

Presented by: The Manager
Presented: 05/08/2023
Drafted by: S. Layne

RESOLUTION OF THE CITY AND BOROUGH OF JUNEAU, ALASKA

Serial No. 3025

A Resolution Approving Amendments to the Bylaws of the Board of Directors of Bartlett Regional Hospital.

WHEREAS, the Board of Directors of Bartlett Regional Hospital is responsible for the administration and management of the hospital under the general direction of the Assembly; and

WHEREAS, CBJ 40.05.030 provides that the Bartlett Regional Hospital Board of Directors shall recommend bylaws for the administration and government of the hospital, which bylaws shall become effective upon approval of the Assembly by resolution; and

WHEREAS, the Assembly may accept the bylaws recommended by the Bartlett Regional Hospital Board of Directors, may reject such bylaws, or may modify the bylaws; and

WHEREAS, at its regular meeting on April 25, 2023, the Bartlett Regional Hospital Board of Directors approved certain amendments to the bylaws consistent with CBJ ordinances and forwarded the same to the Assembly; and

WHEREAS, the Bartlett Regional Hospital Board of Directors recommends that the Assembly approve the amended bylaws attached to this resolution.

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

Section 1. The Assembly hereby approves the Bartlett Regional Hospital Board of Directors Bylaws, dated April 25, 2023, attached as Exhibit A.

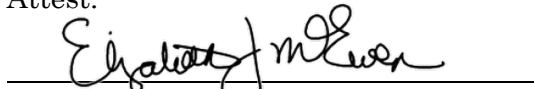
Section 2. Effective Date. This resolution shall be effective immediately after its adoption.

Adopted this 8th day of May, 2023.



Beth A. Weldon, Mayor

Attest:



Elizabeth J. McEwen, Municipal Clerk

Bartlett Regional Hospital

BOARD OF DIRECTORS

BYLAWS

VOTING MAJORITIES

BYLAWS	Recommendation to Adopt, Amend or Repeal (0131 - Page 3)	Prevailing vote of at least six members.
REMOVAL OF BOARD MEMBER RECOMMENDATION	(0144 - Page 4)	Prevailing vote of at least six members.
QUORUM - BOARD MEETING	(0162 – Page 10)	Five members of the board shall constitute a quorum.
VOTING	(0172 – Page 12)	Prevailing vote of at least five members.
APPOINTMENT OF ADMINISTRATOR	(0211 - Page 16)	Prevailing vote of [at least six members] of the [entire] Board.

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0111 NAME

The governing body of the Bartlett Regional Hospital shall be known as the Board of Directors.

0112 PURPOSE

1. To provide for the management of facilities, personnel and services designed to diagnose and treat patients. Quality patient care shall be provided to all persons without discrimination on the basis of race, color, religion, national origin, age, sex, sexual orientation, sexual stereotyping, gender identity, disability, pregnancy, parenthood, marital status, or change in marital status.
2. To provide appropriate facilities and services to best serve the needs of patients; to improve the standards of health care; to encourage education and training of hospital employees and staff appointees; and to maintain the quality of patient care that is achievable with resources available.
3. To carry on education activities for the promotion of health in the community.
4. To manage, operate or participate insofar as hospital policy, circumstances and available funds may warrant, any activity designed and carried on to promote general health in the community.

POWERS – 0120

0121 AUTHORITY

The Board of Directors is constituted, authorized, and governed by the Charter and Ordinances of the City and Borough of Juneau.
(CBJ Charter, Article III, Section 3.15; C.B.J. Chapter 40.05)

0122 GENERAL POWERS

Subject to state laws and other City and Borough Ordinances, CBJ 40.05.020 provides in part that the Board of Directors shall be responsible for the operation of all licensed hospitals and associated licensed health facilities, located inside and outside the City and Borough of Juneau, owned or leased by the City and Borough according to the best interests of the public's health, shall make and enforce all rules and regulations necessary for the administration of hospitals under its management, shall prescribe the terms under which patients shall be admitted thereto and shall establish and enforce standards of operation. The Board shall, within the hospital appropriation, establish and may amend the pay plan for hospital employees.

