

Bartlett Regional Hospital

Agenda

Governance Committee Meeting

Tuesday, February 11, 2020; 12:30 p.m.

Bartlett Regional Hospital - Boardroom

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 27, 2019 Governance Committee (Page 2)
- III. INITIATE BYLAWS REVIEW – (Page 4)
- IV. BEGIN DEVELOPING PROCESS FOR IDENTIFYING NEEDED BOARD MEMBER SKILL SETS, AND FOR SHARING THIS INFORMATION WITH THE ASSEMBLY
- V. BOARD SELF-ASSESSMENT
- VI. INFORMATION
 - BOARD SKILLS MATRIX (Page 26)
 - BOARD SELECTION PROCESS (Page 28)
- VII. COMMENTS
- VIII. ADJOURN

Bartlett Regional Hospital

**Governance Committee Meeting
Minutes
Friday, September 27, 2019; 5:00 p.m.
Bartlett Regional Hospital - Boardroom**

Called to order at 5:01 p.m. by Brenda Knapp, Committee Chair

Attendance:

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

Board Members present: Lance Stevens, Mark Johnson, Dr. Bob Urata, Marshal Kendziorek and Deb Johnston

BRH Staff: Chuck Bill, CEO, via phone, Dallas Hargrave, HR Director, Kevin Benson, CFO, Megan Costello, CLO, and Megan Rinkenberger, Executive Assistant

Also present: Michelle Hale, Assembly Liaison

Ms. Hagevig made a MOTION to approve the minutes from September 20, 2019.

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

Affiliation Analysis RFP review: Chuck discussed the edits that were made in the RFP. He explained that he eliminated the wording “sale” and “partnership” but is open to have it revised if need be at a later time. Doing this will make sure we have the tools to take care of the services currently offered and prepare for potential expansion. Currently we are in a solid fiscal position so we can be cautious and make sure the RFP has the desired message for the Assembly and the public.

Brenda referred to the white paper and stated we need to make sure we have all the current data and statistics that are essential for this project and be sure the concerns of the committee are addressed.

Chuck informed the committee that the Needs Assessment will be completed by January and will be available to the Affiliation analysis contractor.

David Sandberg, with Focus & Execute, is developing a survey instrument now to be used in the assessment. Rosemary stated she would like to see this before it goes out to the public and make sure he captures Juneau’s unique local and features and input. It was agreed that any further discussion should be deferred to the Planning committee.

Chuck spoke about how he reached out to the Juniper group to assist with the RFP questions. The committee expressed their concerns about them being potential bidders and having a possible conflict of interest.

Legal Counsel agreed to look into this further and stated she did not realize there was this connection.

Brenda brought the meeting to a close with the understanding that the Needs Assessment survey tool would be reviewed by the Planning Committee

Legal counsel shared that opinions shouldn't prevent moving forward with the RFP, only who may or may not bid.

Chuck agreed to meet with Legal and present options and provide advice. He thanked everyone for their passion regarding this significant topic.

Adjourned at 5:44 p.m.

DRAFT

Bartlett Regional Hospital

BOARD OF DIRECTORS

BYLAWS

VOTING MAJORITIES

BYLAWS	Recommendation to Adopt, Amend or Repeal (0131 - Page 3)	Prevailing vote of at least six members.
REMOVAL OF BOARD MEMBER RECOMMENDATION	(0144 - Page 4)	Prevailing vote of at least six members.
QUORUM - BOARD MEETING	(0162 – Page 10)	Five members of the board shall constitute a quorum.
VOTING	(0172 – Page 12)	Prevailing vote of at least five members.
APPOINTMENT OF ADMINISTRATOR	(0211 - Page 16)	Prevailing vote of a majority of the Board.

BOARD OF DIRECTORS BYLAWS

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**BOARD OF DIRECTORS 0100
NAME & PURPOSE - 0110**

0111 NAME

The governing body of the Bartlett Regional Hospital shall be known as the Board of Directors.

