

Bartlett Regional Hospital

Agenda

Governance Committee Meeting

Tuesday, June 16, 2020; 1:00 p.m.

Bartlett Regional Hospital – Boardroom/Zoom/Teleconference

Public may follow the meeting via the following link <https://bartlethospital.zoom.us/j/93252888277> or
call

1 669 900 6833 and enter webinar ID 932 5288 8277

Mission Statement

Bartlett Regional Hospital provides its community with quality, patient-centered care in a sustainable manner.

- I. CALL TO ORDER
- II. APPROVAL OF THE MINUTES – May 12, 2020 Governance Committee (Page 2)
- III. BYLAWS REVIEW SUGGESTIONS –
 - DRAFT REVIEW SUGGESTIONS FROM MEGAN COSTELLO (Page 3)
- IV. ESTABLISHING NEEDED BOARD MEMBER SKILLS TO SHARE WITH ASSEMBLY
- V. INFORMATION
 - BOARD SKILLS MATRIX (Page 6)
- VI. COMMENTS
- VII. ADJOURN

Bartlett Regional Hospital

Governance Committee Meeting Minutes
Tuesday, May 12, 2020; 1:30 p.m.
Bartlett Regional Hospital - Boardroom

Called to order at 1:32 p.m. by Brenda Knapp, Committee Chair

Attendance:

Committee Members: Brenda Knapp, Rosemary Hagevig and Kenny Solomon-Gross

Board Members present: Marshal Kendziorek

BRH Staff: Chuck Bill, CEO, Megan Costello, CLO, Rose Lawhorne, CNO, Bradley Grigg, CBHO, Nathan Overson, Compliance Director, and Suzette Nelson Executive Assistant

Ms. Hagevig made a MOTION to approve the minutes from February 11, 2020.

Mr. Solomon - Gross seconded and they were approved with no objections.

Ms. Knapp recapped the suggested Bylaws changes and had the committee outline their proposed modifications.

Ms. Costello noted that the Compliance reports are different than the Quality reports. If we combine the meetings, it would likely be one longer meeting with two separate reports.

There were no findings for a legal requirement to have two separate Board Committees, but there are different requirements for the Compliance Program and the Quality Program. The different functions are reflected in the current bylaws which explain the roles of each committee.

In regards to Public Notice, it is her understanding that CBJ is looking at changing this in the CBJ charter and code for the notification requirements, as the Juneau Empire has been having some issues, and may be going under. Her recommendation is that we change this bylaw to reflect that notice and will be completed for all meetings and committee meetings in accordance with the CBJ Code requirements, and additionally will be posted on the BRH website. (That way it will change depending on what the CBJ code requires.)

Ms. Knapp suggested a possible Bylaws change reducing the number of required board meetings from one per month, or twelve per year, to no less than ten per year. This change would also require a change in Title 40. This would give the Board latitude in setting meeting dates when achieving a quorum might be difficult but would not preclude having a meeting every month as is done now. Since most attendees were participating via Zoom video conferencing, the committee decided to table discussion of the possible change in number of required meetings until later, preferably when everyone is able to be around the table.

Ms. Hagevig made a MOTION to table the recommended meetings per year that the Board shall meet. Mr. Solomon - Gross seconded and motion approved with no objection.

Next Meeting: June 16, 1:00 pm

Adjourned at 2:43 p.m.



MEMORANDUM

DATE: June 1, 2020
TO: BRH Board Governance Committee
FROM: Megan J. Costello, Assistant Municipal Attorney
SUBJECT: Legal's review and suggestions on requested changes from Governance Committee on 5/12/2020.

This memo contains language on the proposed changes requested by the BRH Board Governance Committee on 5/12/2020, to be discussed at the next Governance Committee meeting. Any changes would need to be adopted by the full BRH Board, and approved by CBJ Assembly.

1. **Bylaw 154 (1) Executive Committee.**

The recommendation by the Executive Committee was to remove the current language that allows the Past President to serve as the ex-officio voting member for only one year, and to also remove the "when appropriate" language.

Proposed change:

Bylaw 154 (1) Executive Committee:

"The Executive Committee shall consist of the President, Vice President, Secretary, and, ~~when appropriate,~~ the Immediate Past President. The President shall be Chair of the Executive Committee and in their absence the Vice President shall be Chair. The Immediate Past President shall serve as an ex-officio voting member on the Executive Committee ~~only for a term of one year~~ following his or her last term as President. The Executive Committee shall be empowered to transact all regular business of the hospital during the interim between meetings of the Board, provided that any action it may take shall not conflict with the policies of the Board. Any action taken by the Executive Committee shall be reported at the next regular meeting of the Board and may be rescinded by Board action at the meeting."

2. **Bylaw 154 (2) Finance Committee.**

There was a request by the Governance Committee for Legal and Finance to look at this language and remove the time limit for the budget to allow for some leeway, with the understanding that Finance will have to prepare the budget with enough time to meet the City budget procedure.

Proposed change:

Bylaw 154 (2) Finance Committee:

~~“Not later than April 1,~~ The Finance Committee will complete its review **in a timely fashion**, and forward the budget to the Board for approval and submission to the City and Borough Manager, as provided in CBJ 40.25.2020.”

3. **Bylaw 0165 Notice (2).**

The CBJ is undergoing a planned revision to their Notice requirements in the CBJ Charter to allow for internet advertising or social media platforms should a local newspaper become unavailable. Legal recommends changing this section to allow for the planned change to the CBJ code by specifying that Notice will occur in accordance with CBJ code, with the addition of advertising on the BRH website.

