

Bartlett Regional Hospital

AGENDA

COMMITTEE OF THE WHOLE MEETING

Friday, September 10, 2021; 10:30 a.m.

Zoom/Teleconference: <https://bartlethospital.zoom.us/j/92712679757>

or call

1-253-215-8782 and enter webinar ID 927 1267 9757

- I. CALL TO ORDER
- II. ROLL CALL
- III. APPROVE AGENDA
- IV. PUBLIC PARTICIPATION
- V. APPROVAL OF THE MINUTES – [May 7, 2021](#) (Pg.2)
- VI. OCTOBER LEADERSHIP CONFERENCE
- VII. [BOARD SELF-EVALUATION REPORT](#) (Pg.4)
- VIII. EXECUTIVE SESSION – Personnel Matters

Motion by xx, to recess into executive session to discuss personnel matters that tend to prejudice the reputation and character of any person.

- IX. ADJOURNMENT

Bartlett Regional Hospital

3260 Hospital Drive, Juneau, Alaska 99801 907.796.8900 www.bartletthospital.org

Minutes COMMITTEE OF THE WHOLE MEETING May 7, 2021 – 7:00 a.m. Zoom Videoconference

Called to order at 7:08 a.m., by Kenny Solomon-Gross, Board President

Board Members Present: Kenny Solomon-Gross; Board President, Rosemary Hagevig; Vice-President, Mark Johnson; Secretary, Brenda Knapp, Lance Stevens, Iola Young, Hal Geiger, Deb Johnston and Lindy Jones

Also Present: Rose Lawhorne, CEO; Billy Gardner, COO; Dallas Hargrave, HR Director, Kim McDowell, CNO, Anita Moffitt, Executive Assistant and Robert Palmer, City Attorney

APPROVAL OF THE AGENDA - MOTION by Ms. Hagevig to approve the agenda as written. Ms. Knapp seconded. Agenda approved.

PUBLIC PARTICIPATION – None

TENTATIVE AGREEMENT WITH UNION – Mr. Hargrave provided an overview of the transmittal memorandum, change summary and red-lined tentative agreement between BRH and the ILWU included in the packet. The biggest impacts are the economic terms of the three year agreement for Fiscal Years 2022 – 2024 (2% increase to the wage scale in FY2022 and 23 and 1% increase in FY24). Lump sum payment amounts (\$1000 for fulltime employees and \$500 for part-time, PRN, and casual employees) to be paid in July 2021 to employees in recognition of the hard work over this past year. Mr. Hargrave requested that the Board approve the tentative agreement. After approval, he will work with the City Manager's office to draft a memo for Assembly action. He noted that everything is costed out as if the same increases and lump sum payments apply to all non-bargaining members of BRH, with the exception of those under employment agreements. He acknowledged members of the negotiation teams for the time put in to reach this agreement.

MOTION by Ms. Hagevig that the Board approve the negotiated agreement and move it forward to the Borough Assembly for approval. Ms. Knapp seconded.

Ms. Lawhorne introduced Kim McDowell, the new Chief Nursing Officer. Kim has been with BRH since 2014, the ER director since 2017. Kim has many years' experience in a leadership role at various levels. She collaborated greatly over the past year with BRH departments, multiple city agencies and stakeholders during the pandemic. She will be a great addition to the senior leadership team. Multiple Board members bid her welcome.

Prior to the meeting, Mr. Solomon-Gross had attempted to reach Mr. Palmer to provide clarification regarding approval of the union contract. Mr. Palmer joined the meeting approximately 15 minutes after it began. He

advised that because this is a COW, and not a Board meeting, only a recommendation for approval can be made. This recommendation can be made to the Board or directly to the Assembly. It would not technically be a Board action. After further discussion, decision was made to amend the motion as follows:

MOTION by Ms. Hagevig that the COW recommends moving this agreement between the ILWU and BRH forward to the CBJ Assembly for ratification. Ms. Knapp seconded motion as amended. There being no objections or comments, MOTION approved.

Mr. Hargrave will articulate in his transmittal memo to the Assembly that the Board Committee of the Whole recommended that the Assembly ratify the agreement.

EXECUTIVE SESSION - MOTION by Mr. Stevens to recess into executive session as written in the agenda:

- *To discuss information presented that the immediate knowledge of which would clearly have an adverse effect upon the finances of BRH; that being a discussion about campus planning, and ask for unanimous consent.*

Ms. Hagevig seconded. The committee entered executive session at 7:28 and returned to regular session at 7:55.

Ms. Hagevig noted that no action was taken during executive session but requested that Administration move forward with directions provided by the Board.

Comments and Questions – None

Adjourned 7:56 a.m.