0112 PURPOSE

1. To provide for the management of facilities, personnel and services designed to diagnose and treat patients. Quality patient care shall be provided to all persons without discrimination on the basis of race, color, religion, national origin, age, sex, sexual orientation, sexual stereotyping, gender identity, disability, pregnancy, parenthood, marital status, or change in marital status.
2. To provide appropriate facilities and services to best serve the needs of patients; to improve the standards of health care; to encourage education and training of hospital employees and staff appointees; and to maintain the quality of patient care that is achievable with resources available.
3. To carry on education activities for the promotion of health in the community.
4. To manage, operate or participate insofar as hospital policy, circumstances and available funds may warrant, any activity designed and carried on to promote general health in the community.

**BOARD OF DIRECTORS 0100
AUTHORITY & GENERAL
POWERS 0120**

0121 AUTHORITY

**The Board of Directors is constituted, authorized, and governed by the Charter and Ordinances of the City and Borough of Juneau.
(CBJ Charter, Article III, Section 3.15; C.B.J. Chapter 40.05)**

0122 GENERAL POWERS

Subject to state laws and other City and Borough Ordinances, CBJ 40.05.020 provides in part that the Board of Directors shall be responsible for the operation of all licensed hospitals owned or leased by the City and Borough according to the best interests of the public's health, shall make and enforce all rules and regulations necessary for the administration of hospitals under its management, shall prescribe the terms under which patients shall be admitted thereto and shall establish and enforce standards of operation. The Board shall, within the hospital appropriation, establish and may amend the pay plan for hospital employees.

0123 CONTRACTING AUTHORITY

The Board is responsible for approving all contracts for supplies, services, or professional services, or amendments thereto, relating to the Board's power and authority as established by CBJ 40.05.020. No contract may be approved unless the contract complies with the CBJ Charter and CBJ Municipal Code. Unless otherwise provided by law, the Board may delegate to the CEO authority to negotiate and/or execute all contracts, or may establish parameters by contract type and/or dollar amount, for the exercise of such authority with or without approval of the Board.

**BOARD OF DIRECTORS –
0100 FUNCTIONS - 0130**

0131 LEGISLATIVE

- 1. The Board of Directors shall recommend bylaws and provide policies and procedures for the administration and governance of the hospitals, which bylaws shall become effective upon approval of the City and Borough Assembly by resolution. The Assembly may accept the bylaws recommended by the Board, may reject such bylaws or may modify them. A manual of bylaws shall be maintained. (CBJ 40.05.030) Policies and procedures shall become effective after being adopted by the Board of Directors. A manual of policies and procedures of the BRH Board shall be maintained and established as the Board Manual.**
- 2. At least annually, the Governance Committee shall review the bylaws as expeditiously as is reasonable under the circumstances.**
- 3. The Governance Committee's recommended revisions to the bylaws, if any, shall be reviewed by the Board at a regular meeting and final Board action taken at a subsequent Board meeting.**
- 4. Any changes approved by the prevailing vote of at least six members of the Board shall be submitted to the CBJ Assembly for approval by resolution.**

0132 EVALUATION

The Board of Directors shall annually evaluate its performance against the strategic plan and against the goals and objectives established by the Board.

**BOARD OF DIRECTORS - 0100
MEMBERSHIP - 0140**

0141 NUMBER AND APPOINTMENTS

The Board of Directors shall consist of nine members appointed by the Assembly for staggered three-year terms. Board members shall serve at the pleasure of the Assembly. Up to two members of the hospital Board of Directors may be physicians in the community appointed from a list of those names submitted by the hospital medical staff. Terms shall commence on January first.
(CBJ 40.05.010)

0142 EXPECTATIONS

A voting member shall show willingness to give as much time as is reasonably requested or required. The applicant must be willing to accept responsibility for governance, including availability to participate actively in board and committee activities; to provide effective governance and to utilize experience in organizational and community activities.

0143 TERM

The term of membership shall be three years and until a successor takes office, except that a member appointed to fill a vacancy shall serve for the un-expired term.

0144 VACANCY

In addition to the vacancy provisions set out in CBJ 40.05.050, the following provisions shall apply:

1. A recommendation to the Assembly for removal of a board member may be made upon the prevailing vote of at least six members of the Board.
2. A Board member may resign at any time by giving written notice to the Assembly, with a copy to the President of the Board. Such resignation shall take effect on the date of receipt or at any later time specified.

