

Bartlett Regional Hospital

Agenda
Governance Committee Meeting
Wednesday, March 15, 2022; 12:00 p.m.

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

<https://bartletthospital.zoom.us/j/99540120208>

or call

888 788 0099 and enter webinar ID 995 4012 0208

- I. CALL TO ORDER
- II. ROLL CALL
- III. PUBLIC COMMENTS
- IV. APPROVAL OF THE AGENDA
- V. APPROVAL OF THE MINUTES – [February 24, 2022](#) (Pg. 2)
- VI. NEW BUSINESS
 - I. [Bylaws for the Physician Recruitment Committee](#) (Pg. 4)
- VII. OLD BUSINESS
 - I. Covid update
 - II. Start on [Goals, Objectives, and Metrics for the new CEO](#) (Pg. 9)
 - The self-exam study from 2021
- VIII. COMMENTS
- IX. ADJOURN

Bartlett Regional Hospital

Minutes
BOARD GOVERNANCE COMMITTEE MEETING
February 24, 2022 – 12:00 p.m.
Zoom videoconference

CALL TO ORDER – Meeting called to order at 12:03 p.m. by Hal Geiger.

BRH BOARD AND COMMITTEE MEMBERS* PRESENT

Hal Geiger Chair* Iola Young* Rosemary Hagevig*
Kenny Solomon – Gross, BRH Board President* Brenda Knapp
Mark Johnson

ALSO PRESENT

Jerel Humphrey, BRH Interim CEO Robert Tyk, Interim CFO
Kim McDowell, BRH CCO Karen Forrest, BRH Interim CBHO
Suzette Nelson, BRH Executive Assistant

Ms. Young made a MOTION to approve the agenda as written. Mr. Solomon - Gross seconded. There being no objections, agenda approved.

Ms. Young made a MOTION to approve the minutes from August 23, 2021. Mr. Solomon - Gross seconded and minutes were approved.

PUBLIC PARTICIPATION – None

COVID UPDATES – Ms. McDowell reported we currently have three Covid positive patients in house (non on ventilators) and four BRH employees are out due to testing positive. The city number are going down and our PPE remains stable as well as our testing supply. Still working on recruitment on nursing side.

COMMITTEE/CEO GOALS – Mr. Geiger shared a draft spreadsheet with draft goals, with the importance and urgency of each goal. After some discussion and modification, the committee settled on the following for 2022:

Number	Goal	Importance	Urgency
1	Update Vision, Mission, and Values	Low	High
2	Develop CEO Goals and Metrics	High	High
3	Finish Board Self Examination Study	High	Low
4	Review Bylaws (Phys. Recruit. Committee)	High	High
5	Consider Guidelines for Board Presentations	Medium	Low
6	Board Training Recommendations	Medium	Low

REVIEW of the MISSION and VISION STATEMENT – Mr. Geiger went around the table and asked the committee for their suggestions for the current mission statement. Below are suggested changes that were made.

Our Mission

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

Our Vision

Bartlett Regional Hospital will be ~~the best~~ top quality community hospital in Alaska.

Our Values

At Bartlett Regional Hospital We CARE:

Ms. Young made a MOTION to move the changes the committee made in the mission, vision and values to the full board for consideration. Mr. Solomon- Gross seconded. There being no objections, motion was approved.

BOARD COMMENTS AND QUESTIONS – Mr. Tyk expressed that the goals for the previous BRH CEO are not measurable. One of the things we want to make sure, is when we put goals out there for the CEO, that the assessment is not just subjective. He expressed the view that if the assessment of -goals is subjective, you will never be able to hold people accountable. He also suggested that the board develop series of objective metrics for the CEO's performance in the future. Both Mr. Geiger and Mr. Solomon-Gross thanked Mr. Tyk, and expressed agreement.

ADJOURNMENT: 12:45pm

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**Draft language for
Bylaws for Physician Recruitment Committee**

Let's start by looking at what the bylaws say about other committees (Appendix A). All of our bylaw statements about committees seem to have the following elements:

1. A statement of who will make up the committee
2. A statement of how these people on the committee are appointed
3. The committee's terms of reference

So, what are the issues we need to consider as we craft bylaws into those elements for this committee? Just to get started, I think we might list four issues:

1. The issue of balance
2. The question of how people are appointed to the committee
3. The issue of committee makeup
4. The issue of terms of reference

In thinking about balance, the first question is balance among what? There could be balance among specialties (maybe, primary care vs. surgical specialties), or balance among clinics, or balance among something else. Importantly, there might be a need for some kind of balance between representatives of the medical staff and members of the board.

Balance among clinics and specialties would be hard to define. If primary care is defined as family medicine, internal medicine, and pediatrics, then these specialties need some representation on the committee, but those specialties might not have interests that always perfectly align among themselves. In Juneau the principal surgical specialties include general surgery, orthopedic surgery, and gynecology, otolaryngology, and urology. There also remains other hospital-based specialties like radiology, anesthesiology, emergency medicine, as well a few other specialties, such as oncology, who may or may not have interests that perfectly align.

The principal primary care clinics are Valley Medical, Family Practice, Southeast Medical, and the two much smaller pediatric clinics, as well as the large SEARHC clinic. The SEARHC is in a unique position, as they conduct their own recruitment. Surgical and other specialty clinics are smaller than the three large primary care clinics, and primary care appropriately has quite a bit of control over referrals to surgical and other specialty clinics, both to clinics inside and outside of Juneau.