BoardCompass ®: **The Governance Institute's** **Board Self-Assessment**

Bartlett Regional Hospital **2021 Board Self-Assessment Report**

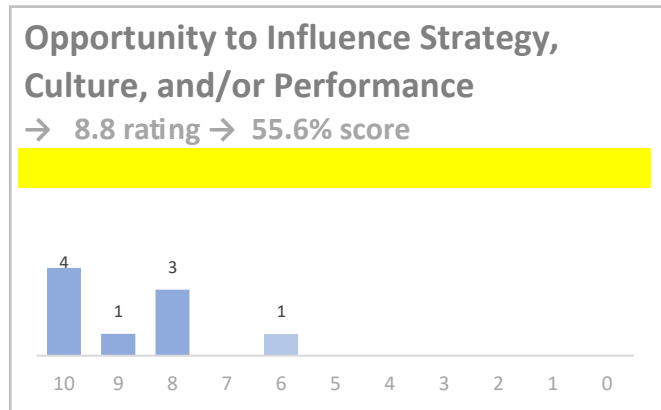
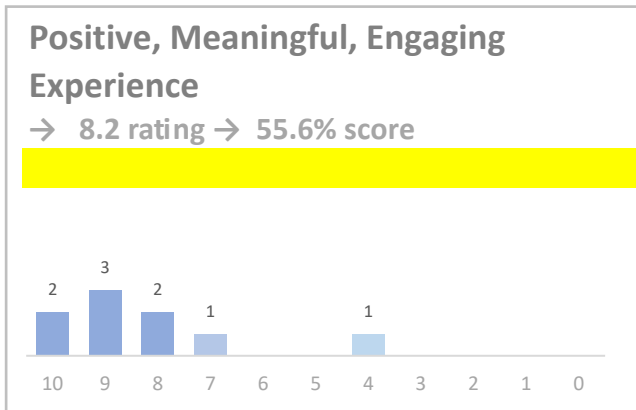
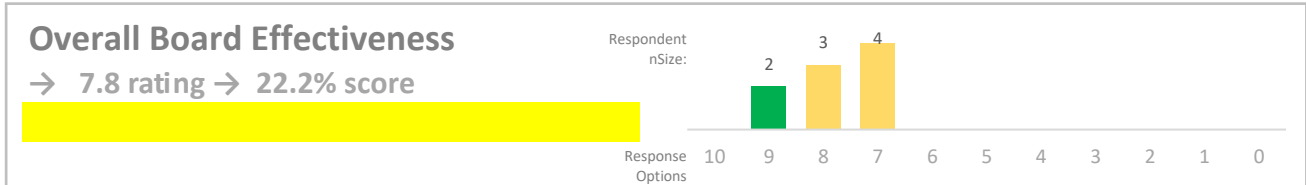


Executive Summary

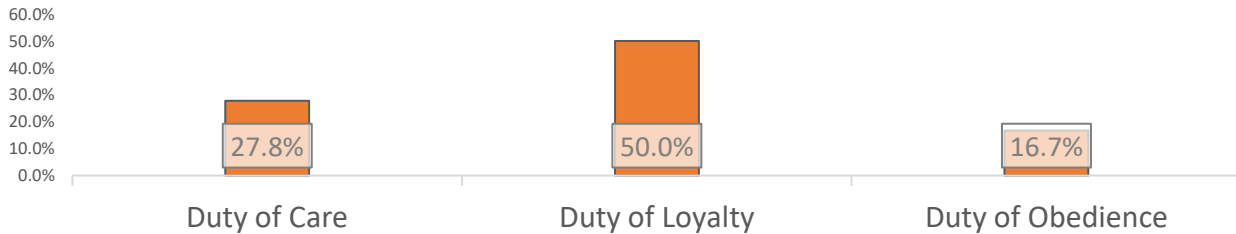
→ 9 of 9 board members responded to your board's self-assessment, resulting in a 100% participation rate.

→ The board gave an overall effectiveness rating of 7.8 out of 10, with 22.2% of the board selecting the highest possible rating.

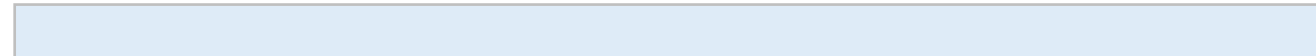
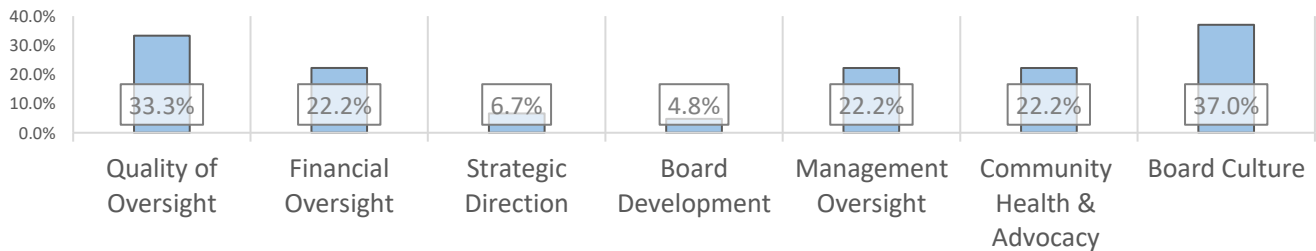
→ This report utilizes top-box scoring, which is the percentage of respondents that selected "Very Effective."