**BOARD OF DIRECTORS - 0100
MEMBERSHIP – 0140 (CONTINUED)**

0145 COMPENSATION

1. **Board members shall not be compensated for services rendered in their capacities as board or board committee members. However, nothing herein contained shall be construed to preclude any board member or committee member from receiving reimbursement for expenses incurred in serving the hospital as a board member.**
2. **Before any reimbursement for expenses is made, receipts of such expenses must be submitted to the Administrator.**
3. **The Board of Directors may maintain membership in any local, state or national group or association organized and operated for the promotion of the public health and welfare or the advancement of the efficiency of hospital administration and, in connection therewith, the hospital will pay dues and fees thereto.
(CBJ 40.05.070)**

0146 TRAINING

The Board shall provide training to board members on the duties and functions of the Board, the general operations of the hospital, and the history of the hospital and its relationship with the community.

1. **Each new board member will be given, not later than their first regular meeting as a board member and for their use and possession for the duration of their term, a copy of CBJ Title 40 Hospitals, the Board Bylaws, the Board Manual and any other documents as deemed appropriate.**
2. **The Board shall provide ongoing education on board governance, compliance responsibilities, and the health care industry.**

BOARD OF DIRECTORS - 0100

ORGANIZATION - 0150

0151 ORGANIZATION MEETING

The Board shall elect annually from its members a President, Vice President, Secretary and such other officers as it deems necessary.
(CBJ Section 40.05.040)

0152 OFFICERS

1. The officers of the Board shall be a President, a Vice President, and a Secretary.
2. Officers shall be elected annually according to the schedule in the Board Manual, and each shall hold office for a one year term and until successors shall have been elected. Officers shall serve at the pleasure of the Board.
3. Any officer may resign their office at any time by giving written notice to the Board. Such resignation shall take effect on the date of receipt or at any later time specified.
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.
5. The Vice-President shall act as President in the absence of the President, and when so acting, shall have the power and authority of the President. The Vice President shall succeed to the office of President for the unexpired term if that office becomes vacant.
6. The Secretary shall ensure the retention of minutes of all meetings of the Board and board committees, and shall ensure appropriate public notice is given for all meetings of the Board and its committees in accordance with these bylaws or as required by law. The Secretary shall ensure that the records and reports of the Board are kept as required by law.
7. Upon a vacancy in the office of Vice President, or Secretary, the Board shall hold an election at its next regular meeting to fill such vacancy for the unexpired term.

0153 COMMITTEES

1. The President shall establish the following standing committees: an Executive Committee, a Finance Committee, a Governance Committee, Compliance and Audit Committee, a Planning Committee, a Quality Committee and a Joint Conference Committee. The Board shall assign such duties and responsibilities to the committees or appoint such other committees as it deems necessary.

**BOARD OF DIRECTORS - 0100
ORGANIZATION – 0150 (Continued)**

2. The President shall appoint the Chair and members of all committees.
3. With the exception of the Executive Committee, committees of the Board shall, when specifically charged to do so by the Board, conduct studies, make recommendations to the Board, and act in an advisory capacity, but shall not take action on behalf of the Board.
4. Unless otherwise determined by the Board, committees shall consist of no fewer than two board members and shall serve until the committee is discharged.
5. A board member may request or refuse appointment to a committee and the refusal to serve on any one committee shall not be grounds for failure to appoint that board member to another committee.
6. A committee shall be convened by the Chair or designee who shall report for the committee. The chair shall ensure that minutes will be kept and submitted for Board review.
7. The Board may assign the functions of any management and/or board committee, except the Executive Committee, to combined or new committees, or to the Board acting as a Committee of the Whole.
8. The Administrator shall, unless otherwise expressly provided, be a non-voting ex-officio member of all Board committees.

154 COMMITTEE FUNCTIONS

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 their 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.

BOARD OF DIRECTORS - 0100

2. **Finance Committee**

The Finance Committee shall consist of a chair and two members appointed by the President. The duties and responsibilities of the Finance Committee are to review and make recommendations to the Board concerning all matters affecting the financial condition of the hospital, including but not limited to, the annual budget and capital budget matters referred to the committee by the President.

