Presented by: The Manager
Presented: 04/07/2025
Drafted by: Law Department

**RESOLUTION OF THE CITY AND BOROUGH OF JUNEAU, ALASKA**

**Serial No. 4001**

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

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

WHEREAS, CBJC 40.05.030 provides that the BRH 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 BRH Board of Directors, may reject such bylaws, or may modify them; and

WHEREAS, at its regular meeting on March 25, 2025, the BRH Board of Directors approved amendments, Attachment A, to the bylaws consistent with City and Borough ordinances and forwarded the same to the Assembly.

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

**Section 1.** The Assembly hereby approves the amendments to the BRH Board of Directors Bylaws, Attachment A.

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

Adopted this 7th day of April, 2025.

Beth A. Weldon, Mayor

Attest:

Elizabeth J. McEwen, Municipal Clerk

Attachment A

# Bartlett Regional Hospital

## BOARD OF DIRECTORS

## B Y L A W S

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## ~~0111~~0110 NAME

The governing body of the Bartlett Regional Hospital and related operations (the Hospital) shall be known as the Board of Directors of Bartlett Regional Hospital (the Board or the Board of Directors).

## ~~0112~~0120 PURPOSE OF THE HOSPITAL

1. To provide for the management of facilities, personnel, and services to diagnose and treat injury and disease.
2. To improve health in the community through education, clinical outreach, or other activities.

## ~~0113~~0130 PURPOSE OF THE HOSPITAL BOARD

1. To establish long-term goals for the Hospital.
2. To approve policies for the Hospital.
3. To establish strategic direction for the Hospital.
4. To ensure the financial sustainability of the Hospital.
5. To assume overall responsibility for the operation of the Hospital.
6. To hire, direct, and oversee a chief executive officer (the CEO) of the hospital and related operations.

## ~~0121~~0210 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~~0220 GENERAL POWERS

Subject to state laws and other City and Borough of Juneau 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 (the City and Borough), owned or leased by the City and Borough. The Board 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, 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. At all times the Board shall exercise its authority with the goal of producing the best possible health outcomes for the citizens of Juneau and for the city's visitors.

## ~~0123~~0230 CONTRACTING AUTHORITY

The Board is responsible for approving all contracts for supplies, services, or professional services, or for amendments to contracts, as established by CBJ 40.05.020. No contract may be approved unless the contract complies with the City and Borough of Juneau Charter and City and Borough of Juneau Municipal Code. Unless otherwise provided by law, the Board may delegate to the Hospital's CEO the authority to negotiate and execute contracts. The Board may also establish limits to the CEO's contracting and spending authority.

## ~~0131~~0310 LEGISLATIVE

1. The Board of Directors shall recommend bylaws and provide policies and procedures for the administration and governance of the Hospital. The City and Borough of Juneau Assembly (the Assembly) may accept the bylaws recommended by the Board, may reject such bylaws, or may modify them. These bylaws shall become effective upon approval of the Assembly by resolution. 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 Hospital Board shall be maintained and established as the Board Manual.

2. At least annually, the Governance Committee shall review the bylaws.

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 City and Borough of Juneau Assembly for approval by resolution.

## ~~0132~~0320 EVALUATION

The Board of Directors shall annually evaluate its own performance.

## ~~0141~~0410 NUMBER AND APPOINTMENTS

The Board of Directors shall consist of nine members appointed by the City and Borough of Juneau Assembly for staggered three-year terms. Board members shall serve at the pleasure of the Assembly. Up to two members of the Hospital's Board of Directors may be physicians in the community appointed from a list of those names submitted by the Hospital's medical staff. Here, the term *physician* means a doctor of medicine (M.D.) or osteopathic medicine (D.O.) licensed to practice medicine in the State of Alaska. Terms shall commence on January first. (CBJ 40.05.010)

## ~~0142~~0420 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 active participation in board and committee activities. A member shall also work to expand the member's expertise in board governance responsibilities, expertise in health care management, and to build or expand other expertise needed to oversee a modern hospital's management.

## ~~0143~~0430 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. Board members shall not serve more than three consecutive terms. Members that previous served three consecutive terms may be reappointed after at least a one-year absence. (CBJ 40.05.010). There are two exceptions: (1) if there are no other qualified applicants at the time reappointment is considered by the assembly human resources committee, or (2) ~~.~~to qualified board members serving in board seats for which a specific occupation or expertise is set forth by ordinance.

## ~~0144~~0440 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 time specified.

## ~~01450~~0450 COMPENSATION

1. Board members may be compensated for services rendered in their capacities as Board or Board committee members, as authorized in City and Borough of Juneau code or ordinance.

2. A Board member or committee member may be reimbursed for expenses incurred serving the hospital as a Board member. Before any reimbursement for expenses is made, receipts of such expenses must be submitted to the Hospital's administration.

Board members may maintain membership in local, state or national organizations that are operated for the promotion of the public health or the advancement of the efficiency of hospital administration. The Board may authorize that dues and fees associated with membership be paid, if in the Board's judgement these fees will improve the operation or functioning of the Hospital (CBJ 40.05.070).

## ~~01460~~0460 TRAINING

The Board shall provide training to Board members on the duties and functions of the Board, the general operations of the hospital, and other topics as the needs arise.

1. Each new Board member will be given, a copy of CBJ Title 40 Hospitals, the Board bylaws, the Board Manual, and any other appropriate documents. This will be given to the new member not later than the member's first regular meeting,

2. The Board shall provide annual education on board governance and compliance responsibilities.

## ~~0151~~0510 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~~0520 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 the 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 date specified.

