

# Bartlett Regional Hospital

## Agenda

### Governance Committee Meeting

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

Bartlett Regional Hospital – Boardroom/Zoom/Teleconference

Public may follow the meeting via the following link <https://bartletthospital.zoom.us/j/97524718247> or call 1 346 248 7799 and enter webinar ID 975 2471 8247

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### Mission Statement

Bartlett Regional Hospital provides its community with quality, patient-centered care in a sustainable manner.

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- I. CALL TO ORDER
- II. APPROVAL OF THE MINUTES – [July 21, 2020 Governance Committee](#) (Page 3)
- III. [REVIEW BOARD POLICY MANUAL](#) (Page 5)
- IV. [BOARD BYLAWS APPROVED BY BOARD TO GO TO ASSEMBLY](#) (Page 17)
- V. DOCUMENTATION PERTAINING TO RESOLUTION APPROVING BRH BYLAWS
  - A. [CBJ SUMMARY FOR RESOLUTION](#) (Page 41)
  - B. [CBJ RESOLUTION 2900 BRH BOARD OF DIRECTORS BYLAWS](#) (Page 46 )
- VI. COMMENTS
- VII. ADJOURN

# July 21, 2020 Governance Committee

# Bartlett Regional Hospital

## Governance Committee Meeting

### Minutes

Tuesday, July 21, 2020; 1:00 p.m.

Bartlett Regional Hospital - Zoom Videoconference

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

#### Attendance:

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

BRH Staff: Chuck Bill, CEO, Megan Costello, and Suzette Nelson Executive Assistant

*Ms. Hagevig made a MOTION to approve the minutes from June 16, 2020.*

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

*Mr. Solomon – Gross made a MOTION for at least six board members when appointing a new CEO to a position and present this to the full BOD to vote. Ms. Hagevig seconded and they were approved with no objections.*

Ms. Costello stated that she will make the changes and provide the revised Bylaws for the upcoming BOD packet.

The committee voiced their satisfaction with the changes they made. Ms. Knapp also shared her appreciation with the legal department and their support.

*Ms. Hagevig made a MOTION to move that the Hospital Bylaws as amended by the Governance Committee be moved forward to the full board with a recommendation to approve.*

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

Ms. Knapp noted that the Governance Committee doesn't typically meet every month but we might have business to take care of regarding the Bylaws and taking the next step to get approval from the assembly.

Mr. Bill provided a brief update regarding the current COVID activity in town. He reinforced that Bartlett is prepared and have plans in place.

Adjourned at 1:35 p.m.

# REVIEW BOARD POLICY MANUAL

# **Bartlett Regional Hospital**

**BOARD OF DIRECTORS**

**BOARD POLICY MANUAL**

**BARTLETT REGIONAL HOSPITAL  
JUNEAU, ALASKA**

**BOARD OF DIRECTORS POLICY MANUAL**

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## **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 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.

# **BOARD BYLAWS APPROVED BY BOARD TO GO TO ASSEMBLY**



# **Bartlett Regional Hospital**

*BOARD OF DIRECTORS*

*B Y L A W S*

## VOTING MAJORITIES

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

**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.

**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.

**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.

**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 **[take office immediately after election]. [Officers 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.

**153 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.
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.

##### 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, [T]~~he Finance Committee will complete its review **[in a timely fashion]**, 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. 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.
- B. 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.

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

- 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.

**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.

**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 accordance with]~~ 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. **[All meetings of the Board and the committees of the Board may be held virtually or telephonic in accordance with the CBJ code or Assembly rules, as amended.]** ~~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.

**BOARD OF DIRECTORS – 0100  
MEETINGS – 0160  
(CONTINUED)**

2. Reasonable public notice shall be given for all meetings. Notice of all Board meetings and committee meetings shall be **[conducted in accordance with CBJ Code. Notice shall also be made on the BRH website.]** ~~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.~~

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.

**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.

**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;

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

- 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.

**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 **[at least six members]** majority of the **[entire]** 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.

**0213 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.

**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)

**MEDICAL STAFF – 0300  
ACTIONS AND DECISIONS  
REGARDING MEMBERSHIP – 0350**

**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.

**036[5]2 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.

**036[5]5[3] 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.

**MEDICAL STAFF – 0300  
QUALITY OF CARE  
AND SUPPORT – 0370**

**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.

# CBJ SUMMARY FOR RESOLUTION



## MEMORANDUM

DATE: September 14, 2020  
TO: CBJ Assembly Human Resources Committee  
FROM: Megan J. Costello, Assistant Municipal Attorney  
Charles Bill, CEO, Bartlett Regional Hospital  
SUBJECT: BRH Board Bylaw Revisions

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Attached with Resolution 2900 are the BRH Hospital Board Bylaws, with proposed Amendments from the BRH Board on August 25, 2020. Under CBJ Code, the BRH Hospital Bylaws will become active when adopted by the CBJ Assembly. The last BRH Board Bylaw revisions were adopted in 2017.

The Bylaw amendments as proposed by the BRH Board are fairly straightforward and minor, but are summarized and listed below:

### **Bylaw 152 Officers (2):**

The suggested clarification was based on BRH Board questions regarding when Board Officers take possession, which is not outlined in the Board manual or the Board Bylaws.