- A. The Finance Committee will review the annual budget prepared, and submitted to the Board, by the hospital administrator.
- B. Not later than April 1, the Finance Committee will complete its review, and forward the budget to the Board for approval and submission to the City and Borough Manager, as provided in CBJ 40.25.020.
- C. The year-end audited financial reports by an outside auditing firm shall be reviewed by the Finance Committee and the committee shall report conclusions to the Board at the next board meeting.

3. **Governance Committee**

The Governance Committee shall consist of a chair and two members appointed by the President. The duties and responsibilities of the Governance Committee are to assist and make recommendations to the Board in the areas of Board governance, development, performance and effectiveness.

- A. The Committee will review Board bylaws and forward its recommended revisions, if any, to the Board on at least an annual basis and will periodically review and make recommendations to the Board, as needed, for revisions to the Board manual.
- B. The Committee will monitor current standards, regulations and general expert commentary on corporate governance practices and procedures and will review and make recommendations to the Board on all matters of governance, including governance practices and procedures.
- C. The Committee will review and make recommendations to the Board for Board member training and education, and will establish criteria for, and guide the Board in, an annual self-evaluation of Board performance.

4. **Compliance and Audit Committee**

The Compliance and Audit Committee shall consist of a chair and two members appointed by the President. The duties and responsibilities of the Compliance and Audit Committee shall be to assist and make recommendations to the Board in its oversight of the Hospital's Compliance Program.

- A. The Committee will oversee and ensure the Hospital's development and implementation of Compliance Program guidelines and procedures, and the Hospital's compliance education and training.

B. The Committee will oversee and ensure the Hospital's maintenance of internal controls, systems, processes, resources and channels of communication for identifying, reporting and investigating compliance violations or concerns, and implementing corrective action.

C. The Committee will oversee and review periodic reports regarding compliance activities and investigations and ensure the conduct of regular internal and/or external audits and surveys to verify adherence to the Hospital's compliance guidelines and procedures.]

5. Planning Committee

The Planning Committee shall consist of a Chair and two members appointed by the President. The Planning Committee shall provide information to the Board on changes and trends in the health care field that may influence the growth and development of the hospital.

A. The Committee may assist in the preparation and modification of long-range and short-range plans to ensure that the total hospital program is attuned to meeting the health care needs of the community served by the hospital. Any plan should coordinate the hospital services with those of other health care facilities and related community resources.

B. The Board shall provide for institutional planning by including the Administration, the Medical Staff, the Nursing Department, other department/services, and appropriate advisors in the planning process with participation at the Planning Committee meetings.

C. Maintenance and building issues will be referred to the Planning Committee.

**BOARD OF DIRECTORS - 0100
ORGANIZATION – 0150 (CONTINUED)**

6. Quality Committee

The Quality Committee shall consist of a Chair and two members appointed by the President.

A. The Quality Committee shall provide information to the Board concerning the hospital quality assurance program and the mechanisms for monitoring and evaluating quality, identifying and resolving problems, and identifying opportunities to improve patient care.

B. One member of the Quality Committee shall be appointed annually by the Board to serve as Board liaison to the staff Quality Improvement Committee (QIC)

C. The Board shall meet its quality assurance goals by involving the Administration, the Medical Staff, the Nursing Department, and appropriate advisors regarding quality assurance through participation on the Quality Committee.

7. **Joint Conference Committee**

The Joint Conference Committee shall consist of the Executive Committee of the Board, the Executive Committee of the Medical Staff and representatives from Administration. The President of the Board will chair the Joint Conference Committee. In the absence of the Board President, the Board Vice President will serve as Chair of the Committee.

The purpose of this Committee is to provide a forum for communications between the Medical Staff and the Board of Directors.

8. **Ad Hoc Committees**

Ad hoc committees may be appointed by the President for special tasks. Upon completion of the task for which appointed, such ad hoc committees shall be discharged.

0155 BOARD CALENDAR

The Board shall conduct its business by reference to a calendar which specifies the month or date that decisions, resolutions, deliberations, notices, and reports must be made, instituted or received by the Board.

