

Bartlett Regional Hospital

Minutes

BOARD GOVERNANCE COMMITTEE MEETING

August 25th, 2022 – 12:00 p.m.

Zoom videoconference

CALL TO ORDER – Meeting called to order at 12:00 p.m. by Hal Geiger.

BRH BOARD & COMMITTEE MEMBERS (*) PRESENT – Hal Geiger* (Committee Chair), Iola Young*, Lisa Petersen*, Kenny Solomon-Gross (Board President), Deb Johnson (Secretary).

BRH STAFF & OTHERS – David Keith, CEO, Robert Tyk, Interim CFO, Dallas Hargrave, HR Director, Anita Moffitt, Executive Assistant, and Sharon Price, Executive Assistant.

Mr. Geiger made a MOTION to approve the agenda. Ms. Young approved and Ms. Peterson seconded.

Mr. Geiger made a MOTION to approve the minutes from July 14, 2022. Ms. Young had a grammatical correction.

Mr. Geiger made a MOTION to have this correction approved. Ms. Peterson approved and Ms. Young seconded.

PUBLIC PARTICIPATION – None

NEW BUSINESS

Board Attestation - Ms. Johnson recommended during the Compliance and Audit meeting that we make both the Code of Conduct and Conflict of Interest annual or biannual and that issue should be moved to the Governance Meeting. Mr. Keith said that he is working with Nathan Overson to start researching a draft policy for these two topics. Mr. Overson will be joining the next meeting with a recommendation.

Strategic Plan (2.2 & 2.3) – Ms. Young would like to have Scott Chille to join them to discuss the technology goal in the next meeting.

OLD BUSINESS

CEO Goals - Mr. Solomon-Gross suggested that the goals be set as “long term” and “short term” achievements. He would like to have four goals be measurable for Mr. Keith. Mr. Geiger said that we should set up a scientific study and way of tracking staff and physician satisfaction because a lot of that is imbedded in these goals. Mr. Tyk said it’s important that these surveys remain anonymous and that this should start in six month to accurately show Mr. Keith’s progress.

Goal 1 – Mr. Solomon-Gross said that is a top priority and will happen no matter what and shouldn’t be considered a short term goal. Mr. Geiger agreed and removed it from the list.

Goal 2 – Mr. Keith said that we can convert T-Systems to Meditech within a year. Mr. Geiger agrees and would like to keep it on the list and Ms. Young and Ms. Peterson agrees.

Goal 3 – Mr. Keith said that this goal has an impact of patient care, patient satisfaction, revenue, and volume growth. Mr. Geiger agrees this can stay.

Goal 4 – Mr. Geiger said this is an important goal but shouldn’t be included the list of goals used for compensation. Mr. Solomon-Gross agrees. Ms. Peterson suggested that we include historical information about the BOD in the orientation. Mr. Geiger agrees this can be set as a short term goal.

Goal 5 – Mr. Geiger suggested that it be re-worded to explain what action should take place and should remain on the list. Mr. Keith said this can also be broken down to cover specific physician departments as well. All agreed to keep it on the list.

Goal 6 – Ms. Peterson said this has been a challenge and should be a priority. All is agreement for it to remain on the list.

Goal 7 – Mr. Keith said this is a process goal and isn’t sure if it rises to the level of a compensation goal. Mr. Geiger agrees that this shouldn’t be a compensation goal and can be removed. Ms. Peterson and Mr. Keith agree.

Goal 8 (new) - Mr. Geiger suggested an additional goal for the hospital to expand services through affiliations. Ms. Peterson said we have to make sure the affiliation is financial beneficial for us. Mr. Solomon-Gross believes this is a long term goal but doesn’t think it should be tied to compensation because it’s so broad. Mr. Keith agrees this isn’t doable or measurable within this time frame.

Mr. Solomon-Gross would like to go over the wording of the goals with Dr. Hardgrave and Mr. Geiger before the next meeting. Ms. Young and Ms. Peterson are in agreement to give them permission.

Board Self-Examination – Mr. Geiger said he would like everyone to be prepared to discuss this in the next meeting.

BOARD COMMENTS AND QUESTIONS – None

NEXT MEETING: TBD

ADJOURNMENT: 1:12 pm