Agenda
Governance Committee Meeting
Friday, April 23, 2021; 12:00 p.m.
Bartlett Regional Hospital – Boardroom/Zoom/Teleconference
Public may follow the meeting via the following link https://bartletthospital.zoom.us/j/94842019857 or call 253 215 8782 and enter webinar ID 948 4201 9857

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

I. CALL TO ORDER

II. ROLL CALL

III. PUBLIC COMMENTS

IV. APPROVAL OF THE AGENDA

V. APPROVAL OF THE MINUTES – February 18, 2021

VI. CONSIDERATION OF BOARD SELF EVALUATION TOOLS PROVIDED BY GOVERNANCE INSTITUTE
   ➢ CEO Governance Committee Memo
   ➢ Board Compass Survey
   ➢ BSA Customization Parameters
   ➢ Honke Email

VII. BRH BOARD USE OF ROBERTS RULES
   ➢ CBJ Assembly Motions
   ➢ CBJ Adoption of Bylaws
   ➢ CBJ Resolution Amending the Assembly Rules of Procedure
   ➢ CBJ Resolution repealing resolution 2662 and Reestablishing the rules of Procedure for Assembly Advisory Boards
   ➢ CBJ Meeting

VIII. COMMENTS

IX. ADJOURN
Called to order at 12:00 p.m. by Brenda Knapp, Committee Chair

Attendance:

Committee Members: Brenda Knapp and Hal Geiger

Board Members: Kenny Solomon-Gross

BRH Staff: Kevin Benson, CFO, Dr. Keegan Jackson, Chief of Staff and Suzette Nelson, Executive Assistant

APPROVAL OF THE AGENDA – MOTION by Mr. Geiger to approve the agenda as presented. Mr. Solomon-Gross seconded. Agenda approved as presented.

Mr. Geiger made a MOTION to approve the minutes from October 18, 2020. Mr. Solomon - Gross seconded and they were approved with no objections.

Ms. Knapp reviewed the three major roles of the Governance Committee in the Board Bylaws. She specified that we are required to take a look at both Board Policy Manual and Bylaws each year and recommend any updates. Since these documents were reviewed recently, it was agreed that we would evaluate them after a new CEO is appointed and has had a chance to look at them, possibly beginning in June or July.

Ms. Knapp also suggested that the Governance Committee should play a role in reviewing recommendations for affiliation options as they are developed and make recommendations to the full board. President Solomon-Gross pointed out that the board would act as a committee of the whole to work on affiliation options but there was agreement that break out work would undoubtedly need to be assigned to the Governance, Finance and Planning Committees.

The committee discussed the role of a Chief Medical Officer as it would relate to the duties of the hospital’s Chief of Staff. Dr. Keegan Jackson expressed her medical perspective and experience regarding the pros and cons of this position. Since the board had already agreed to delay any decisions on adding a new position until the incoming CEO is on board, the discussion was tabled.

Adjourned at 12:52 p.m.
MEMORANDUM

Date: April 20, 2021

To: Bartlett Regional Hospital Board of Directors Governance Committee

From: Dallas Hargrave
    Human Resource Director

Re: Board Self Evaluation Information

Recently, Ms. Knapp requested that I research information for the Governance Committee regarding a self-evaluation of the Board of Directors. I was able to determine that in 2017 the Governance Committee use the Governance Institute self-evaluation process to conduct a committee self-evaluation. I was not able to find any record of a formal whole Board self-evaluation in recent years.

Considering that the Governance Committee used an evaluation process from the Governance Institute and that the hospital still maintains an annual membership with the Governance Institute, I reached out to them for more information on their current self-evaluation process for Boards of Directors. The cost of the Governance Institute providing a self-evaluation process and an evaluation of the results for the Board is included in the annual cost of our membership.

Attached is the information I received from the Governance Institute.

1. An email from Kelly Honke from the Governance Institute with a recommendation for BRH

2. A sample of the self-assessment questions

3. A description of the survey customization that is available

I look forward to further discussion with and guidance from the Governance Committee at the April 23, 2021 meeting.
BoardCompass®:
The Governance Institute's Board Self-Assessment
Welcome to The Governance Institute’s Board Self-Assessment. The following assessment represents the first step in a detailed and thoughtful review of your performance as a board.

This assessment is comprised of a variety of items asking how effectively your board performs recommended governance practices and is intended to assess the board’s overall performance as a whole.

Your board will be assessed on the following categories:

- Duty of Care
- Duty of Loyalty
- Duty of Obedience
- Quality Oversight
- Financial Oversight
- Strategic Direction
- Board Development
- Management Oversight
- Community Health & Advocacy
- Board Culture

**Instructions:**
Indicate how effectively the board (or a committee of the board) carries out each practice. Below is a key to the intended meaning of your answer selections:

**Very effective:** The board or committee of the board carries out this practice consistently (all of the time) to the highest degree of effectiveness possible. (Grade: A to A+)

**Effective:** The board or committee of the board carries out this practice effectively some or most of the time but not consistently or all of the time. (Grade: B)

**Satisfactory:** The board or committee of the board carries out this practice in a manner that fulfills basic expectations or needs; acceptable though not outstanding. (Grade: C)

**Ineffective:** The board or committee of the board is not fulfilling basic expectations or needs; the practice is being carried out in part, not in a thorough manner, or not often enough. The board should be concerned about its level of performance in this area. (Grade: D)

**Very ineffective:** The board or committee of the board does not fulfill even basic expectations or needs related to this practice, or it is not performed at all and should be. The board should be very concerned about its level of or lack of performance in this area. (Grade: F)

**Important:** Several of the practices contain several related items that The Governance Institute believes are essential to considering a practice to be fully adopted and therefore for the board to be very effective in performing the practice (i.e., to receive a top score on the assessment). If you think that some or part of the practice is being performed but not all of the items listed are being done, your answer should be “Satisfactory.”
**Section I: For each question below…**

Please indicate how effectively the board or a committee of the board performs the practice.

**How effectively does the board or a committee of the board perform this practice?**

<table>
<thead>
<tr>
<th>Duty of Care</th>
<th>Very Effective</th>
<th>Effective</th>
<th>Satisfactory</th>
<th>Ineffective</th>
<th>Very Ineffective</th>
<th>Don't Know</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. Receives necessary background materials and well-developed agendas within sufficient time to prepare for meetings.</td>
<td>VE</td>
<td>E</td>
<td>S</td>
<td>I</td>
<td>VI</td>
<td>DK</td>
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<tr>
<td>2. Exercises due diligence in gathering unbiased information before making major decisions (e.g., financial, strategic, legal, clinical, etc.).</td>
<td>VE</td>
<td>E</td>
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<td>I</td>
<td>VI</td>
<td>DK</td>
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</table>

**Duty of Loyalty**

<table>
<thead>
<tr>
<th>Question</th>
<th>Answer</th>
</tr>
</thead>
<tbody>
<tr>
<td>3. Uniformly and consistently enforces a conflict-of-interest policy that, at a minimum, complies with the most recent <a href="https://www.irs.gov">IRS definition of conflict of interest</a>.</td>
<td>VE E S I VI DK</td>
</tr>
<tr>
<td>4. Follows a specific definition, with measurable standards, of an “independent director” that, at a minimum, complies with the most recent IRS definition and takes into consideration any applicable state law.</td>
<td>VE E S I VI DK</td>
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</table>