### **BRH Hospital Board Recommendation:**

Bylaw 152 Officers (2):

Officers shall be elected annually according to the schedule in the Board Manual, and each shall **[take office immediately after election]. [Officers shall]** hold office for a one year term and until successors shall have been elected. Officers shall serve at the pleasure of the Board.

### **Bylaw 152 Officers (4):**

This section references a Nominating Committee. The details of the Nominating Committee are not located anywhere in the Board Bylaws or Policy Manual. The BRH Board recommends that the reference to a Nominating Committee be removed and that the BRH Board not use designated Nominating Committees for officer positions. Votes for the officer positions would continue to be annually elected as referred to in the Board Bylaws and the Board manual.

**BRH Hospital Board Recommendation:**

Bylaw 152 Officers (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.

**Bylaw 154 (1) Executive Committee.**

The BRH Board recommends removal of the current language that limits the past President to serving as the ex-officio voting member for only one year, and to also remove the “when appropriate” language.

**BRH Hospital Board Recommendation:**

Bylaw 154 (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 his or her 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.”

**Bylaw 154 (2) Finance Committee.**

The BRH Board recommendation is to remove the specific time limit for BRH Board Finance Committee’s proposed budget to allow for some flexibility, with the understanding that BRH will have to prepare the budget with enough time to meet the City budget procedure.

**BRH Hospital Board Recommendation:**

Bylaw 154 (2) Finance Committee:

~~“Not later than April 1,~~ The Finance Committee will complete its review **in a timely fashion**, and forward the budget to the Board for approval and submission to the City and Borough Manager, as provided in CBJ 40.25.2020.”

### **Bylaw 0164 Call of Meetings**

This section revision is to reference the CBJ Assembly rules and CBJ code, to accommodate current Covid19 issues and allow for future changes to the Assembly rules and CBJ Code.

### **BRH Hospital Board Recommendation:**

Bylaw 0164 Call of Meetings:

1. Regular meetings shall be held ~~at least once a month, as provided~~ **[in accordance with]** 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. **[All meetings of the Board and the committees of the Board may be held virtually or telephonic in accordance with the CBJ code or Assembly rules, as amended.]** ~~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.~~

### **Bylaw 0165 Notice (2).**

The BRH Board recommends revising this section with the understanding that the CBJ is undergoing a planned revision to their notice requirements in the CBJ Charter to allow for internet

advertising or social media platforms should a local newspaper become unavailable. The recommendation in this section allows for the planned change to the CBJ code by specifying that notice will occur in accordance with CBJ code, with the addition of advertising on the BRH website.

### **BRH Hospital Board Recommendation:**

#### Bylaw 0165 Notice (2):

Reasonable public notice shall be given for all meetings. Notice of all Board meetings and committee meetings shall **be conducted in accordance with the CBJ Code.** ~~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.~~ **Notice shall also be made on the BRH website.** 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.

### **Bylaw 0211 Appointment**

The BRH Hospital Board recommends revising the bylaws to require six votes of the entire BRH Board before appointing the CEO of the hospital.

### **BRH Hospital Board Recommendation:**

#### Bylaw 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 **[at least six members]** ~~majority~~ of the **[entire]** Board. (CBJ 40.10.010) (40.05.020(d))

In addition to the substantive changes (above), the formatting was fixed and typos/page numbers corrected in the Table of Contents. Notably, the section headers in the Table of Contents for the Medical Staff section were updated to reflect the headers in the actual bylaws.

# **CBJ RESOLUTION 2900 BRH BOARD OF DIRECTORS BYLAWS**

Presented by: The Manager  
Presented: 09/14/2020  
Drafted by: R. Palmer III

**RESOLUTION OF THE CITY AND BOROUGH OF JUNEAU, ALASKA**

**Serial No. 2900**

**A Resolution Approving Amendments to the Bylaws of the Board of Directors of Bartlett Regional Hospital.**

WHEREAS, the Board of Directors of Bartlett Regional Hospital is responsible for the administration and management of the hospital under the general direction of the Assembly; and

WHEREAS, CBJ 40.05.030 provides that the Bartlett Regional Hospital Board of Directors shall recommend bylaws for the administration and government of the hospital, which bylaws shall become effective upon approval of the Assembly by resolution; and

WHEREAS, the Assembly may accept the bylaws recommended by the Bartlett Regional Hospital Board of Directors, may reject such bylaws or may modify them; and

WHEREAS, at its regular meeting on August 25, 2020, the Bartlett Regional Hospital Board of Directors approved certain amendments to the bylaws consistent with CBJ ordinances and forwarded the same to the Assembly; and

WHEREAS, the Bartlett Regional Hospital Board of Directors recommends that the Assembly approve the amended bylaws attached to this resolution.

NOW, THEREFORE, BE IT RESOLVED BY THE ASSEMBLY OF THE CITY AND BOROUGH OF JUNEAU, ALASKA:

**Section 1.** The Assembly hereby approves the Bartlett Regional Hospital Board of Directors Bylaws, dated August 25, 2020 attached as Exhibit A.

**Section 2. Effective Date.** This resolution shall be effective immediately after its adoption.

Adopted this \_\_\_\_\_ day of \_\_\_\_\_, 2020.

\_\_\_\_\_  
Beth A. Weldon, Mayor

Attest:

\_\_\_\_\_  
Elizabeth J. McEwen, Municipal Clerk