

Bartlett Regional Hospital

**Governance Committee Meeting
Minutes
Tuesday, June 16, 2020; 1:00 p.m.
Bartlett Regional Hospital - Boardroom**

Called to order at 1:00 p.m. by Brenda Knapp, Committee Chair

Attendance:

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

BRH Staff: Chuck Bill, CEO, Megan Costello, CLO, Rose Lawhorne, CNO, Billy Gardner, COO, and Suzette Nelson Executive Assistant

Ms. Hagevig made a MOTION to approve the minutes from May 12, 2020.

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

Ms. Costello stated that there was an inaccurate statement in the Governance Packet that she wanted to correct.

The suggestion is that we disband the Nominating Committee. In discussing with the City Attorney, the issue with the Nominating Committee is that once there is a committee designated, any gathering of the members is a meeting as defined under the Open Meetings Act and will need to be public meetings. (Meeting is defined as a gathering of more than 3 members or a majority of the members of a government body. A committee is a subunit of a government body, so any meeting of two or more committee members would be a meeting under the OMA.) A better idea is not having a Nominating Committee, and leaving it open so Board members are allowed to discuss informally; informal discussions of three or less individual board members are not defined as meetings under the OMA.

The memo referenced that the President could designate which Board members could meet informally, and that is not accurate and a mistake in the memo. That would essentially be a committee by another name. Rather, the suggestion is not that the President would designate Board members who would discuss nominations, rather it would be left open for board members to decide on their own to meet informally.

There was discussion developing a process for sharing board member skill set needs with the Assembly before recruitment opens each year. However, it was decided not to pursue this since the City Clerk cannot post any qualification requirements beyond what is required legally. The decision was made that a discussion with the Liaison regarding needs based on who might be leaving the Board would make the most sense. Then the Liaison can share this info with the Assembly when they are considering applications and conducting interviews.

The committee agreed with legal's suggestions that were in the Board packet.

The committee requested two of the following additions:

1. A change to allow for meetings to be held telephonically or virtually in compliance with the CBJ code.
2. In the section regarding the number of meetings, to remove the details and leave in that the number of meetings will be held in accordance with the Code.

Ms. Hagevig made a MOTION to bring forward the legal recommendations to the full board for an affirmative vote. Mr. Solomon - Gross seconded and they were approved with no objections.

Ms. Knapp noted that she would like the Bylaws reviewed sometime soon and improve the formatting.

Ms. Costello will provide a redlined version of the Bylaws to the next committee meeting for review.

Next Meeting: July 21, 2020 at 1:00 pm

Adjourned at 1:56 p.m.