**Duty of Obedience**

<table>
<thead>
<tr>
<th>Question</th>
<th>Answer</th>
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<tbody>
<tr>
<td>5. Considers how major decisions will impact the organization’s mission before approving them and rejects proposals that put the mission at risk.</td>
<td>VE E S I VI DK</td>
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<tr>
<td>6. Establishes a risk profile for the organization and holds management accountable to performance consistent with that risk profile.</td>
<td>VE E S I VI DK</td>
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</table>

**Quality Oversight**

*Note: The term “quality” encompasses safety, outcomes, experience, and value.*

<table>
<thead>
<tr>
<th>Question</th>
<th>Answer</th>
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<tbody>
<tr>
<td>7. Approves long-term and annual quality performance criteria based upon industry-wide and evidence-based best practices for optimal performance.</td>
<td>VE E S I VI DK</td>
</tr>
<tr>
<td>8. Requires all clinical programs and services to meet quality performance criteria.</td>
<td>VE E S I VI DK</td>
</tr>
<tr>
<td>9. Reviews, at least quarterly, quality performance measures for all care settings, including population health and value-based care metrics, and demands corrective action in response to under-performance.</td>
<td>VE E S I VI DK</td>
</tr>
<tr>
<td>10. In consultation with the medical executive committee, participates in the development of criteria for medical staff appointments and clinical privileges, and conducts periodic audits of the credentialing process.</td>
<td>VE E S I VI DK</td>
</tr>
</tbody>
</table>
### How effectively does the board or a committee of the board perform this practice?

<table>
<thead>
<tr>
<th>Financial Oversight</th>
<th>Very Effective</th>
<th>Effective</th>
<th>Satisfactory</th>
<th>Ineffective</th>
<th>Very Ineffective</th>
<th>Don’t Know</th>
</tr>
</thead>
<tbody>
<tr>
<td>11. Is sufficiently informed by management and discusses the multi-year strategic/financial plan and the organization’s capital and operating budget before approving them.</td>
<td><strong>VE</strong></td>
<td><strong>E</strong></td>
<td><strong>S</strong></td>
<td><strong>I</strong></td>
<td><strong>VI</strong></td>
<td><strong>DK</strong></td>
</tr>
<tr>
<td>12. Monitors financial performance against targets established by the board related to liquidity ratios, profitability, activity, and debt; and demands corrective action in response to under-performance on financial metrics.</td>
<td><strong>VE</strong></td>
<td><strong>E</strong></td>
<td><strong>S</strong></td>
<td><strong>I</strong></td>
<td><strong>VI</strong></td>
<td><strong>DK</strong></td>
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</tbody>
</table>

### Strategic Direction

<table>
<thead>
<tr>
<th>Strategic Direction</th>
<th>Very Effective</th>
<th>Effective</th>
<th>Satisfactory</th>
<th>Ineffective</th>
<th>Very Ineffective</th>
<th>Don’t Know</th>
</tr>
</thead>
<tbody>
<tr>
<td>13. Holds management accountable for accomplishing the strategic plan by requiring that major strategic projects or initiatives specify both measurable criteria for success and those responsible for implementation.</td>
<td><strong>VE</strong></td>
<td><strong>E</strong></td>
<td><strong>S</strong></td>
<td><strong>I</strong></td>
<td><strong>VI</strong></td>
<td><strong>DK</strong></td>
</tr>
<tr>
<td>14. Follows board-adopted policies and procedures that define how strategic plans are developed and updated (e.g., who is to be involved, timeframes, and the role of the board, management, physicians, and staff).</td>
<td><strong>VE</strong></td>
<td><strong>E</strong></td>
<td><strong>S</strong></td>
<td><strong>I</strong></td>
<td><strong>VI</strong></td>
<td><strong>DK</strong></td>
</tr>
<tr>
<td>15. Spends more than half of the meeting time during most board meetings in active deliberation, discussion, and debate about strategic priorities of the organization, as opposed to hearing reports.</td>
<td><strong>VE</strong></td>
<td><strong>E</strong></td>
<td><strong>S</strong></td>
<td><strong>I</strong></td>
<td><strong>VI</strong></td>
<td><strong>DK</strong></td>
</tr>
<tr>
<td>16. Evaluates proposed new initiatives on factors such as mission compatibility, financial feasibility, market potential, impact on quality and patient safety, community health needs, and adherence to the strategic plan before approving them.</td>
<td><strong>VE</strong></td>
<td><strong>E</strong></td>
<td><strong>S</strong></td>
<td><strong>I</strong></td>
<td><strong>VI</strong></td>
<td><strong>DK</strong></td>
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<tr>
<td>17. Establishes a strategy for aligning the clinical and economic goals of the hospital(s) and physicians.</td>
<td><strong>VE</strong></td>
<td><strong>E</strong></td>
<td><strong>S</strong></td>
<td><strong>I</strong></td>
<td><strong>VI</strong></td>
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### Board Development

<table>
<thead>
<tr>
<th>Board Development</th>
<th>Very Effective</th>
<th>Effective</th>
<th>Satisfactory</th>
<th>Ineffective</th>
<th>Very Ineffective</th>
<th>Don’t Know</th>
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</thead>
<tbody>
<tr>
<td>18. Participates at least annually in education regarding its responsibilities to fulfill the organization’s mission, vision, and strategic goals.</td>
<td><strong>VE</strong></td>
<td><strong>E</strong></td>
<td><strong>S</strong></td>
<td><strong>I</strong></td>
<td><strong>VI</strong></td>
<td><strong>DK</strong></td>
</tr>
<tr>
<td>19. Follows a formal orientation program for new board members that includes education on their fiduciary duties, core responsibilities, and information on the industry and its regulatory and competitive landscape.</td>
<td><strong>VE</strong></td>
<td><strong>E</strong></td>
<td><strong>S</strong></td>
<td><strong>I</strong></td>
<td><strong>VI</strong></td>
<td><strong>DK</strong></td>
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<tr>
<td>20. Enforces minimum meeting preparation and attendance requirements.</td>
<td><strong>VE</strong></td>
<td><strong>E</strong></td>
<td><strong>S</strong></td>
<td><strong>I</strong></td>
<td><strong>VI</strong></td>
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</table>
## How effectively does the board or a committee of the board perform this practice?

