

Bartlett Regional Hospital

Agenda

Governance Committee Meeting

Friday, October 16, 2020; 12:00 p.m.

Bartlett Regional Hospital – Boardroom/Zoom/Teleconference

Public may follow the meeting via the following link <https://bartlethospital.zoom.us/j/96475471043> or call 1 346 248 7799 and enter webinar ID 964 7547 1043

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 – [September, 18, 2020](#) Pg. 2
- III. [FINALIZE THE REVIEW OF BOARD POLICY MANUAL](#) Pg. 4
- IV. COMMENTS
- V. ADJOURN

Bartlett Regional Hospital

Governance Committee Meeting

Minutes

Friday, September 18, 2020; 12:00 p.m.

Bartlett Regional Hospital - Zoom Videoconference

Called to order at 12:01 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, Rosemary Lawhorne, CNO, Kevin Benson, CFO, Dallas Hargrave, HR Director and Suzette Nelson Executive Assistant

Ms. Hagevig made a MOTION to approve the minutes from July 21, 2020.

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

Brenda noted that the Board Policy Manual (BPM) does not have an effective date and would like to make sure that it's documented in the future.

The committee went through the BPM and suggested the following edits:

- Combine 0112 and 0113 regarding amending the BPM and specify six-member board vote for changes rather than two-thirds majority.
- Wording in 0130, 0140, 0150 regarding mission, vision, core values needs updating to comply with Bylaws revisions.
- 0201, 4. Would like input from Chuck regarding this section regarding mechanisms for making board meeting materials available to the public. Cut out the sentence regarding "bulletin board".
- 0210 Eliminate the specificity regarding bringing physician "contracts" to the board for approval.

Chuck clarified that the physician recruitment plan identifies the community need. Once that has been identified, we work through the committee. We have not brought back contracts to the Board for review. What we have done is to make sure we doing fair market analysis and we are staying within our legal ability from Stark and other issues. We have a specific process in place and haven't had a practice bringing contracts back to the board.

Chuck and Megan agreed to work together regarding the 0210 so it is legally sound.

- 0230 Change this to a six-member vote.

Chuck clarified regarding 0240, Rainforest Recovery Board, that the activity level dwindled pretty dramatically. We were not getting much attendance at it. Bradley, CBHO, determined that there wasn't any value in it and the committee hasn't met for two years.

- Eliminate 0240
- Chuck and Kevin will look at 0230, 0231 and 0232.

The committee will continue to make their suggested edits next month and will look at 0260, Board Travel and Reimbursement.

Megan noted that the Bylaws are going forward to the CBJ's Human Resource Committee on Monday and immediately to the full Assembly for adoption. She anticipates everything will go well.

Next Committee Meeting: Friday, October 16 at 12:00pm

Adjourned at 1:00 p.m.

DRAFT

Bartlett Regional Hospital

BOARD OF DIRECTORS

BOARD POLICY MANUAL

**BARTLETT REGIONAL HOSPITAL
JUNEAU, ALASKA**

BOARD OF DIRECTORS POLICY MANUAL

TABLE OF CONTENTS

	PAGE
0100 BOARD POLICY MANUAL	
0110 AUTHORITY	1
0111 ADDITION TO BOARD POLICY MANUAL	1
0112 CHANGING BOARD POLICY MANUAL	1
0113 REMOVING FROM BOARD POLICY MANUAL	1
0120 BOARD POLICY MANUAL ANNUAL REVIEW	1
0130 BRH MISSION/VISION STATEMENT	1
0140 BRH VISION STATEMENT	1
0150 BRH CORE VALUES	1, 2
0160 BRH STRATEGIC PLANNING GOALS	2
0200 BOARD OF DIRECTORS SPECIAL DUTIES & RESPONSIBILITIES	2
0201 AGENDA FOR BOARD MEETINGS	2, 3
0202 SCHEDULE FOR BOARD OFFICER ELECTIONS	3
0210 PHYSICIAN RECRUITMENT PLAN	3
0220 PERFORMANCE IMPROVEMENT COMMITTEE	3
0230 POLICY ON DEDICATED FUNDS	3
0231 CAPITAL RESERVE FUND	4
0232 CAPITAL BUDGET	4
0240 APPOINTMENT TO RAINFOREST RECOVERY ADVISORY BOARD	4
0250 APPOINTMENT TO BRH FOUNDATION BOARD	4
0260 BOARD OF DIRECTORS TRAVEL & REIMBURSEMENT POLICY	4, 5, 6
0300 BOARD OF DIRECTORS COMMITTEE MEETINGS	6
0400 LEGISLATIVE POLICIES	6, 7
0401 CEO DUTIES TO THE BOARD OF DIRECTORS	7
0410 ANNUAL EVALUATION	8
0420 CRITERIA FOR EVALUATION	8
0430 CEO INTERIM COVERAGE	8
0500 MEDICAL STAFF	9
0501 MEDICAL STAFF APPLICATION	9
0510 APPOINTMENT ACTION BY THE BOARD OF DIRECTORS	9
0520 MEDICAL STAFF ABORTION POLICY	9
0530 NOTICE OF BOARD ACTION OR DECISION TO MEDICAL STAFF	9

