

**The Bylaws of the Hospital Authority
of the
Metropolitan Government of Nashville
& Davidson County, Tennessee**

NASHVILLE GENERAL HOSPITAL

VISION

“The leader in exceptional community healthcare, One neighbor at a time.”

MISSION

To improve the health and wellness of Nashville by providing equitable access to coordinated patient-centered care, supporting tomorrow’s caregivers, and translating science into clinical practice.

VALUES

- a. Compassion to those we serve and to each other.
- b. Honesty and integrity in all we say and do.
- c. Accountability to society, our community and each other.
- d. Respect and dignity for all human kind.
- e. Competent, knowledgeable staff motivated to achieve personal and professional growth.
- f. Teamwork to achieve our vision, mission and values.

ARTICLE I

The Metropolitan Hospital Authority statute, codified at Tenn. Code Ann. 7-57-101, et seq., provides that the Hospital Authority shall be governed by a Board of Trustees. The purpose of the Board of Trustees is to administer and control hospitals owned, maintained and/or operated by the Hospital Authority of the Metropolitan Government. The Board of Trustees, through the Chief Executive Officer of the Hospital Authority, shall exercise all the administrative functions pertaining to the operation of Nashville General Hospital at Meharry (“NGH”) and its related facilities, which the Hospital Authority owns, maintains, or operates for the examination, treatment and convalescence of individuals who are sick or injured.

ARTICLE II

BOARD OF TRUSTEES

Section I. General Powers

The business and affairs of the Hospital Authority shall be governed by its Board of Trustees, which shall exercise in the name of and on behalf of the Hospital Authority all of the rights and privileges legally exercisable by the Hospital Authority as a municipal governmental entity, except as may otherwise be provided by law or these Bylaws. Any reference within these Bylaws to the "Board" or "Board of Trustees" shall mean the Board of Trustees of the Hospital Authority, unless otherwise specified.

Section II. Objectives

1. To maintain hospital facilities that will provide diagnosis and treatment for medical, surgical and other such services, both inpatient and outpatient, for which such facilities are equipped to provide.
2. To facilitate continuity of care for patients which includes, without limitation, population health management through acute and outpatient care services, the patient centered medical home, and support services that promote optimum function and independence of such patients.
3. To provide treatment without regard to color, race, creed, ethnicity, national origin, religion, sex, sexual expression, gender expression, physical or mental ability, veteran status, military obligations, marital status, or political or religious belief.
4. To provide medical care for the certified indigent of Metropolitan Nashville and Davidson County.

Section III. Membership

The Board of Trustees shall be appointed by the Mayor (Executive Officer) of The Metropolitan Government of Nashville and Davidson County in accordance with Tennessee Code Annotated Section 7-57-203, and confirmed by a majority of the whole membership of the Metropolitan Council.

Section IV. Qualifications

The Board of Trustees, constituted in accordance with the provisions of Tenn. Code Ann. § 7-57-203 (or its successor statute), shall be composed in accordance with Substitute Resolution No. R99-1412, as amended by Substitute Resolution No. R2016-309 and Substitute Resolution No. R2024-712. The Board shall be composed of eleven (11) members; and, from and after September 17, 2024: three (3) members shall be doctors of medicine licensed to practice by the Tennessee Board of Medical Examiners, and each of whom shall have had not less than five (5) years' experience in the active practice of his/her profession; one (1) member shall have had special training, practice and experience in the field of psychiatric medicine or psychology; and, one member shall be a registered nurse; and, the seven (7) remaining members of the Board of Trustees shall be chosen without reference to occupation or profession.

Members of the Board shall be appointed by the Mayor and confirmed by a majority of the whole membership of the Council.

Section V. Term of Office

The term of office shall be for five (5) years as is provided in RS2016-309. Board members may be reappointed upon nomination by the Mayor and approval by the whole membership of the Metropolitan Council. Appointments or reappointments shall be made as deemed necessary due to the inability of any Board member to serve out his or her appointed term of office.

Board members who were initially appointed to the four (4) new positions create by RS2016-309 will have terms that expire as provided in that Resolution. Future Board members shall serve terms expiring five (5) years from the date of their Metropolitan Council confirmation. A Board member's term will continue until the Metropolitan Council has confirmed his or her replacement. Any vacancy other than by expiration of term shall be filled for the unexpired term in the manner provided herein. Those appointed shall not be either an officer or employee of either Hospital Authority or The Metropolitan Government of Nashville and Davidson County and each shall be a resident of Davidson County.

Section VI. Resignations

A Trustee may resign his or her membership at any time by tendering his or her resignation in writing to the Board Chairperson, the Hospital Authority Chief Executive Officer and the Mayor of the Metropolitan Government of Nashville and Davidson County, Tennessee. A resignation shall become effective upon the date specified in such notice or, if no date is specified, upon receipt of the resignation by the Hospital Authority at its principal place of business.

ARTICLE III

REGULAR AND SPECIAL MEETINGS OF THE BOARD OF TRUSTEES

Section I. Office

The Board of Trustees shall have and maintain its principal office at 1818 Albion Street in Nashville, Tennessee.

