

Bartlett Regional Hospital

Agenda
Governance Committee Meeting
Thursday, July 14, 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/91410025262>

or call

888-788-0099 and enter webinar ID 914 1002 5262

- I. CALL TO ORDER
- II. ROLL CALL
- III. PUBLIC COMMENTS
- IV. APPROVAL OF THE AGENDA
- V. APPROVAL OF THE MINUTES – [March 15, 2022](#) (Pg. 2)
[May 9, 2022](#) (Pg.4)
- VI. NEW BUSINESS
 - I. [Bylaws for the Physician Recruitment Committee](#) (Pg.5)
 - [Draft Language](#) (Pg.7)
- VII. OLD BUSINESS
 - I. [Start on Goals, Objectives, and Metrics for the new CEO](#) (Pg.11)
 - II. [Board Strategic Plan](#) (Pg.13)
- VIII. COMMENTS
- IX. ADJOURN

Bartlett Regional Hospital

Minutes
BOARD GOVERNANCE COMMITTEE MEETING
March 15, 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*

ALSO PRESENT

Jerel Humphrey, BRH Interim CEO Kim McDowell, BRH CCO
Karen Forrest, BRH Interim CBHO Dallas Hargrave, HR Director
Suzette Nelson, BRH Executive Assistant Anita Moffitt, BRH Executive Assistant
Yvonne Krumrey, KTOO Reporter

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 February 24, 2022. Mr. Solomon - Gross seconded and minutes were approved.

PUBLIC PARTICIPATION – None

BYLAWS FOR THE PHYSICIAN RECRUITMENT COMMITTEE – Mr. Geiger shared draft language for the Bylaws in the Physician Recruitment Committee. After some discussion and modification, the committee settled on the following draft language for further consideration at the next committee meeting:

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

Physician Recruitment Committee

The Physician Recruitment Committee shall consist of a chair and six members appointed by the hospital board president. Members of the committee shall be three hospital board members, the hospital's chief executive officer and the chief clinical officer, and two physicians from the community; the physicians shall be appointed by the hospital board president from a list of names provided by the hospital medical staff. The physician makeup should include one primary care physician and one specialty care physician. 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 medical staff to Juneau.

- A. The Physician Recruitment Committee may assist in the preparation and modification of long-range and short-range plans to ensure that the entire medical staff is attuned to meeting the health care needs of the community served by the hospital.
- B. The Physician Recruitment Committee will meet and review a periodic community needs assessment.
- C. The committee recommendations should specifically encompass consideration of the hospital's mission, the hospital board's strategic plan, the community needs assessment, medical staff succession planning, and expansion of service lines.
- D. The committee will consider a certificate of need, working with the Compliance Committee, for new service lines.
- E. The Physician Recruitment Committee will consider advice from physicians and surgeons in the community.

Mr. Geiger requested this language to be sent to the Physician Recruitment committee for their review and suggestions before it will be taken up again.

COVID UPDATES – Mr. Humphrey reported that we have one patient in house and one or two employees out. We are very busy.

GOALS AND OBJECTIVES FOR THE NEW HOSPITAL CEO – There was a brief discussion about goals, objectives, and metrics for the new hospital CEO and an agreement that the committee will start on the task of developing these at our next meeting.

BOARD COMMENTS AND QUESTIONS – Mr. Solomon – Gross shared his appreciation to Mr. Geiger in regards to all his efforts with the tasks that was assigned to him.

ADJOURNMENT: 1:12pm

Bartlett Regional Hospital

Minutes
BOARD GOVERNANCE COMMITTEE MEETING
May 9, 2022 – 09:01 a.m.
Zoom videoconference

CALL TO ORDER – Meeting called to order at 09:01 a.m. by Hal Geiger.

BRH BOARD AND COMMITTEE MEMBERS* PRESENT

Hal Geiger Chair* Mark Johnson
Kenny Solomon – Gross, BRH Board President*

ALSO PRESENT

Jerel Humphrey, BRH Interim CEO
Dallas Hargrave, HR Director
Suzette Nelson, BRH Executive Assistant

Kim McDowell, BRH CCO
Bob Tyk, BRH Interim CFO

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

PUBLIC PARTICIPATION – None

The committee was missing one of their members and agreed they will review and approve the minutes during the next committee meeting.

Listed below are a couple of refined examples they group as able to produce. No action was taken during this meeting as these are just exercises.

Example goals, objectives and metrics:

1. Goal: Expand service lines through affiliations.
 - a. Objective: Consider at least three options for affiliations with an analysis and recommendation to the board for how to proceed.
 - b. Metric: Identification of specific lines to improve Bartlett Hospital patient care.

