

**HUMBOLDT GENERAL HOSPITAL
DISTRICT BOARD OF TRUSTEES
JANUARY 2, 2022, SPECIAL MEETING
MEETING VIA TELECONFERENCE—VIDEOCONFERENCE—IN-PERSON**

BOARD PRESENT:

Alicia Cramer, Chair
JoAnn Casalez, Member
Gene Hunt, Member
Ken Tipton, County Comm. Member
Lewis Trout, Member
Michelle Miller, Secretary

STAFF PRESENT:

Robyn Dunckhorst, Interim CEO
Alicia Wogan, Executive Assistant

ABSENT:

Kent Maher, Legal Counsel

MEDICAL STAFF PRESENT:

None

GUESTS:

Millie Custer (via phone).

CALL TO ORDER:

Board chair Cramer called the January 2, 2022, board meeting to order at 10:00 a.m.

PUBLIC COMMENT:

There was no public comment.

BUSINESS ITEMS-OTHER REPORTS:

1. Hospital District / review and discussion of existing board bylaws and proposals for revisions or amendments to the board of trustees bylaws / Board of Trustees

Board members Hunt and Trout worked on the bylaws and suggested the following revisions:

Replace the term “Chairman” with “Chairperson.”

Article III, section 1, add: The term of office of each elected trustee shall be for four (4) years.

Article III, section 4, add: Without cause and by the officer within fifteen (15) days of receipt of information in regard to the vacancy.

Article IV, section 1, add: Either board officer may be replaced prior to the expiration of the normal one (1) year term for reasons noted in Article III, Section 4, or for other such reason as determined appropriate by the Hospital Board members, and acknowledged through majority vote by a quorum of the Board. In such a situation in which a vote of this type is to occur, the vote shall take place as part of an agenda item at a regular or special meeting of the Board.

Article IV, add: Employee of the hospital district may not serve on the Board.

Article IV, officers: Board member Miller believes the appointment of the officers should be rotated like the County Commission and the chair should not serve more than one year. After discussion, it was agreed a draft proposal will be put together and reviewed by board members Miller and Casalez. Board chair Cramer appointed Miller and Casalez to assist the bylaws committee to make the change and submit for review.

Article V, section 1, amend to: A special meeting may be called by the chairperson, CEO or majority of the board.

Article V, section 2, add: However, in such a case in which the number of Board members shall be less than six (6), for reasons set forth in Article III, Section 4, a quorum shall be a majority of the members in good standing.

Article V, section 4, add: Roberts Rules of Order: All regular and special meetings of the Board which contain a public agenda, shall be conducted in accordance with the most recently published edition of "Robert Rules of Order."

Article VI, paragraph one, add: As a whole.

Article VI, section 1.f., replace "unanimous" with "majority."

Article VI, section 1.g., add: This subsection shall not prohibit a complainant or complainants from appealing a decision of the Hospital Administration to the Board. Employee grievances must go through the written employee grievance policy.

Article VI, section 1.h., add: Bylaws, revisions to the existing policies and proposed new policies, must be approved by the Board as an agenda item at a regular or special meeting of the Board before such changes or additions may take effect.

Article VI, section 2.b., amend "must" to "encouraged" and add expenses as are documented and submitted for consideration, and meet the published standards of the U.S. General Services Administration (GSA), or are approved by the Hospital Administration or majority of the Board, shall be paid within thirty (30) days of submittal according to accounting standards.

Article VI, section 3.a. and 3.b., add: "and applicable federal statutes and regulations."

Article VIII, section 1, paragraph 2, add: "except as unable to do so with cause."

Article VIII, section 1, paragraph 3, delete the section.

Article IX, section 1.c., correct federal and amend the requirements to read any state and federal.

Article XIII, section 1, amend "time to time" with "as required."

Motion by board member Hunt and second by board member Miller to preliminarily accept the changes discussed pending the information to be provided regarding new appointments under Article IV, section 1. Motion carried unanimously.

TRUSTEE COMMENTS-STAFF REPORTS:

The meeting with Ron Price is tentatively scheduled for February 9, 2022 at 6:00 p.m.

A budget meeting is planned for February. CEO Dunckhorst will speak with the CFO and to look at potential times and dates for a budget discussion.

PUBLIC COMMENT:

There was no public comment.

Board chair Cramer adjourned the January 2, 2022, meeting of the Humboldt County Hospital District Board of Trustees at 11:48 a.m.

APPROVED:

ATTEST:

Alicia Cramer, Board Chair

Alicia Wogan, Executive Assistant