0123 CONTRACTING AUTHORITY

The Board is responsible for approving all contracts for supplies, services, or professional services, or amendments thereto, relating to the Board's power and authority as established by CBJ 40.05.020. No contract may be approved unless the contract complies with the CBJ Charter and CBJ Municipal Code. Unless otherwise provided by law, the Board may delegate to the CEO authority to negotiate and/or execute all contracts, or may establish parameters by contract type and/or dollar amount, for the exercise of such authority with or without approval of the Board.

0131 LEGISLATIVE

1. The Board of Directors shall recommend bylaws and provide policies and procedures for the administration and governance of the hospitals, which bylaws shall become effective upon approval of the City and Borough Assembly by resolution. The Assembly may accept the bylaws recommended by the Board, may reject such bylaws or may modify them. A manual of bylaws shall be maintained. (CBJ 40.05.030) Policies and procedures shall become effective after being adopted by the Board of Directors. A manual of policies and procedures of the BRH Board shall be maintained and established as the Board Manual.
2. At least annually, the Governance Committee shall review the bylaws as expeditiously as is reasonable under the circumstances.
3. The Governance Committee's recommended revisions to the bylaws, if any, shall be reviewed by the Board at a regular meeting and final Board action taken at a subsequent Board meeting.
4. Any changes approved by the prevailing vote of at least six members of the Board shall be submitted to the CBJ Assembly for approval by resolution.

0132 EVALUATION

The Board of Directors shall annually evaluate its performance against the strategic plan and against the goals and objectives established by the Board.

0141 NUMBER AND APPOINTMENTS

The Board of Directors shall consist of nine members appointed by the Assembly for staggered three-year terms. Board members shall serve at the pleasure of the Assembly. Up to two members of the hospital Board of Directors may be physicians in the community appointed from a list of those names submitted by the hospital medical staff. Terms shall commence on January first.
(CBJ 40.05.010)

0142 EXPECTATIONS

A voting member shall show willingness to give as much time as is reasonably requested or required. The applicant must be willing to accept responsibility for governance, including availability to participate actively in board and committee activities; to provide effective governance and to utilize experience in organizational and community activities.

0143 TERM

The term of membership shall be three years and until a successor takes office, except that a member appointed to fill a vacancy shall serve for the un-expired term.

0144 VACANCY

In addition to the vacancy provisions set out in CBJ 40.05.050, the following provisions shall apply:

1. A recommendation to the Assembly for removal of a board member may be made upon the prevailing vote of at least six members of the Board.
2. A Board member may resign at any time by giving written notice to the Assembly, with a copy to the President of the Board. Such resignation shall take effect on the date of receipt or at any later timespecified.

0145 COMPENSATION

1. Board members shall not be compensated for services rendered in their capacities as board or board committee members. However, nothing herein contained shall be construed to preclude any board member or committee member from receiving reimbursement for expenses incurred in serving the hospital as a board member.
2. Before any reimbursement for expenses is made, receipts of such expenses must be submitted to the Administrator.
3. The Board of Directors may maintain membership in any local, state or national group or association organized and operated for the promotion of the public health and welfare or the advancement of the efficiency of hospital administration and, in connection therewith, the hospital will pay dues and fees thereto.
(CBJ 40.05.070)

(CONTINUED)

0146 TRAINING

The Board shall provide training to board members on the duties and functions of the Board, the general operations of the hospital, and the history of the hospital and its relationship with the community.

1. Each new board member will be given, not later than their first regular meeting as a board member and for their use and possession for the duration of their term, a copy of CBJ Title 40 Hospitals, the Board Bylaws, the Board Manual and any other documents as deemed appropriate.
2. The Board shall provide ongoing education on board governance, compliance responsibilities, and the health care industry.