<table>
<thead>
<tr>
<th>Practice</th>
<th>Very Effective (VE)</th>
<th>Effective (E)</th>
<th>Satisfactory (S)</th>
<th>Ineffective (I)</th>
<th>Very Ineffective (VI)</th>
<th>Don’t Know (DK)</th>
</tr>
</thead>
<tbody>
<tr>
<td>21. Selects new director candidates from a pool that reflects a broad range of diversity and competencies (e.g., race, gender, background, skills, and experience).</td>
<td>VE</td>
<td>E</td>
<td>S</td>
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<tr>
<td>22. Sets annual goals for board and committee performance that support the organization’s strategic direction/plan.</td>
<td>VE</td>
<td>E</td>
<td>S</td>
<td>I</td>
<td>VI</td>
<td>DK</td>
</tr>
<tr>
<td>23. Uses the results from a formal self-assessment process to establish board performance improvement goals at least every two years.</td>
<td>VE</td>
<td>E</td>
<td>S</td>
<td>I</td>
<td>VI</td>
<td>DK</td>
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<tr>
<td>24. Applies competency-based governance principles to assess board members and facilitate board development and board leadership succession planning.</td>
<td>VE</td>
<td>E</td>
<td>S</td>
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### Management Oversight

<table>
<thead>
<tr>
<th>Practice</th>
<th>Very Effective (VE)</th>
<th>Effective (E)</th>
<th>Satisfactory (S)</th>
<th>Ineffective (I)</th>
<th>Very Ineffective (VI)</th>
<th>Don’t Know (DK)</th>
</tr>
</thead>
<tbody>
<tr>
<td>25. The board and CEO mutually agree on the CEO’s written performance goals prior to the evaluation (in the first quarter of the year).</td>
<td>VE</td>
<td>E</td>
<td>S</td>
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<td>DK</td>
</tr>
<tr>
<td>26. Requires that the CEO’s compensation package be based, in part, on the CEO’s performance evaluation.</td>
<td>VE</td>
<td>E</td>
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### Community Health & Advocacy

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<tr>
<th>Practice</th>
<th>Very Effective (VE)</th>
<th>Effective (E)</th>
<th>Satisfactory (S)</th>
<th>Ineffective (I)</th>
<th>Very Ineffective (VI)</th>
<th>Don’t Know (DK)</th>
</tr>
</thead>
<tbody>
<tr>
<td>27. Holds management accountable for implementing strategies that meet the needs of the community, as identified through the community health needs assessment.</td>
<td>VE</td>
<td>E</td>
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<td>I</td>
<td>VI</td>
<td>DK</td>
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### Board Culture

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<thead>
<tr>
<th>Practice</th>
<th>Very Effective (VE)</th>
<th>Effective (E)</th>
<th>Satisfactory (S)</th>
<th>Ineffective (I)</th>
<th>Very Ineffective (VI)</th>
<th>Don’t Know (DK)</th>
</tr>
</thead>
<tbody>
<tr>
<td>28. Demonstrates a clear understanding of the difference between the responsibilities of the management team and the board, and avoids getting into operational matters.</td>
<td>VE</td>
<td>E</td>
<td>S</td>
<td>I</td>
<td>VI</td>
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<tr>
<td>29. Has a culture that allows for active participation, candid communication, and rigorous decision making; board members voice opinions/concerns regardless of how sensitive the matter may be.</td>
<td>VE</td>
<td>E</td>
<td>S</td>
<td>I</td>
<td>VI</td>
<td>DK</td>
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<td>30. Engages in constructive dialogue with management.</td>
<td>VE</td>
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<td>S</td>
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### Section II: Overall Board Rating

On a scale of 1–10, with 10 being the highest, please rate the effectiveness of the board (only circle one number):

1  2  3  4  5  6  7  8  9  10
Section III: Open-Ended Questions

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

2. On a scale of 1–10, with 10 being strongly agree, rate how much you agree with the following statement:

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

   
   1  2  3  4  5  6  7  8  9  10

   Comments:

3. On a scale of 1–10, with 10 being strongly agree, rate how much you agree with the following statement:

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

   
   1  2  3  4  5  6  7  8  9  10

   Comments:

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

5. What suggestions do you have for ongoing board education topics?
### System Module:

Note: “Subsidiary” refers to local, community, affiliate boards, etc.

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<thead>
<tr>
<th></th>
<th>Very Effective</th>
<th>Effective</th>
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<th>Very Ineffective</th>
<th>Don’t Know</th>
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<tbody>
<tr>
<td>31. The full board participates in establishing the organization’s strategic direction including creating a longer-range vision and approving the strategic plan.</td>
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<tr>
<td>32.Reviews its subsidiary board and committee performance at least every two years to ensure charter fulfillment, effective coordination between committees and boards, and effective reporting to the system board.</td>
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<td>S</td>
<td>I</td>
<td>VI</td>
<td>DK</td>
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<tr>
<td>33. Communicates adopted strategic goals and clear expectations of the role(s) of the subsidiaries in meeting those goals.</td>
<td>VE</td>
<td>E</td>
<td>S</td>
<td>I</td>
<td>VI</td>
<td>DK</td>
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<tr>
<td>34. Follows a governance authority matrix that clearly delineates board responsibilities and ensures that the subsidiary boards understand their responsibilities within the context of the matrix.</td>
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### Subsidiary Module:

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<th>Ineffective</th>
<th>Very Ineffective</th>
<th>Don’t Know</th>
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</thead>
<tbody>
<tr>
<td>35. Demonstrates a clear understanding of the system’s strategic goals and the role(s) of the subsidiary board in meeting those goals.</td>
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<td>S</td>
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<tr>
<td>36. Follows a governance authority matrix from the system that clearly delineates board responsibilities and understands the subsidiary board’s responsibilities within the context of the matrix.</td>
<td>VE</td>
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Assessment Customization Parameters

The new BoardCompass® allows for customization based on which questions are applicable to the individual board given its role (e.g., system, independent hospital, public hospital, subsidiary/local hospital, advisory board). We have also included some specialized questions for system boards and subsidiary boards. We understand that not all boards will have implemented all of the practices included in this assessment, and thus recommend that your board chair and/or governance support professional go through the assessment, question by question, with your Customer Success Manager to determine which ones are applicable to your board, and which ones should be removed.

- We encourage you to avoid changing the individual wording of a question as much as possible because when that happens, it erodes our ability to compare your board’s results against our national benchmark. Given that we went through a very careful and iterative process to ensure that the wording of each question has been selected for good reason and taken into account survey strength and validity considerations, the primary wording changes we would consider are those that are due to internal nomenclature such as changing the terms “board member” to “trustee,” or “subsidiary” to “affiliate” or “community board,” or changing names of committees to be specific to individual organizations. Changes such as these do not change the content or nature of the question and thus do not affect our ability to include your board’s results in the benchmark.

- Part of the learning process when undertaking an assessment is to take a critical look at the questions you may be removing from the survey and have a discussion with your governance/development committee about whether the board should consider adopting those practices. The key question to ask is, “Why is this question not applicable to our board?” In many or most cases it will be because the board is a public board or a subsidiary/local/advisory board within a system, and thus those practices either don’t apply or are being taken care of at a different level of governance within the organization. For independent hospitals/boards that do not report to a higher fiduciary governing body, removing questions should be the beginning of a very important discussion of this nature.

- You may add up to five custom multiple choice questions and open-ended questions
Governance Institute Assessment Update/Information

Kelly Honke <khonke@nrchealth.com>
Fri 4/9/2021 8:54 AM

To: Dallas S. Hargrave <dhargrave@bartletthospital.org>
Cc: Anita L. Moffitt <amoffitt@bartletthospital.org>; Teresa Costello <tmcostello@nrchealth.com>

2 attachments (404 KB)
BoardCompass Survey_2021.pdf; BSA Customization Parameters.pdf

Good morning Dallas,

I wanted to back track on what we discussed a bit. After speaking with my team, our new assessment tool is much further along than I realized. Since you don’t have historical data that we need to include since this is the first time your board is assessing in a significant amount of time, I think it will set you up for greater success in the future if we just begin on the new tool. We will eventually sunset our legacy assessment, so even that won’t give us year over year comparison beyond this year. For this reason, I’m only adding information on questions and customization parameters for the new assessment tool. I do apologize that I’m changing directions – I think this will make for a much more streamlined approach as we continue in our partnership.