2. Goal: Improve acceptance of the EMR system.
 - a. Objective: *in process*
 - b. Metric: Results of a probability survey of employees and providers

ADJOURNMENT: 10:00am

Draft

Bylaws for Bartlett Regional Hospital Physician Recruitment and Retention Committee

Physician Recruitment and Retention Committee

Voting members of the Physician Recruitment and Retention (PRRC) Committee shall consist of a chairman and two other members appointed by the Hospital Board President, the CEO of the hospital (or designated representative), plus five physicians appointed by a vote of the medical staff, including a surgeon, another medical specialist (e.g., radiologist, anesthesiologist, obstetrician gynecologist, oncologist, pediatrician, etc.), a hospitalist, an emergency medicine physician, and a general primary care physician. One of the physician specialty representatives may also be a Board member. If so, the Board President will appoint that member.

Current members of the committee may continue serving on the PRRC committee until members are appointed or reappointed by the Board President and a vote of the Medical Staff in January 2023. Members shall serve for three-year terms and may be reappointed for up to three terms.

Members who are unable or unwilling to finish serving a term shall be replaced by Board President appointment or Medical Staff vote, as appropriate according to these by-laws.

The duties and responsibilities of the PRRC Committee are to review and make recommendations to the Board and Hospital Chief Executive Officer concerning the recruitment and retention of medical staff at Bartlett Regional Hospital including midlevel providers (physician assistants and advanced nurse practitioners).

- A. The Physician Recruitment and Retention Committee may assist in the preparation and modification of long-range and short-range plans to ensure the medical staff meets the health care needs of the population served by the hospital, as appropriate for a mid-sized community hospital.

- B. The committee will meet and review a community physician needs assessment biennially.
- C. The committee recommendations should specifically encompass consideration of the hospital's mission, the hospital Board's strategic plan, the community physician needs assessment, medical staff succession planning, and expansion of service lines as approved by the Board of Directors.
- D. When appropriate, as determined by the committee chairman, in consultation with the hospital Board President and hospital CEO, the PRRC committee may also discuss strategies for retaining certain physician specialists, especially for specialties that are usually difficult to recruit.
- E. The committee will consider and recommend new medical service line needs, working with the Board Compliance Committee.
- F. The committee will consider advice and recommendations from physicians and surgeons in the community.
- G. The committee shall meet at least twice annually or more, as requested by the hospital CEO, the Hospital Board President, or the Chairman of the committee.
- H. All recommendations from a majority vote of the PRRC members must be approved by the Hospital Board of Directors before being implemented.
- I. The committee will conduct its meetings according to Roberts Rules of Order and CBJ public meeting policies.

March 15, 2022

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

Text in black is draft wording we started with based on wording from other committee's bylaws. Wording in red without highlights was modified by the committee at our March meeting. Text in red with yellow highlight are editorial comments noting differences between this committee's draft text and draft text that came to us from the chair of the Physician Recruitment Committee (Mark Johnson).

Physician Recruitment Committee <<note Mark's draft has a different name>>

The Physician Recruitment Committee shall consist of a chair and *six* members appointed by the hospital *board president <<note Mark's version has other appointment schedule>>. Members of the committee will be the three board members, hospital's chief executive officer, the chief clinical officer, and two physicians from the community <<note Mark's version has the committee made up mostly of physicians>>; the physicians will be appointed from a list of names provided by the hospital medical staff. The physician makeup should include one primary care physician and one specialty care physician.* 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 medical staff to Juneau. <<Note Mark's version has wording about replacing members, but the word "or" makes it unclear just who appoints these new members.>> <<Also, note that Mark's version specifically mentions mid-level practitioners.>>

- A. The committee may assist in the preparation and modification of long-range and short-range plans to ensure that the total medical staff is attuned to meeting the health care needs of the community served by the hospital.
- B. The Physician Recruitment Committee will meet and review a periodic community needs assessment <<We did not state the period. Note that Mark's version has the committee meeting once every two years.>>.
- C. The committee recommendations should specifically encompass consideration of the hospital's mission, board strategic plan, community needs assessment, medical staff succession planning, and expansion of service lines.
- D. <<Mark's version has a specific section dealing with physician retention>>.
- E. *The committee will consider certificate of need, working with the Compliance Committee, for new service lines.*

--- draft ---

March 15, 2022

F. The Physician Recruitment Committee will consider advice from physicians and surgeons in the community.

G. <<Mark's version inconsistently states that the committee will meet twice or more times annually, together with other wording about what causes a committee meeting. We will need to clean this up if we use some of his wording. Also, this version has boilerplate about Robert Rules of order and wording about approval by the hospital board.>>

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 in support of a goal 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 completion of the important parts of the overall goal, which in this case is house completion. 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 concluded 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.