0151 ORGANIZATION MEETING

The Board shall elect annually from its members a President, Vice President, Secretary and such other officers as it deems necessary.
(CBJ Section 40.05.040)

0152 OFFICERS

1. The officers of the Board shall be a President, a Vice President, and a Secretary.
2. Officers shall be elected annually according to the schedule in the Board Manual, and each shall **[take office immediately after election]. [Officers shall]** hold office for a one-year term and until successors shall have been elected. Officers shall serve at the pleasure of the Board.
3. Any officer may resign their office at any time by giving written notice to the Board. Such resignation shall take effect on the date of receipt or at any later time specified.
4. The President shall preside at all meetings of the Board, and shall be an ex- officio voting member of all committees. The President shall be the Chairperson of the Executive Committee.
5. The Vice-President shall act as President in the absence of the President, and when so acting, shall have the power and authority of the President. The Vice President shall succeed to the office of President for the unexpired term if that office becomes vacant.
6. The Secretary shall ensure the retention of minutes of all meetings of the Board and board committees, and shall ensure appropriate public notice is given for all meetings of the Board and its committees in accordance with these bylaws or as required by law. The Secretary shall ensure that the records and reports of the Board are kept as required by law.
7. Upon a vacancy in the office of Vice President, or Secretary, the Board shall hold an election at its next regular meeting to fill such vacancy for the unexpired term.

0153 COMMITTEES

1. The President shall establish the following standing committees: An Executive Committee, a Finance Committee, a Governance Committee, Compliance and Audit Committee, a Planning Committee, a Quality Committee and a Joint Conference Committee. The Board shall assign such duties and responsibilities to the committees or appoint such other committees as it deems necessary.
2. The President shall appoint the Chair and members of all committees.
3. With the exception of the Executive Committee, committees of the Board shall, when specifically charged to do so by the Board, conduct studies, make recommendations to the Board, and act in an advisory capacity, but shall not take action on behalf of the Board.
4. Unless otherwise determined by the Board, committees shall consist of no fewer than two board members and shall serve until the committee is discharged.

5. A board member may request or refuse appointment to a committee and the refusal to serve on any one committee shall not be grounds for failure to appoint that board member to another committee.
6. A committee shall be convened by the Chair or designee who shall report for the committee. The chair shall ensure that minutes will be kept and submitted for Board review.
7. The Board may assign the functions of any management and/or board committee, except the Executive Committee, to combined or new committees, or to the Board acting as a Committee of the Whole.
8. The Administrator shall, unless otherwise expressly provided, be an non-voting ex-officio member of all Board committees.

154 COMMITTEE FUNCTIONS

1. Executive Committee

The Executive Committee shall consist of the President, Vice President, Secretary, and the Immediate Past President. The President shall be Chair of the Executive Committee and in their absence the Vice President shall be Chair. The Immediate Past President shall serve as an ex-officio voting member on the Executive Committee following their last term as President. The Executive Committee shall be empowered to transact all regular business of the hospital during the interim between meetings of the Board, provided that any action it may take shall not conflict with the policies of the Board. Any action taken by the Executive Committee shall be reported at the next regular meeting of the Board and may be rescinded by Board action at the meeting.

2. Finance Committee

The Finance Committee shall consist of a chair and two members appointed by the President. The duties and responsibilities of the Finance Committee are to review and make recommendations to the Board concerning all matters affecting the financial condition of the hospital, including but not limited to, the annual budget and capital budget matters referred to the committee by the President.

- A. The Finance Committee will review the annual budget prepared, and submitted to the Board, by the hospital administrator.
- B. The Finance Committee will complete its review **[in a timely fashion]**, and forward the budget to the Board for approval and submission to the City and Borough Manager, as provided in CBJ 40.25.020.
- C. The year-end audited financial reports by an outside auditing firm shall be reviewed by the Finance Committee and the committee shall report conclusions to the Board at the next board meeting.

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.

- B. The Board shall provide for institutional planning by including the Administration, the Medical Staff, the Nursing Department, other department/services, and appropriate advisors in the planning process with participation at the Planning Committee meetings.
- C. Maintenance and building issues will be referred to the Planning Committee.

