Bartlett Regional Hospital

Agenda
Governance Committee Meeting
Thursday, October 13, 2022; 12:00 p.m.

This virtual meeting is open to the public and may be accessed via the following link:
https://bartletthospital.zoom.us/j/91301657597
or call
888-788-0099 and enter webinar ID 913 0165 7597

I. CALL TO ORDER

II. ROLL CALL

III. PUBLIC COMMENTS

IV. APPROVAL OF THE AGENDA

V. APPROVAL OF THE MINUTES – August 25, 2022 (Pg.2)

VI. NEW BUSINESS
   I. Board Attestation (Pg.4)

VII. OLD BUSINESS
    I. Board Self-Examination (Pg. 19)
    II. The Strategic Plan (2.2 & 2.3) (Pg. 24)

VIII. COMMENTS

IX. ADJOURN
CALL TO ORDER – Meeting called to order at 12:00 p.m. by Hal Geiger.

BRH BOARD & COMMITTEE MEMBERS (*) PRESENT – Hal Geiger* (Committee Chair), Iola Young*, Lisa Petersen*, Kenny Solomon-Gross (Board President), Deb Johnson (Secretary).

BRH STAFF & OTHERS – David Keith, CEO, Robert Tyk, Interim CFO, Dallas Hargrave, HR Director, Anita Moffitt, Executive Assistant, and Sharon Price, Executive Assistant.

Ms. Young made a MOTION to approve the agenda. Ms. Peterson seconded and it was approved.

Ms. Young identified a grammatical error and made a MOTION to approve the minutes from July 14, 2022 as amended. Ms. Peterson seconded and it was approved.

PUBLIC PARTICIPATION – None

NEW BUSINESS
Board Attestation – There was some discussion about whether board members should make a definite statement of attestation to acknowledge that they understand their board responsibilities. Ms. Johnson recommended during the Compliance and Audit meeting that board members make both a Code of Conduct and a Conflict of Interest annual or biannual statement and that issue should be moved to the Governance Committee. Mr. Keith said that he is working with Nathan Overson to start researching a draft policy for these two topics. Mr. Overson will be joining the next meeting with a recommendation.

Strategic Plan (2.2 & 2.3) – Ms. Young would like to have Scott Chille to join them to discuss the technology goal in the next meeting.

OLD BUSINESS
CEO Goals - Mr. Solomon-Gross suggested that the goals be set as “long term” and “short term” achievements. Mr. Geiger said that we should set up a scientifically valid way of tracking staff and physician satisfaction because a measure of that satisfaction is imbedded in these goals. Mr. Tyk said it’s important that these surveys remain anonymous and that this should start in six months to accurately measure Mr. Keith’s progress.

Three lists of goals were discussed and debated, and ultimately the following list was adopted:

1. Evaluate the current electronic medical records system and identify improvements to ensure this system meets user expectations. Measures of success: (1) conversion of the Emergency Department’s T-systems to MEDITECH Expanse, (2) improvement in physician satisfaction with the system as measured by a future physician satisfaction survey (See Goal 4.).

2. Expand orthopedics and ophthalmology service lines. Measure of success: a 5% increase in volumes for each service line. (Note that in FY 22 orthopedics had 742 cases, so a 5% increase would be an additional 37 cases; in FY 22 ophthalmology had 412 cases, so that a 5% increase would be an additional 20 cases.)

3. Establish a formal board orientation process for new board members. Measures of success: (1) an orientation program formalized, and (2) all board members oriented.
4. Improve physician satisfaction with the hospital, and develop a statistically valid overall physician satisfaction and engagement score that can be monitored into the future. Measures of success: (1) measured improvement in physician satisfaction and engagement, (2) the existence of a valid measurement process.

5. Reduce traveler (locums) expenses. Measure of success: a reduction in traveler expenses of 20%. (Note that in FY 22 contract labor cost $3.44 million; a 20% reduction would be approximately $688 thousand.)

In discussing the potential goals, Mr. Keith said that we can covert T-Systems to Meditech within a year.

The committee considered having a goal to hire a new CFO. In the end there was consensus that this was not necessary.

The committee considered a goal of refining the strategic plan. This too was considered unnecessary.

Mr. Geiger suggested an additional goal for the hospital to expand services through affiliations. Ms. Peterson said we have to make sure the affiliation is financial beneficial for us. Mr. Solomon-Gross believes this is a long-term goal but doesn’t think it should be tied to compensation because it’s so broad. In the end the affiliation goal was not adopted.

The above list of goals was adopted by consensus of committee members. Ms. Young and Ms. Peterson gave permission to Mr. Solomon-Gross and Mr. Geiger to make minor editorial changes before submitting the list at the September full board meeting.