Three Fundamental Fiduciary Duties



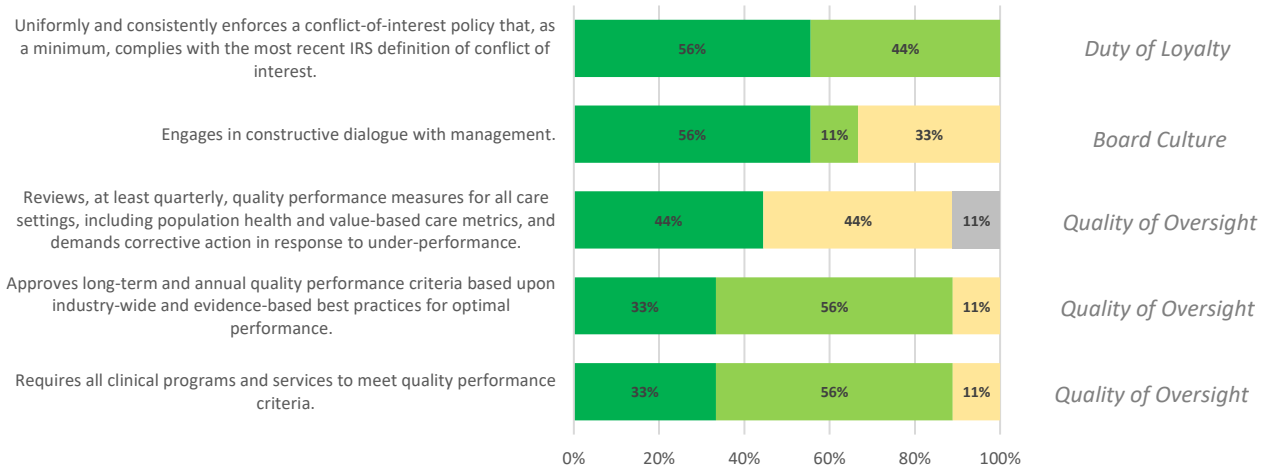
Seven Core Responsibilities



Focus Areas

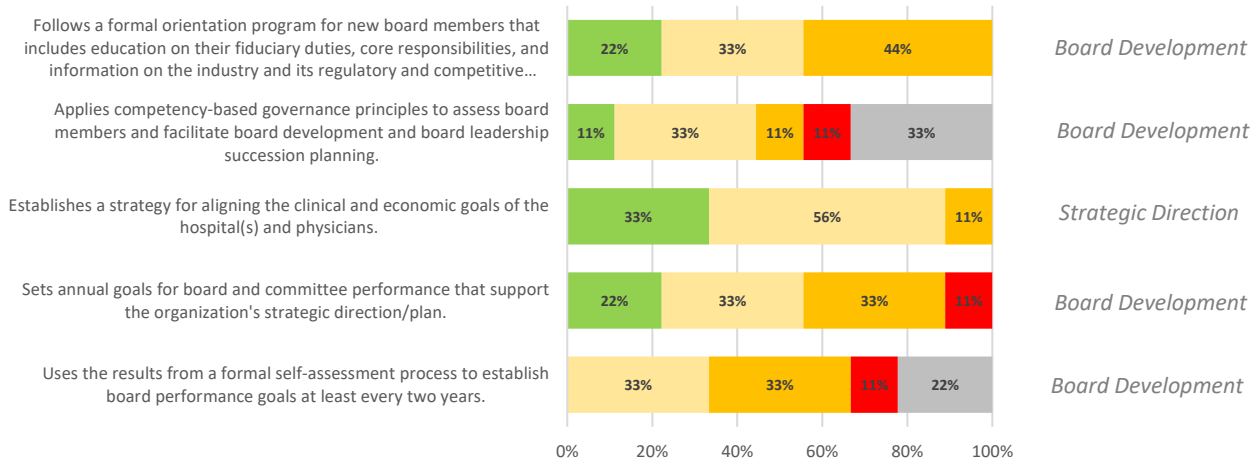
Highest Performing Questions

Assessment items with highest Very Effective performance

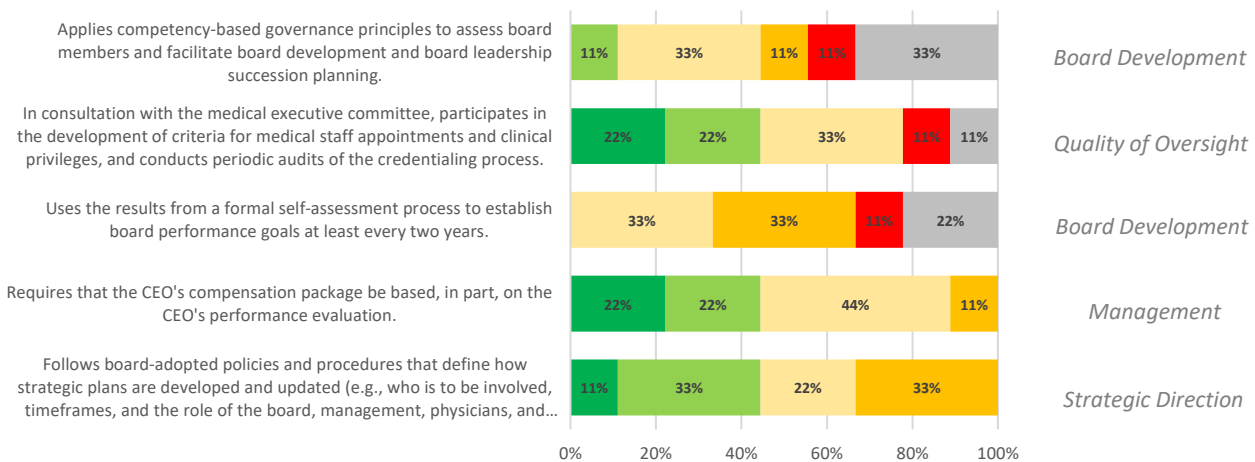


Lowest Performing Questions

Assessment items with lowest Very Effective performance



Questions with the Greatest Response Distribution



Additional Feedback

What do you believe to be your most important obligations as a member of the board?

Feedback was shared by 100% of respondents. The average effectiveness rating provided by this group of respondents was 7.8 with a percent positive score of 22.2%.

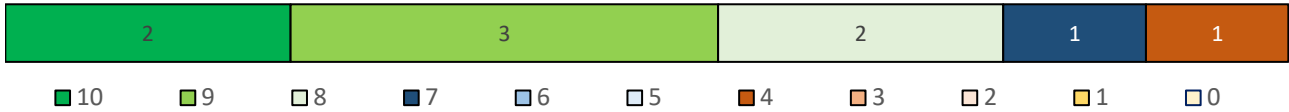
Comments:

To come to the meetings prepared, to be critical, in the best sense of the word, and to find common ground with all of the other board members.
Policy setting; hiring, supervision and evaluation of the CEO; quality and financial oversight.
Meeting the healthcare needs of the community as much as possible. Helping the hospital maintain financial stability.
Being responsible to the community; keeping the hospital fiscally solvent and thriving in order to provide the best possible health care to our population; and offer as many services as possible to keep our base in town. I believe the most important obligation in my role as a member of the board of directors is to work with my fellow board members to guide the strategic direction and long term goals of the hospital. If I'm effective in my role, I will be looking out for the best interests of the hospital and its stakeholders, Juneau and Southeast Alaska.
Attend all Board and committee meetings well prepared. Stay in tune with community needs that a locally owned community hospital must be able to provide. Also make it a priority to stay educated re: continually changing trends in health management and establish and maintain working relationships with other health care institutions with whom we should have established working affiliations. Attract a high level of medical competence to our community.
Fiduciary responsibility. Compliance with state and federal regulations and requirements.
Fiduciary and long range planning
Provide feedback to other board members based on my experience as an active medical staff member. Provide feedback regarding meaningful quality measures for the hospital

Additional Feedback

Respondents were asked to rate how much they agree with this question on a 0-10 scale, where 10 is strongly agree

My experience on the board is positive, meaningful, and engaging.