6. Quality Committee

The Quality Committee shall consist of a Chair and two members appointed by the President.

- A. The Quality Committee shall provide information to the Board concerning the hospital quality assurance program and the mechanisms for monitoring and evaluating quality, identifying and resolving problems, and identifying opportunities to improve patient care.
- B. One member of the Quality Committee shall be appointed annually by the Board to serve as Board liaison to the staff Quality Improvement Committee (QIC).
- C. The Board shall meet its quality assurance goals by involving the Administration, the Medical Staff, the Nursing Department, and appropriate advisors regarding quality assurance through participation on the Quality Committee.

7. Joint Conference Committee

The Joint Conference Committee shall consist of the Executive Committee of the Board, the Executive Committee of the Medical Staff and representatives from Administration. The President of the Board will chair the Joint Conference Committee. In the absence of the Board President, the Board Vice President will serve as Chair of the Committee.

The purpose of this Committee is to provide a forum for communications between the Medical Staff and the Board of Directors.

8. Ad Hoc Committees

Ad hoc committees may be appointed by the President for special tasks. Upon completion of the task for which appointed, such ad hoc committees shall be discharged.

0155 BOARD CALENDAR

The Board shall conduct its business by reference to a calendar which specifies the month or date that decisions, resolutions, deliberations, notices, and reports must be made, instituted or received by the Board.

0161 PARLIAMENTARY AUTHORITY

Meetings shall be conducted under Robert's Rules of Order, using the edition currently adopted by the City and Borough of Juneau, and such amendments of these rules as may be adopted by the Board

0162 QUORUM

Five members of the Board shall constitute a quorum, and no business shall be conducted in the absence of a quorum, other than to adjourn a meeting to a later date. (CBJ Charter 3.12(e))

0163 PRESIDING OFFICER

The President shall preside at all meetings of the Board. In the absence, disability, or disqualification of the President, the Vice President shall preside. In the absence, disability, or disqualification of the President and Vice President, the Secretary shall preside. In the absence, disability, removal, or disqualification of the President, Vice President, and Secretary, the person with the longest period of current consecutive service on the Board shall preside.

0164 CALL OF MEETINGS

1. Regular meetings shall be held **[in accordance with]** CBJ40.05.060.
2. Special meetings not regularly scheduled may be called by the President or upon the presentation of a petition requesting such a meeting and endorsed by a majority of the voting members of the Board.
3. All meetings of the Board and committees of the Board shall be open to the public, except as otherwise provided by law.
4. **[All meetings of the Board and the committees of the Board may be held virtually or telephonic in accordance with the CBJ code or Assembly rules, as amended.]**

0165 NOTICE

1. The President shall notify each Board member, in writing and no later than three days in advance of the meeting, of the time, date, location, and, to the extent it is known, the agenda of any regular meeting. Notice of the time, date, location and purpose of a special Board meeting shall be given to board members no later than twenty-four hours in advance of the meeting.
2. Reasonable public notice shall be given for all meetings. Notice of all Board meetings and committee meetings shall be **[conducted in accordance with CBJ Code. Notice shall also be made on the BRH website.]**

In calling a special meeting this notice shall state the business for the transaction of which the special meeting has been called and no business other than that stated in the notice shall be transacted at such special meeting.

0171 CONFLICT OF INTEREST

Board members shall be governed by the CBJ Charter, Section 15.1 and CBJ Chapter 01.45 with respect to conflict of interest.

0172 MOTIONS/VOTING

1. The prevailing vote of at least five members of the Board shall be required for official action except that the prevailing vote may be reduced by one vote for every two members of the board who are present but who do not vote because of a conflict, as more fully set out in CBJ Charter 3.16(e).
2. A board member with a declared conflict of interest on an issue shall be excused from voting by the President and must abstain from any discussion and/or the vote on the issue. If the President declares a conflict of interest, the President shall excuse themselves.
3. A vote may be taken by voice, show of hands or roll call. If one or more members are participating telephonically, the vote of all members shall be taken by voice or roll call. Proxy voting shall not be permitted. At the request of any member, the Board shall be polled.