**Board Self-Examination** – Mr. Geiger said he would like everyone to be prepared to discuss this in the next meeting.

**BOARD COMMENTS AND QUESTIONS** – None

**NEXT MEETING:** TBD

**ADJOURNMENT:** 1:12 pm
CBJ Conflict of Interest & BOD Compliance Training (Proposed CY 2023 training and attestation)
Conflicts of Interest

Code of Ordinances/Title 01 – General provisions/ Chapter 01.45 – Conflict of Interest

- As a member of a board created by the City and Borough of Juneau, or as a CBJ employee, you are considered a “Municipal Officer.”

- A municipal officer is required to adhere to a code of ethics found in the CBJ Conflict of Interest Code

State Law reference—Conflict of interest, AS 29.20.010, 39.50.010 et seq., 39.50.090(d).
Scope of The Conflict of Interest Code

• City code does not prohibit an officer from following independent pursuits, so long as those pursuits do not interfere with the full and faithful discharge of an officer’s public duties.

Interference would include:

– Accepting gifts or gratuities intended to influence official actions
– Using your position to benefit yourself or others above the interests of the Hospital
– Engaging in business that would adversely affect the Hospital
Misuse of Official Position

“A municipal officer may not use, or attempt to use, an official position in order to gain a benefit, and may not intentionally secure for, or grant to, any person unwarranted benefits, treatment or advantage.”

An officer may not:

- Gain a benefit
- Seek employment or contracts
- Use CBJ/BRH time or equipment for personal benefit
- Take or withhold action if you have personal or financial interest
- Vote or deliberate if you have a personal or financial interest
Disclosures of Conflicts

• An officer who is involved in a matter that may result in a violation shall disclose the matter on the public record and ask to be excused from the discussion and official action on that matter.

• An officer shall, whenever practical, request guidance from the City and Borough attorney when determining whether a member is involved in a matter that may result in a violation.
Immunity

• A municipal officer or former municipal officer is not liable under the conflict of interest chapter for an action carried out in accordance with the advice of the City and Borough attorney issued under section 01.45.120 if the officer fully disclosed all relevant facts reasonably necessary to the issuance of the advice.

CBJ Attorney:

– Robert Palmer (907) 586-5242
– Sherri Layne (907) 586-5242
Bartlett Regional Hospital Compliance Program

A program of coordinated efforts designed to:

• Establish a culture of compliance within BRH of proactive adherence to health care laws and regulations

• Promote prevention, detection and resolution of conduct that does not conform to:
  – Federal and/or state law
  – Federal and/or state health care program payor requirements
  – Commercial payor requirements
7 Elements of an Effective Compliance Program

1. Compliance Officer(s) and Committee
2. Written Standards of Conduct
3. Effective Training and Education
4. Effective Lines of Communication
5. Auditing and Monitoring
6. Enforcement and Discipline
7. Response and Prevention: Investigation and Corrective Actions
• Training is the primary way to communicate standards and requirements to hospital employees
  – BRH provides new employee orientation within 30 days of employment and subsequent annual training every year

• General training will cover:
  – BRH's Compliance Program
  – BRH's policies and procedures
  – Fraud and abuse laws

• Focused training at department level may cover:
  – Claim development and submission process
  – Coding requirements
  – Marketing
  – Quality of care issues
  – Other risk areas identified by the organization
Lines of Communication

• Open communication is essential to maintaining an effective compliance program
• Multiple lines of communication increases the organization's ability to identify and respond to compliance problems
• BRH strives to have open, effective lines of communication:
  – Employees who suspect compliance violations are required to report their suspicions
  – Confidentiality and anonymity of reporters will be protected
  – Reports of suspected non-compliance may be made by telephone, in writing or in person

BRH Compliance Hotline: (907) 796-8618
Auditing and Monitoring

• Ongoing process of evaluation to promote and ensure compliance
  – Deters bad behavior
  – Ensures effectiveness of education and other corrective action
• Regular, periodic compliance audits to monitor compliance
• All employees have a duty to cooperate fully in all audits, inquiries, investigations or other reviews
• Audit findings are reported to Senior Leadership, BRH's Compliance Committee and the Board of Directors
Fraud & Abuse Laws

• Federal and Alaska Anti-Kickback Statutes
• Federal Stark Law
• Federal and Alaska False Claims Acts
Protections for Whistleblowers

• The **False Claims Act** protects anyone who lawfully acts in investigation of, initiation of, testimony for or assistance in a False Claim
  – The individual is protected against discharge, demotion, suspension, threats, harassment and discrimination
Role of the Compliance Officer

