MEMORANDUM

To:	MEC Members at: St. Luke's Hospital – Anderson Campus St. Luke's Hospital – Bethlehem/Allentown Campus St. Luke's Hospital – Miners Campus St. Luke's Hospital – Monroe Campus St. Luke's Hospital – Quakertown Campus St. Luke's Hospital – Warren Campus
From:	Jeffrey Jahre, M.D., Senior Vice President, Medical Affairs Carol Kuplen, President, St. Luke's University Hospital Robert Gayner, M.D., Past President, St. Luke's University Hospital Medical Staff Mark Sblendorio, Esq., VP of Legal Services
CC:	Presidents at Above-Named Campuses Kara Mascitti, M.D., President, St. Luke's University Hospital Medical Staff Robert Wax, Esq., Senior Vice President & General Counsel
Date:	August 1, 2018
Re:	Updated Network Medical Staff Bylaws

In 2017, a group of St. Luke's University Health Network Medical Staff leaders and senior administration began the process to develop a cohesive "Network Medical Staff" ("NMS"). We are happy to report that we are now ready to implement the NMS across the Network.[1] **This memo explains how that implementation will formally take place, your role in that process, how you can access the relevant materials for review, and key changes to existing Medical Staff Bylaws and operations.**

Approval by the applicable Medical Executive Committees is the first step in this process, and action is planned for the MEC meetings during the week of August 13.

We have presented the purposes and benefits of moving to a NMS numerous times since this process started, including at Medical Staff meetings held on each affected campus. In short, we believe moving to a NMS is more advantageous for the Medical Staff and the Network because it will, most significantly, (1) establish a medical staff structure which reflects the Network approach to providing quality care, while assuring campus specific medical staff engagement and input, (2) standardize Medical Staff processes across the Network, and (3) reduce the number of meetings and duplicative effort currently in place with the goal of improving provider participation and attendance.[2]

[1] As we have noted in past updates, the NMS will not include the Blue Mountain or Sacred Heart hospitals at this time. We remain on track to bring the Blue Mountain and Sacred Heart campuses into the NMS in 2019.
[2] For further information, see the "Network Medical Staff – FAQs" located at the Network Medical Affairs webpage: http://medaffairs.slhn.org/manny/cred/medframe.htm.

HOW WILL THE NMS BE ADOPTED?

In order to formally adopt the NMS, the current Medical Executive Committee, and full voting Medical Staff of each affected campus, must approve the new NMS Bylaws. The draft of these NMS Bylaws has been carefully examined by our working group, along with internal and outside legal counsel. The relevant documents can be found at http://medaffairs.slhn.org/manny/cred/medframe.htm. Each member of the Medical Staff eligible to vote at an affected campus will be given the opportunity to do so, by mail or in a more convenient electronic fashion.

When a campus Medical Staff votes to adopt the new NMS Bylaws, they will be presented for approval to the Board of Trustees responsible for that campus, and, ultimately, to the Network Board of Trustees. **We expect all approvals to be obtained by the end of 2018, so that the new NMS may take effect on January 1, 2019.**

HOW CAN YOU ACCESS THE RELEVANT MATERIALS

The Network Medical Affairs website [http://medaffairs.slhn.org/manny/cred/medframe.htm] includes each campus' existing Medical Staff Bylaws, and other documents. We have added a copy of the new NMS Bylaws, along with a few other documents that we have previously used to explain the progress and process undertaken, such as the "Network Medical Staff – FAQs". If you have any trouble accessing any document, or would like more information, please contact your local VPMA, Mark Sblendorio, Esq., or Maria Bassert, Director of the Network Central Verification Office

The NMS Bylaws included at the link above are presented in two ways. First, there is a document called "*Network Medical Staff Bylaws – With Comments*" that points out key changes (but doesn't include line by line changes or updates). A second document, called "*Network Medical Staff Bylaws – Compared to Current*", also includes these key changes, but also shows a line-by-line comparison to our current model form of Medical Staff Bylaws.[3] This gives you the opportunity to focus your attention and use your time in a way that works for you. At the MEC meeting, you will be asked to vote on the *Network Medical Staff Bylaws – With Comments* document.

The following are significant changes that will come with the new NMS structure, and how they are reflected in the NMS Bylaws.[4]

KEY CHANGES IN THE NMS STRUCTURE

ARTICLE 1 – GENERAL.

- We deleted the requirement for MS Members to pay annual dues. We will also be ending the collection of application fees at some point in the near future.

ARTICLE 2 – CATEGORIES OF THE MEDICAL STAFF. No significant changes.

[3] Note that the "model" form may have small insignificant differences from the actual adopted Bylaws of a specific campus due to historical language.

[4] While some of the changes proposed may not be of practical significance, some sections do have changes that may be required by law, regulation or accreditation standards, or that were made to clarify process or ensure consistency of terminology. Please see the "*Network Medical Staff Bylaws – Compared to Current*" for more detail on the changes not highlighted in this memorandum.

ARTICLE 3 – OFFICERS.

- The NMS will have only one "officer" – the President of the Medical Staff. The President of the MS will be selected from the Network Medical Executive Committee, whose members are described in Article 5.