0173 EXECUTIVE SESSIONS

1. If permitted subjects are to be discussed at a meeting in executive session, the meeting must first be convened as a public meeting and the question of holding an executive session to discuss matters that come within the exceptions set forth below shall be determined by a majority vote of the Board. The motion to convene in executive session must clearly and with specificity describe the subject of the proposed executive session without defeating the purpose of addressing the subject in private. No subjects may be considered at the executive session except those mentioned in the motion calling for the executive session unless auxiliary to the main question. No action may be taken at the executive session, except to give direction to an attorney or labor negotiator regarding the handling of a specific legal matter or pending labor negotiations.

The following subjects may be considered in an executive session:

- A. Matters the immediate knowledge of which would clearly have an adverse effect upon the finances of the public entity;
 - B. Subjects that tend to prejudice the reputation and character of any person, provided the person may request a public discussion;
 - C. Matters which by law, municipal charter, or ordinances are required to be confidential.
 - D. Matters involving consideration of government records that by law are not subject to public disclosure.
2. Any executive session where the subject to be discussed tends to prejudice the reputation and character of any person shall require advance notification of the person and the opportunity for the person to request a public discussion.

3. Board members participating via telephone in a meeting in which an executive session is called, may participate in the executive session only after verifying, on the record and before the session, that the member is alone, in a private place and able to maintain and safeguard the private status of the telephone call for the duration of the session. If at any time the privacy of the call becomes in question any member or invited attendee in the session may request re-verification of the caller's privacy status.

0174 HEARING OF PUBLIC

Members of the public present at the meeting of the Board shall be offered a reasonable opportunity to be heard in accordance with Board policy.

0176 ADJOURNMENT

The Board may at any time recess or adjourn a meeting to a time and place certain. Upon resuming, the Board shall commence business at the point in the agenda where the motion to recess or adjourn was adopted.

0177 CODE OF ETHICS

Members of the Board, including ex officio members, shall at all times abide by and conform to the CBJ Conflict of Interest Code (CBJ 01.45) and to the following code of ethics in their capacity as board members:

1. Members of the Board of Directors will conduct the business affairs for the Hospital in good faith and with honesty, integrity and due diligence.
2. Members of the Board of Directors will exercise proper authority and good judgment in their dealings with staff, patients, and the general public and will respond to all in a responsible, respectful, and professional manner.
3. Each member of the Board of Directors will use his or her best efforts to regularly participate in board activities and will perform his or her duties in a responsible manner.
4. Upon termination of service, a retiring board member will promptly return to the Hospital all property entrusted to the Board member for the purpose of fulfilling his or her responsibilities. The Board of Directors must act at all times in the best interests of the Hospital and not for personal or third-party gain or financial enrichment. When encountering potential conflicts of interest, board members will consult and adhere to CBJ 01.45, including, as required, removing themselves from all discussion and voting on the matter. Board members shall avoid placing, or the appearance of placing, their own self-interest or any third-party interest above that of the Hospital which shall include:
 - A. Not using board membership or the Hospital's staff, resources or property for personal or third-party gain; not representing that their authority as a board member extends any further than that to which it actually extends;
 - B. Not engaging in any outside business, professional or other activities that would materially adversely affect the Hospital;

- C.** Not soliciting or accepting gifts, gratuities, free trips, honoraria, personal property, or any other item of value from any person or entity as a direct or indirect inducement to provide special treatment to such donor with respect to matters pertaining to the Hospital;
- D.** Providing goods or services to the Hospital as a paid vendor only after full disclosure to the Board.

