending sufficient numbers of qualified and competent persons to provide care/service.
(j) Directing continuing surveillance of the professional performance of all Staff Members who have delineated Clinical Privileges in the Department.
(k) Recommending to the Medical Staff the criteria for Clinical Privileges in the Department.
(l) Recommending Clinical Privileges for each member of the Department.
(m) Determining the qualifications and competence of Department personnel who are not Practitioners and who provide patient care services.
(n) Continuously assessing and improving the quality of care and services provided.
(o) Maintaining quality control programs, as appropriate.
(p) Providing orientation and continuing medical education for all persons in the Department.
(q) Recommending space, equipment and other resources needed by the Department.

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9 Wis. Admin. Code DHS § 124.12(9)(b) (2011); JCS MS.01.01.01, EP 36 (October 2011).
(r) Assessing and recommending to the relevant Medical Center authority any off-site sources for needed patient care services not provided by the Department or the Medical Center.

(s) Enforcing the Medical Staff Bylaws, the Site Protocols, rules and regulations, policies, procedures and protocols within the Department.

(t) Holding Departmental business meetings and presiding at such meetings.

(u) Assigning as necessary, emergency service on-call responsibilities, care for unassigned patients, consultations and/or participation in Department organizational performance/quality improvement activities.

4.3.3 Vacancies in Department Chiefs.
Whenever it is necessary for a Department Chief to be absent from or unavailable to the Medical Center on a temporary basis for less than thirty (30) days, the Department Chief shall appoint someone from the Active Primary Staff of the Department to serve as Acting Chief. If there is a permanent vacancy in any Department Chief position, section 4.3.1(b) shall govern.

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.
Department Chiefs may be removed, with or without cause, upon a vote of the Site Leadership Council approving the removal of any such individual. 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. Section Chairpersons may be removed, with or without cause, by 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) Term. The term of office for a Section Chairperson shall be two (1) years, 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

4.5.1 Creation of New Department.
ARTICLE 4 – CLINICAL DEPARTMENTS AND SECTIONS

(a) Criteria. The creation of additional Departments may be recommended to the Site Leadership Council and Governing Body when the following criteria are met:

i. There exists at least 20 total Medical Staff Members of a Section, of whom the majority (11) must be Active Primary Medical Staff Members;

ii. The majority of those Active Primary Medical Staff Members of the Section must have a vote taken and recorded in the Section meeting minutes stipulating their wish to become a Department;

iii. A Section wishing to become a Department must demonstrate, to the satisfaction of the Site Leadership Council, that it has a significant impact on the volume of inpatient and/or outpatient care provided at the Medical Center;

iv. In addition, the Section must demonstrate that its current quality assurance activities meet the criteria of a Department as established by the Medical Center; and

v. The Section must provide a written statement of support from the responsible Department Chief of a majority of the Active Primary Medical Staff Members of the responsible Department.

In the event the above conditions are met, and then only after the requesting group of individuals has indicated that they understand the responsibility of obligation of their new status which has been requested, may the Site Leadership Council provisionally establish the new Department.

(b) Provisional Department Responsibilities. The new provisional Department must then carry out all responsibilities of the new Department for a period of six (6) months to the satisfaction of the Site Leadership Council. During this provisional six-month period, the Department will have a seat, without vote, on the Site Leadership Council. After this provisional period has been satisfactorily concluded, the Site Leadership Council may recommend to the Governing Body that the new Department be incorporated into the Site Medical Staff structure which would include a permanent voting representative service on the Site Leadership Council. When the Governing Body votes to make the provisional Department permanent, the Site Protocols will be modified accordingly.

(c) Leadership. The Section Chairperson will serve as Department Chief of the new Department until the next regular election.

4.5.2 Creation of New Section.

(a) Criteria. The creation of additional Sections may be recommended to the Site Leadership Council and Governing Body when the following criteria are met:

i. There exists at least 20 total Medical Staff Members of that discipline, of whom the majority (11) must be Active Primary Medical Staff Members;
ii. A discipline wishing to become a Section must demonstrate, to the satisfaction of the Site Leadership Council, that it has a significant impact on the volume of inpatient and/or outpatient care provided at the Medical Center;

iii. In addition, the discipline must demonstrate that its current quality assurance activities meet the criteria of a Section as established by the Medical Center; and

iv. The discipline must provide a written statement of support from the majority of the Active Primary Medical Staff Members of the responsible discipline.

In the event the above conditions are met, and then only after the requesting group of individuals has indicated that they understand the responsibility of obligation of their new status which has been requested, may the Site Leadership Council provisionally establish the new Section.