0100 BOARD POLICY MANUAL

0110 AUTHORITY

The Board of Directors shall recommend bylaws and provide policies and procedures for the administrations and government of the hospital. A manual of policies and procedures of the Bartlett Regional Hospital (BRH) Board of Directors shall be maintained and established as the Board Manual.

0111 ADDITION TO BOARD POLICY MANUAL

Policies and procedures shall become effective after being adopted by the Board of Directors and may be added to the Board Policy manual at the discretion of the Board of Directors by an approved, simple motion.

0112 CHANGING BOARD POLICY MANUAL

Policies and procedures contained in the Board Policy manual may be adopted or changed at the discretion of the Board of Directors following rules set forth in the Bylaws of the Board of Directors for BRH.

0113 REMOVING FROM BOARD POLICY MANUAL

Policies and procedures that are in the Board Policy manual may be removed at the discretion of the Board of Directors by an approved, two-thirds majority motion.

0120 BOARD POLICY MANUAL ANNUAL REVIEW

Annually Governance Committee shall appoint two board members to review the Board Policy Manual in conjunction with the annual review of the Bylaws. They shall make their recommendations to the full Board for consideration and adoptions.

0130 BRH MISSION STATEMENT

We at Bartlett Regional Hospital are dedicated to providing our communities with compassionate, quality health care in a sustainable manner.

0140 BRH VISION STATEMENT

Bartlett Regional Hospital will be the best community hospital in Alaska.

0150 BRH CORE VALUES

At Bartlett Regional Hospital WE...C.A.R.E.

Courtesy

We act in a positive, professional and considerate manner, recognizing the impact of our actions on the care of our patients and the creation of a supportive work environment.

Accountability

We take responsibility for our actions and their collective outcomes; working as an effective, committed and cooperative team.

Respect

We treat everyone with fairness and dignity by honoring diversity and promoting an atmosphere of trust and cooperation. We listen to others, valuing their skills, ideas and opinions.

Excellence

We choose to do our best and work with commitment to continuous improvement. We provide high quality, professional healthcare to meet the changing needs of our community and region.

0160 BRH STRATEGIC PLANNING GOALS

Annually, the CEO will lead a strategic planning process which defines the Board's strategic priorities for the coming year and serves as a guide for the organizations action plans for the year and, to the extent possible, the next four years.

0200 BOARD OF DIRECTORS RULES & DUTIES

0201 AGENDA FOR BOARD MEETINGS

1. At the direction of the Board President, the CEO shall prepare an agenda of items of business to come before the Board at each Board meeting.

2. Board members who desire certain matters to be placed on the agenda shall bring such matters to the attention of the President prior to the meeting. Individuals and groups desiring to make presentations to the Board may contact the CEO to be placed on the agenda.

3. The agenda shall be delivered to each Board member no later than three days before regular meetings, and shall be delivered no later than twenty four hours before special meetings.

4. The agenda shall include such reports and supplementary materials as are appropriate and available. Copies of the agenda and other materials shall be prepared for the public and the press and shall be available in the CEO's office. The agenda shall be posted on hospital bulletin boards at least twenty-four hours before the meeting and at the place of the meeting. The meeting will be publicity noticed per statute.

5. Any member of the public may request the placement of an item on the Board agenda. The Board agenda shall include a designated time for the public to discuss an item not included on the prepared agenda.

6. An agenda for a special meeting may be prepared without a packet of information at the discretion of the CEO with concurrence of the Board President.