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

DRAFT

BRH Board Strategic Goals & Key Initiatives

1. Services: Develop, maintain and grow a service portfolio that is responsive to community needs and is sustainable.		
R	Initiative	Owner
8	Develop a comprehensive telehealth department at BRH to help develop new service lines.	
7	Build affiliations and partnerships with other healthcare organizations to grow service lines.	
5	Recruit needed Medical Specialists: Ortho, Neurology, General Surgery	
3	Evaluate how to develop hospital run clinics.	
1	Identify ancillary service lines BRH can provide that are not available in Juneau.	
0	Evaluate how BRH can become a provider of telehealth services to support physician recruitment.	
2. Facility: Maintain a comprehensive campus. Address major replacement needs and options for future service lines and revenue growth.		
R	Initiative	Owner
5	Evaluate what needs to be on campus versus off. Consider moving administrative services and storage off campus to maximize space for clinical services.	
4	Move decisively on proposed property acquisitions.	
4	Evaluate current BRH technology and industry best practices to prioritize replacement and identify new equipment needs.	
3	Evaluate off campus acquisitions to support continuum of care and relieve on campus pressure.	
3	Evaluate service line needs and determine if property growth is the best alternative to support expanded care.	
3	Develop proformas for additional service lines, change of use, and acquisitions to properly evaluate ROI.	

NOTES

This initiative and the one below appear to go together.
 This initiative and the one above appear to go together.

Green = High Vote, Yellow = Medium Vote, Orange = Low Vote

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1	Continue to monitor strategic goals for facilities.	
0	Educate Board on equipment replacement and maintenance schedules.	
3. People: Create an atmosphere that enhances employee, physician and stakeholder satisfaction to improve our ability to recruit and retain. Improve strategic alliances and communication to maintain a community continuum of care.		
R	Initiative	Owner
5	Identify resolutions to EMR system concerns.	
4	Expand workforce development programs.	
4	Develop relationship with SEAHRC to reach mutually agreeable goals to ensure best health care for our community.	
4	Explore feasibility of hospital run clinics by hospital employed providers.	
2	Improve Alliances with existing primary care clinics.	
1	Enhance relationships with healthcare providers that are currently in our community.	
1	Measure, evaluate and adapt with respect to employee, doctors and stakeholders.	
1	Attract new providers to fill in holes in existing services in Juneau.	
1	Pickup discussion about provider wellness that the med staff has initiated.	
4. Financial: Develop a revenue and net income stream that maintains cash reserves while facilitating above goals and objectives.		
R	Initiative	Owner
6	Evaluate current guidelines to identify the unrestricted number of days cash on hand that are required, based on COVID experience.	
5	Ensure BRH has the proper executive team to manage finances and assure adequate financial controls.	
5	Keep an eye on inflation, provider shortages, and labor shortages it is unlikely that there will be additional COVID funds.	

direction to staff?
direction to staff?

Does this need to be an imitative or a filter through which the first two are viewed?

Green = High Vote, Yellow = Medium Vote, Orange = Low Vote

DRAFT

4	Look at profitable service lines and see how reimbursement rates are impacting revenues. Can new service lines be added that will pay for themselves? Utilize Moss Adams tools.	
2	Continue focus on marketing initiatives	
2	Evaluate how new competition is impacting profitable service lines.	
1	Look at locums, travelers, etc. to see how it (finances? Quality? Stability?) compares to BRH staff.	
0	Look at current income streams commercial, Medicare, Medicaid	
5. Quality and Safety: Provide excellent community centered care that improves outcomes, maximizes safety, improves access and affordability and is in compliance with national and state regulations.		
R	Initiative	Owner
5	Stay current on technology and resources to facilitate risk management, data security, and employee safety.	
5	Improve graphical and statistical information presented to board.	
4	Develop quality initiatives beyond the regulatory requirements that are meaningful to the community.	
3	Develop additional quality measure beyond those that are mandated beyond accreditation or regulation	
3	Full explanation of any harm that shows up on dashboard. Items that re repeated and a full report back on action taken.	
2	Legal consultation regarding certificate of need compliance for ER expansion	
2	Keep a robust education program along with staff training.	
1	Have board committee chair work with quality officer to review agenda prior to meeting.	

Direction to staff?

same as below?

same as above?

Direction to staff?

Direction to staff?

Green = High Vote, Yellow = Medium Vote, Orange = Low Vote

DRAFT

6. Compliance: Continuously improve a robust, proactive compliance program at all levels while maintaining our strategic goals.		
R	Initiative	Owner
8	Make sure information from compliance officer is presented in a way that is concise, understandable, and not redundant.	Direction to staff?
8	Keep a robust education program along with staff training.	

Green = High Vote, Yellow = Medium Vote, Orange = Low Vote