Comments:

This board deals with some extremely expensive and important issues. All board members are engaged and appear to have only the best of motivations.

I bring relevant experience to the board and wanted to serve my community by helping make our hospital successful and sustainable.

Since our hospital has a new CEO, most of our experience has been with the previous CEO.”

I feel like my opinions and concerns as well as the rest of the board are heard.

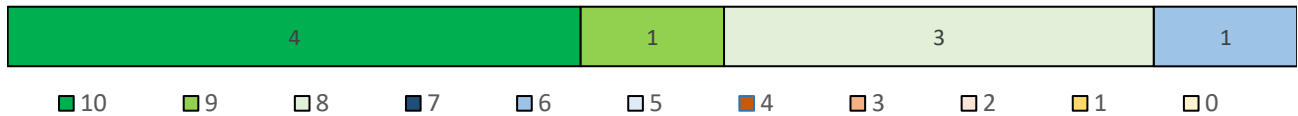
I bring a variety of previous experiences to my participation on this Board.

Empty comment input area with horizontal lines.

Additional Feedback

Respondents were asked to rate how much they agree with this question on a 0-10 scale, where 10 is strongly agree

I have the opportunity to effectively influence the organization's strategic direction, culture, and/or performance.



Comments:

This board is very open to multiple opinions, and it is easy to be candid.

Board and subcommittee participation gives me the opportunity to effectively contribute to the hospital's operation and performance.

I believe I have been partially effective in some of these areas.

This is a critical time at Bartlett Hospital. As we move forward, I believe we are focusing on the direction of our organization. The culture is very much in the front of our mission statement and we are working our way to being performance driven and able to provide sustainable health care for our community.

I have appreciated the collaborative relationship among the board members and the dedication to their responsibilities to the hospital and the community.

Previous experiences in serving on statewide and regional Boards in leadership positions and working with state and national boards has prepared me well for service on this Board. Also experience as an elected local government official lends itself to better communication with the local officials who are part of our current paradigm.

Additional Feedback

What is the single most important improvement the board could make to be more effective in the upcoming year?

Feedback was shared by 88.9% of respondents. The average effectiveness rating provided by this group of respondents was 7.9 with a percent positive score of 25%.

Comments:

- I would like the board to be thinking further out into the future, and to be less reactive.
- Decide on our strategic direction with regards to affiliation with other organizations.
- Not sure. I think the board is more effective now than it was in the past.
- I believe training is always important. I want to continue keeping open communication with our board and with the SLT. I want to develop a strategic plan to keep Bartlett moving forward whether it is affiliations or campus planning, making sure we are always keeping our mission statement in mind: “provides our community with quality, patient-centered care in a sustainable manner.”
- Develop a more formal schedule of initial orientation and ongoing training for board member beyond the binder and reference materials provided at onboarding Board should Initiate annual review of orientation and training materials for relevance.
- Assist with the on boarding of our newly appointed CEO; keep our capital expansion plan moving forward; strategic planning and moving forward with plans for establishing and supporting alignment plan/s with other hospitals in our expanded geographic region (Pacific Northwest).
- Set performance standards for new CEO.
- Participate in discussions regarding keeping our organization the most prominent health care institution in Northern Southeast AK.

Additional Feedback

What suggestions do you have for ongoing board education topics?

Feedback was shared by 77.8%"of respondents. The average effectiveness rating provided by this group of respondents was 7.9 with a percent positive score of 28.6%.

Comments:

Why hospitals fail. Maintaining a motivated healthcare workforce.

1. Finalization of affiliation decision. 2. Pros and cons of employing physicians or offering practice management services. 3. Discussion of CBJ Assembly's interest in having the hospital assume public health functions.

Possibly health care systems and population health issues.

I would like to see each department have representation at a board meeting each month and attend training relevant to what is happening on in their respective department, reporting back to the board. I would like to see a slide deck made and sent to the board ahead of the meeting so they can review beforehand so questions can easily be asked. I believe training is most important to all boards. I do want to see improved onboarding orientation in place for new members.

Value-based payment vs. fee for service Enterprise risk management Relationship building and affiliation agreement options

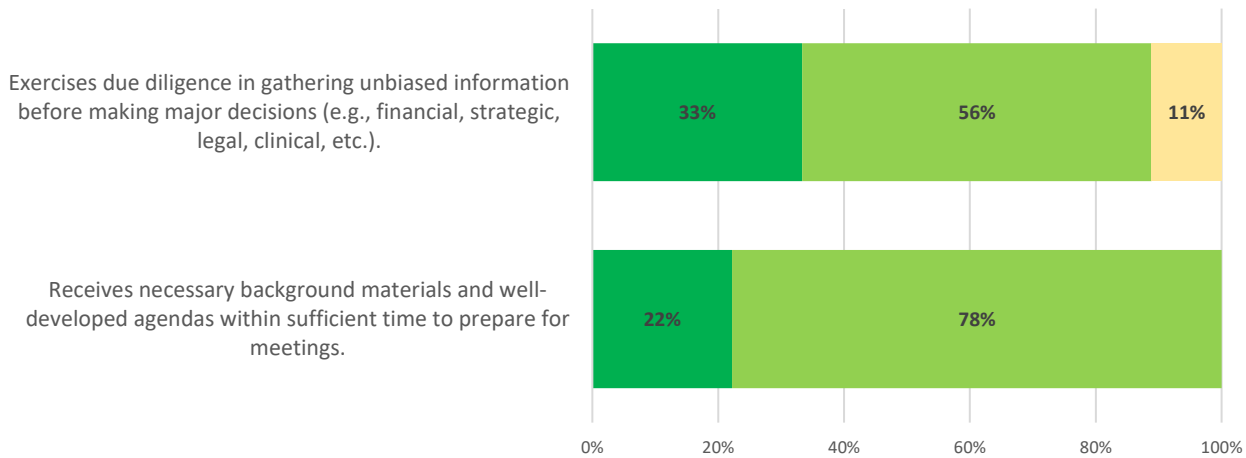
Better understanding of ever changing federal and state regulatory process Take advantage of the training offerings of the Governance Institute Move forward to the entire Board some of the educational presentations provided at the committee level I.e. Quality, Compliance, etc.

