

Bartlett Regional Hospital

Agenda
Governance Committee Meeting
Thursday, February 24, 2022; 12:00 p.m.

This virtual meeting is open to the public and may be accessed via the following link:

<https://bartlethospital.zoom.us/j/93756515617>

or call

669 900 6833 and enter webinar ID 937 5651 5617

- I. CALL TO ORDER
- II. ROLL CALL
- III. PUBLIC COMMENTS
- IV. APPROVAL OF THE AGENDA
- V. APPROVAL OF THE MINUTES – [August 23, 2021](#) (Pg. 2)
- VI. NEW BUSINESS
 - I. Covid updates
 - II. Committee Goals for 2022
 - i. [Self-exam study](#) (Pg.4)
 - ii. Recommend board training
 - 1. Ongoing training
 - 2. Distant training
 - iii. Review bylaws
 - 1. Develop draft bylaws for Physician Recruitment Committee
 - iv. CEO Goals – Fiscal Year 2022
 - 1. [Goals](#) (Pg. 18)
 - 2. Means of measuring progress
 - v. Possible guidelines for board presentations
 - vi. Other committee or board member proposed goals
 - III. Review of the Mission and Vision statement
- VII. COMMENTS
- VIII. ADJOURN

Bartlett Regional Hospital

Governance Committee Meeting

Minutes

Monday, August 23, 2021; 12:00 p.m.

Bartlett Regional Hospital - Zoom Videoconference

Called to order at 12:01 p.m. by Brenda Knapp, Committee Chair

BOARD AND COMMITTEE* MEMBERS PRESENT

Brenda Knapp*

Rosemary Hagevig*

Hal Geiger*

Deborah Johnson

ALSO PRESENT

Bradley Grigg, CBHO

Barbra Nault, Legal

Suzette Nelson, Executive Assistant

Kevin Benson, CFO

Vlad Toca, COO

Dallas Hargrave, HR Director

Jeremy Hsieh, KTOO

PUBLIC COMMENT - None

APPROVAL OF THE AGENDA – MOTION by Mr. Geiger to approve the agenda as presented. Ms. Hagevig seconded. There being no objections, agenda was approved as presented.

APPROVAL OF THE MINUTES - MOTION by Mr. Geiger to approve the minutes from July 16, 2021. Ms. Hagevig seconded. There being no objections, minutes approved.

BYLAW CHANGE TO ALLOW COMPENSATION OF BOARD MEMBERS –

The committee members and legal agreed to the following changes:

0145 COMPENSATION/EXPENSES

1. Board members ~~shall not be~~ may be compensated for services rendered in their capacities as board or board committee members as authorized in CBJ code or ordinance. ~~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. A board member or committee member may be reimbursed for expenses incurred serving the hospital as a board member. 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)

MOTION by Ms. Hagevig that we incorporate the new language as discussed and outlined by our attorney. Mr. Geiger seconded.

After further discussion, ***Ms. Hagevig amended the motion to change the title to compensation/expenses incurred by Board members. Mr. Geiger seconded. There being no objection, the motion was approved as amended.***

Ms. Knapp reported that the entire board completed the Board self-evaluation survey. Earlier this morning, the Governance Institute provided dates that they're available to meet with the whole board. A doodle poll will be sent soon so a date can be scheduled.

Mr. Hargrave noted that once this is set up, he will send the results to the Board so there will be plenty of time for review.

Adjourned at 12:25 p.m.

Next meeting – To be determined

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

Bartlett Regional Hospital 2021 Board Self-Assessment Report

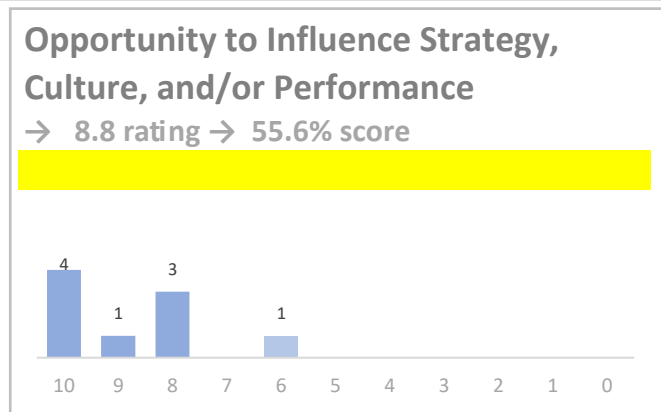
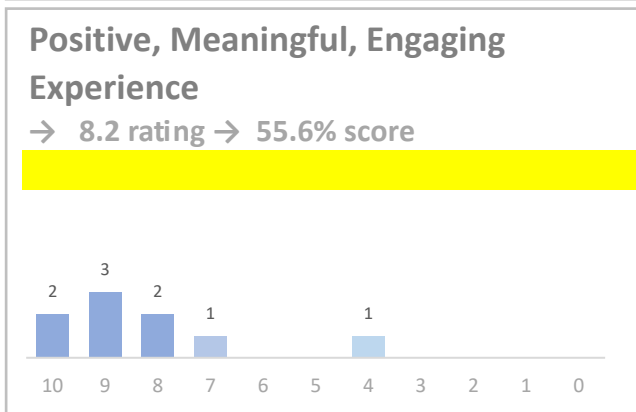
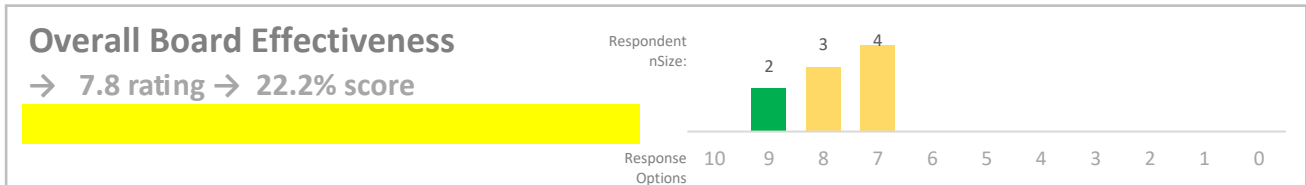