• To implement and maintain an *effective* Compliance Program, including:
  – Prevention, detection and resolution of actions that do not conform to legal, policy or ethical business standards
  – Coordination of compliance activities, such as development and maintenance of policies and procedures, auditing and monitoring, and promoting open communication
  – Education and training
  – Investigations and corrective action plans

• To support complete resolution of compliance issues
• To keep the organization out of the "fraud" trouble

BRH Compliance Officer is Nathan Overson

noverson@bartletthospital.org    907-796-8578
Attestation

As a member of Bartlett Regional Hospital’s Governing Board of Directors:

• I confirm that I have received CBJ Conflict of Interest & BRH Board of Directors Compliance training.

• I understand that it is my responsibility to know and follow the CBJ Conflict of Interest Law, and associated code of ethics, and I agree to abide by them.

• I understand it is my responsibility, along with other board members and senior leadership, to create and foster a culture of ethics and compliance, and I agree to do so.

• I understand that if there is anything unclear to me regarding the CBJ Conflict of Interest Law, and associated code of ethics, or the Hospital’s Compliance Program, it can be clarified by CBJ Legal or the BRH Compliance Officer.

_______________________________________           __________________________
Print Name Date

_______________________________________
Signature

18/25
DRAFT BRH BOARD SELF EVALUATION
Questions should be answered by all board members. When completed individually the results of Sections A, B and C should be compiled, shared and discussed by the whole board to determine an average group answer to each question and an overall section rating.

Circle the response that best reflects your opinion. The rating scale for each statement is: Strongly Disagree (1); Disagree (2); Maybe or Not Sure (3); Agree (4); Strongly Agree (5).

A. How Well Has the Board Done Its Job?

1. Our organization has a strategic plan or a set of clear long range goals and priorities.  
   1 2 3 4 5

2. The board’s meeting agenda clearly reflects our strategic plan or priorities.  
   1 2 3 4 5

3. The board has insured that the organization also has a one-year operational or business plan.  
   1 2 3 4 5

4. The board gives direction to staff on how to achieve the goals primarily by setting or referring to policies.  
   1 2 3 4 5

5. The board ensures that the organization’s accomplishments and challenges are communicated to members and stakeholders.  
   1 2 3 4 5

6. The board has ensured that members and stakeholders have received reports on how our organization has used its financial and human resources.  
   1 2 3 4 5
B. How Well Has the Board Conducted Itself?

Circle the response that best reflects your opinion. The rating scale for each statement is: Strongly Disagree (1); Disagree (2); Maybe or Not Sure (3); Agree (4); Strongly Agree (5).

1. Board members are aware of what is expected of them. 1 2 3 4 5

2. The agenda of board meetings is well planned so that we are able to get through all necessary board business. 1 2 3 4 5

3. It seems like most board members come to meetings prepared. 1 2 3 4 5

4. We receive written reports to the board in advance of our meetings. 1 2 3 4 5

5. All board members participate in important board discussions. 1 2 3 4 5

6. We do a good job encouraging and dealing with different points of view. 1 2 3 4 5

7. We all support the decisions we make. 1 2 3 4 5

8. The board has taken responsibility for recruiting new board members. 1 2 3 4 5

9. The board has planned and led the orientation process for new board members. 1 2 3 4 5

10. The board has a plan for director education and further board development. 1 2 3 4 5
C. Board’s Relationship with CEO

Circle the response that best reflects your opinion. The rating scale for each statement is: Strongly Disagree (1); Disagree (2); Maybe or Not Sure (3); Agree (4); Strongly Agree (5).

1. There is a clear understanding of where the board’s role ends and the CEO’s begins. 1 2 3 4 5
2. There is good two-way communication between the board and the CEO. 1 2 3 4 5
3. The board trusts the judgment of the CEO. 2 3 4 5
4. The Board provides direction to the Executive Director by setting new policies or clarifying existing ones. 1 2 3 4 5
5. The board has discussed as communicated the kinds of information and level of detail it requires from the CEO on what is happening in the organization. 1 2 3 4 5
6. The board has developed formal criteria and a process for evaluating the CEO. 1 2 3 4 5
7. The board, or a committee of the board, has formally evaluated the CEO within the past 12 months. 1 2 3 4 5
8. The board evaluates the Executive Director primarily on the accomplishment of the organization’s strategic goals and priorities and adherence to policy. 1 2 3 4 5
9. The board provides feedback and shows its appreciation to the Executive Director on a regular basis. 1 2 3 4 5
10. The board ensures that the Executive Director is able to take advantage of professional development opportunities. 1 2 3 4 5
D. Performance of Individual Board Members *(Not to be shared)*

Circle the response that best reflects your opinion. The rating scale for each statement is: Strongly Disagree (1); Disagree (2); Maybe or Not Sure (3); Agree (4); Strongly Agree (5).