forming partnerships, addressing competition from SEARCH

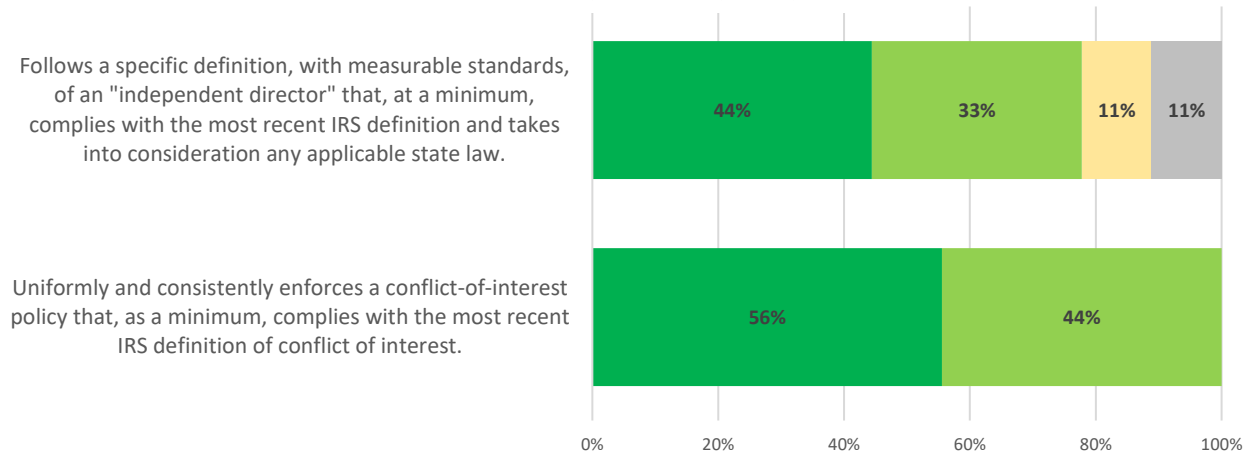
Empty comment boxes for additional feedback.

