

Bartlett Regional Hospital

Agenda

Governance Committee Meeting

Thursday, February 18, 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/98510573211> or call

253 215 8782 and enter webinar ID 985 1057 3211

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 – [October, 16, 2020](#)
- VI. REVIEWING THE ROLE OF THE GOVERNANCE COMMITTEE
[\(PAGE 8 OF THE BOD BYLAWS\)](#)
- VII. BEGIN DEVELOPING A TASK LIST FOR THE COMING YEAR
- VIII. REVIEW POSITION DESCRIPTION FOR THE MEDICAL CHIEF OF STAFF
[\(MEDICAL STAFF BYLAWS PAGE 8 -9\)](#)
- IX. COMMENTS
- X. ADJOURN

Bartlett Regional Hospital

Governance Committee Meeting

Minutes

Friday, October 16, 2020; 12:00 p.m.

Bartlett Regional Hospital - Zoom Videoconference

Called to order at 12:01 p.m. by Brenda Knapp, Committee Chair

Attendance:

Committee Members: Brenda Knapp, Rosemary Hagevig and Kenny Solomon-Gross

BRH Staff: Megan Costello, CLO, Kevin Benson, CFO and Suzette Nelson Executive Assistant

Mr. Solomon - Gross made a MOTION to approve the minutes from September 18, 2020.

Ms. Knapp seconded and they were approved with no objections.

After reviewing the preliminary draft changes in the Board Policy Manual (BPM), Megan Costello agreed to connect with Suzette, Executive Assistant, to make Legal's suggestions before the BPM is presented to the Board. The results will be provided to the committee members for a preliminary look, prior to the introduction to the full board.

The committee continued with its review of the BPM since all sections had not been covered at the last meeting. The committee would like to reconsider with staff the issue regarding the RRC advisory board being eliminated since that program is being reactivated and expanded with increased responsibility.

The committee decided to recommend the following additional changes:

- Eliminate 0260, F (Telephone Charges)
- Eliminate all examples of reimbursable expenses on 0260, I
- 0300 2. All standing committee have no less than 2 members and no more than 3 and Board President.
- 0300 3. Will match the language with "CBJ Rule" in BRH Bylaws.
- 0401 8A) Change wording to "5 working days before a subsequent board or board meeting."
- 0401 8D & E) Add the word "approved" before minutes.

Ms. Hagevig made a MOTION to present the red lined BPM draft next month for the Board's review and full action. Mr. Solomon – Gross seconded and they were approved with no objections.

Adjourned at 1:14 p.m.

3. Governance Committee

The Governance Committee shall consist of a chair and two members appointed by the President. The duties and responsibilities of the Governance Committee are to assist and make recommendations to the Board in the areas of Board governance, development, performance and effectiveness.

- A.** The Committee will review Board bylaws and forward its recommended revisions, if any, to the Board on at least an annual basis and will periodically review and make recommendations to the Board, as needed, for revisions to the Board manual.
- B.** The Committee will monitor current standards, regulations and general expert commentary on corporate governance practices and procedures and will review and make recommendations to the Board on all matters of governance, including governance practices and procedures.
- C.** The Committee will review and make recommendations to the Board for Board member training and education, and will establish criteria for, and guide the Board in, an annual self-evaluation of Board performance.

4. Compliance and Audit Committee

The Compliance and Audit Committee shall consist of a chair and two members appointed by the President. The duties and responsibilities of the Compliance and Audit Committee shall be to assist and make recommendations to the Board in its oversight of the Hospital's Compliance Program.

- A.** The Committee will oversee and ensure the Hospital's development and implementation of Compliance Program guidelines and procedures, and the Hospital's compliance education and training. The Committee will oversee and ensure the Hospital's maintenance of internal controls, systems, processes, resources and channels of communication for identifying, reporting and investigating compliance violations or concerns, and implementing corrective action.
- B.** The Committee will oversee and review periodic reports regarding compliance activities and investigations and ensure the conduct of regular internal and/or external audits and surveys to verify adherence to the Hospital's compliance guidelines and procedures.]

5. Planning Committee

The Planning Committee shall consist of a Chair and two members appointed by the President. The Planning Committee shall provide information to the Board on changes and trends in the health care field that may influence the growth and development of the hospital.

- A.** The Committee may assist in the preparation and modification of long- range and short-range plans to ensure that the total hospital program is attuned to meeting the health care needs of the community served by the hospital. Any plan should coordinate the hospital services with those of other health care facilities and related community resources.

Vacancies in office during the Medical Staff year, except for the Chief of Staff, shall be filled by appointment by the MSEC. If there is a vacancy in the office of the Chief of Staff, the Chief of Staff-Elect shall serve the remainder of the Chief of Staff's term.

3.6 Removal of Officers.

Any Medical Staff officer or other MSEC member may be removed from office at any time, by a two-thirds (2/3) majority vote of the Active Medical Staff present at a Medical Staff meeting. Grounds for removal of an elected officer or other member of the MSEC are:

- a. failure to comply with applicable policies, Bylaws, or the Rules and Regulations;
- b. failure to perform the duties of office;
- c. conduct detrimental to the interests of the Medical Staff or the Hospital; or
- d. an infirmity that renders the individual incapable of fulfilling the duties of that office.

The individual will be given at least ten days' special notice of the date of the meeting at which removal is to be considered. The individual will be afforded an opportunity to address the Medical Staff prior to a vote on removal.

3.7 Duties of Officers.

- a. The Chief of Staff is the chief administrative officer of the Medical Staff, and shall:
 1. Act in coordination and cooperation with the Chief Executive Officer and Hospital Board in all matters of mutual concern within the Hospital;
 2. Call, preside at, and be responsible for the agenda of all general meetings of the Medical Staff;
 3. Serve as chair of the Medical Staff Executive Committee;
 4. Be responsible for the enforcement of the Medical Staff Bylaws and Rules and Regulations; implementation of sanctions where indicated; and for the Medical Staff's compliance with the procedural safeguards in all instances where a professional review action has been proposed involving a Medical Staff member;

5. Appoint, unless otherwise provided in these Bylaws or the Rules and Regulations, the Medical Staff members of all Medical Staff committees except the Executive Committee, and be an *ex officio* member of all Medical Staff Committees;
 6. Represent the views, policies, needs and grievances of the Medical Staff to the Hospital Board, the Hospital Board President, and the Chief Executive Officer;
 7. Receive and interpret the policies of the Hospital Board to the Medical Staff and report to the Board on the performance and maintenance of quality with respect to the Medical Staff's delegated responsibility to provide medical care;
 8. Be responsible for the quality improvement and educational activities of the Medical Staff;
 9. Be the spokesperson for the Medical Staff in its external professional and public relations; and
 10. Attend all Board meetings and attend other Hospital Board subcommittee meetings as assigned.
- b. In the absence of the Chief of Staff, the Immediate Past Chief of Staff shall assume all the Chief of Staff's duties and authority. In the absence of both, the Secretary/Treasurer shall assume all the Chief of Staff's duties and authority.
 - c. The Chief of Staff-Elect shall perform such duties as may be assigned by the Chief of Staff.

3.8. Medical Staff Executive Committee ("MSEC").

- a. Composition:
 1. The MSEC will include the officers of the Medical Staff.
 2. The Chief of Staff will serve as chair of the MSEC, with vote.
 3. The Chief Executive Officer may attend meetings of the MSEC, *ex officio*, without vote.