Executive Summary

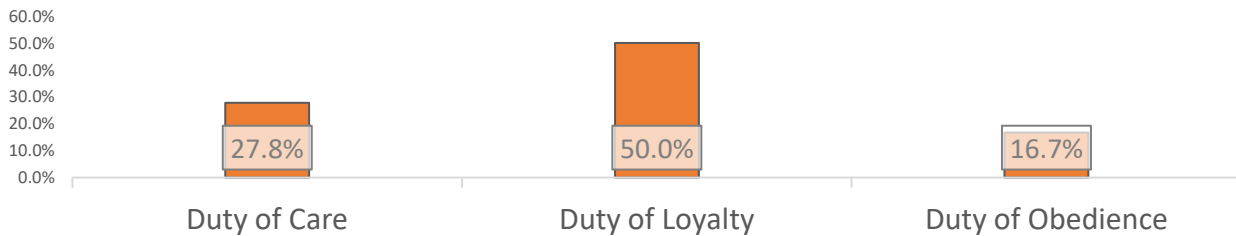
→ 9 of 9 board members responded to your board's self-assessment, resulting in a 100% participation rate.

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

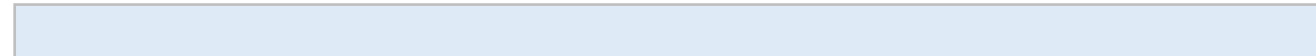
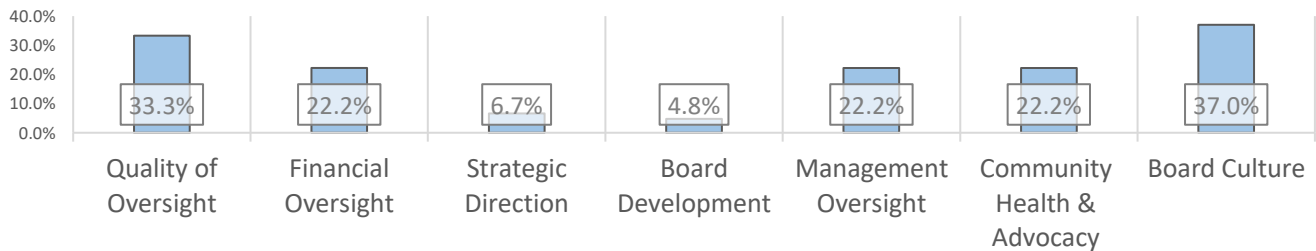
→ This report utilizes top-box scoring, which is the percentage of respondents that selected "Very Effective."