Suggested language:

Bylaw 0165 Notice (2):

Reasonable public notice shall be given for all meetings. Notice of all Board meetings and committee meetings shall **be conducted in accordance with the CBJ Code.~~delivered to newspapers of general circulation in the municipality and to the commercial radio and television stations operating in the municipality at least 24 hours prior to such meetings.~~ **Notice shall also be made on the BRH website.** In calling a special meeting this notice shall state the business for the transaction of which the special meeting has been called and no business other than that stated in the notice shall be transacted at such special meeting.**

4. **Bylaw 152 Officers.**

The Governance Committee suggested that Legal look at these sections on the voting, as there were some questions on this last year. In reviewing these sections, there appears to be two possible areas where changes may be helpful on past questions:

- Bylaw 152 Officers (4); and
- Bylaw 152 Officers (2).

Bylaw 152 Officers (4):

This section references a Nominating Committee. The details of the Nominating Committee are not located anywhere in the Board Bylaws or Policy Manual, and the only reference is in this section.

Under the Open Meetings Act, if there is a Board Committee, it has to hold its meetings publically, and cannot go into executive session unless the topic fits within the Open Meetings Act limited exemptions. In discussing with the CBJ Attorney last fall when this came up, the OMA does not allow for executive session

to discuss the nominations or appointments or performance of the Hospital Board Members. If there is not a Committee designated by the Board, there is more freedom for individual Board members to discuss with each other. The OMA applies to a gathering of more than three members or a majority of the members, whichever is less, of a governmental body. (AS 44.62.310(a)(2)(A)). If there is not a Committee, then an informal discussion by up to 3 Board members to discuss nominations does not implicate the meeting requirements of the OMA. It is recommended that the reference to a Nominating Committee be removed. The President would then have the freedom to ask certain members (if desired) to evaluate possible nominations. If it is not designated as a Committee, up to 3 Board members could meet informally. Votes for the officer positions would continue to be annually elected as referred to in the Board Bylaws and the Board manual.

Possible recommendation: Remove the reference to a nominating committee:

Bylaw 152 Officers (4):

The President shall preside at all meetings of the Board, and shall be an ex-officio voting member of all committees ~~except the nominating committee~~. The President shall be the Chairperson of the Executive Committee.

Bylaw 152 Officers (2):

Similar to this issue, there was a question last fall on when Board Officers take possession, which is not outlined in the Board manual or the Board Bylaws. The Board Officers shall be elected in December if the CBJ Assembly annual appointments occur prior to December's Board meeting, or elections will be held later at the meeting directly following appointments if the appointments occur after the December meeting. (Board Policy Manual). Under the Robert's Rules of Order, the officers would take possession immediately after the election but it may be beneficial to make this clear in the Bylaws.

Possible recommendation:

Bylaw 152 Officers (2):

Officers shall be elected annually according to the schedule in the Board Manual, and ~~each~~ **shall take office immediately after election. Officers** shall hold office for one year term and until successors shall have been elected. Officers shall serve at the pleasure of the Board.

Appendix A.

Sample Board Skills Matrix

(for customization)

Name of Organization: _____

Board's Strategic Imperatives <i>(edit as needed)</i>	Current Need	Future Need	Current/ Ongoing Need	Skills Currently Provided by: <i>(skills not exclusive to directors listed)</i>	Examples of Individuals Who Bring This Skill
Advocacy					Legislator; lawyer; public or elected official; marketing, media, or philanthropy expert
Construction/Real Estate					Architect; engineer; realty executive; developer
Governance Effectiveness					Lawyer; chief executive or consultant
Investment					Investment analyst/broker; banker
Finance/Accounting/Compliance					Finance or accounting officer; controller; banker; lawyer
Marketing/Communications					Market research or media executive
Healthcare Quality and Safety					Physician, nurse, or other healthcare professional; industry expert
Social Services/ Community Outreach					Social service or public health professional; clergy; civic volunteer leader; media executive
Revenue Streams					Health insurance payer/ HMO executive; foundation executive
Strategy/Planning					Chief executive; planning/ policy expert
Technology					Executive-level specialist from academia, business, healthcare
Workforce Development					Educator; HR professional; consultant; major employer

Appendix B.
Sample Competency-Based Selection
Guidelines for Boards of Directors
(customize as appropriate for your board)

Core Competencies <i>Required of ALL board members</i>	Essential Competencies <i>Should be present in the board AS A WHOLE and, therefore, be strong attributes of one or more but not necessarily all members</i>	Desirable Competencies <i>These characteristics would be an asset to the board at the present time, given the strategic priorities</i>
A demonstrated commitment to the organization's mission, vision, values, and ethical responsibilities and to the communities and consumers we serve	Knowledge of, or ties to, the communities and consumers served by the organization (refers to broad knowledge of communities and consumers)	Particular knowledge of community benefit issues and health needs in the communities served throughout the region (e.g., needs of poorer communities and vulnerable populations)
A demonstrated willingness to devote the time necessary to board work, including board education	High-level executive experience in a business or educational organization	Managed care background or experience
A demonstrated capability to exercise leadership, teamwork/consensus-building, systems thinking, and sound judgment on difficult and complex matters that come before a governing body	Financial background and expertise	Legal background or experience
Personal integrity and objectivity, including no conflicts of interest that would prevent a board member from discharging his or her responsibilities	Experience and expertise in a healthcare field	Human resources, employee benefits, or executive compensation experience or background
	Physicians for the knowledge and perspective they bring	High level of community and regional visibility
	Diversity of experience, backgrounds, gender, and ethnic origin; representative of economically disadvantaged citizens	Quality assessment/improvement background or experience
	Knowledgeable about healthcare marketplace in our region and related issues potentially affecting our organization	
	Knowledgeable about post-acute care issues	
	Large non-public business experience (100+ employees)	
	Small business experience (less than 100 employees)	