Attached you will find the following regarding the board self-assessment:
• New Assessment Questions SAMPLE
• Customization parameters

One note about the new assessment tool – because our members are only beginning to take this assessment, we do not currently have a national benchmark. Once we have at least 30 organizations complete the assessment, we will be able to establish that benchmark. However, we can re-run the report when the benchmark is available so you can see the comparisons. I think we will have a benchmark by Fall or end of Q4.

Thank you for your patience as we work through this transition of tools – I know the new assessment will give us some excellent insight to help you and your team create effective and efficient change with your board. Let me know what questions you have.

Happy Friday!

Kelly Honke
Customer Success Manager
The Governance Institute
A Service of NRC Health
402-475-2525
nrchealth.com
twitter | blog | linkedin
External Email: Be cautious with URLs and Attachments.
<table>
<thead>
<tr>
<th>PRIORITY</th>
<th>GOAL</th>
<th>FORMAL MOTION</th>
<th>Can you interrupt speaker?</th>
<th>Is it debatable?</th>
<th>Can it be amended?</th>
<th>Vote required</th>
<th>Can it be reconsidered?</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Extend meeting (past 11pm)</td>
<td>&quot;I move to extend meeting until ___&quot;</td>
<td>Yes</td>
<td>No</td>
<td>No</td>
<td>5</td>
<td>No</td>
</tr>
<tr>
<td>2</td>
<td>Give notice of potential reconsideration at a future meeting</td>
<td>&quot;I give notice of reconsideration&quot;</td>
<td>Yes</td>
<td>No</td>
<td>No</td>
<td>0</td>
<td>No*</td>
</tr>
<tr>
<td>3</td>
<td>End meeting</td>
<td>&quot;I move to adjourn&quot;</td>
<td>No</td>
<td>No</td>
<td>No</td>
<td>5</td>
<td>No</td>
</tr>
<tr>
<td>4</td>
<td>Take a 10 minute break</td>
<td>&quot;I move to recess for 10 minutes&quot;</td>
<td>No</td>
<td>No</td>
<td>Yes</td>
<td>5</td>
<td>No</td>
</tr>
<tr>
<td>5</td>
<td>Get an immediate issue fixed (sound, light, heat, etc)</td>
<td>&quot;I rise to a question of privilege&quot;</td>
<td>Yes</td>
<td>No</td>
<td>No</td>
<td>0</td>
<td>No</td>
</tr>
<tr>
<td>6</td>
<td>Indefinitely postpone discussion</td>
<td>&quot;I move to lay the motion on the table&quot;</td>
<td>No</td>
<td>No</td>
<td>No</td>
<td>5</td>
<td>No</td>
</tr>
<tr>
<td>7</td>
<td>End Debate and Amendments</td>
<td>&quot;I move the previous question&quot;</td>
<td>No</td>
<td>No</td>
<td>No</td>
<td>6</td>
<td>Yes</td>
</tr>
<tr>
<td>8</td>
<td>Postpone discussion for a time certain</td>
<td>&quot;I move to postpone further discussion until...&quot;</td>
<td>No</td>
<td>Yes</td>
<td>Yes</td>
<td>5</td>
<td>Yes</td>
</tr>
<tr>
<td>9</td>
<td>Send item to a committee</td>
<td>&quot;I move to refer [the matter] to the ___ committee.&quot;</td>
<td>No</td>
<td>Yes</td>
<td>Yes</td>
<td>5</td>
<td>Yes</td>
</tr>
<tr>
<td>10</td>
<td>Amend a motion</td>
<td>&quot;I move to amend the motion by...&quot;</td>
<td>No</td>
<td>Yes</td>
<td>Yes</td>
<td>5</td>
<td>Yes</td>
</tr>
<tr>
<td>11</td>
<td>Adopt item or just get a motion on the floor</td>
<td>&quot;I move the Assembly adopt...&quot;</td>
<td>No</td>
<td>Yes</td>
<td>Yes</td>
<td>5</td>
<td>Yes</td>
</tr>
<tr>
<td>N/A</td>
<td>Protest breach of Assembly Rule/Robert's</td>
<td>&quot;I rise to a point of order&quot; or &quot;Point of order&quot;</td>
<td>Yes</td>
<td>No</td>
<td>No</td>
<td>0</td>
<td>No</td>
</tr>
<tr>
<td>N/A</td>
<td>Challenge the Mayor's/Chair's ruling</td>
<td>&quot;I appeal from the chair's decision&quot;</td>
<td>Yes</td>
<td>Yes</td>
<td>No</td>
<td>5</td>
<td>Yes</td>
</tr>
<tr>
<td>N/A</td>
<td>Get out of a Robert's quagmire</td>
<td>&quot;I move to suspend the rules [for the purpose of...]&quot;)&quot;</td>
<td>No</td>
<td>No</td>
<td>No</td>
<td>6</td>
<td>No</td>
</tr>
<tr>
<td>N/A</td>
<td>Immediately erase the prior vote</td>
<td>&quot;I move for immediate reconsideration&quot;</td>
<td>Yes</td>
<td>Yes</td>
<td>No</td>
<td>6</td>
<td>No</td>
</tr>
<tr>
<td>N/A</td>
<td>Reconsideration after notice and at subsequent meeting</td>
<td>&quot;I move for reconsideration of [the matter]&quot;</td>
<td>No</td>
<td>Yes</td>
<td>No</td>
<td>5</td>
<td>No</td>
</tr>
</tbody>
</table>
40.05.030 - Adoption of bylaws.

The hospital board of directors shall recommend bylaws for the administration and government of the hospital which bylaws shall become effective upon approval of the City and Borough assembly by resolution. The assembly may accept the bylaws recommended by the hospital board of directors, may reject such bylaws or may modify them.

(GJB § 40.05.030)
RESOLUTION OF THE CITY AND BOROUGH OF JUNEAU, ALASKA

Serial No. 2939

A Resolution Amending the Assembly Rules of Procedure.

WHEREAS, it is necessary for the orderly conduct of business that rules of procedure be adopted for the Assembly; and

WHEREAS, since adoption of the current Assembly Rules of Procedure, Resolution 2862, the Assembly has temporarily adopted rules due to COVID-19, which would remain in effect after adoption of this resolution consistent with Resolution 2922.