Section II. Regular Meetings

The Board of Trustees shall hold a minimum of quarterly scheduled meetings at a time, date, and in a convenient location as designated by the Chairperson for the purpose of conducting the routine business that should properly come before the Board of Trustees. Except as provided below in Section V, all Board meetings (whether regular or specially called) are open to the public and the Board will follow both the requirements of Tennessee's Open Meetings Act (Tenn. Code Annot. §8-44-101), and Metro Code §2.68.020, which generally requires seven (7) days' advance public notice prior to any meeting, including Board Committee meetings at which two (2) or more Board members will be present, and that notice be provided to the Metropolitan Department of Information Systems for posting on the Metropolitan Government website.

Section III. Special Meetings

Special meetings of the Board of Trustees may be called by the Chairperson of the Board of Trustees, as needed.

Section IV. Quorum/Procedure

A quorum for Board meetings will be six (6) members. In instances when the Board has less than eleven (11) members due to vacancies, a majority of the then current Board membership will constitute a quorum. For medical credentialing or medical staff peer review decisions, the Board must have at least two (2) physician members present to complete the quorum. Robert's Rules of Order - Newly Revised, shall govern the proceedings of the Board meetings.

Section V. Closed Sessions

Tennessee law authorizes the Board or a Board Committee to convene in executive session closed to the public in two instances: 1.) to develop marketing strategies; and, 2.) to consider strategic plans,. In each instance, the Board cannot deliberate towards a decision, vote to authorize any action, approve any marketing or strategic plan, or approve any course of action in pending litigation during such executive session. In instances where the Board plans to go into closed session, the Board will follow the standard public notice procedures set forth in the Open Meetings Act, including convening first in open session and then taking up a motion, a second and a vote to proceed into executive session.

The Board may vote or take action only during public sessions. Discussions concerning marketing and strategic plans, including feasibility studies, may be treated as confidential and not public records, but are subject to subpoena. Prior to any Board vote to adopt a strategy or marketing plan, the Board shall make records concerning its proposal available for public inspection at least seven (7) days prior to such vote.

The Board or a Board Committee also has the authority to convene an executive session for the purpose of reviewing legal advice concerning pending or threatened litigation. The Board is not required to convene a public meeting in order to meet in executive session for this purpose.

Section VI. Participation in Meeting

Each Trustee shall be entitled to one (1) vote upon any matter properly submitted for a vote to the Board of Trustees. The affirmative vote of a majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees, except as may otherwise be specifically provided by law or these Bylaws. Members of the Board of Trustees absent from any meeting shall not be permitted to vote at such meeting by written proxies. The members of the Board of Trustees, or any committee designated by the Board of Trustees, may listen to a meeting of the Board of Trustees, or of such committee, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear one another. Any Trustee who participates in a meeting via electronic mode may not vote on any pending issue or matter before the Board or the Committee that is then meeting. However, the Board shall not count towards a quorum. The Trustees shall be promptly furnished a copy of the minutes of the meetings of the Board of Trustees.

Section VII. Compensation and Reimbursement of Expenses

Trustees may not be paid any compensation for services rendered to the Hospital Authority. Each Trustee, however, may be paid his or her reasonable expenses incurred that are directly related to the affairs of the Hospital Authority upon prior approval by the Board of Trustees and proper substantiation of such expenses.

Section VIII. Attendance - Removal from Office

Members of the Board may be removed in the same manner as other board or commission members of The Metropolitan Government of Nashville and Davidson County. If a Board member fails, or indicates an inability, to attend three (3) consecutive meetings, the Board Chair shall counsel the member to determine their ability to fulfill their duties. If a Board member fails, or indicates an inability, to attend at least fifty percent (50%) of regularly-scheduled meetings in any twelve (12) month period, the member may be recommended for removal.

ARTICLE IV

OFFICERS OF THE BOARD OF TRUSTEES

The officers of the Board of Trustees shall be a Chairperson, Vice-Chairperson, and a Secretary. Elections for the officers will be scheduled for the June Board meeting each year. A Chairperson for the Board of Trustees shall be selected by a majority of the members of the Board. The Chairperson shall preside over all meetings of the Board. A Vice-Chairperson elected by a majority of the members of the Board shall assume the duties of the Chairperson in the event that the Chairperson is not present for any regular or special meeting. The Board in its discretion may designate additional officers as it deems are necessary.

A Secretary shall be elected by a majority of the membership of the Board. A recording secretary, not a member of the Board, may be designated by the Chairperson and shall keep the minutes of all Board meetings, and such minutes shall be distributed by the recording secretary to each Board member. The officers of the Board of Trustees shall hold office for one (1) year or until their successors are elected and qualified. The Board may renew the terms of officers for such periods of time as the Board determines.

ARTICLE V

COMMITTEES OF THE BOARD OF TRUSTEES

Section I. Committee Membership Standards

All committees will consist of those members of the Board who are designated by the Board Chairperson and approved by the Board of Trustees to serve on each such committee according to the committee description set forth below. The Board Chairperson also will designate a committee member to serve as committee chair subject to Board approval. Committee appointments will occur each year in July. The term of appointments to the committees, including each committee chair, shall be for one (1) year or until their successors have been designated by the Board Chairperson with Board approval. All such members will be under the control and serve at the pleasure of the Board of Trustees, shall have charge of such duties as may be assigned to them by the Board of Trustees or these Bylaws, shall maintain a permanent record of their actions and proceedings, and shall regularly submit a report of their actions to the full Board. The Board Chairperson shall serve on each committee as an ex-officio, non-voting member, and may substitute for an absent Board member for the purpose of voting at a committee meeting.

Section II. Standing Committees

Committees of the Board of Trustees shall be standing or special. Standing Committees shall be:

- a. Executive Committee.
- b. Finance Committee.