1. I am aware of what is expected of me as a board member.  
2. I have a good record of meeting attendance.  
3. I read the minutes, reports and other materials in advance of our board meetings.  
4. I am familiar with what is in the organization’s by-laws and governing policies.  
5. I frequently encourage other board members to express their opinions at board meetings.  
6. I am encouraged by other board members to express my opinions at board meetings.  
7. I am a good listener at board meetings.  
8. I follow through on things I have said I would do.  
9. I maintain the confidentiality of all board decisions.  
10. When I have a different opinion than the majority, I raise it.  
11. I support board decisions once they are made even if I do not agree with them.  
12. I promote the work of our organization in the community whenever I had a chance to do so.  
13. I stay informed about issues relevant to our mission and bring information to the attention of the board.

Open ended questions.
What do you believe are most important obligations as a member of the Board?
What do you think the Board is best at?
What is the most important improvement the board could make to be more effective in the upcoming year?
What suggestions do you have for ongoing board education topics?

23/25
1. Services: Develop, maintain, and grow a sustainable service portfolio that is responsive to community needs.

<table>
<thead>
<tr>
<th>Initiative</th>
<th>Owner</th>
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<tbody>
<tr>
<td>1.1 Evaluate and expand affiliations and partnerships with other healthcare organizations.</td>
<td>Planning Committee</td>
</tr>
<tr>
<td>1.2 Develop a comprehensive telehealth department at Bartlett Regional Hospital to help develop new service lines.</td>
<td>Planning Committee</td>
</tr>
<tr>
<td>1.3 Recruit needed medical specialists.</td>
<td>Physician Recruitment Committee</td>
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2. Facility: Maintain a comprehensive campus. Address major replacement needs and options for future service lines and revenue growth.

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<tr>
<td>2.1 Develop a facility plan that provides for the efficient delivery of clinical services.</td>
<td>Planning Committee</td>
</tr>
<tr>
<td>2.2 Develop proformas for additional service lines, change of use, and acquisitions to properly evaluate return on investment so the board can move decisively.</td>
<td>1. Planning Committee 2. Governance Committee</td>
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<tr>
<td>2.3 Evaluate current Bartlett Regional Hospital technology and industry best practices to prioritize replacement and identify new equipment needs.</td>
<td>Governance Committee</td>
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3. People: Create an atmosphere that enhances employee, physician, and stakeholder satisfaction to improve our ability to recruit and retain. Improve strategic alliances and communication to maintain a community continuum of care.

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<tr>
<td>3.1 Resolve electronic medical record system concerns.</td>
<td>1. Finance Committee 2. Quality Committee</td>
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<tr>
<td>3.2 Expand workforce development programs.</td>
<td>1. Planning Committee 2. Quality Committee</td>
</tr>
<tr>
<td>3.3 Explore feasibility of hospital run clinics and hospital employed providers.</td>
<td>1. Planning Committee 2. Finance Committee</td>
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### 4. Financial: Develop a revenue and net income stream that maintains cash reserves while facilitating above goals and objectives.

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<td>4.1 Evaluate current guidelines to identify the number of days of unrestricted cash on hand that are required.</td>
<td>Finance Committee</td>
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<tr>
<td>4.2 Ensure Bartlett Regional Hospital has the proper executive team to manage finances and assure adequate financial controls.</td>
<td>Finance Committee</td>
</tr>
<tr>
<td>4.3 Monitor inflation, provider shortages, and labor shortages impact on budget.</td>
<td>Finance Committee</td>
</tr>
<tr>
<td>4.4 Evaluate service line impact on revenues.</td>
<td>Finance Committee</td>
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### 5. Quality and Safety: Provide excellent community centered care that improves outcomes, maximizes safety, improves access and affordability and is in compliance with national and state regulations.

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<tr>
<td>5.1 Stay current on technology and resources to facilitate risk management, data security, and employee safety.</td>
<td>Quality Committee</td>
</tr>
<tr>
<td>5.2 Develop quality initiatives that exceed accreditation and regulation requirements.</td>
<td>Quality Committee</td>
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### 6. Compliance: Continuously improve a robust, proactive compliance program at all levels while maintaining our strategic goals.

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<td>6.1 Maintain a robust education and training program at all levels to assure compliance goals are achieved.</td>
<td>Compliance Committee</td>
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