ARTICLE 4 – STAFF ORGANIZATION.

- The NMS will be "non-departmentalized". This means that there will no longer be departments divided by specialties. This reflects the Network's ongoing shift to "Service Lines" which bring together related and complimentary specialties. It will also eliminate the need for department meetings and other administrative time burdens. The Service Lines currently perform (and will continue to perform) many of the traditional functions of the department (such as overseeing credentialing and quality review).

- We have created new "Provider Advisory Councils" ("PAC") at each campus. These PACs are formal councils to facilitate communication between the local hospital administration and local medical staff. Medical staff members will be representative of the specialties who practice at that campus. Each PAC will send a member to be a voting representative on the Network Medical Executive Committee. PACs are not charged with making credentialing recommendations locally, and should not be considered "replacements" for the local Medical Executive Committee ("MEC").

ARTICLE 5 – MEDICAL STAFF COMMITTEES.

- Instead of each campus having a local MEC there shall be one MEC overseeing the entire NMS. The members include the Network Senior VPMA, medical Service Line leaders (similar to the current Department Chairs), the local campus VPMAs, the Network's Senior Vice President of Clinical Integration, a representative from each campus PAC, and others. For the entire list of members, please see the "*Network Medical Staff Bylaws – With Comments*" document. The Network MEC will perform all the traditional functions of an MEC, like making credentialing recommendations and overseeing peer review and performance improvement. Each campus will have the opportunity to bring any "local" issues to the MEC through its PAC representative.

- Instead of each campus having a local Credentials Committee there shall be one Credentials Committee for the entire NMS. In practical reality this is the case already, and the NMS Bylaws are simply codifying the structure in place.[5]

- A new Network Peer Review Committee will be formed, to oversee the Medical Staff peer review and performance improvement of privileged practitioners, and concerns regarding practitioner competence, safety, conduct, or professionalism . This will replace the existing "Medical Staff Quality Improvement" ("MSQI") committee. However, as is the case today, peer review will remain a primarily "local" matter, and each service line and campus will be responsible for overseeing quality in its respective areas.

- The MEC can form other committees as needed, or as required by law (such as a bylaws committee, or a P&T committee). Again, in practical reality these committees have already been centralized at the Network level.

[5] The NMS Credentials Committee and the St Luke's Care "Clinical Council" have already been merged together to allow for further streamlining of operations.

ARTICLE 6 – MEETINGS.

- There will only be a requirement for one meeting of the entire Medical Staff per year. However, the Network currently plans to hold additional meetings, and is looking at ways to make attendance at these meetings more convenient (such as offering multiple locations for meetings or employing remote communication technologies). There will be no meeting attendance requirements.

- There will be no specific "department" meeting requirements, because there will be no MS departments.[6]

ARTICLE 7 – QUALIFICATIONS, CONDITIONS, AND RESPONSIBILITIES.

- With regard to practitioners who are not yet Board Certified, we expanded the requirement that Board Certification be obtained within five years, or by the end of three accreditation cycles of the applicable board.

- We documented the requirement (already in practical effect) that Medical Staff members have appropriate background and health screenings to practice on our campuses.

ARTICLE 8 – PROCEDURE FOR INITIAL APPOINTMENT AND PRIVILEGES.

- We made changes to ensure that the Network credentialing process complies with recent legal decisions regarding the confidentiality of "peer review" proceedings.

ARTICLE 9 – CLINICAL PRIVILEGES.

- We clarified that being a member of the NMS does not grant a member privileges at each campus within the NMS. Privileges are campus-specific, and there is no guarantee that a member who requests privileges at more than one campus shall receive them. This reflects the current reality in place today, and also allows for the continuation of the "invitation only" models already in place at the Anderson and Monroe campuses.

ARTICLE 10 – PROCEDURE FOR APPOINTMENT. No significant changes.

ARTICLE 11 – PEER REVIEW PROCEDURES. No significant changes.

ARTICLE 12 – HEARING AND APPEAL PROCEDURES. No significant changes.

ARTICLE 13 – CONFLICTS OF INTEREST. No significant changes.

ARTICLE 14 – EMPLOYEES.

- We deleted language relating to concerns about employed practitioners - such matters are handled through the Network's HR department, not through the Medical Staff.

ARTICLE 15 – ADVANCED PRACTITIONERS. No significant changes.

[6] There may be Service Line meetings, or other specialty-focused meetings as the Network and the providers involved deem appropriate.

ARTICLE 16 – AMENDMENTS.

- In order to comply with Medicare Conditions of Participation, a NMS must include an “opt out” provision, which allows a local campus to withdraw from the NMS. A provision for this was included in the current Bylaws, but it has been updated with new language.

ARTICLE 17 – OTHER MEDICAL STAFF DOCUMENTS. No significant changes.

ARTICLE 18 – ADOPTION. No significant changes.

GLOSSARY. We made changes to reflect updated and new terminology.

APPENDIX A - RULES GOVERNING HISTORIES AND PHYSICAL EXAMINATIONS. No significant changes.