- c. Compliance Committee
- d. Nominating Committee (Ad Hoc Committee)

At a committee meeting a quorum shall be a majority of the number of members of the committee. The committees should meet as often as the committee itself or the Board determines is necessary. The minutes of the committee meetings shall be maintained by the recording secretary.

Section III. Composition and Roles of the Committees

1. The Executive Committee of the Board will consist of the Chairperson and, at the Board's discretion, other officers of the Board along with other Board members who serve as chairpersons of Board committees or in other leadership capacities on behalf of the Hospital Authority. In addition, the Chief Executive Officer shall serve as a nonvoting ex-officio member of the Executive Committee. The Board may delegate such business as it deems appropriate for the Executive Committee to address in relation to the management of the business of the Hospital Authority as well as in matters of policy formation, between meetings of the Board of Trustees. Decisions of the Executive Committee shall be made by a simple majority of members present. The Board of Directors shall have the power to direct, limit and control the Executive Committee, and to rescind or modify any action of the Executive Committee, by resolution at any special or regular meeting or by general rules adopted for its guidance. A vacancy on the Executive Committee may be filled by an appointment of an eligible Trustee by the Board Chair for the unexpired term of office.
2. The Finance Committee will consist of three (3) or more Board members who shall have the duty of advising and making recommendations to the Board of Trustees on matters relating to the financial and contractual matters of the Hospital Authority. In addition, any matters relating to the physical plant of the hospitals, proposed and completed construction projects and the development of plans for institution equipment and physical plant shall come to this committee. This committee will also have the duty of advising and making recommendations to the Board of Trustee on manners relating to classification of positions, the adoption of pay plans, and any other personnel issue that may have a financial impact to the institutions. Said committee shall perform other duties that may be assigned by the Chairperson of the Board from time to time.
3. Compliance Committee. The Committee will consist of three or more Board members. The Board or the Chairperson may assign additional Board members to the Committee as appropriate. The Committee will assist the Board in oversight of the Hospital Authority's compliance program and related policies, including the Hospital Authority's compliance with federal and state laws and regulations and compliance with the Hospital Authority's Code of Conduct and related policies by Trustees, officers, employees and those providing services for the Hospital Authority.
4. The Nominating Committee (Ad Hoc Committee) will consist of three (3) or more members who shall have the duty of recommending nominees for Board officer positions.

Section IV. Special Committees

The Chairperson may appoint special committees as may be deemed appropriate in the Chairperson's discretion. A special committee may be composed of one (1) or more Trustee(s) or non-Trustee(s).

Section V. Special Medical Staff Oversight Appointment

The Board will appoint one (1) of its members to represent it in the oversight of the Medical Staff as follows:

- a. Reviewing practitioner credentialing applications, as needed, including provisional approval of credentialing applications that meet all Joint Commission and Medical Staff Bylaw requirements that will be subject to the full Board's subsequent ratification.
- b. Review recommendations from the Medical Staff for appointments of responsibilities within the Medical Staff, including definition of the scope of privileges, reappointments, reductions, extensions, suspensions, or termination of privileges.
- c. Recommend to the Board of Trustees the types and extent of professional work committed to be done by each member of the Medical Staff.
- d. Recommend to the Board of Trustees the adoption of amendments to, or repeal of rules and regulations governing the Medical Staff.
- e. Receive and make recommendations to the Board of Trustees respecting any communications, requests, or recommendations presented by the Medical Staff through its duly authorized representatives.
- f. Recommend to the Board of Trustees all reports on the work of the Medical Staff considered to be in the best interest of the facilities and their patients.
- g. Recommend to the Board of Trustees medical staff quality assessment and performance improvement quarterly reports and recommendations.

ARTICLE VI

ADMINISTRATION

Section I. Management of Daily Operations of Nashville General Hospital at Meharry.

The Board of Trustees shall appoint, in accordance with the provisions of The Metropolitan Hospital Authorities Act, Tenn. Code Ann. 7-57-301 and 7-57-302, a Chief Executive Officer (CEO). The Board will implement a process whereby it evaluates the performance of the CEO periodically through its Chairperson. The Board may establish such other employed officer

positions as it determines are reasonable and necessary including, without limitation, a Chief Financial Officer, a Chief Operating Officer and a Chief Medical Officer. Each such position will report to and fall under the auspices of the Chief Executive Officer.

Section II. Qualifications

The CEO shall be a person who has had at least five (5) years of experience in hospital administration or at least ten (10) years' experience in some other executive or major administrative position.

Section III. Responsibilities

The CEO shall be Chief Administrative Officer of the Board of Trustees, and shall be responsible to the Board for the administration and execution of its programs and policies.

The CEO shall have the authority and responsibility to operate the facilities in all their activities and departments, subject only to such policies as may be adopted and such orders as may be issued by the Board of Trustees or by any of its Committees to which it has delegated power for such action. The CEO shall act as the fully authorized representatives of the Board of Trustees in all matters in which the Board of Trustees had not formerly designated some other person to so act.