Question Summary

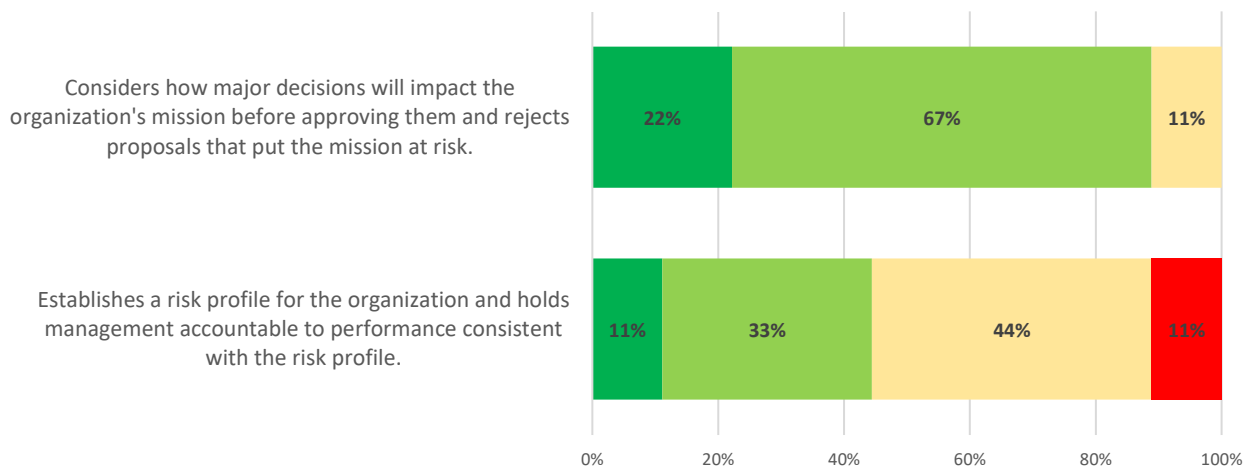
Duty of Care



Duty of Loyalty

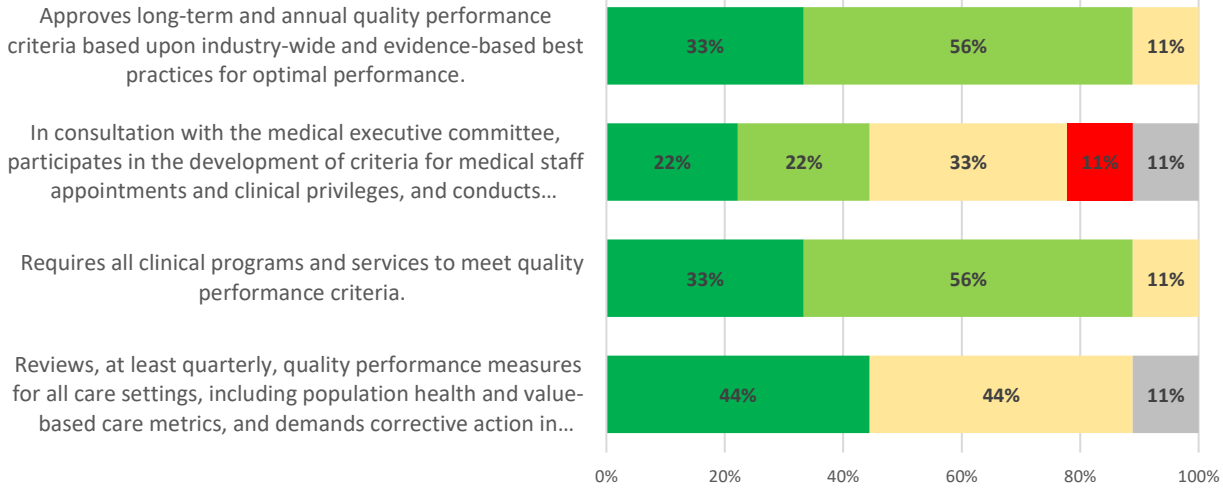


Duty of Obedience

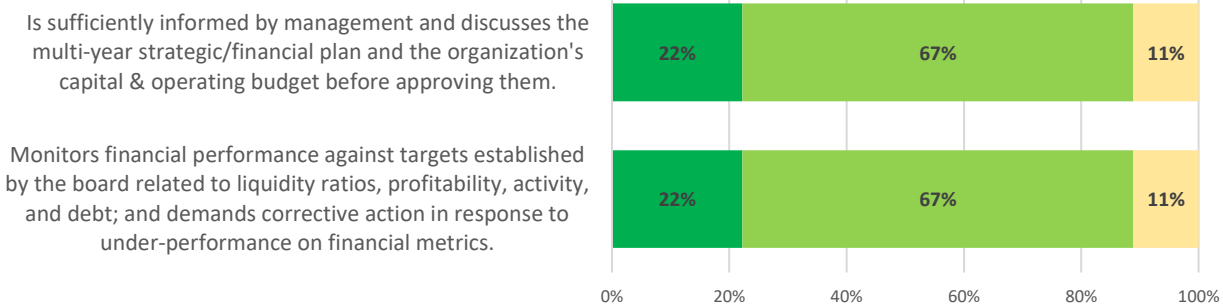


Question Summary

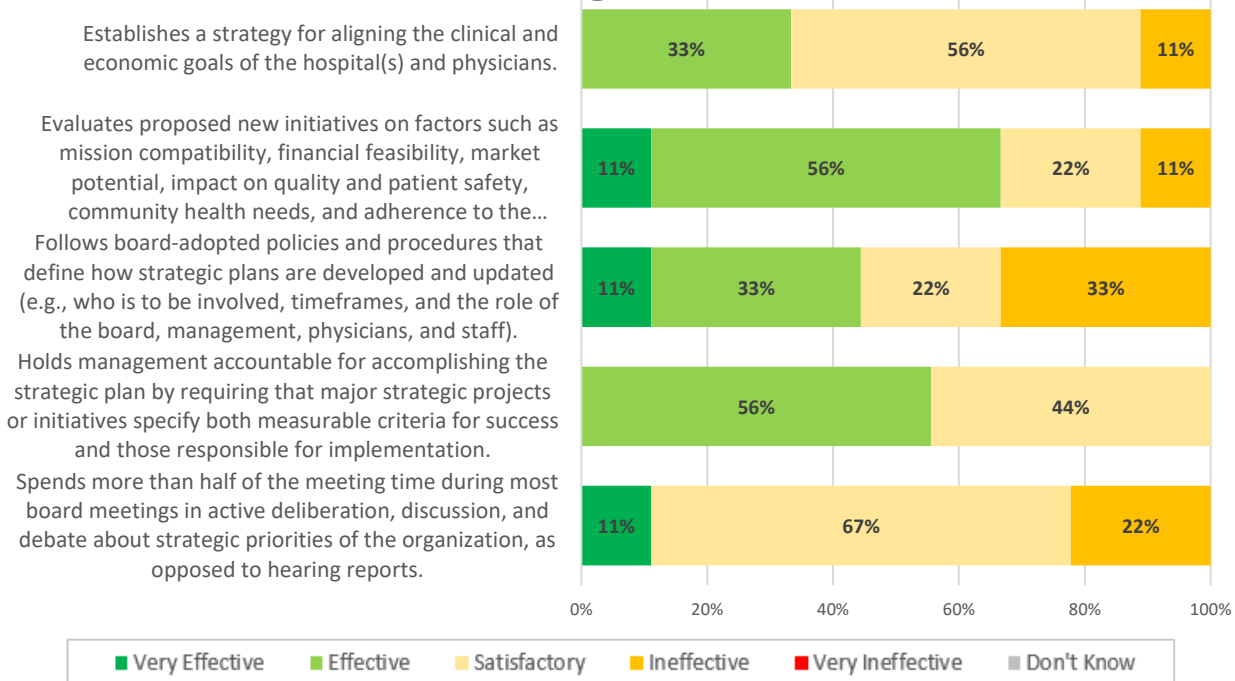
Quality of Oversight



Financial Oversight

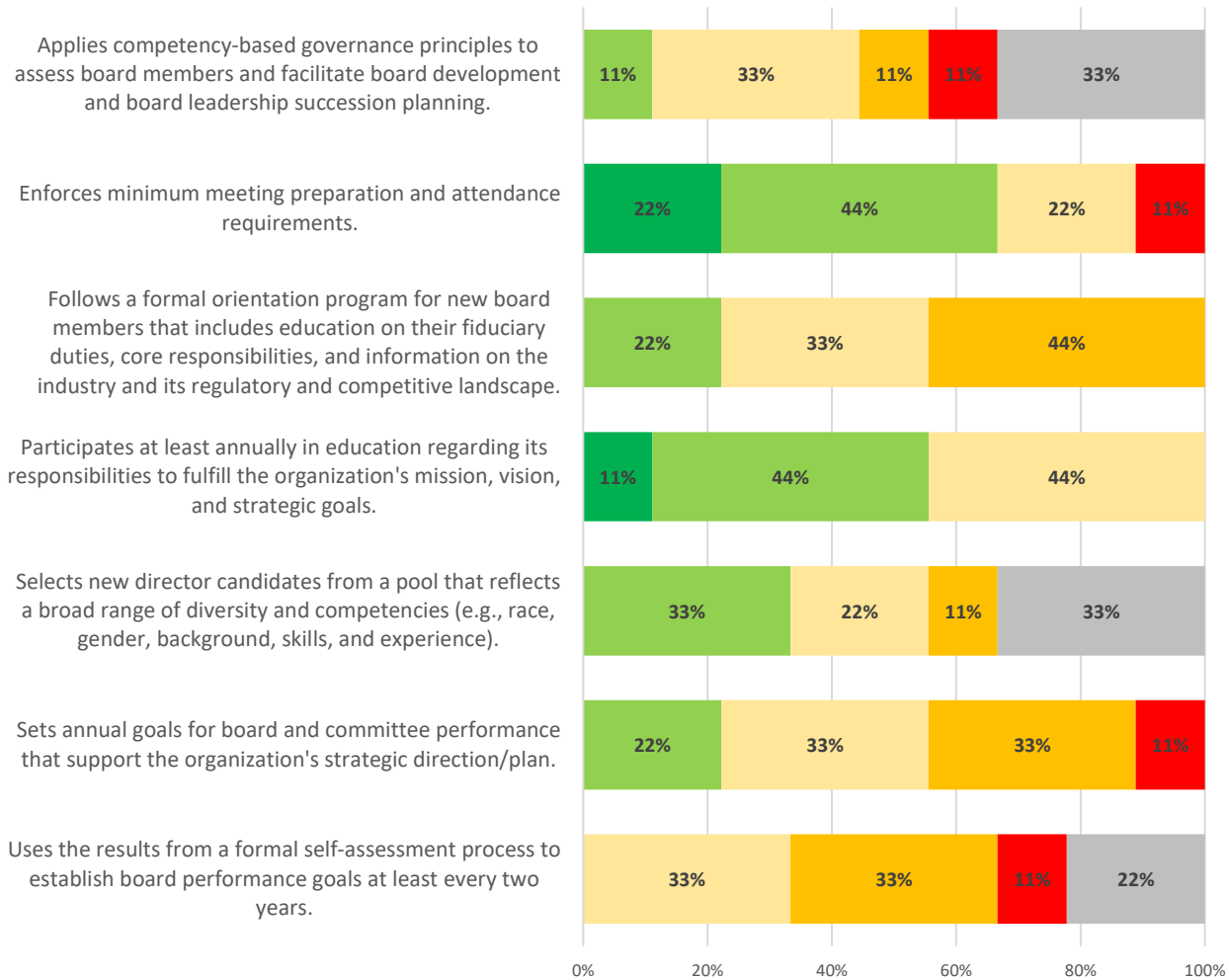


Strategic Direction

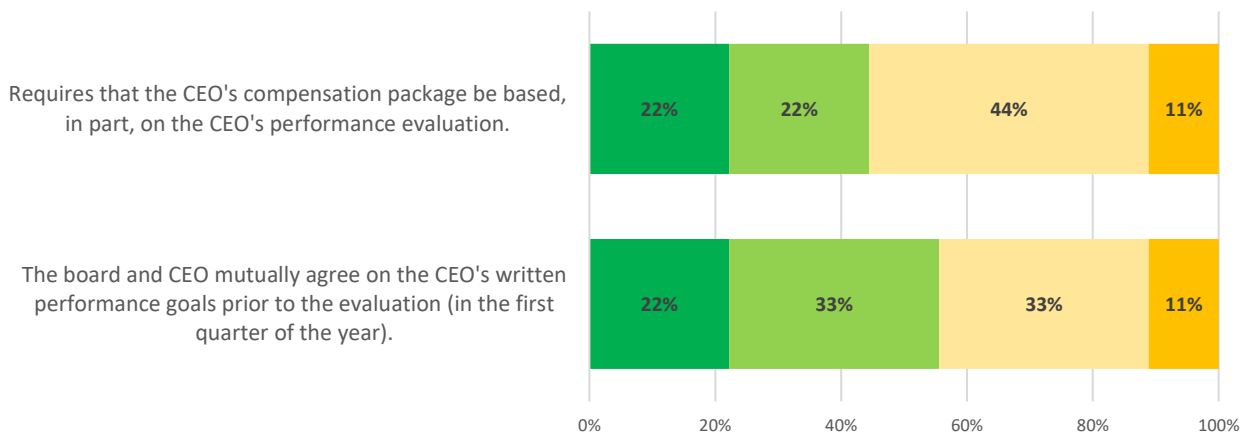


Question Summary

Board Development

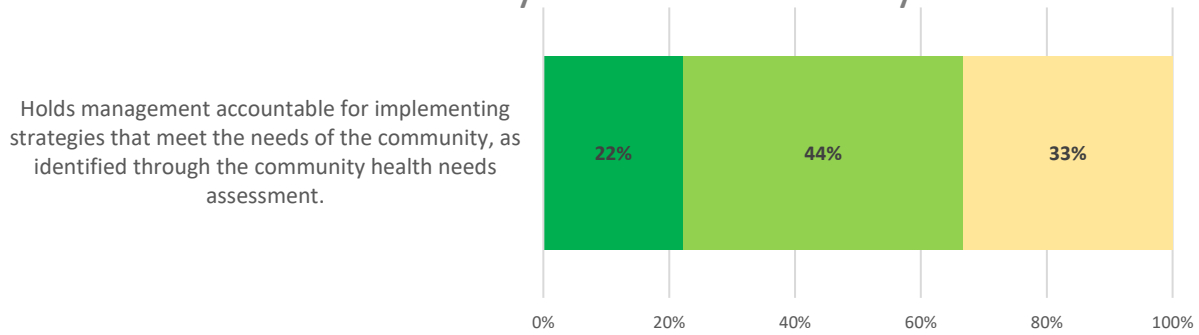


Management Oversight

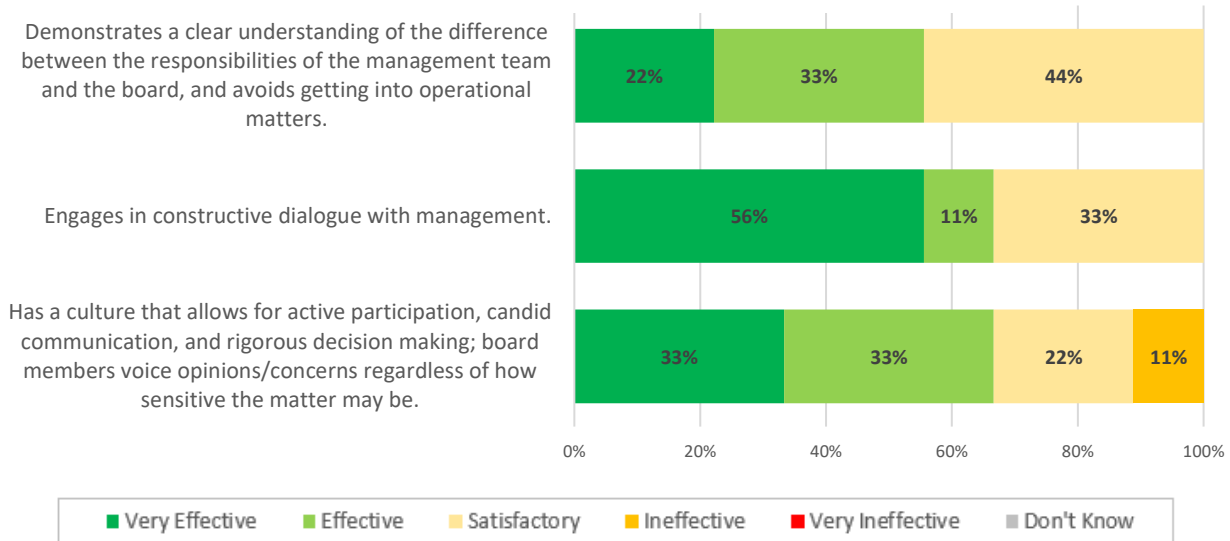


Question Summary

Community Health & Advocacy



Board Culture



About The Governance Institute's 2021 Board Compass[®]

This assessment provides a detailed and thoughtful review of your **performance** as a board. The questions have been structured to reliably measure how effectively you perform a *specific, streamlined, and focused set* of The Governance Institute's recommended governance practices and aspects of board culture that are considered to be strong indicators of highly effective governance. This collection of questions focuses on behaviors that impact effectiveness, as well as governance practices that are most statistically correlated with higher overall performance. This provides boards a more accurate picture, facilitating prioritization based on a given behavior's or practice's likeliness to improve overall performance. The open-ended questions were thoughtfully selected to allow reflection upon board members' understanding of their role and their ability to make a meaningful impact, to pinpoint specific ways that can be improved.

Overview & Definitions

The survey questions go in the order of fiduciary duties and core responsibilities as listed below. There is not an equal number of questions per category because we worked diligently to determine which practices contributed the most to overall board effectiveness, and therefore did not want to bind the survey to an arbitrary formula.

Fiduciary Duties