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

Section 1. Rules of Procedure. The Assembly Rules of Procedure in Resolution 2862 are amended as follows:

RULE 1. AGENDA.
A. Order of Business. At all regular meetings the order of business shall be:
   I. Flag Salute
   II. Roll Call
   III. Approval of Minutes
   IV. Manager’s Requests for Agenda Changes
   V. Public Participation on Non-agenda Items (Not to Exceed a Total of 20 Minutes, Nor More than Five Minutes for Any Individual)
   VI. Consent Agenda
      A. Public Requests for Consent Agenda Changes, Other than Ordinances for Introduction
      B. Assembly Requests for Consent Agenda Changes
      C. Assembly Action
   VII. Ordinances for Public Hearing
      A. Administrative or Committee Reports
B. Public Hearing
C. Assembly Action

VIII. Unfinished Business
A. Administrative or Committee Reports
B. Public Hearing
C. Assembly Action

IX. New Business
A. Administrative or Committee Reports
B. Public Hearing
C. Assembly Action

X. Staff Reports
XI. Assembly Reports
A. Mayor's Report
B. Committee Reports
C. Liaison Reports
D. Presiding Officer Reports

XII. Assembly Comments and Questions

XIII. Continuation of Public Participation on Non-agenda Items

XIV. Executive Session
XV. Adjournment

B. Agenda Preparation. The agenda shall be prepared by the Manager subject to review and revision by the Mayor. The Mayor or the Manager shall brief the Assembly as to any revisions. Other matters may be considered under administrative reports, unfinished business, or new business as applicable.

C. Consent Agenda. The Manager shall include under the consent agenda:
1. Ordinances for introduction;
2. Resolutions;
3. Bid awards requiring Assembly concurrence; and
4. Other items requiring Assembly action which do not involve substantial public policy questions.

The Manager shall include with the agenda such supplemental material or reports as may be necessary to explain each item on the consent agenda and shall include a specific recommendation for Assembly action on each item. Material, reports, and recommendations submitted in writing to each member present and which are
available for public inspection prior to the Assembly meeting need not be read aloud, but the minutes shall reflect the Manager's recommendation on each consent agenda item adopted. Upon adoption of a motion to adopt the consent agenda, all consent agenda items subject to the motion are adopted as recommended by the Manager. The motion to adopt may not be amended; provided, upon the request of any member, an item on the consent agenda shall be removed from the consent agenda and placed under the appropriate regular agenda item for Assembly action. A notice or motion for reconsideration or a motion to rescind a consent agenda motion shall contain reference to the specific consent agenda item which is the subject of the notice or motion and only that item shall be affected by the notice or motion.

**RULE 2. MEETINGS.**

A. Date and Time of Regular Meetings. The Assembly shall regularly meet at 7:00 p.m. every third Monday according to a schedule approved by the Assembly and published by the Clerk's office. The Assembly may by motion or otherwise change the date of a meeting as may be necessary or convenient.

B. Place of Regular Meetings. Regular Assembly meetings shall be held in the Assembly Chambers at the Municipal Building at 155 South Seward Street, Juneau, Alaska, unless the Assembly, at a preceding regular or special meeting has, by motion or otherwise, designated a different place for a particular meeting.

C. Special Meetings. Special meetings may be called and held as provided by the Charter.

D. Time of Adjournment. Meetings will adjourn at 11:00 p.m. unless extended by a vote of at least six members.

**RULE 3. ASSEMBLYMEMBER ATTENDANCE POLICY FOR REGULAR MEETINGS.**

A. Excused Absences. Any absence of an Assemblymember from a regular meeting of the Assembly shall be deemed to be unexcused unless the Assemblymember is absent from the meeting as a result of attending to official business on behalf of the City and Borough of Juneau, for extenuating medical reasons, or for other significant cause, in which case the absence shall be deemed to be excused.

B. Attendance Report. Upon request of the Human Resources Committee, the Manager shall direct the Clerk to provide to the Assembly quarterly reports on attendance at regular Assembly meetings.

**RULE 4. LEGISLATION.**

A. Drafting. The Attorney shall draft ordinances and resolutions

1. For presentation to the Assembly only
   (a) by vote or consensus of the Assembly,
(b) by vote of a standing or ad hoc Assembly committee,
(c) by request of the Mayor, the Manager, or any member, or
(d) on the Attorney's own initiative to correct errors not otherwise correctable in any section or to make amendments to Title 01.45 the Conflict of Interest Code, Title 01.50 the Appellate Code, Title 01.60 the Regulation Procedures Code, Title 03.30 the Code Enforcement Code, Title 42 the Penal Code, or any section imposing duties on the Attorney.

2. For presentation to a standing or ad hoc Assembly committee only by vote of the committee, request of its chair, or by direction of the Assembly.

B. Procedure. Upon presentation of an ordinance, any member may move that it be introduced and set for public hearing, referred to committee, deferred, or rejected as provided in Charter section 5.3. If the motion is for referral to committee, the Mayor shall refer the ordinance to the appropriate committee. The Mayor's referral may be changed by a majority vote of the members of the Assembly. If the motion is for introduction, the motion shall set a date for the public hearing. All such motions may be amended.

RULE 5. COMMITTEES.

A. Standing Committees. The Assembly shall have the following standing committees:

1. Committee of the Whole
2. Finance Committee
3. Human Resources Committee
4. Lands, Housing, and Economic Development Committee
5. Public Works and Facilities Committee

Any member of the Assembly may sit with any committee at all times; such member shall have the right to participate in committee discussion except that members of the committee shall have priority in obtaining the floor and only committee members may vote. Reasonable opportunity for the public to be heard shall be allowed at committee meetings other than those designated as work sessions.

B. Special Committees. The Assembly shall have such special committees as may be considered necessary. Special committees automatically terminate upon completion of the committee's assignment.

C. Selection, Process and Duties of Committees of the Assembly.

1. Standing Committees.

(a) With the exception of the Committee of the Whole, the Finance Committee, and the Human Resources Committee in proceedings
pursuant to Rule 5(C)(2)(f), there shall be not more than four Assemblymembers appointed to each standing committee of the Assembly. Each Assemblymember will be appointed to at least one, but not more than three, standing committees, in addition to the Finance Committee and the Committee of the Whole.

(b) Nominations for standing committee appointments and for the position of chair of each such committee shall be made by the Mayor, and shall be subject to ratification by the Assembly. In making nominations for committee appointments, the Mayor shall strive to ensure, to the extent reasonably possible, that there is a balance and diversity of opinion, viewpoints, and perspective among the Assemblymembers nominated for committee membership, and that there is at least one Assemblymember nominated for appointment to each committee who has expertise in the areas assigned to the committee.

(c) Each year following the regular municipal election, all Assemblymembers will be given an opportunity to indicate in writing which of the standing committees they request to serve on. At least two of the nominations for appointment for each standing committee shall be made from those Assemblymembers, if any, who have requested to serve on the committee for which the appointments are to be made. The nomination for membership and chair positions shall be made by the Mayor and ratified by the Assembly within seven days of the first meeting after the certification of the regular municipal election each year. All committee members shall be appointed to serve for a term expiring upon ratification by the Assembly of the committee appointments following the next regular municipal election. All committee members serve at the pleasure of the Assembly.

(d) A standing committee may at the call of its chair or the vote of its membership take up any matter within the scope of its charge established by these rules and not pending as legislation authorized by the Assembly. Matters not within the scope of any standing committee, or within the scope of more than one standing committee shall be assigned by the Mayor.

(e) Each committee shall refer information to and coordinate activities with other appropriate committees. Issues referred to another committee and any directions to the Manager must have the concurrence of a majority of the committee members.

