

Bartlett Regional Hospital

3260 Hospital Drive, Juneau, Alaska 99801 907.796.8900 www.bartletthospital.org

Minutes COMMITTEE OF THE WHOLE MEETING September 10, 2021 – 10:30 a.m. Zoom Videoconference

Called to order at 10:35 a.m., by Kenny Solomon-Gross, Board President

Board Members Present: Kenny Solomon-Gross; Board President, Rosemary Hagevig; Vice-President, Mark Johnson; Secretary, Hal Geiger, Brenda Knapp, Iola Young and Deb Johnston

Also Present: Rose Lawhorne; CEO, Dallas Hargrave; HR Director, Anita Moffitt; Executive Assistant, Michelle Hale; CBJ Liaison and Teresa Costello, NRC - Governance Institute Representative

APPROVAL OF THE AGENDA - MOTION by Ms. Hagevig to approve the agenda as written. Mr. Johnson seconded. Agenda approved.

PUBLIC PARTICIPATION – None

APPROVAL OF THE MINUTES - MOTION by Mr. Geiger to approve the minutes as written. Mr. Johnson seconded. There being no objections, May 7, 2021 Committee of the Whole minutes approved.

OCTOBER LEADERSHIP CONFERENCE – Ms. Lawhorne stated that due to the high level of COVID cases throughout the country and the restrictions being placed on our community, she has made a personal decision to participate in the October Governance Institute’s Leadership Conference virtually instead of in person. She will attend the Southeast Conference in Haines next week as that will be a smaller number of attendees and there is no virtual option available. Board members can choose to do what they feel comfortable doing. She confirmed the mitigation measures Ms. Knapp noted are in place for the Leadership Conference are appropriate and then identified factors in her decision to not attend in person. Ms. Costello reported the Governance Institute partners are very excited to host an in person event. There are no changes planned that she’s aware of due to COVID but that activity is being closely monitored. Board members expressed their comfort level of attending and the benefits of networking at an in person meeting. The overall sense is that they are comfortable attending in person and would not attend a virtual session.

BOARD SELF-EVALUATION REPORT REVIEW – Ms. Costello reported the goal of the board self-assessment is to evaluate the strengths and opportunities for development of the Board. The items on the survey are structured to measure the effectiveness on performance of specific items. Specific requirements for individuals to satisfy during their tenure as board members, some statutory and some best practice, are:

FIDUCIARY DUTIES: Duty of care, Duty of Obedience and Duty of Loyalty.

- Duty of Care requires board members to have knowledge of all recently available information before taking any action or making decisions, acting in good faith and in the best interest of the organization.
- Duty of Loyalty requires board members to carry out duties to benefit only the organization and not individual interests. Any conflict of interest will be disclosed.

- Duty of Obedience requires board members to ensure organizations' decisions and activities do adhere to the corporate purpose and mission.

RESPONSIBILITIES: Quality oversight, Financial Oversight, Strategic Direction, Board Assessment & Development, Management Performance and Community Benefit/Advocacy.

She reported there was a 100% response rate to the survey and the overall effectiveness rating was 7.8. She then provided an overview of the ratings included in the packet. These are the actual percentages of individuals that gave a very effective rating (top box rating) to the questions in each area. When asked why we are just looking at the top box ratings, she responded that the other responses are available on the full report but focusing on the top box is where we will see positive movement in the future. She also reported that this survey is a more concise, honed down version of surveys conducted in the past. In response to Ms. Knapp's request for further clarification of the percentages, she reported that there are multiple questions in each category, depending on how respondents scored those questions, the math may seem a little off. She suggests having further discussion about Duty of Obedience to understand the low rating.