Three Fundamental Fiduciary Duties



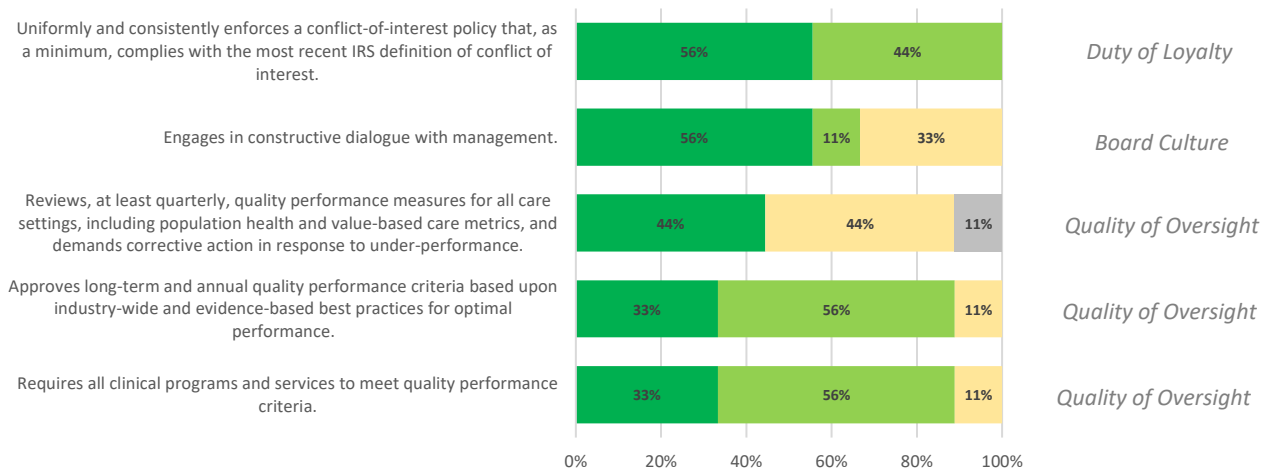
Seven Core Responsibilities



Focus Areas

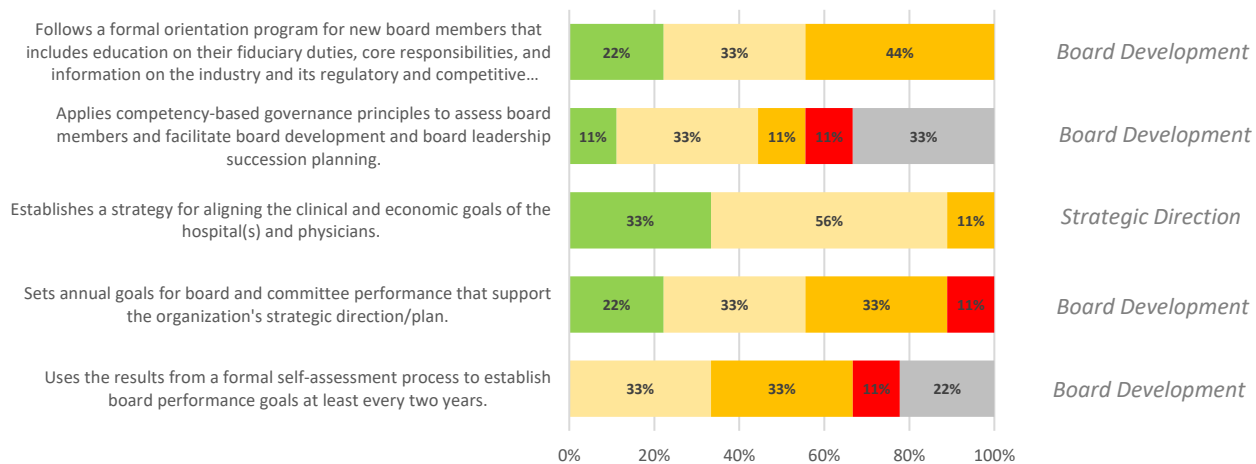
Highest Performing Questions

Assessment items with highest Very Effective performance

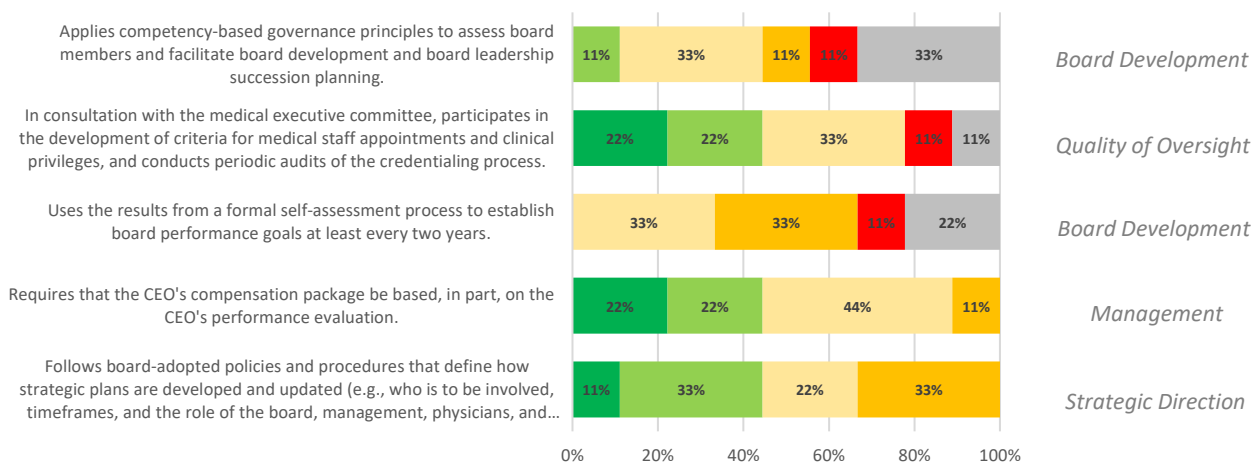


Lowest Performing Questions

Assessment items with lowest Very Effective performance



Questions with the Greatest Response Distribution



Additional Feedback

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

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

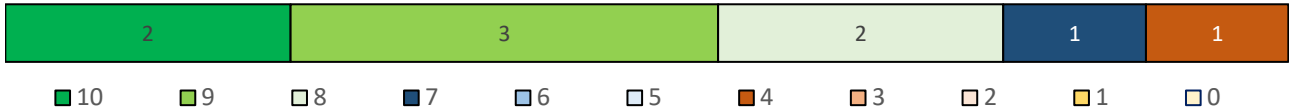
Comments:

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

Additional Feedback

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

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



Comments:

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

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

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

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

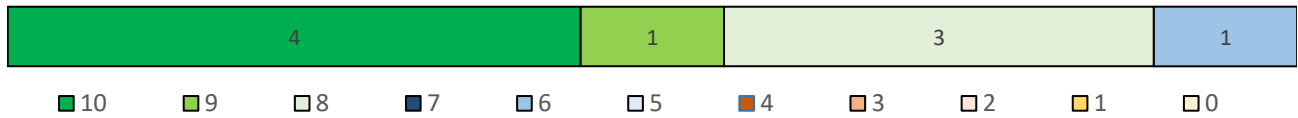
I bring a variety of previous experiences to my participation on this Board.