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As far as how people are appointed, an obvious starting point might be to consider appointments by the president of the board of directors. However, some physician control of the committee makeup might be desirable. For example, we might want to consider having physician membership be based on recommendation from the medical staff. The question of how people are appointed is closely tied to the committee makeup, and the bylaws may need to specify a fixed number of board member and a fixed number of physicians and surgeons. These are questions that the Governance Committee will need to consider in an open meeting.

One good start on draft terms of reference for the committee should come from an understanding of exactly what the committee has recently done and how the committee has operated. However, at this time we should also consider whether this committee should do more or maybe less in the future, based on the current needs of the hospital.

Example text for the purposes of discussion:

Text in black may or may not be modified, as the committee wishes. Text in red must to be reviewed and modified by consensus in the actual committee meeting.

Physician Recruitment Committee

The Physician Recruitment Committee shall consist of a chair and **x** members appointed by the *board president (maybe physicians and surgeons might be recommended by the medical staff, or perhaps other means of appointment)*. The committee will be made up of the following individuals: *(so many from the board, and so many physicians and surgeons, to be decided)*. *(Maybe some wording defining balance on the committee)* The duties and responsibilities of the Physicians Recruitment Committee are to review and make recommendations to the Board and hospital administrator concerning the recruitment of physicians and surgeons to Juneau.

- A. The Physician Recruitment Committee will review the workload of physicians and surgeons, by specialties.
- B. The committee will consider and anticipate physician and surgeon succession for existing service lines.
- C. The committee will consider deficiencies in services in Juneau and consider the need for new service lines.
- D. The committee will consider certificate of need, working with the Compliance Committee, for new service lines.*
- E. Possibly other ideas...*

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APPENDIX A – EXAMPLE LANGUAGE FROM OTHER COMMITTEES IN THE CURRENT BYLAWS

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. 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 40.25.020.
- C. The year-end audited financial reports by an outside auditing firms hall be reviewed by the Finance Committee and the committee shall report conclusions to the Board at the next board meeting.

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.

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.

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.

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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.

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Goals, Objectives, and Metrics for the Bartlett Regional Hospital CEO

In the past there has been some confusion and inconsistency with the terms used to describe goals for Bartlett's CEO. So, let's start with some definitions. As I am using the term, a *goal* is statement of an overarching outcome or result that the board would like to bring about. An example might be to develop partnerships with other healthcare organizations, such as The University of Washington or the Virginia Mason Clinic. Another goal might be to maintain or improve patient satisfaction survey results. An *objective* is an observable, measurable, and specific step that should be taken to achieve success with the goal. Importantly, the objectives are what is to be examined at the time of the evaluation. If the goal is to develop these partnerships, then an example of an objective might be to present the board of directors a plan for developing these partnerships that includes four options to move forward with an analysis of each option. A *metric* is a measure—in this case a measure of the success of reaching a specific objective.

To be successful, a board must exercise great skill in developing these objectives and metrics—even greater skill than in developing the goals. We share an idiomatic expression of derision when someone is called a “bean counter” or the exercise is called “bean counting.” These expressions refer to measuring something which is unimportant or unrelated to achieving the overall goal. An example might be that if the goal was to build a house, an objective might be for the carpenter to drive at least a thousand nails. Then the metric might be a count of the actual number of nails driven. Objectives like this could easily lead to a project that would never be finished, or if finished, it might never be suitable, although the carpenter might receive several awards for driving far more nails than was requested.

To complete the house, the objectives should clearly tie closely to the important steps to complete the goal. In the case of the house, the objectives might be something like (1) complete the design, (2) construct the foundation, (3) frame the floor, (4) frame the walls, (5) frame and finish the roof, (6) install siding, and (7) finish the interior. In this case, the most important metrics might be something as simple as a “pass” or “no pass” to each one of the city inspections for construction, electrical, and plumbing.

In conversation with Kim Russel, we agreed that the overall responsibility of being the Bartlett CEO might be described by seven dimensions: (1) quality, (2) patient satisfaction, (3) financial, (4) people relations, (5) physician relations, (6) health equity, and (7) community. Kim's list sounded a lot like what I heard was important at the Governance Institute's meeting in Colorado. Kim mentioned that outcomes involving employee satisfaction and physician relations are easy to measure, usually with surveys, but goals involving health equity, for example, are often hard to measure.

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Kim also advised us to keep the number of goals simple and brief for the first year. Even so, we agreed things like appropriate financial management, appropriate personnel management, keeping the hospital out of the paper, and so on are all important maintenance goals and should be stated in the list of goals.

Then one possibility would be to name a few specific items from our strategic plan as explicit goals for the CEO—and stress these—and then also name basic management of each named dimension as on-going goals. Once the committee agrees on draft goals to present to the whole board, the committee can move on to developing a list of draft objectives and then draft metrics for the whole board to consider. With that as an introduction, let's, as a committee, consider and alter the following draft strawman language:

Step 1 – the goals...

--- To be modified by consensus at the next committee meeting ---

1. *A goal taken from the strategic plan (this could, for example, be to present the board of directors with a plan for developing partnerships with outside health organizations, such as the University of Washington or Virginia Mason Clinic, that includes four options to move forward, with an analysis of each option).*
2. *Another goal taken from the strategic plan.*
3. *Another goal taken from the strategic plan.*
4. *A quality maintenance goal.*
5. *A patient-satisfaction maintenance goal.*
6. *A financial-management goal.*
7. *A people-management goal.*
8. *A physician-relations goal.*
9. *Possibly, a health-equity goal.*
10. *Possibly, a community-based goal.*

Step 2 – after the goals are established, the objectives

Step 3 – after the objectives are established, the metrics