2. Human Resources Committee. The Human Resources Committee may take up issues relating to the health and well-being of Juneau citizens and their participation in local government. The duties of the Human Resources Committee shall include:

- 5 -  
Res. 2939
(a) Nominating citizens to all CBJ boards and commissions. Appointment to such bodies shall be made by the full Assembly;

(b) Making recommendations to the full Assembly regarding the issuance, renewal or transfer of liquor licenses, restaurant designation permits, and marijuana licenses;

(c) Reviewing and proposing amendments to these Rules;

(d) Reserved.

(e) Overseeing Juneau's relations with its sister cities;

(f) Membership for Certain Appointments. The Human Resources Committee shall meet as needed to recommend appointments to the Planning Commission, the Hospital Board, the Ski Area Board, the Docks and Harbors Board, and the Airport Board. The Mayor and all Assemblymembers shall serve as members of the Committee and the Human Resources chair shall serve as chair at these meetings.

3. Finance Committee. The Finance Committee may take up issues relevant to the fiscal status of the CBJ. The Mayor and all Assemblymembers shall serve as members of the Finance Committee. The duties of the Finance Committee shall include:

(a) Review of the Manager's proposed budget and recommendations to the Assembly for a final budget;

(b) Review of the fiscal policies of the CBJ as deemed necessary by the committee.

4. Committee of the Whole. The Committee of the Whole may take up those issues within the jurisdiction of multiple committees and those warranting detailed review prior to consideration by the Assembly. The Mayor and all Assemblymembers shall serve as members of the Committee of the Whole. Generally, the rules of the Assembly shall be followed in the Committee of the Whole, provided that, at the discretion of the chair, the rules may be relaxed and the rules relating to participation by the presiding officer and the number of times a member may speak shall not be in effect unless otherwise ordered by a majority of the committee. In preparing the committee agenda the chair shall consult with the Mayor.

5. Lands, Housing, and Economic Development Committee. The Lands, Housing, and Economic Development Committee may take up issues relevant to the lands, housing, economic development, water or air within the City and Borough. The duties of the Lands, Housing, and Economic Development Committee shall include recommendations to the Assembly regarding:
(a) The preparation and revision of a land management plan and the acquisition and disposal of CBJ lands;

(b) The administration of the lands fund and the mineral holdings of the CBJ;

(c) Implementation of the Long Range Waterfront Development Plan, and issues relating to use and development of the CBJ waterfront;

(d) Promotion of improved housing availability in the City and Borough; and

(e) Promotion of a vibrant and diverse local economy.

6. Public Works and Facilities Committee. The PWFC may take up issues relevant to the infrastructure of CBJ, including transportation and utilities. The duties of the PWFC shall include:

(a) Making recommendations to the Assembly regarding the capital improvement program required by Charter section 9.2 and other capital improvement plans and lists;

(b) Advising each newly elected Assembly of unfinished capital projects to be continued;

(c) Making recommendations to the Assembly regarding the preparation and revision of an areawide transportation plan;

(d) Making recommendations related to energy efficiency, renewable resources, waste reduction and recycling, global warming and green building.

7. Special Committees. Nominations for special committee appointments and the chair position of each special committee shall be made by the Mayor, and shall be subject to ratification by the Assembly. In making nominations for special committee appointments, the Mayor shall strive to ensure, to the extent reasonably possible, that there is a balance of opinion, viewpoints, and perspective among the Assemblymembers nominated for committee membership, and that there is at least one Assemblymember nominated for appointment to each such committee who has expertise in the areas assigned to the committee. All members shall serve at the pleasure of the Assembly.

D. Reserved.

E. Quorum of Committees. For the Committee of the Whole and the Finance Committee, a majority of the membership shall constitute a quorum. For committees with seven or eight members, four of the membership shall constitute a quorum, for committees with five or six members, three of the membership shall constitute a quorum. For committees with four or fewer members, two of the membership shall constitute a quorum for the transaction of business.
F. Voting. The minimum vote required to take official action shall be the same as that constituting a quorum; provided, however, that in the case of a tie vote, the action fails.

RULE 6. ASSEMBLY LIAISONS TO BOARDS AND COMMISSIONS.

A. Appointment of Liaisons. The Mayor shall nominate one member of the Assembly to serve as the liaison to each of the following City and Borough boards and commissions:

- Planning Commission
- Hospital Board
- Docks and Harbors Board
- Airport Board
- School Board
- Ski Area Board
- Aquatics Board

The nominations shall be subject to ratification by the Assembly. Liaisons to other entities may be appointed from time to time.

B. Role of Liaison. Assembly liaisons serve as a link between the Assembly and the board or commission to establish and maintain communication between the bodies on issues, projects, and other matters of mutual concern and interest. Assembly liaisons are not required to regularly attend board or commission meetings; but if they do, they shall not have the power to vote on the board or commission, and are not to be counted in determining whether a quorum of the board or commission is present.

C. Other Meetings. The Assembly encourages its members to attend meetings of other boards, commissions, and citizen groups and inform the Assembly on the activities of those bodies and the issues before them, as appropriate.

RULE 7. DEBATE.

A. Speaking on the Question. A member or the Manager may speak more than once to the same question at the same stage of proceedings provided that priority of access to the floor shall be given to members who have not spoken on the question. Members shall endeavor to provide the body with relevant facts and arguments and shall strive to avoid redundancy.

B. Asking Questions. After obtaining recognition from the chair, a member may ask direct questions of another member of the Assembly or to a person appearing before the Assembly. The questions may not be argumentative.
C. Decorum. Members shall not question the motives, competency or integrity of any person except as necessary to decide an appeal, personnel evaluation, contract award, or other matter in which such issues are clearly relevant. The chair shall admonish any member violating this rule and if violations are severe or repeated, may without a vote declare a recess not to exceed ten minutes.

RULE 8. RULES OF PUBLIC PARTICIPATION.

When permitted by Rule 14, public participation during hearings on ordinances and matters other than appeals will be conducted according to the following rules, which will be posted in the Assembly Chambers:

A. The hearing will be conducted by the Mayor as chair.

B. The Mayor will open the hearing by summarizing its purposes and reemphasizing the rules of procedure.

C. The Mayor may set a time limit for public testimony, for individual speakers, or both if it appears necessary to gain maximum participation and conserve time, and may for the same reason disallow all questions from the Assembly to members of the public. The time limit may be extended by a majority of the Assembly. The time limit for individual speakers shall be uniform for all speakers, and shall be strictly enforced. Speakers shall not have the right to transfer their unused time to other speakers, but the Mayor may grant additional time to a person speaking on behalf of a group present in the chambers.

D. Citizens will be encouraged to submit written presentations and exhibits. Material submitted to the Manager’s office more than three business days before a meeting and comprising ten pages or less will be eligible for copying for that meeting. Material submitted less than three days before a meeting will be distributed by the Clerk at the meeting provided that the submission includes at least 15 copies.

E. The Mayor will set forth the item or subject to be discussed and will rule non germane comments out of order.

F. All speakers, public, and members of the Assembly will be recognized by the chair by surname.

G. Members of the public will precede their remarks by stating their names and, unless otherwise allowed by the Mayor, their place of residence.