Section IV. Contracting Matters—Board Approval

- b. The CEO is delegated the authority to enter into any new contract for professional medical services. The CEO is delegated the authority to enter into any contract for non-medical professional services, construction, leases, and other contractual arrangements up to a maximum obligation of \$100,000 per year per contract, inclusive of any amendments thereto.
- c. All contracts, agreements, amendments, supplemental agreements, or change orders having an individual or aggregate cost in excess \$10,000, or such other amount as required by controlling law or regulation, must receive the certification of the Chief Financial Officer.
- d. In the event a special called or emergency meeting of the Board is unable to occur, the CEO is authorized, after consultation with the Board Chair, to execute any agreement which is necessary in an emergency so long as said agreement is no longer than thirty (30) days.
- e. The powers of the CEO granted or delegated above may be further delegated by the CEO to any officer of NGH, provided however that no such delegation shall exceed \$75,000 in each case.
- f. Notwithstanding anything to the contrary above, prior approval of the Board of Trustees shall be required in the event of any agreement whose term equals or exceeds three (3) years.

Section V. Duties

- a. As the Board of Trustees may delegate by formal policy or by employment, the CEO will have general management and control of Nashville General Hospital and such other facilities as are administered by the Board and owned and/or operated by the Hospital Authority, subject to any authority guidelines that may be implemented from time to time by the Board.
- b. With the approval of the Board of Trustees, pursuant to established personnel policies, the CEO or designee shall hire and remove employees of the Hospital Authority.
- c. The CEO shall have such other powers and duties as may be authorized by the Board in conformance with general laws including the Metropolitan Hospital Authorities Act.
- d. The CEO is authorized to set out for bid, negotiate and execute contracts on behalf of the Hospital Authority in such amounts as the Board by policy may determine.
- e. The CEO shall cooperate with the Medical Staff and with all those concerned with the rendering of professional service, to the end that high-quality care may be rendered to the patients.
- f. The CEO shall present to the Board of Trustees or its authorized committee, periodic reports reflecting the professional service and financial activities of the Hospital Authority
- g. The CEO shall attend all meetings of the Board of Trustees and is an ad hoc member of committees thereof.
- h. The CEO shall serve as liaison officer and for general communications for all official communications between the Board of Trustees or any of its committees and the Medical Staff.
- i. The CEO shall perform other duties that may be necessary in the best interest of the Hospital Authority.

Section VI. Absence

The CEO shall, in the event of an absence, appoint someone to act for him/her. When it is contemplated the absence of a CEO will be over thirty (30) days, the Chairperson of the Board of Trustees will designate an Acting Manager.

ARTICLE VII

MEDICAL STAFF

Section I. Organization of the Medical Staff

- a. The Board of Trustees shall organize the physicians, dentists and specified professional personnel granted practice privileges in the facilities into a Medical Staff under Medical Staff Bylaws approved by the Board of Trustees. The Board of Trustees and or the Medical Staff Committee of the Board shall consider recommendations of the Medical Staff and appoint those that are qualified to the Medical Staff. All physicians, dentists and specified professional personnel who meet the qualifications for membership as set forth in the Bylaws of the Medical Staff shall continually meet the standards and requirements set forth in the Medical Staff and Board Bylaws.
- b. All applications for appointment to the Medical Staff shall be in writing and addressed to the CEO of the Hospital Authority. The application shall contain full information concerning the applicant's education, licensure, practice, previous hospital experience, current health status, and any unfavorable history with regard to licensure and hospital privileges.
- c. All appointments to the Medical Staff shall be based on the procedures for appointments of the Medical Staff as outlined by the Board of Trustees without formal reapplication for a period not to exceed two (2) consecutive years. When an appointment is not renewed or when privileges have been or are proposed to be reduced, suspended, or terminated, the staff member shall be afforded the opportunity of a hearing as outlined in the Medical Staff Bylaws in accordance with the Health Care Quality Improvement Act of 1986. The practitioner may file an appeal with the Board concerning a Medical Staff peer review committee's adverse decision concerning such physician's medical staff privileges. The Board will conduct the appellate hearing pursuant to the procedures set forth below in Art. VIII, Section II.
- d. Appointment of physicians to the Medical Staff having responsibilities from medical-administrative functions shall be based first on the procedures for appointments to a category of the Medical Staff as outlined in the Medical Staff Bylaws, Article III, and renewable for a period not to exceed two (2) consecutive years. The second criterion shall be demonstrated management abilities.

Section II. Provision of Medical Care

- a. The Board of Trustees hereby delegates to the Medical Staff the responsibility for providing appropriate professional care to the hospital's patients.

- b. The Executive Committee of the Medical Staff shall conduct a continuing review and appraisal of the quality of professional care rendered in the facilities, and shall report monthly such quality assessment and performance improvement activities and their results to the Board of Trustees and/or the Medical Staff Committee of the Board.
- c. The Executive Committee of the Medical Staff shall make recommendations to the Board of Trustees and/or the Medical Staff Committee of the Board concerning:
 - a. Appointments, reappointments, and alterations of staff status.
 - b. Granting of clinical privileges.
 - c. Disciplinary actions.
 - d. All matters relating to professional competency.
 - e. Such specific matters as may be referred to it by the Board of Trustees.
 - f. Research protocols and programs related to the expansion of medical science.
- d. All individuals responsible for the assessment, treatment, or care of patients are competent in the following, as appropriate to ages of the patients served: the ability to obtain information and interpret information in terms of the patient's needs; a knowledge of growth and development; and an understanding of the range of treatment needed by these patients.

Section III. Medical Staff Bylaws

There shall be a set of Medical Staff Bylaws, Rules, and Regulations for the Medical Staff, setting forth its organization and government. The Medical Staff may propose to the Board for consideration amendments and revisions to the Bylaws, Rules, and Regulations. The Board will, upon review, either adopt or revise the proposed changes for inclusion in the Medical Staff Bylaws. Only those amendments and revisions which the Board of Trustees adopts shall become effective.