(b) Provisional Section Responsibilities. The new provisional Section must then carry out all responsibilities of the new Section for a period of six (6) months to the satisfaction of the Site Leadership Council. After this provisional period has been satisfactorily concluded, the Site Leadership Council may recommend to the Governing Body that the new Section be incorporated into the Site Medical Staff structure. When the Governing Body votes to make the provisional Section permanent, the Site Protocols will be modified accordingly.

4.6 DEPARTMENT MEETINGS

4.6.1 Scheduling and Notice.

(a) Regular Meetings. Meetings of the Departments shall be convened by the respective Department Chief as often as deemed necessary to keep members updated on current matters affecting the Medical Center and to provide a forum for Staff Members' input into Department and Medical Center matters that impact them. 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 regular or special meetings of the Departments, quorum shall consist of those Active Primary Medical Staff Members who are present. 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, (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 MEMBERS

5.3.1 Committee Chairpersons.

Each chairperson of a Medical Staff committee shall be a Primary Active Medical Staff Member who possesses the same qualifications as those required of Medical Staff Officers, set forth in Section 3.1.3(a) of these Site Protocols. Each committee chairperson must maintain such qualifications during his or her term of office. The Site Leadership Council President shall nominate each Medical Staff standing committee chairperson, subject to the approval of the Site Leadership Council. Such appointments become effective at the first meeting of the Site Leadership Council after the end of the Medical Staff Year. Each Medical Staff standing committee chairperson shall serve a term of one (1) year. Chairpersons may be reappointed by the Site Leadership Council for an unlimited number of one (1) year terms.

5.3.2 Committee Members

Standing committee membership and composition shall be as set forth in these Site Protocols and the Medical Center’s Organization and Functions Manual. To the extent committee members are to be appointed by the Site Leadership Council President, such appointments shall be subject to approval by the Site Leadership Council. There shall be no term limits with respect to committee membership.

5.3.3 Removal of Committee Chairpersons or Members.

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Medical Staff committee chairpersons or committee members may be removed, with or without cause, upon a vote of the Site Leadership Council approving the removal of any such individual.

5.4 **SITE MEDICAL STAFF COMMITTEE MEETINGS**

5.4.1 **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.

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

5.4.3 **Attendance and Participation.**
Members of a Medical Staff committee shall be expected to attend a minimum of 75% of the regularly scheduled committee meetings. A committee member's continued failure to attend regularly scheduled and special committee meetings may result in removal of such member from the committee. Attendance records shall be maintained.

5.4.4 **Reports, Recommendations and Minutes.**
Each Medical Staff committee shall maintain a record of its proceedings and actions, and shall make a report to the Site Leadership Council concerning significant findings and recommendations, as appropriate or upon request of the Site Leadership Council President, to the Site Leadership Council. The committee chairperson of any Medical Staff committee shall be available upon request to meet with the Site Leadership Council and the Governing Body to discuss any recommendation made by the committee.

5.4.5 **Quorum.**
A majority of committee members must be present at a meeting for committees consisting of greater than six members in order to transact business. For committees consisting of six or fewer members, at least fifty (50) percent of members must be present. Once a quorum is established, the business of the committee meeting may continue and all actions taken by the committee shall be binding even though less than a quorum exists at a later time in the meeting.
5.4.6 **Voting.**
A simple majority vote of those present and eligible to vote at a meeting of any Medical Staff committee at which a quorum is present shall be sufficient to take action. Only committee members who are Medical Staff Members shall have voting privileges. Medical Center staff may serve as Ex Officio members of Medical Staff committees.

5.4.7 **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. ¹¹

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. ¹² 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. ¹³

(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 Governing Body shall require a majority (51%) vote of the Active Primary Medical

¹¹ JCS MS.01.01.01, EPs 1, 2, 3 & 24 (October 2011).
¹² JCS MS.01.01.03, EP 1 (October 2011); JCS MS.01.03.03, EP 1 (October 2011).
¹³ JCS MS.01.01.01, EP 8 (October 2011).
ARTICLE 6 – SITE PROTOCOLS AND POLICIES

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.14 The

14 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.\textsuperscript{15}

(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{16}

### 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.

\textsuperscript{15} JCS MS.01.01.01, EP 9 (October 2011).

\textsuperscript{16} 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.\(^\text{17}\)

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.\(^\text{18}\)

\(^\text{17}\) 42 C.F.R. § 482.22(b)(4)(i).

\(^\text{18}\) 42 C.F.R. § 482.22(b)(4)(ii).