H. Members of the Assembly will not direct questions to each other or to the chair during public participation except as to the conduct of the hearing.

I. Members of the Assembly may direct questions to members of the public only to obtain clarification of material presented. The questions may not be argumentative, nor may they have the purpose or effect of unreasonably extending any time limit applicable to public speakers.
J. The public may direct questions to the Assembly or the administration. The questions may not be argumentative.

K. The public may direct questions to the chair only as it pertains to the conduct of the hearing.

L. The Manager may participate in the same manner as the members of the Assembly.

M. There shall be an opportunity for public participation on non-agenda items at each regular meeting of the Assembly. Such public participation shall be limited to no more than 20 minutes, with each speaker limited to a length of time set by the Mayor not to exceed five minutes. Assemblymembers may ask questions of the speaker, but shall not deliberate at that time on matters raised, or answer questions directed to the members.

**RULE 9. MOTIONS.**

A. Seconds. Seconds to motions are not required.

B. Renewal of Defeated Motions. Defeated motions may be renewed only under suspension of the rules.

C. Priority of Privileged Motions. Privileged motions shall have the following priority:
   1. Fix time to adjourn
   2. Give notice of reconsideration
   3. Adjourn
   4. Recess
   5. Question of privilege of the body
   6. Question of personal privilege

**RULE 10. CLERICAL ERRORS.**

Clerical errors that do not affect the substance of an ordinance or resolution, such as errors in numbering or errors in spelling, may be corrected by the Attorney upon discovery of the error.

**RULE 11. VOTE REQUIRED.**

The affirmative vote of five members of the Assembly shall be sufficient to take any action except as otherwise provided by Charter or ordinance and except in the following instances, which require the affirmative vote of at least six members:

A. Limiting, extending, or closing debates
B. Suspension of the rules
C. Setting of or postponement of special orders
D. Objection to consideration of question
E. Motion for immediate vote (previous question)
F. Rescind
G. To take up a motion for reconsideration at the meeting at which the action to be reconsidered was taken

RULE 12. PARLIAMENTARIAN.
The Attorney shall act as the parliamentarian.

RULE 13. SESSIONS.
Each regular or special meeting of the Assembly constitutes a session for purposes of the rules.

RULE 14. PUBLIC PARTICIPATION CONFINED TO THAT AGENDA ITEM.
No person except a member or the Manager may participate in Assembly proceedings except as provided in the agenda item for public participation and except that the Attorney or Clerk may comment on professional or procedural aspects. Public participation shall be permitted on a motion to recess into executive session prior to the vote on such a motion. Public participation shall be permitted on all items on the agenda, except for meetings advertised as work sessions only, but shall not be permitted on items before the body for information or scheduling purposes except to the extent such public participation concerns scheduling only.

RULE 15. RECONSIDERATION.
A. What May Be Reconsidered. Main motions, amendments to main motions, privileged motions involving substantive questions, and appeals are subject to reconsideration. Procedural motions may not be reconsidered.
B. Who May Reconsider. Any member, whether or not that member voted on the prevailing side, may give notice of or move for reconsideration.
C. Effect of Notice. The effect of giving notice of reconsideration is to suspend all action on the subject of the notice until a motion for reconsideration is made and acted upon or until the time within which the motion for reconsideration may be made and acted upon has expired.
D. Time in Which Notice Must Be Taken Up. A notice of reconsideration expires unless a motion for reconsideration is made and acted upon prior to
adjournment of the next regular meeting succeeding the meeting at which the action to be reconsidered occurred.

E. Successive Reconsideration. There may be only one reconsideration even though the action of the Assembly after reconsideration is opposite from the action of the Assembly before reconsideration.

F. Precedence. A motion for reconsideration has precedence over every main motion and may be taken up at any time during the meeting when there is no other motion on the floor.

G. Effect. A motion for reconsideration completely cancels the previous vote on the question to be reconsidered as though the previous vote had never been taken.

**RULE 16. TELEPHONIC PARTICIPATION.**

A. A member may participate via telephone in an Assembly meeting, or an Assembly Committee meeting, if the member declares that circumstances prevent physical attendance at the meeting. If the Mayor chooses to participate via telephone, the Deputy Mayor shall preside.

B. No more than the first three members to contact the Clerk regarding telephonic participation in a particular meeting may participate via telephone at any one meeting.

C. The member shall notify the Clerk and the presiding officer, if reasonably practicable, at least four hours in advance of a meeting which the member proposes to attend by telephone and shall provide the physical address of the location, the telephone number, and any available facsimile, email, or other document transmission service.

D. At the meeting, the Clerk shall establish the telephone connection when the call to order is imminent.

E. A member participating by telephone shall be counted as present for purposes of quorum, discussion, and voting.

F. The member participating by telephone shall make every effort to participate in the entire meeting. From time to time during the meeting the presiding officer shall confirm the connection.

G. The member participating by telephone may ask to be recognized by the presiding officer to the same extent as any other member.

H. To the extent reasonably practicable, the Clerk shall provide backup materials to members participating by telephone.

I. If the telephone connection cannot be made or is made then lost, the meeting shall commence or continue as scheduled and the Clerk shall attempt to establish or restore the connection, provided that if the member participating by telephone is necessary to achieve a quorum, the meeting shall be at ease, recess, or
adjourn as necessary until the telephone connection is established or restored.

J. Meeting times shall be expressed in Alaska time regardless of the time at the location of any member participating by telephone.

K. Participation by telephone shall be allowed for regular, special, and committee meetings of the Assembly.

L. Remarks by members participating by telephone shall be transmitted so as to be audible by all members and the public in attendance at the meeting, provided that in executive session the remarks shall be audible only to those included in the executive session.

M. Any member of the public present with the member participating by telephone shall be allowed to speak to the same extent he would if physically present at the meeting.

N. As used in these rules, “telephone” means any system for synchronous two-way voice communication. “Mayor” includes the Acting Mayor or any other member serving as chair of the meeting.

RULE 17. ADOPTION OF ROBERT’S RULES OF ORDER.

The conduct of the meetings of Assembly shall be governed by the Mayor according to Robert’s Rules of Order, 11th Edition, except as otherwise provided by Charter, law, or these rules.

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

Adopted this 11th day of February, 2021.

Beth A. Weldon, Mayor

Attest:

for: Elizabeth J. McEwen, Municipal Clerk
C. **Diversity.** Committee appointments shall reflect a membership appropriate for accomplishing the goals of the committee, and should include cultural, social, political, technical and economic viewpoints sufficient to ensure wide-ranging and active debate.

B. **Non-discrimination.** Unless otherwise required by federal or state programs, nominations to boards, commissions, or committees shall be made with due regard to talent, interest or requirements of code or ordinance, and without regard to race, creed, color, age, religion, national origin, sex, marital status, political ideology, sexual orientation, or sensory, mental or physical handicap.

A. **Residence.** Members of Boards, Commissions or Committees shall be residents of the City and Borough of Juneau with special consideration to be made in certain instances to provide for necessary expertise as the need arises.

**Rule 1. Membership.**

**A. Residence.** Members of Boards, Commissions or Committees shall be residents of the City and Borough of Juneau with special consideration to be made in certain instances to provide for necessary expertise as the need arises.