ARTICLE VIII PROFESSIONAL REVIEW

Section I. Professional Review and Corrective Actions

- a. **Preamble:** The Board of Trustees, the Medical Staff and any committees thereof, in order to conduct professional peer review activities, hereby constitute themselves as peer review and professional review committees as defined by, and in compliance with, the Health Care Quality Improvement Act of 1986 and Tennessee's Patient Safety and

Quality Improvement Act of 2011 (TN Code Annot. §§63-1-150 and 68-11-272), or successor statutes. These laws imbue such committees with privileges and immunities for their good faith review of credentialing applications and renewals, practitioner conduct and ethics, as well as the quality of care that medical staff members render to Hospital Authority patients. The purpose of this Corrective Action/Fair Hearing provision is to provide a mechanism through which a fair hearing and appeal might be provided to all professional health care providers having privileges or applying for privileges at the Hospital. Any peer review committee taking action pursuant to this Bylaws provision must be conducted in the reasonable belief that the action furthered quality health care (including the provision of care in a manner that is not disruptive to the delivery of quality medical care in the Hospital).

b. Definitions:

- i. "Adversely Affecting" or "Adverse Action" will mean any action reducing, restricting, suspending, revoking, denying, or failing to renew clinical privileges or membership on the Medical Staff of the Hospital. Letters of reprimand or warning, requirements of proctoring or consultations, Investigative Suspensions not in excess of fourteen (14) calendar days, requirements of further continuing medical education or training, and imposition of terms of probation which do not prevent a practitioner from exercising any privileges which have been granted to him or her will not constitute "Adverse Action" and will not give rise to any rights to a hearing or appeal. Further, automatic suspensions, as set forth in the Medical Staff Bylaws, will not be deemed "Adverse Actions".
- ii. "Clinical Privileges" includes privileges, membership on the Medical Staff, and the other circumstances pertaining to the furnishing of medical care under which a physician or other licensed health care practitioner is permitted to furnish such care in the Hospital. "Clinical Privileges" does not include assignment to departments or committees, participating in Medical Staff functions by allied care providers or requirements to complete required hours of continuing medical education, completion of medical records or maintenance of required professional liability insurance and qualifications as a health care provider under the Tennessee Code Annotated.
- iii. "Days" as included in this Article with respect to time allowed for delivery or receipt of any Notice, will be defined to mean calendar days (i.e., including Saturdays, Sundays, and legal holidays) unless the due date for such Notice or receipt falls on a Saturday, Sunday, or legal holiday, in which case the due date will be the first date immediately following which is not a Saturday, Sunday, or legal holiday.
- iv. "Hearing Committee" or "Hearing Body" means the Committee appointed under this Article to conduct an evidentiary or appellate hearing properly filed and pursued by an affected practitioner.

- v. "Investigative Suspensions" are suspensions of all or any portion of a Practitioner's privileges for a period not to exceed fourteen (14) days during which an investigation is being conducted to see if any corrective action is necessary. Investigative Suspensions are instituted in the same manner and are reviewable in the same manner as a summary suspension. Investigative Suspensions may be imposed to protect either patient safety and/or the orderly operation of the Hospital in a non-disruptive manner. If an Investigative Suspension is lifted or terminates in fourteen (14) days or less without further corrective action, no right to a hearing or appeal will arise unless an Investigative Suspension has been imposed on the same Practitioner more than twice in any six (6) month period of time.
- vi. "Notice" means notification sent with proof of delivery and/or personally delivered by hand or by courier service designed for overnight or same day delivery.
- vii. "Peer, Professional or Quality Review Committee" or "Professional Review Body" - will mean the Board of Trustees of the Hospital, the Medical Staff, the, Physician Wellness Committee, Quality Assurance Committee and other committees of the Medical Staff or Board of Trustees which evaluate, recommend, or take action(s) based on the competence or professional conduct of an individual practitioner and which affect or may affect the clinical privileges or membership on the Medical Staff of any practitioner, including any recommendation or decision whether the practitioner may have clinical privileges with respect to or membership on the Medical Staff of the Hospital, the scope or conditions of such privileges or membership, or any change or modification in such privileges or membership. "Peer Review Committees" will further include any committee of the Medical Staff or Board having responsibility of evaluation of qualifications of professional healthcare providers which includes the performance of patient care and related duties in a manner that is not disruptive to the delivery of quality medical care in the hospital setting and evaluation of patient care which includes the accuracy of diagnosis, propriety, appropriateness or necessity of care rendered by a professional healthcare provider, and the reasonableness of the utilization of services, procedures, and facilities in the treatment of individual patients and such other matters as are within the scope of the Tennessee's Patient Safety and Quality Improvement Act of 2011.
- viii. "Practitioner" will mean the applicant to the Medical Staff or Medical Staff member (including licensed individuals with credentials of any nature to provide care or treatment to Hospital patients) against whom an adverse action has been recommended or taken.
- ix. "Professional or Peer Review Action" means an action or recommendation of a peer review committee which is taken or made in the conduct of professional review activity, which is based on the competence or professional conduct of an individual practitioner (which conduct affects or could affect adversely the health

or welfare of a patient or patients or is disruptive or not conducive to the orderly operation of the Hospital), and which affects (or may affect) adversely the clinical privileges of the practitioner. Such term includes a formal decision of a professional review body not to take an action or make a recommendation and also includes professional review activities relating to a professional review action and will further mean any activity of the hospital with respect to an individual practitioner to determine whether the practitioner may or may not have clinical privileges with respect to, or membership in, the hospital, to determine the scope or condition of such privileges or membership, or to change or modify such privileges or membership.