0181 OFFICIAL MINUTES

1. The Board shall keep minutes of all of its board meetings and board committee meetings and a record of all proceedings of the Board.
2. All minutes shall be filed in the office of the Administrator in a minute's book as the permanent record of the acts of the Board.
3. The minutes shall show the time and place, the members present, the members absent, the subjects considered, the actions taken, the vote taken, and any other information required by law.
4. Motions to convene and the subject matter(s) to be discussed in executive session shall be clearly reflected in the minutes.
5. Copies of all written reports received at a Board or committee meeting shall be attached to the minutes for that meeting.

EVALUATION – 0240

0211 APPOINTMENT

The Chief Executive Officer of the hospital shall be a hospital administrator appointed by the Board, after consultation with the CBJ City Manager, only upon affirmative vote of a **[at least six members]** of the **[entire]** Board. (CBJ 40.10.010) (40.05.020(d))

0212 VACANCY

Whenever a vacancy occurs, the succession plan as described in the Board Manual will be implemented.

0213 DUTIES AND RESPONSIBILITIES

In addition to the duties and responsibilities set out in CBJ 40.10.020:

1. The Administrator shall have the duties and responsibilities with respect to the Board as described in the Board Manual.
2. The Administrator shall fulfill the duties set forth in the administrator's job description.

0241 ANNUAL EVALUATION

Annually, or more frequently as the Board deems necessary, the Board shall review the performance of the Administrator. The President of the Board shall inform the Administrator of the results this evaluation. Minutes of the Board meeting shall document the evaluation of the Administrator.

0321 MEDICAL STAFF ORGANIZATION AND BYLAWS

The Board serves as the Governing Body for the hospital. The Medical Staff is responsible to the Board for the clinical and scientific work of the hospital and shall, with approval of the Board, adopt bylaws, rules, regulations and policies for the proper conduct of its work and eligibility for appointment to the hospital medical staff. The Medical Staff bylaws shall be submitted to the Board for its approval and shall not become effective until approved by the Board. The bylaws shall include provisions for hearings on applications for membership on the Medical Staff that are consistent with the requirements of due process, federal law, state law, and these bylaws. When the Medical Staff reviews or revises its bylaws, rules, regulations and policies it will submit its recommendations for amendment to the Board for its review and approval. (CBJ 40.15.040)

Neither the Medical Staff nor the Board may unilaterally amend the staff bylaws.

0322 SELF-GOVERNING

The Medical Staff shall be self-governing with respect to the professional work performed in the hospital. It shall:

1. Designate one of its members as Chief of Staff.
2. Hold regular meetings in accordance with Medical Staff bylaws, for which minutes and records of attendance shall be kept.
3. Review and analyze at regular intervals the clinical experience of the Hospital. Medical records of patients shall be the basis for such review and analysis. (CBJ 40.15.050)

0351 ACTIONS AND DECISIONS

In accordance with the Medical Staff bylaws adopted pursuant to CBJ 40.15.030 the Board, after appropriate action by the Medical Staff, shall take action or make a decision on Medical Staff matters, including applications for membership, clinical privileges and professional discipline matters.

0352 REVIEW OF ACTIONS AND DECISIONS

The Medical Staff bylaws shall include procedures for hearings whereby the applicant or member of the Medical Staff shall be afforded a hearing in connection with a request for a review of a decision or action taken pursuant to Section 0351 of these bylaws.

0353 REAPPLICATION FOLLOWING DENIAL OR REVOCATION

If an application for membership on the Medical Staff or renewal of membership is denied by the Board, or if the Board revokes the membership of a staff member, the applicant may reapply for appointment to the Medical Staff after the expiration of two years from the date of such denial, unless the Board provides otherwise in the formal written denial.

0371 BOARD OBLIGATION TO THE MEDICAL STAFF

The Board, through the administrator, shall ensure that the Medical Staff is provided with the administrative assistance necessary to conduct quality assurance activities in accordance with the hospital's Quality Review Plan. This includes the services of the medical record department, and any other administrative or technical assistance deemed necessary and appropriate to facilitate the Medical Staff's conduct of quality review activities. The nature and the frequency of submission of required reports shall be in accordance with the hospital's Quality Review Plan and the Medical Staff bylaws, rules and regulations.