7. The order of business shall include but not be limited to the following:

- Call to order
- Roll call
- Approval of minutes of previous meeting(s)
- Public participation (not exceed 20 minutes or more than 3 minutes)
- Announcements, Board comments & questions
- Consent agenda
- Old Business
- New Business
- Medical staff report
- Committee reports

Management reports other business
Executive session (if needed)
Adjournment

0202 SCHEDULE FOR BOARD OFFICER ELECTIONS

Board officers shall be elected in December if CBJ Assembly annual appointments occur prior to Decembers Board of Directors meeting. Elections shall be held later at the meeting directly following new annual appointments by CBJ Assembly when appointments occur after December.

0210 PHYSICIAN RECRUITMENT PLAN

A physician recruitment plan will be established as part of the overall strategic plan developed by the Board of Directors of Bartlett Regional Hospital. The goal of the plan will be consistent with the Mission and Vision statements and endeavor to meet the health needs of the City and Borough of Juneau and adjacent communities. All recruiting commitments ~~and contracts~~ entered into by the hospital will comply with the hospitals Physician Recruitment Policy and be separately authorized and approved by the BRH Board of Directors, upon recommendation of the recruitment committee.

The final judgment rests with the Board of Directors regarding the anticipated success, viability, and compatibility of recruited physician with the medical staff and community.

To develop the physician recruitment plan, BRH will use a strategic planning process to identify physicians that currently represent a resource shortage in our community. The process of identifying needed physicians will involve input from the community, the medical staff, management, and the Board of Directors. The physician recruiting list is upgraded regularly as part of the annual management plan.

The physician recruitment plan may include consideration of all of the following: (a) new practice/service development; (b) physician joining existing practice; (c) unsolicited physician joining existing group; and (d) unsolicited physician coming to the community.

0220 PERFORMANCE IMPROVEMENT COMMITTEE

The chair of the Board Quality Improvement Committee or designee shall serve as a member of the hospital Performance Improvement Committee and shall report back to the Board Quality Improvement Committee which then reports to the whole Board.

0230 POLICY ON DEDICATED FUNDS

It is the policy of Bartlett Regional Hospital that all funds received or maintained by the hospitals which have been dedicated to specific purpose shall be sequestered and used only for the purpose for which the funds have been dedicated. However, the Board of Directors at a regular Board meeting shall have the authority upon ~~six member two-thirds~~ vote of the Board members in attendance to otherwise specify the use of the funds.

0231 CAPITAL RESERVE FUND

The Board of Directors has established a dedicated fund known as the Capital Reserve Fund.

PURPOSE:

The purpose of the fund is to set aside monies for future use for the purchasing of equipment necessary for maintenance of quality care at the hospital and to fund fiscal needs which may occur from time to time.

METHOD OF CONTRIBUTION

Prior to each fiscal year the Board of Directors shall determine the amount of monies to be contributed to fund depreciation during the course of the upcoming fiscal year.

Contributions to the fund shall be made at least monthly during the fiscal year

0232 CAPITAL BUDGET

Prior to each fiscal year, the Board of Directors shall determine a Capital Budget which will fund the acquisition of equipment, building, maintenance (major), replacement and the fiscal needs over the course of the year.

0240 APPOINTMENT TO RAINFOREST RECOVERY ADVISORY BOARD

The President shall appoint one Board member to the Advisory Board for Rainforest Recovery Center for a minimum of one year. The member shall report back to the Board of Directors at the Board meeting.

0250 APPOINTMENT TO BRH FOUNDATION BOARD

The President shall appoint one Board member to the Foundation for a minimum of one year. The member shall report back to the Board of Directors at the Board meeting.

0260 BOARD OF DIRECTORS TRAVEL & REIMBURSEMENT POLICY

It is the policy of Bartlett Regional Hospital to reimburse members of the Board of Directors for all usual and reasonable travel and other expenses made on behalf of and in connection with Director responsibilities. The hospital budgets so each Director can attend one educational event per year. In the event budgeted funds are not depleted, two trips per year may be taken; however, if travel is requested for more than two trips it must be approved by the Board Executive Committee. Trips in order to attend the business of the hospital are not restricted. Directors attending educational conferences will limit their travel to the United States.

RESPONSIBLITIY

The traveler is responsible for seeing that all provisions of this procedure are complied with and for justifying, with adequate and reasonable explanations, any exceptions to this procedure.

POLICY/PROCEDURE

A. Cash Advances

Money may be advanced to a Director to cover anticipated business expenses. All advances must be accounted for on an expense report.