Mr. Geiger observed that we seem to be only focusing on whether we got an A+ or not. The problem with this is that if we are only looking at this as an A+, we can't tell the difference between a B+ or a D, or even an F. Ms. Costello agreed with Mr. Geiger's assessment and explained that this is not a pass/fail grade, it identifies areas the Board can improve on. Ms. Hale observed later slides have more information to help people better understand these results and suggested they should be presented before the overall assessment ratings. She also expressed concern that the next time an assessment is conducted, the scores will be high because they know what this test looks like. Ms. Costello responded that people should be honest when completing the survey, there's no point in doing it if they're not. The goal is for improvement and to figure out what the things are that the board is not performing as well on as they should be. She did note that this board seems to be a highly functioning board, able to communicate well with each other and have a good rapport. She then provided an overview of the highest performing assessment items. There was a theme in the board culture on the ratings as well as in some of the comments made in the assessment. She feels that the board has a great board culture and that is important. Quality oversight questions all scored fairly high. An overview of the lowest performing assessment items was provided. There was a theme around board development. Her recommendation is to spend time deciding what the board wants to focus on for development and implement a development plan. Another assessment should be conducted after two years to allow time get a plan in place and to work on the goals identified.

When asked if there are any comments, Ms. Hagevig said when she looks at it in 11% increments, she sees the logic and is not surprised by any of the responses on the graph. She also stated there's always room for improvement and wanted it noted that it's an important factor that our environment changed in the middle of taking this survey. Mr. Solomon-Gross stated that he has also seen trends of the board asking for goals and board development. He has been working with Ms. Lawhorne to develop an orientation plan for new Board members. We should see improvement in these areas by the time we do our next assessment.

Fiduciary duties, education on health management trends, attend and prepare for board and committee meetings, community health needs, strategic planning and quality oversight were identified in the responses as important obligations as a member of the Board. Ms. Knapp observed that the underpinning of all of this is the fiduciary duties, whatever you do and how you do it grows from there. Fiduciary duties have legal implications for the Board and Hospital. Ms. Costello suggests picking two or three education topics to focus on. She will support the Board by offering guidance and providing resources such as articles and webinars.

Discussion held about Community Benefit-Consumerism, a trend in healthcare that patients are really looking at healthcare as consumers rather than as patients. People want different things from their healthcare providers, to be able to voice those things and to make them convenient and easy. There are great training resources available on consumerism. Consumerism is different from value based healthcare. It is a general way of thinking about how we are going to serve our patients and community and the types of things they want. Ms. Hagevig observed that this would perhaps include an ongoing evaluation in response to our competition as well as outmigration and leakage of patients. The community benefit side would be putting more emphasis on providing more specialized services locally and advertising them.

Ms. Costello reiterated that the Board needs to decide what they want to spend time on for improvement. The Board must look for objective standards for its own performance and track whether it's improving and at the right pace. Goals should be clear and specific as to what is to be accomplished, who will lead the effort, the board members involved, tracking mechanism for progress, and the timeline for completion.

Mr. Solomon-Gross tasked the Governance Committee with identifying goals to be presented to the full Board for approval. Ms. Hagevig would like this to move forward expeditiously and not get bogged down. She feels that the underlying foundation to all of this is community benefit-consumerism. Ms. Knapp observed that there is still trepidation about what we face in the future regarding COVID. The Governance Committee will make their recommendations based on how people responded to the assessment and what would seem to be logical tasks to tackle. Ms. Costello confirmed that her recommendation is to focus on two or three items and that the topics she suggested may differ from the Board's priorities. Once the Board identifies the topics they want to focus on for the next year or two, she will provide guidance and resources to help the Board achieve their goals. Ms. Knapp observed that a lot of these suggestions tie together. All Board members are encouraged to attend the Governance Committee meeting to participate in discussions about what the Board seems to feel they need more training on.

In response to Ms. Hagevig, Ms. Costello reported that when there is a robust enough benchmark later this year, a report to measure Bartlett against other organizations will be provided. Ms. Knapp stated that when we have those benchmarks, we can look at the organizations that scored higher and try to replicate what those organizations are doing.

Brief discussion held about when the next Governance Committee meeting will be held. Ms. Moffitt to poll the committee members to identify a date and time.

Mr. Solomon-Gross thanked Ms. Costello for her presentation and requests the power point used be sent to Mr. Hargrave for distribution to the full Board.

EXECUTIVE SESSION - MOTION by Mr. Johnson to recess into executive session as written in the agenda:

- *To discuss personnel matters that tend to prejudice the reputation and character of any person and ask for unanimous consent.*

Ms. Hagevig seconded. The committee entered executive session at 11:46am and returned to regular session at 12:05pm.

Comments and Questions – None

Adjourned 12:06 p.m.