Under the laws of most states, directors of not-for-profit corporations are responsible for the management of the business and affairs of the corporation. Directors must direct the organization's officers and govern the organization's efforts in carrying out its mission. In fulfilling their responsibilities, the law requires directors to exercise their fundamental duty of oversight. The duties of care, loyalty, and obedience describe the manner in which directors must carry out their fundamental duty of oversight.

- 1. Duty of Care:** Requires board members to have knowledge of all reasonably available and pertinent information before taking action. Directors must act in good faith, with the care of an ordinarily prudent person in similar circumstances, and in a manner he or she reasonably believes to be in the best interest of the organization.
- 2. Duty of Loyalty:** Requires board members to discharge their duties unselfishly, in a manner designed to benefit only the corporate enterprise and not board members personally. It incorporates the duty to disclose situations that may present a potential for conflict with the corporation's mission as well as protection of confidential information.
- 3. Duty of Obedience:** Requires board members to ensure that the organization's decisions and activities adhere to its fundamental corporate purpose and charitable mission as stated in its articles of incorporation and bylaws.

Core Responsibilities

The board accomplishes its responsibilities through oversight—that is, monitoring decisions and actions to ensure they comply with policy and produce intended results. Management and the medical staff are accountable to the board for the decisions they make and the actions they undertake. Proper oversight ensures this accountability.

The six core responsibilities of hospital and health system boards are:

1. **Quality oversight:** Boards have a legal, ethical, and moral obligation to keep patients safe and to ensure they receive the highest quality of care. The board's responsibility for quality oversight includes outcomes, safety, experience, and value. When the word "quality" is included in a practice, it encompasses all of these items.