Empty text area for additional comments.

Additional Feedback

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

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



Comments:

This board is very open to multiple opinions, and it is easy to be candid.
Board and subcommittee participation gives me the opportunity to effectively contribute to the hospital's operation and performance.
I believe I have been partially effective in some of these areas.
This is a critical time at Bartlett Hospital. As we move forward, I believe we are focusing on the direction of our organization. The culture is very much in the front of our mission statement and we are working our way to being performance driven and able to provide sustainable health care for our community.
I have appreciated the collaborative relationship among the board members and the dedication to their responsibilities to the hospital and the community.
Previous experiences in serving on statewide and regional Boards in leadership positions and working with state and national boards has prepared me well for service on this Board. Also experience as an elected local government official lends itself to better communication with the local officials who are part of our current paradigm.

Additional Feedback

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

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

Comments:

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

Additional Feedback

What suggestions do you have for ongoing board education topics?

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

Comments:

Why hospitals fail. Maintaining a motivated healthcare workforce.

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

Possibly health care systems and population health issues.

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

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

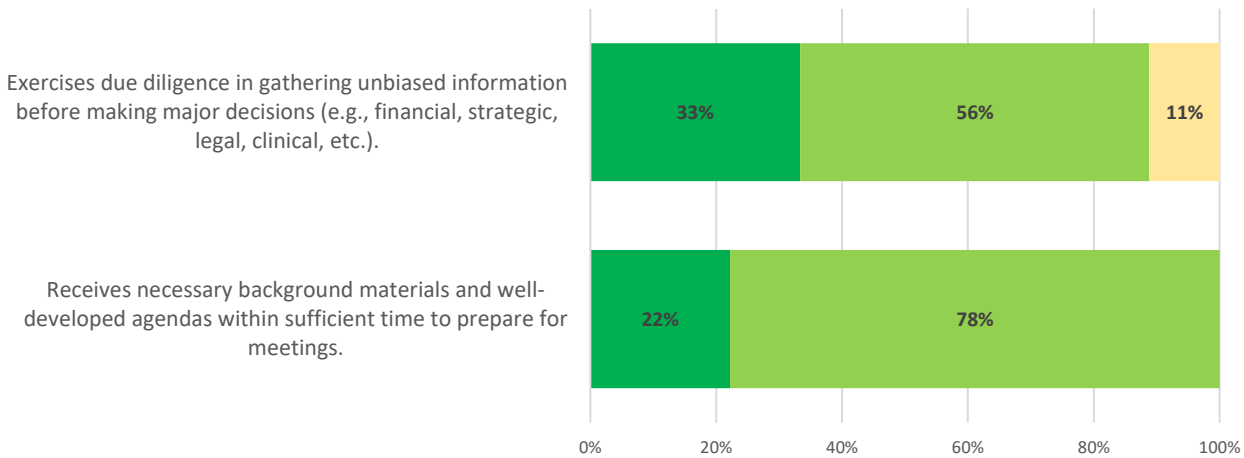
Better understanding of ever changing federal and state regulatory process Take advantage of the training offerings of the Governance Institute Move forward to the entire Board some of the educational presentations provided at the committee level I.e. Quality, Compliance, etc.

forming partnerships, addressing competition from SEARCH

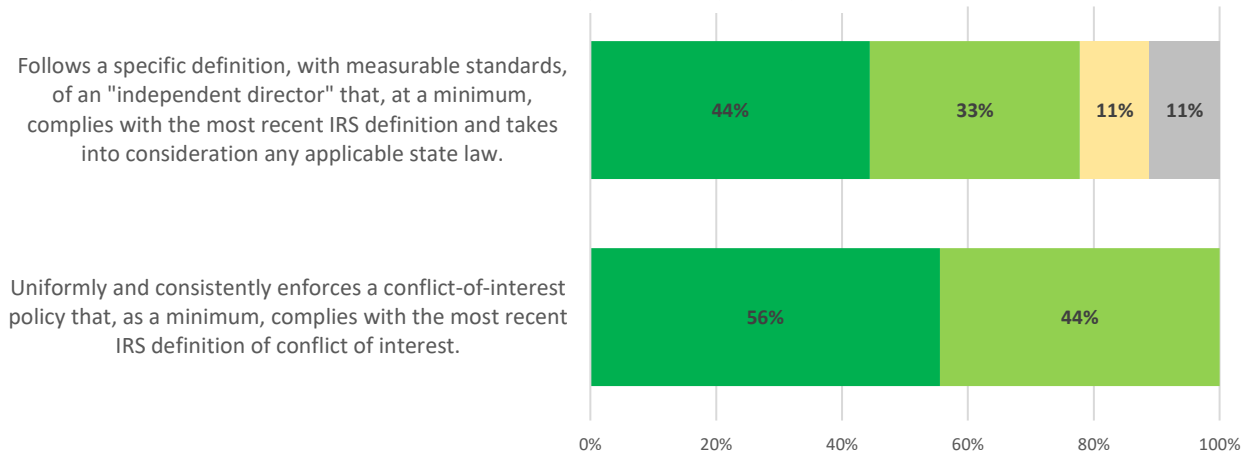
Empty comment boxes for additional feedback.