**BOARD OF DIRECTORS - 0100
MEETINGS - 0160**

0161 PARLIAMENTARY AUTHORITY

Meetings shall be conducted under Robert's Rules of Order, using the edition currently adopted by the City and Borough of Juneau, and such amendments of these rules as may be adopted by the Board

0162 QUORUM

Five members of the Board shall constitute a quorum, and no business shall be conducted in the absence of a quorum, other than to adjourn a meeting to a later date. (CBJ Charter 3.12(e))

0163 PRESIDING OFFICER

The President shall preside at all meetings of the Board. In the absence, disability, or disqualification of the President, the Vice President shall preside. In the absence, disability, or disqualification of the President and Vice President, the Secretary shall preside. In the absence, disability, removal, or disqualification of the President, Vice President, and Secretary, the person with the longest period of current consecutive service on the Board shall preside.

0164 CALL OF MEETINGS

- 1. Regular meetings shall be held at least once a month, as provided in CBJ 40.05.060.**
- 2. Special meetings not regularly scheduled may be called by the President or upon the presentation of a petition requesting such a meeting and endorsed by a majority of the voting members of the Board.**
- 3. All meetings of the Board and committees of the Board shall be open to the public, except as otherwise provided by law.**
- 4. A member may participate via telephone in a Board meeting, or a Committee meeting, if the member declares that circumstances prevent physical attendance at the meeting. If the President participates by telephone, the Vice-President will preside at the meeting. No more than the first three members for a Board meeting, or one member for a Committee meeting, to contact the Administrator may participate via telephone at any one meeting. A member participating by telephone shall be counted as present for purposes of quorum, discussion and voting. If the telephone connection is lost and the member is necessary to achieve a quorum, the meeting shall be at ease, recess or adjourn as necessary until the connection is established or restored.**

0165 NOTICE

- 1. The President shall notify each Board member, in writing and no later than three days in advance of the meeting, of the time, date, location, and, to the extent it is known, the agenda of any regular meeting. Notice of the time, date, location and purpose of a special Board meeting shall be given to board members no later than twenty-four hours in advance of the meeting.**
- 2. Reasonable public notice shall be given for all meetings. Notice of all Board meetings and committee meetings shall be 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.**

BOARD OF DIRECTORS - 0100 MEETINGS – 0160 (CONTINUED)

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.

**BOARD OF DIRECTORS - 0100
CONDUCT - 0170**

0171 CONFLICT OF INTEREST

Board members shall be governed by the CBJ Charter, Section 15.1 and CBJ Chapter 01.45 with respect to conflict of interest.

0172 MOTIONS/VOTING

1. The prevailing vote of at least five members of the Board shall be required for official action except that the prevailing vote may be reduced by one vote for every two members of the board who are present but who do not vote because of a conflict, as more fully set out in CBJ Charter 3.16(e).
2. A board member with a declared conflict of interest on an issue shall be excused from voting by the President and must abstain from any discussion and/or the vote on the issue. If the President declares a conflict of interest, the President shall excuse themselves.
3. A vote may be taken by voice, show of hands or roll call. If one or more members are participating telephonically, the vote of all members shall be taken by voice or roll call. Proxy voting shall not be permitted. At the request of any member, the Board shall be polled.

0173 EXECUTIVE SESSIONS

1. If permitted subjects are to be discussed at a meeting in executive session, the meeting must first be convened as a public meeting and the question of holding an executive session to discuss matters that come within the exceptions set forth below shall be determined by a majority vote of the Board. The motion to convene in executive session must clearly and with specificity describe the subject of the proposed executive session without defeating the purpose of addressing the subject in private. No subjects may be considered at the executive session except those mentioned in the motion calling for the executive session unless auxiliary to the main question. No action may be taken at the executive session, except to give direction to an attorney or labor negotiator regarding the handling of a specific legal matter or pending labor negotiations.

The following subjects may be considered in an executive session:

- A. Matters the immediate knowledge of which would clearly have an adverse effect upon the finances of the public entity;
- B. Subjects that tend to prejudice the reputation and character of any person, provided the person may request a public discussion;
- C. Matters which by law, municipal charter, or ordinances are required to be confidential.