- c. **Action Prerequisites:** Before a peer review committee or the Board commences a professional review action and imposes sanctions against a practitioner on the Hospital Medical Staff or on an applicant for privileges or the renewal of privileges, the committee or the Board must have:
 - 1. Made a reasonable effort to obtain the facts of the matter;
 - 2. Provided the practitioner with adequate notice and a fair hearing; and,
 - 3. Acted in the reasonable belief that the action was warranted by the facts known after meeting the requirement noted in subsection (c)(1) above.

- d. **Board Roles:** The Board serves one of two roles in professional review and corrective actions that are processed against a practitioner on, or a practitioner applying for or seeking to renew privileges on, the Medical Staff. (1) In most instances, the Board will, if the practitioner seeks to appeal an adverse action that a Medical Staff peer review committee has brought, serve as the final appeal body. (2) The Board also serves in a second capacity—and may undertake a professional review or corrective action against a practitioner on the Medical Staff where either a Medical Staff committee failed or refused to take action, or issued a sanction which in the Board’s determination was inadequate to protect the quality of care for hospital patients or otherwise posed a threat to the health, safety and welfare of patients or hospital staff.

SECTION II. Practitioner's Right to Appeal to Board of Trustees

- a. If the written recommendation of the Hearing Committee is adverse to the Practitioner, the Practitioner will be entitled to an appeal to the Board of Trustees. Within ten (10) Days after the Practitioner’s receipt of the Hearing Committee's recommendation, the affected Practitioner may, by written Notice to the Board of Trustees delivered through the Chief Executive Officer by with proof of delivery or by overnight mail with return receipt requested request an appellate review by the Board of Trustees. Such appellate review may be held only on the record on which the adverse recommendation or decision has been based, which record will include any supporting documents that were admitted by the Hearing Committee during the course of the hearing. At the discretion of the Board of Trustees, oral argument may be permitted.

b. Waiver of Right to Appellate Review

If such appellate review is not requested within ten (10) days, the affected practitioner will be deemed to have waived his or her right to the same and to have accepted such adverse recommendation or decision, and the same will be submitted to the Board of Trustees for final action.

c. Date for Appellate Review

If the practitioner provides timely notice to the Board of Trustees of the practitioner's request for an appellate review, within fifteen (15) days after receipt of such notice, the Board of Trustees will schedule a date for such review, including a time and place for oral argument if such has been requested and approved by the Board of Trustees and will, through the Chief Executive Officer, by written notice sent with proof of delivery, notify the affected practitioner of the same. The date of the appellate review should not be less than twenty (20) days nor more than sixty (60) days from the date of the receipt of notice of the request for appellate review, except under exigent circumstances or when the affected practitioner requesting the review is under a suspension, which is then in effect. Such review will be scheduled as soon as the arrangements for it may reasonably be made, but which period should not exceed thirty (30) days from the date of receipt of such notice from the affected practitioner.

d. Conduct of Appellate Review

The appellate review may be conducted by the Board of Trustees as a whole, or, if approved by the Board of Trustees, by an appellate review committee of the Board of Trustees appointed by the Board Chair. Such an appellate review committee will not have less than three (3) members.

e. Practitioner's Access to Records

The affected practitioner will have access to the report, record, exhibits and transcript, if any, of the Hearing Committee and all other material, favorable or unfavorable, that the Committee considered in making the adverse recommendation or decision. The affected practitioner will have the right to submit a written statement specifying those factual and procedural matters with which the practitioner disagrees and outlining his or her reasons for such disagreement. This written statement may cover any matters raised in any step in the procedure to which the appeal is related, and legal counsel may assist in its preparation. Such written statement will be submitted to the Board of Trustees through the Chief Executive Officer or designee by with proof of delivery at least five (5) days prior to the scheduled date for the appellate review. A similar statement may be submitted by the Medical Staff or Board of Trustees committee bringing the initial adverse recommendation.

f. Determination of Appellate Review Body

The Board of Trustees, or its appointed review committee, will act as an appellate body. It will review the record created in the proceedings and will consider the written statement(s) submitted pursuant to this Section for the purpose of determining whether the adverse recommendation or

decision against the affected Practitioner was supported by the evidence and whether the practitioner was granted a hearing pursuant to these Bylaws. If oral argument is requested and approved as a part of the appellate review procedure, the affected practitioner may be present at such appellate review, will be permitted to speak against the adverse recommendation or decision, and will answer questions put to him or her by any member of the appellate review body. The Medical Staff or Board of Trustees committee which presented the original charges at the Hearing Committee also will be represented by an individual, if desired, who will be permitted to speak in support of the adverse recommendation or decision, and who will answer questions put to him or her by any member of the appellate review body. Both parties may be represented by counsel if they so choose.

g. Scope of Appellate Review

The practitioner may introduce new or additional matters not raised during the original hearing or in the Hearing Report which are not otherwise reflected in the record, only when the appellate body decides that the practitioner has carried the burden of showing both the materiality of the new information and that, in the exercise of due diligence, he or she could not have discovered the information during the pendency of hearing. The appellate body will, in its sole discretion, determine whether such new matter may be accepted.