B. Travel Arrangements

Transportation services may be arranged individually or through the Executive office Executive Assistant.

Travel expenses are authorized for Directors the day before the seminar begins and the day after the seminar ends when long-distance traveling is required. However, additional days travel may also be authorized if the savings gained by traveling on discounted travel days (i.e., staying over a Saturday night) are greater than the hotel and meal costs that would be incurred on those additional days.

C. Modes of Transportation

1. **Air-** All business air travel will be by coach class. Whenever possible arrangements should be requested to take advantage of advance purchase discounts.
2. **Personal Automobile-** Directors using a personal automobile for hospital business will be reimbursed at the current IRS allowable rate, plus tolls and parking.
3. **Taxi and Other Local Transportation-** The cost of taxis or carfare to and from places of business, hotel, and airport in connection with business activities is reimbursable.

D. Lodging

The hospital will pay for room costs supported by the hotel bill for each day that lodging away from home is required for business reasons. Charges to the hotel bill, other than room expense and taxes, should be itemized separately on the expense report.

E. Meals

Meal expenses actually incurred will be reimbursed and should be supported by a receipt.

F. Telephone Charges

When traveling, Directors will be reimbursed for one personal call of normal length (10-15 minutes) per day.

G. Other Expenses

Expenses other than those outlined above may, on occasion, be incurred and reimbursed. These expenses should be listed on the expense report and further explained. Expenses over \$25 must be supported by a receipt.

H. Spouse Expenses

The Director is responsible for all expenses incurred by the spouse.

I. Non-Reimbursable Expenses

Bartlett Regional Hospital's policy is that expenditures can be made for reasonable expenses incurred in connection with BRH business. Examples of expenses that are of a personal nature or are otherwise not authorized for payment or reimbursement are:

- Haircuts, manicures, shoeshine, etc.
- Baby-sitting charges
- Brief cases or similar items
- Birthday cakes, treats, or rewards for staff
- Contributions to public officials or candidates for public office
- Personal reading material or services
- Theatre, movies or other personal amusements
- Traffic fines, or court costs
- Travel insurance
- Travel agency fees

J. Expense Report

Bartlett Regional Hospital's "Expense Reimbursement Report" should be completed by the Director and submitted within a reasonable time—normally 10 working days upon completion of the trip. Receipts should be attached for all lodging and meal charges, an acceptable receipt will include the name of the vendor, date and dollar amount.

The expense report must be signed by the Director submitting the report and the CEO.

0300 BOARD OF DIRECTORS COMMITTEE MEETINGS

1. Committee meetings may be called at any time by the committee chair or when a meeting is requested by a majority of the committee
2. All standing committees have 3 members plus President and two must be present for a quorum to conduct business. For any other committees a majority of the total membership shall constitute a quorum of that committee.
3. Reasonable public notice shall be given of all committee meetings and the meeting shall be open to the public. A committee may recess into executive session as delineated by CBJ ordinance.
4. Minutes of all committee meetings shall be maintained and transmitted to all Board members.

0400 Legislative Policies

1. The Chief Executive Officer will inform the Board of Directors of all positions taken by Alaska State Hospital and Nursing Home Association (ASHNHA) on issues before state and federal legislative bodies. This notification should take place at the December Board meeting and be updated at each meeting during any legislative session

2. When ASHNHA presents its positions to the legislative bodies and lists BRH as a member group, this will be the position of BRH Board, unless the Board takes a different stance and notifies ASHNHA.
3. Before any employee of BRH testifies before any legislative body the Board must be notified and this notification must allow time for the Board to understand the issue and make an appropriate decision. As an appointed Board by the CBJ Assembly the Board must consider the City and Borough of Juneau's (CBJ) position on this or similar issues and how our position would affect or be effected by the CBJ efforts.
4. This notification should go to the Board President and then to the Executive Committee if time allows. At the subsequent Board meeting the Board will be informed of this issue and the actions approved by the Executive Committee.