- D. **Matters involving consideration of government records that by law are not subject to public disclosure.**
- 2. **Any executive session where the subject to be discussed tends to prejudice the reputation and character of any person shall require advance notification of the person and the opportunity for the person to request a public discussion.**
- 3. **Board members participating via telephone in a meeting in which an executive session is called, may participate in the executive session only after verifying, on the record and before the session, that the member is alone, in a private place and able to maintain and safeguard the private status of the telephone call for the duration of the session. If at any time the privacy of the call becomes in question any member or invited attendee in the session may request re-verification of the caller's privacy status.**

**BOARD OF DIRECTORS - 0100
CONDUCT – 0170 (CONTINUED)**

0174 HEARING OF PUBLIC

Members of the public present at the meeting of the Board shall be offered a reasonable opportunity to be heard in accordance with Board policy.

0176 ADJOURNMENT

The Board may at any time recess or adjourn a meeting to a time and place certain. Upon resuming, the Board shall commence business at the point in the agenda where the motion to recess or adjourn was adopted.

0177 CODE OF ETHICS

Members of the Board, including ex officio members, shall at all times abide by and conform to the CBJ Conflict of Interest Code (CBJ 01.45) and to the following code of ethics in their capacity as board members:

- 1. **Members of the Board of Directors will conduct the business affairs for the Hospital in good faith and with honesty, integrity and due diligence.**
- 2. **Members of the Board of Directors will exercise proper authority and good judgment in their dealings with staff, patients, and the general public and will respond to all in a responsible, respectful, and professional manner.**
- 3. **Each member of the Board of Directors will use his or her best efforts to regularly participate in board activities and will perform his or her duties in a responsible manner.**
- 4. **Upon termination of service, a retiring board member will promptly return to the Hospital all property entrusted to the Board member for the purpose of fulfilling his or her responsibilities.**

The Board of Directors must act at all times in the best interests of the Hospital and not for personal or third-party gain or financial enrichment. When encountering potential conflicts of interest, board members will consult and adhere to CBJ 01.45, including, as required, removing themselves from all discussion and voting on the matter. Board members shall avoid placing, or the appearance of placing, their own self-interest or any third-party interest above that of the Hospital which shall include:

- A. Not using board membership or the Hospital's staff, resources or property for personal or third-party gain; not representing that their authority as a board member extends any further than that to which it actually extends;**
- B. Not engaging in any outside business, professional or other activities that would materially adversely affect the Hospital;**
- C. Not soliciting or accepting gifts, gratuities, free trips, honoraria, personal property, or any other item of value from any person or entity as a direct or indirect inducement to provide special treatment to such donor with respect to matters pertaining to the Hospital;**
- D. Providing goods or services to the Hospital as a paid vendor only after full disclosure to the Board.**

**BOARD OF DIRECTORS 0100
MINUTES - 0180**

0181 OFFICIAL MINUTES

- 1. The Board shall keep minutes of all of its board meetings and board committee meetings and a record of all proceedings of the Board.**
- 2. All minutes shall be filed in the office of the Administrator in a minutes book as the permanent record of the acts of the Board.**
- 3. The minutes shall show the time and place, the members present, the members absent, the subjects considered, the actions taken, the vote taken, and any other information required by law.**
- 4. Motions to convene and the subject matter(s) to be discussed in executive session shall be clearly reflected in the minutes.**
- 5. Copies of all written reports received at a Board or committee meeting shall be attached to the minutes for that meeting.**

0211 APPOINTMENT

The Chief Executive Officer of the hospital shall be a hospital administrator appointed by the Board, after consultation with the CBJ City Manager, only upon affirmative vote of a majority of the Board. (CBJ 40.10.010) (40.05.020(d))

0212 VACANCY

Whenever a vacancy occurs, the succession plan as described in the Board Manual will be implemented.

0223 DUTIES AND RESPONSIBILITIES

In addition to the duties and responsibilities set out in CBJ 40.10.020:

- 1. The Administrator shall have the duties and responsibilities with respect to the Board as described in the Board Manual.**
- 2. The Administrator shall fulfill the duties set forth in the administrator's job description.**

0241 ANNUAL EVALUATION

Annually, or more frequently as the Board deems necessary, the Board shall review the performance of the Administrator. The President of the Board shall inform the Administrator of the results this evaluation. Minutes of the Board meeting shall document the evaluation of the Administrator.