h. Decision of the Board of Trustees

If the Board of Trustees conducts the appellate review, it may affirm, modify, or reverse the recommendation, or in its discretion, refer the matter back to the Hearing Committee/Officer for further review and recommendation. Such review and recommendation to be provided to the Board of Trustees within fourteen (14) days. Such referral may include a request that the Hearing Committee/Officer arrange for a further hearing to resolve specified disputed issues.

i. Report of Appellate Review Committee

If the appellate review is conducted by a committee of the Board of Trustees, such committee will, within fourteen (14) days after the scheduled or adjourned date, whichever is later, of the appellate review, either make a written report recommending that the Board of Trustees affirm, modify, or reverse the prior decision, or refer the matter back to the Hearing Committee for further review and recommendation. Such referral may include a request that the Hearing Committee/Officer arrange for a further hearing to resolve disputed issues. Within fourteen (14) days after receipt of such recommendation after referral, the committee will make its recommendation to the Board of Trustees as above provided.

j. Conclusion of Proceedings

The appellate review will not be deemed to be concluded until all of the procedural steps provided in this Section have been completed or waived. Where permitted by law and/or the Hospital Bylaws, all action required of the Board of Trustees may be taken by a committee of the Board of Trustees duly authorized to act.

SECTION III. Final Decision By The Board Of Trustees

a. Notice of Final Decision of Board of Trustees

Within thirty (30) days after the conclusion of the appellate review, the Board of Trustees will make its final decision in the matter and will send written notice thereof to the Chief of Staff, the Chief Executive Officer, and the affected practitioner, with proof of delivery. In such notice, the affected practitioner will be provided with the decision of the Board of Trustees and the basis upon which it was made.

b. Affected Practitioner's Rights

Notwithstanding any other provision herein, no practitioner will be entitled, as a right, to more than one (1) hearing and one (1) appellate review on any matter which will have been the subject of an action by the Medical Executive Committee or by the Board of Trustees, or by a duly authorized committee of the Board of Trustees, or both.

c. Compulsory Reporting of Adverse Actions

In compliance with the Health Care Quality Improvement Act of 1986, the hospital's Chief Executive Officer or designee will report to the Tennessee Board of Medical Examiners or Board of Osteopathic Medical Examiners and to the designated federal agency any final, substantive, and adverse disciplinary action taken by the Board of Trustees. Such report will also be made if the practitioner voluntarily resigns while under investigation by the hospital relating to possible incompetence or professional conduct.

Any adverse action, with the exception of a summary suspension meeting the criteria for reporting as set forth in the Health Care Quality Improvement Act, will not be deemed to be a "professional review action", as defined in the Act, until all procedures and appeals in the Medical Staff Bylaws have been completed or waived and there has been a final action taken by the hospital board.

SECTION IV. Additional Evidence Discovered

- a. After Waiver - If an affected practitioner discovers facts which the practitioner was not aware of or with the exercise of due diligence would not have been made aware of after the practitioner had either waived his/her right to a hearing and/or to appellate review, the practitioner may petition the governing body to allow withdrawal of the waiver. The affected practitioner will be required to prove that the additional information could reasonably be expected to be material in any corrective action which might be taken against the practitioner and that he/she was not aware of the information at the time the practitioner waived his/her rights and would not have become aware of it in the course of due diligence. The Board of Trustees may grant the affected practitioner a hearing which he/she had otherwise waived, remand the matter to a special Hearing Committee for an additional hearing, or rule that the

affected practitioner has not carried his burden of proof on materiality or due diligence.

- b. After Hearing but Before Final Action - If a practitioner discovers additional facts after a hearing has concluded of which he/she was not aware during the hearing and could not have reasonably have discovered with the exercise of due diligence, he/she may petition the Board of Trustees to have the matter remanded to the Hearing Committee to hear additional evidence on the new information. The affected practitioner will have the burden of proving both that the new information is material and that due diligence would not have discovered it prior to the conclusion of the hearing. The Board of Trustees may grant the petition and remand or find that the practitioner failed to carry his/her burden of proof as to materiality or due diligence.

SECTION V. Initiation of Professional Review or Corrective Action by the Board of Trustees

In the event that the Board determines that a Professional Review Action is warranted against a Practitioner, either because the Medical Staff leadership took no action or imposed a sanction or limitation on the Practitioner's privileges that the Board determines were likely the subject of bias, undue influence or were inadequate to protect the health, safety or welfare of hospital patients or staff members, then the Board will either follow the procedures set forth in the Medical Staff Bylaws for the initiation of Corrective Action, or upon advice of counsel establish a fair hearing process that comports with the requirements of the Health Care Quality Improvement Act of 2011 or any successor statute.

ARTICLE IX NGH PERSONNEL

The Board of Trustees shall establish, adopt, and make available for distribution, to anyone concerned, its rules, regulations, and policy statements concerning personnel policy, the manner and method of employing personnel, the requirements with which reference to the qualifications of both professional and non-professional personnel, salaries, vacations, sick leave, job security, retirement policy, and other related terms and conditions of employment by the Board.

As provided in the Metropolitan Hospital Authorities Act, Sections 7-57-301, 7-57-304(2), the Board is authorized to employ such personnel as may be necessary to perform its function and as may be within the limits of its budget appropriation in accordance with Tenn. Code Ann. Section 7-57-401. The Board of Trustees shall assure the provisions of the necessary resources and support systems for the Hospital Authority's continuous quality assessment and performance improvement activities and risk management function, as related to patient care and safety.