Question Summary

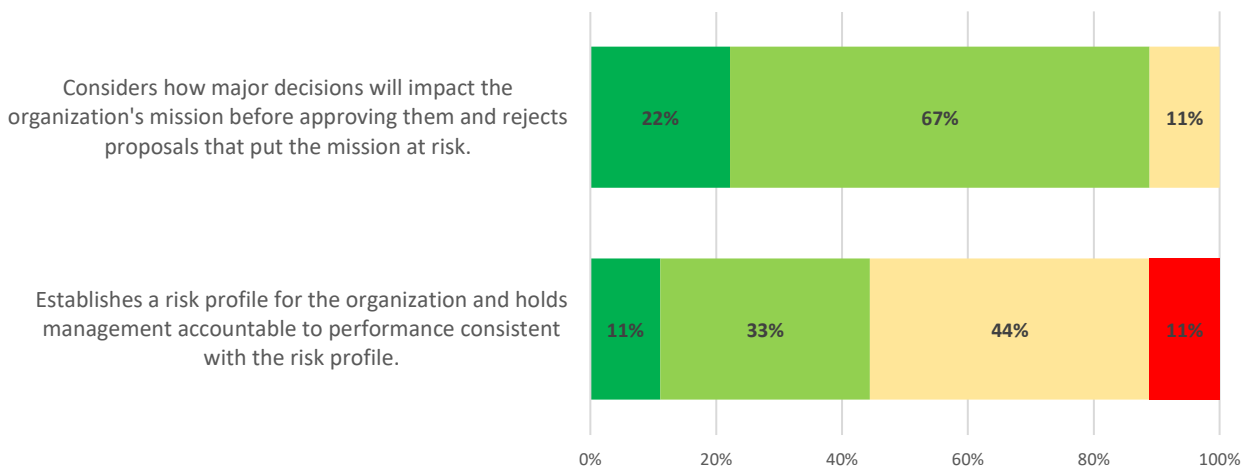
Duty of Care



Duty of Loyalty

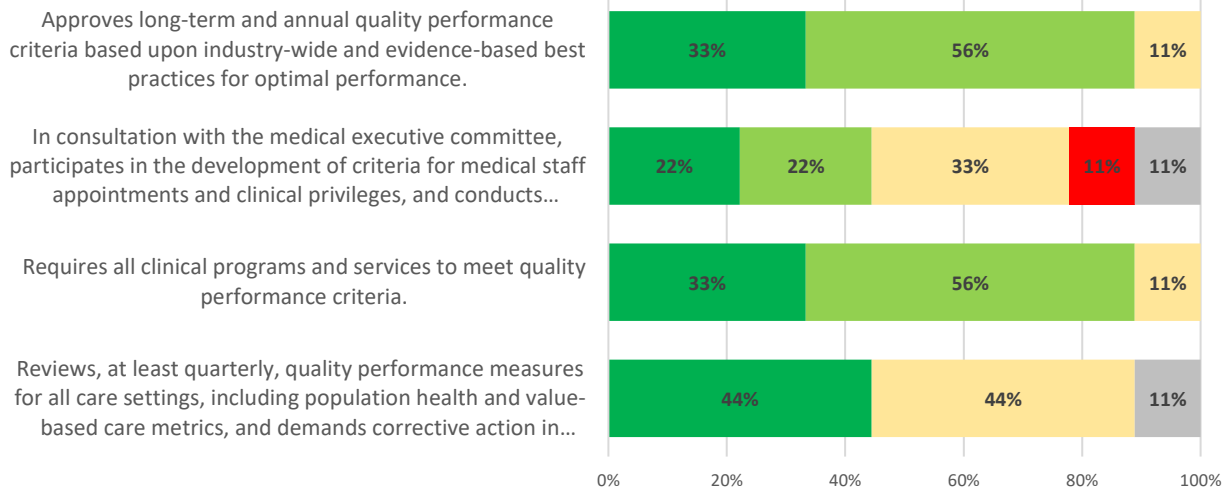


Duty of Obedience

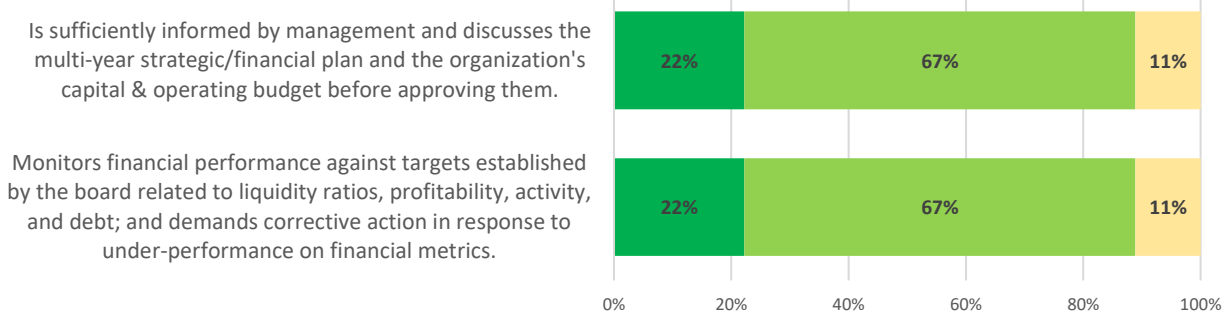


Question Summary

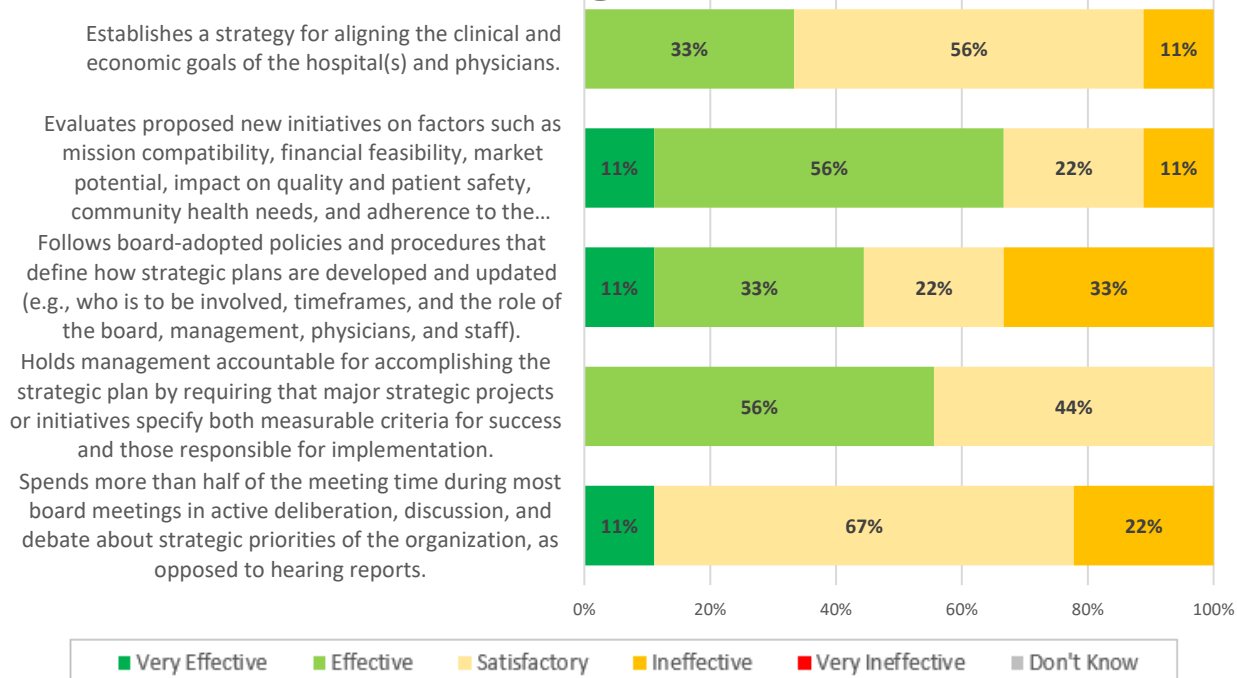
Quality of Oversight



Financial Oversight

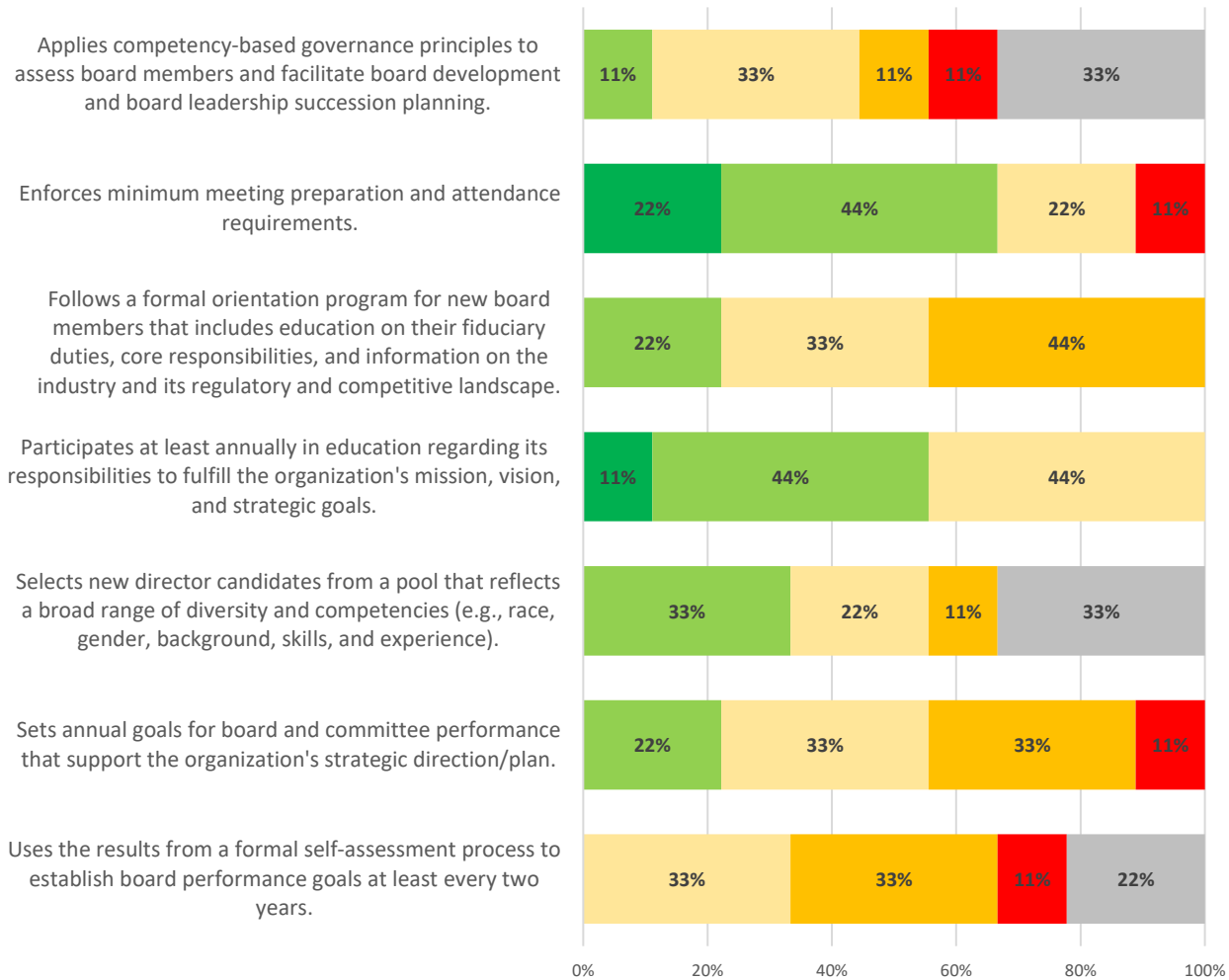


Strategic Direction

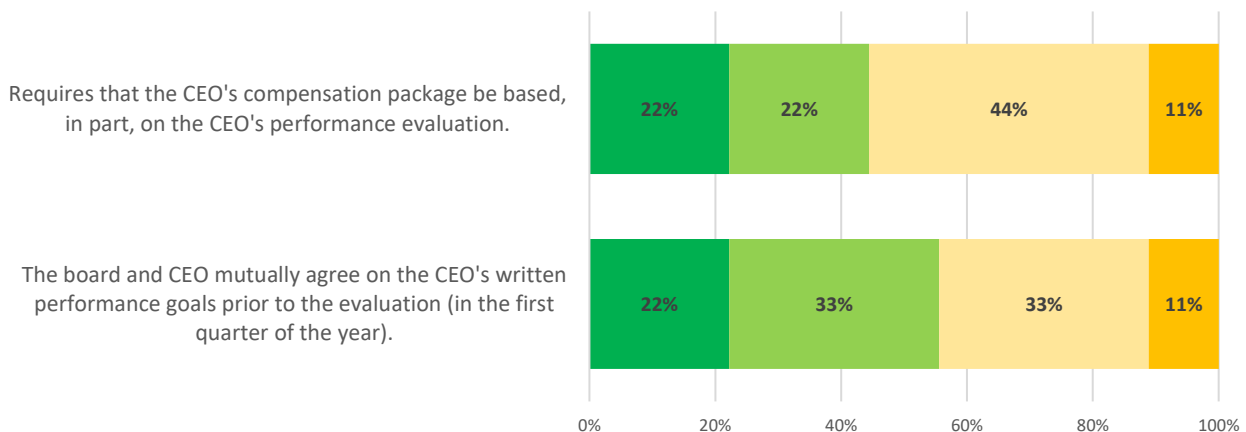


Question Summary

Board Development

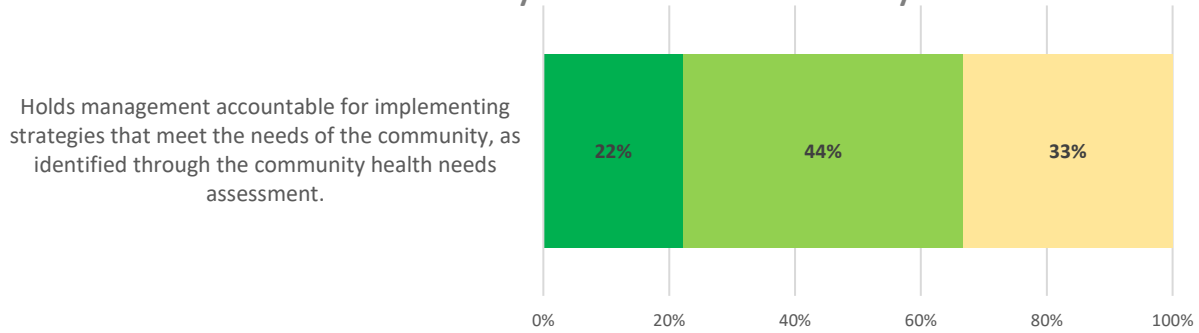


Management Oversight

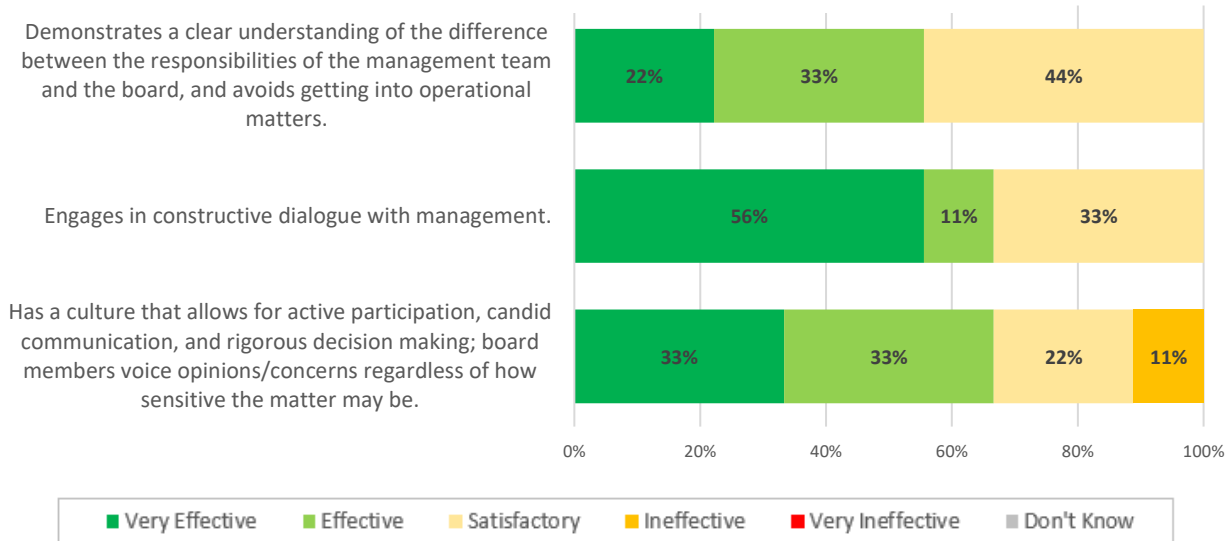


Question Summary

Community Health & Advocacy



Board Culture



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

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

Overview & Definitions

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

Fiduciary Duties

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

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

Core Responsibilities

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