**B. Non-discrimination.** Unless otherwise required by federal or state programs, nominations to boards, commissions, or committees shall be made with due regard to talent, interest or requirements of code or ordinance, and without regard to race, creed, color, age, religion, national origin, sex, marital status, political ideology, sexual orientation, or sensory, mental or physical handicap.

**C. Diversity.** Committee appointments shall reflect a membership appropriate for accomplishing the goals of the committee, and should include cultural, social, political, technical and economic viewpoints sufficient to ensure wide-ranging and active debate.
D. Board Vacancies. Candidates for nomination to vacancies on advisory boards shall be solicited from residents through appropriate public announcement of vacancies. Vacancies shall be announced for a period of at least ten days between the public announcement of a vacancy and the date on which nominations take place, unless the Assembly has determined that a lesser time is appropriate under the circumstances of a particular appointment. During such periods, residents may convey recommendations of candidates for nomination to vacancies to members of the Assembly or the Clerk's office.

1. Definitions:

a. "Advisory Board" is a general term and includes those bodies entitled "board," "committee," "commission," "council," or the like, and comprise a governmental body of the City and Borough of Juneau having authority only to advise the Assembly rather than to establish policies or make decisions for the Assembly.

b. "Vacancies" include vacancies in positions which have never been filled; vacancies caused by the vacation of a position by an incumbent for any reason prior to expiration of term of office; and vacancies which will occur at the expiration of an incumbent's term whether or not the incumbent has signified a desire to succeed himself or herself.

c. A vacancy on a City and Borough advisory board shall exist under the following conditions:

(i) If a person appointed to membership fails to qualify and take office within 30 days of appointment;

(ii) If a member departs from the City and Borough with the intent to remain away for a period of 90 or more days;

(iii) If a member submits his or her resignation to the Assembly;

(iv) If a member is physically unable to attend board meetings for a period of more than 90 days; or

(v) If a member misses more than 40 percent of the board meetings in a 12-month period.

The chair of the advisory board shall notify the Clerk's office of any vacancy on the board. Upon notification, the Clerk shall follow the procedures for filling vacancies as outlined in this section.

A. Applications. All new applications are kept on file with the Municipal Clerk's office for one year. In the event a vacancy occurs in the interim, the applicants will be contacted by the Clerk's office to determine if the applicant would like his or her application submitted for the vacant seat. Applications, except those of appointed board members, are purged after the one-year period has expired and applicants will need to reapply for future vacancies.

B. Reappointment Of Committee Members. Incumbent committee members may seek reappointment at the end of their term of office. Incumbent members will need to submit new applications to be considered in the same manner as all other applications. Factors considered in re-appointing incumbents are the enthusiasm of the individual, need for continuity, and the attendance record of the individual. Appointments and reappointments are based on merit, and incumbent members are not automatically reappointed.

C. Terms. Members of advisory boards shall be appointed for a term of three years unless otherwise specified in their governing legislation. The Assembly shall endeavor to make appointments during the month in which the terms expire, provided that a board member shall continue to serve until a successor is appointed and takes office. Appointments to fill vacancies shall be for the unexpired term. In the event a seat has 6 months or less remaining to the unexpired term, the Assembly, at its discretion, may choose to appoint the member to the remainder of the current term as well as to the full term immediately following the expiration date of the unexpired term. The members of the boards who are serving at the time of adoption of this resolution shall continue to serve the duration of their terms of office.

Rule 3. Officers. Officers of each board shall consist of a Chairperson, Secretary, Treasurer, and any other officers as the board may from time to time deem necessary. Officers shall be elected at the first regular meeting after which the regular annual appointments of board members are made by the Assembly. Each officer shall serve for a one-year term or until such time as offices become vacant. The advisory board shall elect one of its members as a Secretary to record, keep, and file with the Clerk minutes of all committee meetings.

Rule 4. Staff Liaisons. The Manager may appoint a staff member or members as appropriate or as requested by the Assembly to serve as a liaison to an advisory board. The Manager, at the time of appointment, will provide the staff liaison with a memo outlining the duties of the assignment. The role of the staff liaison is to serve as a link between the board and the City's departmental staff and the Assembly. Boards shall not direct the work of staff liaisons in their advisory role to the Assembly. Liaisons shall not have the power to vote on the board or commission, and are not to be counted in determining whether a quorum of the board or commission is present.
Rule 5. Ad-Hoc Committees/Task Forces. Ad-Hoc Committees shall be appointed by the Mayor to develop recommendations on a single issue. The appointment of members shall be accompanied by a memorandum outlining the committee's charge, defining the deliverables, and giving the sunset date of no more than two years from the date of appointment.

Rule 6. Reports. Advisory Boards shall report to the Assembly at least annually. Reports to the Assembly shall be approved by a majority vote of the board. Minority reports may accompany the report approved by the Majority. Each board shall submit to the Assembly a brief annual report setting forth the activities and accomplishments of the committee and the attendance record of each committee member during the preceding twelve months. The Assembly will strive to review each board's annual report at the same time it takes up the annual appointments of members. A representative of the board should be present at any Assembly or Assembly committee meeting at which the report is to be considered.

Rule 7. Evaluation. The Assembly may periodically evaluate each advisory board. Such evaluation shall consider the board's mandate, its goals and objectives, its success at reaching its goals and objectives, its activities, the extent to which it has attracted citizen participation, and suggestions for methods of improving the disposition of board business. A report of the evaluation shall be made and returned to the advisory board and shall include recommendations for future functions of the board.

Rule 8. Removal. Unless otherwise specifically provided, members of boards, committees and commissions which are created by non-code ordinances, resolutions or motion and are appointed by the assembly serve at the pleasure of the assembly and may be removed at any time by an affirmative vote of six members of the assembly.

Rule 9. Procedure. Advisory committee procedure shall be governed by Robert's Rules of Order except where superseded by the Assembly Rules of Procedure, as such may be amended from time to time.

SECTION 2. REPEAL OF RESOLUTION. Resolution 2662 is hereby repealed.
SECTION 3. EFFECTIVE DATE. This resolution shall be effective immediately upon adoption.

Adopted this 9th day of June, 2014.

Merrill Sanford
Mayor

Attest:

Laurie J. Sica, Municipal Clerk
49.10.130 - Meetings.

(a) Regular meetings shall be held on the second and fourth Tuesday of each month.

(b) Special meetings may be called by the chair or any three members of the commission. Public notice of special meetings shall be made 24 hours in advance and shall be supplied to the local news media and posted on the municipal bulletin board. Commission members will be notified by the department.

(c) Public notice for all permits and other land use ordinance actions shall be according to the requirements established for such actions.

(d) Meetings shall be conducted under Robert's Rules of Order, as modified by the commission.

(e) The commission may, by motion, establish its own rules of procedure and committees, meeting times, dates and places, media for public notice, development application forms, referral and review agencies and procedures, and any other matter reasonably necessary or desirable for the full and complete conduct of its duties pursuant to this title and any other provision of law.

(Serial No. 87-49, § 2, 1987; Serial No. 2015-03(c)(am), § 2, 8-31-2015.)