**ARTICLE X
CIVIL SERVICE BOARD**

The Board of Trustees shall constitute a Civil Service board with respect to employees of the Hospital Authority. The Civil Service Board shall adopt rules for the discipline or dismissal of employees, the classification of positions, and the adoption of, and amendments to, a pay plan.

**ARTICLE XI
CONTRACTS WITH HEALTH CARE ORGANIZATIONS/ORGANIZATION OF
MEDICAL STAFF**

For amounts over the authority delegated to the NGH administration provided in Article VI, Section IV, the Board of Trustees may enter into contractual agreements with any appropriate health care organization to provide health care, and organize the Medical Staff, governed by a set of bylaws developed by the Medical Staff and approved by the Board of Trustees.

The Board of Trustees shall consider all appointments to the Medical Staff of the Hospital Authority upon recommendation of the Medical Staff Executive Committee.

**ARTICLE XII
AMENDMENTS**

These Bylaws of the Board of Trustees shall be reviewed periodically and may be revised as necessary by the affirmative vote of two-thirds (2/3) majority of the membership, provided notice shall have been mailed in accordance with Tenn. Code Ann. § 7-57-203(d) to each member of the Board of Trustees.

**ARTICLE XIII
CONFLICTS OF INTEREST STATEMENT POLICY**

The policy of the Hospital Authority with respect to conflicts of interest requires that Board of Trustees members, officers, and all other employees avoid any conflict between their personal interests and the interests of the Hospital Authority in dealing with suppliers, customers, and all other organizations or individuals doing or seeking to do business with the Hospital Authority. In furtherance of this policy, the Hospital Authority follows the procedures as established by Metropolitan Code of Laws § 2.72 and Executive Order 91-08, to the extent not inconsistent with state law.

While it is not practicable to enumerate all situations which might be in conflict of interest, the examples given below indicate some of the relationships which should be avoided. Thus, it is considered to be in conflict with the Hospital Authority's interest, or a violation of trust:

1. For any member of the Board of Trustees, an employee or any dependent member of his family to have an interest in any organization which has, or is seeking to

have, business dealings with the Hospital Authority where there is an opportunity for preferential treatment to be given or received, except, in any case, where such an interest comprises securities in widely held corporations which are quoted and sold on the open market, or in private corporations where the interest is not material.

2. For any member of the Board of Trustees, an employee or any dependent member of his/her family to buy, sell, or lease any kind of property, facilities, or equipment from or to the Hospital Authority or to any company, firm, or individual who is or is seeking to become a contractor or supplier, except with the knowledge and consent of the Hospital Authority CEO.
3. For any member of the Board of Trustees or an employee, without proper authority, to give or release to anyone not employed by the Hospital Authority any data or information of a confidential nature concerning the Hospital Authority, such as that relating to decisions, plans, earnings, or financial or business forecasts or to use such information to his/her personal advantage and not in the best interest of the Hospital Authority and the Metropolitan Government. For example, by acquiring or inducing others to acquire any interest in securities of a company involved in, or which may become involved in, any transaction with the Hospital Authority which is not generally known to the public.
4. For an employee or any dependent member of his/her family to accept from any organization, firms, or individuals doing or seeking to do business with the hospital, commissions; a share in profits; gifts in cash; gift certificates or other payments; loans or advances (other than from established banking or financial institutions); materials, services, repairs, or improvements at no cost or at unreasonable low prices; excessive or extravagant entertainment; and travel or gifts of merchandise of more than nominal value.
5. No trustee or employee of the Hospital Authority shall, during such person's tenure as such trustee or employee, acquire any interest, direct or indirect, in any property of the Hospital Authority or in any property included or planned to be included therein; nor shall such person have any interest, direct or indirect, in any contract or proposed contract for materials or services to be furnished or used in connection with the Hospital Authority. If any trustee or employee of an authority owns or controls an interest, direct or indirect, in any property included or planned to be included in any hospital facility, such person shall immediately disclose the interest in writing to the authority, and such disclosure shall be entered upon the minutes of the authority. Failure to so disclose such interest shall constitute misconduct in office, for which the trustee or employee may be removed by the governing bodies of the appropriate creating and participating municipalities.

6. No trustee or employee of NGH who holds a conflict of interest in a transaction shall be permitted to vote on such transaction, and any such person shall not be counted towards the quorum for such purposes. Further, to avoid the appearance of impropriety by the Board member/trustee or any direct or indirect exertion of undue influence, no Board member/trustee or employee who holds a conflict of interest shall participate in the deliberation(s) of any matter for which such person has a conflict of interest.

A letter stating this policy of the Board of Trustees will be available to all employees.

Adopted by the Board of Trustees of the Hospital Authority.

Board Chair:

Attestation Signature: _____

**Supplement to the Bylaws of the Hospital Authority of the Metropolitan Government of
Nashville & Davidson County, Tennessee**

Substitute Resolution No. SR99-1412:

https://legisarchive.nashville.gov/mc/resolutions/term_1995_1999/sr99_1412.htm

Resolution No. RS2016-309:

https://legisarchive.nashville.gov/mc/resolutions/term_2015_2019/rs2016_309.htm

Substitute Resolution No. R2024-712

<https://nashville.legistar.com/LegislationDetail.aspx?ID=6858579&GUID=5883F1FE-565F-4814-9D35-C50E4014E694&Options=ID%7CText%7C&Search=712&FullText=1>