0401 CEO DUTIES TO THE BOARD OF DIRECTORS

1. The CEO shall have the following duties and responsibilities with respect to the Board: conduct and coordinate for the Board a comprehensive orientation program for new members and a continuing education program for all members based, at least in part, on identified needs.
2. Prepare the agenda for Board meeting in conjunction with the President and the Secretary of the Board.
3. Serve as the liaison between the Board, the Medical Staff, and the departments of the hospital.
4. Report to the Board and the staff on the overall activities and mechanisms for monitoring and evaluating the quality of patient care, for identifying and resolving problems, and for identifying opportunities to improve patient care. Reports should also include federal, state and local developments that affect the operation of the hospital.
5. Forward reports to the Board reflecting assurance that our level of care is being provided.
6. Carry out the policies established by the Board.
7. Perform such other duties as the Board may direct.
8. Copies of the minutes
 - A. The CEO shall provide each Board member with a copy of the minutes within 5 working days after the Board or Board committee meeting.
 - B. Recordings shall be made of each regular meeting of the Board and shall be provided as public documents of the Board for two years.
 - C. A copy of the minutes shall be sent to the Chief of Staff.
 - D. A copy of the minutes shall be posted in the hospital website.
 - E. Copies of the minutes will be sent to the City and Borough Assembly and to other agencies determined by the Board as essential to Board communications. Copies will be made available by request to the Chief Executive Officer's office.

0410 ANNUAL EVALUATION

Annually, or more frequently as the Board deems necessary, the Board shall review the performance of the Chief Executive Officer. The President of the Board shall inform the Chief Executive and the appropriate officer, if applicable, of the results of this evaluation.

Minutes of the Board meeting shall document the evaluation of the Chief Executive Officer.

0420 CRITERIA FOR EVALUATION

Consideration of CEO's job description as adopted by the Board of Directors relating to the duties and responsibilities of the CEO shall be given in the evaluation of the CEO.

0430 CEO INTERIM COVERAGE

The Executive Committee shall maintain a current plan for Interim CEO coverage. The plan shall be reviewed every January by the CEO and include identification of an immediate temporary CEO. The immediate temporary CEO will take the roles and responsibilities of the CEO upon the current CEO termination services.

Upon notice of termination of services by the current CEO, the Board of Directors will take the following actions:

- 1) President will notify Board of Directors, City and Borough Mayor and Assembly, BRH employees and local media.
- 2) The Executive Committee will begin recruitment of interim CEO.
- 3) The Executive Committee will recommend appropriate criteria for candidate selection of interim CEO. This could include but not be limited to: experience with BRH size or larger facilities, financial and construction experience, demonstrated relationships with physicians, community leaders, and a background and family situation compatible with life in Northern Southeast Alaska.
- 4) The Executive Committee will select candidates of interim CEO for interview by the Board of Directors.
- 5) The Board of Directors will approve selections criteria, interview final candidates; make interim CEO selection.
- 6) The Executive Committee will begin recruitment of CEO.
- 7) The Executive Committee will recommend appropriate criteria for candidate selections. This could include but not be limited to: experience with BRH size or larger facilities, financial and construction experience, demonstrated relationships with physicians, community leaders, and a background and family situation compatible with life in Northern Southeast Alaska.
- 8) The Executive Committee will select candidates for interview by the Board of Directors
- 9) The Board of Directors will approve selection criteria, interview final candidates; make interim CEO selection. Medical staff and community leaders will be given opportunity to give input to Board of Directors prior to final selection by Board of Directors.

0500 MEDICAL STAFF

0501 MEDICAL STAFF APPLICATION

All applications for appointment to the medical staff shall be in writing on the prescribed form approved by the Board and shall be addressed to the CEO of the hospital. They shall contain full information concerning the applicants requested privileges, education, practice competence, previous hospital experience, and any unfavorable history regard to licensure and hospital privileges.

0510 MEDICAL STAFF APPOINTMENT ACTIONS BY THE BOARD OF DIRECTORS

At its first regular meeting after receipt of a recommendation from medical staff Executive Committee concerning an applicant for staff appointment or an appointee to the staff, the board shall act on the matter.

0520 MEDICAL STAFF ABORTION POLICY

Any credentialed practitioner with surgical privileges to terminate pregnancy may use the facilities available at Bartlett Regional Hospital.

Only first trimester abortions will be performed.

0530 NOTICE OF BOARD ACTION OR DECISION TO MEDICAL STAFF

The hospital CEO shall mail notice of any such action or decision to the affected applicant or medical staff member within ten days thereafter.

1. All notices to physician's concerning their hospital privileges shall be sent by certified mail, return receipt requested. The receipt shall be filed in the physician's folder.
2. Notice of decision shall be sent to the Present of the medical staff in writing.