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

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

Board Culture

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

Discussion Questions

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

Fiscal Year 2022 BRH CEO Goals

1. Enhance relations between the medical staff and the hospital leadership.

The CEO can accomplish this goal by:

- a. Developing a means to communicate with, and build trust with, primary care providers in Juneau
- b. Developing an expanded, integrated oncology program
- c. Expanding ophthalmology services
- d. Continuing recruitment efforts for psychiatrists, medical oncologist, general surgeon and other physician specialties as recommended by the Physician Recruitment Committee

2. Build strong relationships between the Board of Directors and the CEO.

The CEO can accomplish this goal by:

- a. Meeting quarterly with individual Board members to build relationships and establish rapport
- b. Coordinating with the Board President develop relationships with the CBJ City Manager, Mayor and BRH Assembly Liaison as needed
- c. Maintaining adequate frequent contact with the Board president

3. Strategically align the hospital for long term fiscal success and meeting the needs of the community and region.

The CEO can accomplish this goal by:

- a. Facilitating an annual strategic planning session with Senior Leadership Team (SLT) and management team after the Board strategic planning session
- b. Providing a short summary/update of a section of the organizational strategic goals to the Board at least every other month
- c. Analyzing current affiliation environment and present options and a recommendation to the Board
- d. Maintaining forward progress on facility upgrades/expansion to meet current and future needs, including:
 - Crisis Stabilization
 - Facility improvements outlined in strategic plan document form
 - Long term campus plan development and implementation
 - Evaluate current space needs, develop and implement plan to address needs
- e. Enhancing business development at the hospital
- f. Reporting regularly to the Board on improvements in marketing hospital services

4. The CEO will use data to regularly update the board on progress being made at the hospital.

Fiscal Year 2022 BRH CEO Goals

The CEO can accomplish this goal by:

- a. Presenting measureable patient outcomes that are similar to or better than comparable hospitals in Alaska
- b. Maintaining a healthy workplace culture, as demonstrated through employee survey results
- c. At a minimum, maintaining patient satisfaction measures
- d. Exceeding or Meeting budget objectives

5. Develop professionally in your first year as the BRH CEO.

The CEO can accomplish this goal by:

- a. Actively representing BRH in interactions with community and state organizations in the business, non-profit, healthcare and social services areas
- b. Meeting with coach according to contracted services
- c. Communicating professional development progress monthly with Board President/HR Director as appropriate