2. **Financial oversight:** Boards must protect and enhance their organization's financial resources, and must ensure that these resources are used for legitimate purposes and in legitimate ways.
3. **Strategic direction:** Boards are responsible for envisioning and formulating organizational direction by confirming the organization's mission is being fulfilled, articulating a vision, and specifying goals that result in progress toward the organization's vision.
4. **Board development:** Boards must assume responsibility for effective and efficient performance through ongoing assessment, development, discipline, and attention to improvement.
5. **Management oversight:** Boards are responsible for ensuring high levels of executive management performance and consistent, continuous leadership.
6. **Community health and advocacy:** Boards must engage in a full range of efforts to reinforce the organization's grounding in their communities and must strive to truly understand and meet community health needs, work to address social determinants of health, improve the health of communities overall, and advocate for the underserved.

Board Culture

Board culture is the most important component and determinant of good governance. Culture determines the degree to which a board embraces its responsibilities, as well as the level of ethics and accountability to which the board holds its members. Culture determines how much of the advice and information gathered by the board will be absorbed, incorporated, and acted upon. Finally, it is the underpinning of the board's willingness to be proactive in fulfilling its requirement to evaluate its own performance.

Discussion Questions

1. What surprised us the most about the results?
2. How do the results reflect our prior areas of focus for board education and development? Were we on the right track?
3. How should the results reflect our new areas of focus for board education and development? Beyond selecting topics, what different methods or approaches should be considered?
4. How do the results align with our organization's mission, vision, strategic priorities, and challenges?
5. How will we, as a board, hold ourselves accountable for improving our performance over the next year?