**MEDICAL STAFF 0300
ORGANIZATION 0320**

0321 MEDICAL STAFF ORGANIZATION AND BYLAWS

The Board serves as the Governing Body for the hospital. The Medical Staff is responsible to the Board for the clinical and scientific work of the hospital and shall, with approval of the Board, adopt bylaws, rules, regulations and policies for the proper conduct of its work and eligibility for appointment to the hospital medical staff. The Medical Staff bylaws shall be submitted to the Board for its approval and shall not become effective until approved by the Board. The bylaws shall include provisions for hearings on applications for membership on the Medical Staff that are consistent with the requirements of due process, federal law, state law, and these bylaws. When the Medical Staff reviews or revises its bylaws, rules, regulations and policies it will submit its recommendations for amendment to the Board for its review and approval. (CBJ 40.15.040)

Neither the Medical Staff nor the Board may unilaterally amend the staff bylaws.

0322 SELF-GOVERNING

The Medical Staff shall be self-governing with respect to the professional work performed in the hospital. It shall:

- 1. Designate one of its members as Chief of Staff.**
- 2. Hold regular meetings in accordance with Medical Staff bylaws, for which minutes and records of attendance shall be kept.**
- 3. Review and analyze at regular intervals the clinical experience of the Hospital. Medical records of patients shall be the basis for such review and analysis. (CBJ 40.15.050)**

0351 ACTIONS AND DECISIONS

In accordance with the Medical Staff bylaws adopted pursuant to CBJ 40.15.030 the Board, after appropriate action by the Medical Staff, shall take action or make a decision on Medical Staff matters, including applications for membership, clinical privileges and professional discipline matters.

**MEDICAL STAFF 0300
(CONTINUED)**

0361 REVIEW OF ACTIONS AND DECISIONS

The Medical Staff bylaws shall include procedures for hearings whereby the applicant or member of the Medical Staff shall be afforded a hearing in connection with a request for a review of a decision or action taken pursuant to Section 0351 of these bylaws.

0365 REAPPLICATION FOLLOWING DENIAL OR REVOCATION

If an application for membership on the Medical Staff or renewal of membership is denied by the Board, or if the Board revokes the membership of a staff member, the applicant may reapply for appointment to the Medical Staff after the expiration of two years from the date of such denial, unless the Board provides otherwise in the formal written denial.

0371 BOARD OBLIGATION TO THE MEDICAL STAFF

The Board, through the administrator, shall ensure that the Medical Staff is provided with the administrative assistance necessary to conduct quality assurance activities in accordance with the hospital's Quality Review Plan. This includes the services of the medical record department, and any other administrative or technical assistance deemed necessary and appropriate to facilitate the Medical Staff's conduct of quality review activities. The nature and the frequency of submission of required reports shall be in accordance with the hospital's Quality Review Plan and the Medical Staff bylaws, rules and regulations.

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)	

Governance Committee

May 13, 2018

Board Selection Process

Issue: The current process for selecting board members of the Bartlett Regional Hospital (BRH) board is initiated by the Assembly announcing openings and to request interested parties to apply by a certain date in the fall. The Assembly requires a resume and gives each candidate a questionnaire to complete. The Assembly then schedules an interview with each applicant. The interviews are conducted by the Human Resources Committee (HRC) and all assembly members attend the interview and participate in the selection process. The interview typically lasts for about ten minutes.

The Assembly does have the ability to reopen the process for more applicants and has done so on limited occasions. In fact, the Assembly has reopened recruitment twice in the last couple of years. The delay meant postponing board elections and committee assignments.

Members of the BRH board have discussed with the chair of HRC about the need for a more rigorous process that will include participation by the BRH board.

Recommendation: The Governance Committee recommends to the BRH board the following process;

1. A BRH board committee of the whole convenes to determine what skill sets are needed to complement the existing skill sets of current board members. That information will be conveyed to the Assembly and HRC.
2. The City Clerk will advertise that the board will accept applications for the board and state an emphasis for skills determined by the BRH board.