4. The president shall preside at all meetings of the Board and shall be an ex-officio voting member of all committees.

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~~0530 COMMITTEES

1. The president shall establish standing committees with the following names: the Finance and Audit Committee, the Governance Committee, the Planning Committee, the Quality and Compliance Committee, and the Joint Conference Committee. The Board shall assign such duties and responsibilities to the committees as it deems necessary or establish ad hoc committees.

2. The president shall appoint the chair and members of all committees.

3. 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. However, committees shall take no 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 or until new committee members are assigned by the Board president.

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 to the whole Board 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 or Board committee to combined or new committees, or to the Board acting as a committee of the whole.

8. The Hospital's CEO shall be, unless otherwise expressly provided, a non-voting ex-officio member of all Board committees.

## ~~0154~~ 0540 COMMITTEE FUNCTIONS

~~1. Reserved~~

### ~~2.~~1. Finance and Audit Committee

The Finance and Audit Committee shall consist of a chair and members appointed by the president. The duties and responsibilities of the Finance and Audit Committee are to review and make recommendations to the Board concerning all matters affecting the financial condition of the hospital,

including the annual budget, the capital budget, and matters referred to the committee by the president.

**A.** This committee shall review the annual budget prepared, and submitted to the Board, by the Hospital's CEO.

**B.** This committee shall 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.** This committee shall review a year-end audited financial report, conducted by an outside auditing firm, and the committee shall report conclusions at the next Board meeting.

### ~~3.~~2. Governance Committee

The Governance Committee shall consist of a chair and 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.** This committee shall review Board bylaws and forward its recommended revisions, if any, to the Board on at least an annual basis. The committee shall review and make recommendations to the Board, as needed, for revisions to the Board manual.

**B.** This committee shall monitor current standards, regulations, and general expert commentary on corporate governance practices and procedures and shall review and make recommendations to the Board on all matters of governance, including governance practices and procedures.

**C.** This committee shall review and make recommendations to the Board for board-member training and education.

**D.** This committee shall conduct an annual evaluation of Board effectiveness.

### ~~4.~~3. Planning Committee

The Planning Committee shall consist of a chair and 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.** This committee shall assist in the preparation and modification of long-range and short-range plans to ensure that the total hospital program, inclusive of fixed assets and facility maintenance, is meeting and will continue to meet the health care needs of the

community. Any plan should include hospital services and those other health care facilities and related community resources. This committee may consult with the CEO, the Medical Staff, the Nursing Department, other department and services, and appropriate advisors in the planning.

### ~~5.~~4. Quality and Compliance Committee

The Quality and Compliance Committee shall consist of a chair and members appointed by the president.

**A.** This committee shall provide information to the Board concerning the hospital quality assurance program and the mechanisms for monitoring and evaluating quality. This committee may also be used by the Board to identify and resolve quality and compliance problems and to identify opportunities to improve patient care.

**B.** This committee shall seek the participation of the CEO or the CEO's representatives, the Medical Staff, the Nursing Department, and appropriate advisors regarding quality assurance to ensure that the Hospital meets its quality assurance goals.

**C.** This committee shall oversee the development and implementation of the Hospital's compliance guidelines and procedures and the Hospital's compliance education and training. This committee shall also oversee the Hospital's maintenance of internal controls, systems, processes, resources, and channels of communication for identifying, reporting, and investigating compliance violations or concerns. The committee shall also oversee implementation of corrective actions.

**D.** This committee shall oversee and review regular reports regarding compliance activities and investigations. This committee shall also oversee regular internal or external audits and surveys to verify adherence to the Hospital's compliance guidelines and procedures.

### ~~6.~~5. Joint Conference Committee

The Joint Conference Committee shall consist of the Board's president, vice president, and secretary, and any other committee members appointed by the president, together with the Executive Committee of the Medical Staff and representatives from the hospital's 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 communication between the Medical Staff and the Board of Directors.

### ~~7.~~6. 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~~0550 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~~0610 PARLIAMENTARY AUTHORITY

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

## ~~0162~~0620 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~~0630 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~~0640 CALL OF MEETINGS

1. Regular meetings shall be held in accordance with CBJ 40.05.060.

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 City and Borough of Juneau code or Assembly rules, as amended.

## ~~0165~~0650 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 City and Borough of Juneau Code. Notice shall also be made on the Hospital's 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~~0710 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.

## 0715 CODE OF ETHICS

Members of the Board, including ex officio members, shall abide by and conform to the City and Borough of Juneau Conflict of Interest Code (CBJ 01.45) and to the codes of ethics and conduct described in the most recently approved Code of Ethics and Conduct Policy.

## ~~0172~~0720 MOTIONS AND 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 (CBJ 01.45) on an issue shall ask to be excused from discussion or the vote on the issue. If the president declares a conflict of interest, the president shall turn the meeting over to an alternate chair while the matter at issue is discussed. In either case, a different, non-conflicted member may move that the conflict is *de minimis* and ask that Board allow the conflicted member to remain in the discussion, especially in cases where the conflicted member has special expertise. The conflicted member may still ask to be excused, and if so, that request must be granted. However, if the motion to rule the conflict *de minimis* is seconded and passed, the conflicted member may remain in the discussion but may not vote.

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~~0730 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 specifically 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 those subjects are 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 that 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 that person, and provided that specific person may 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~~0740 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~~0750 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 abide by and conform to the City and Borough of Juneau Conflict of Interest Code (CBJ 01.45) and to the codes of ethics and conduct described in the most recently approved Code of Ethics and Conduct Policy.~~

## ~~0181~~0760 OFFICIAL MINUTES

1. The Board shall keep minutes of all 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 CEO 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 matters 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.

## ~~0211~~0810 APPOINTMENT

The chief executive officer of the Hospital (the CEO) shall be appointed by the Board, after consultation with the City and Borough of Juneau 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~~0820 VACANCY

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

## ~~0213~~0830 DUTIES AND RESPONSIBILITIES

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

1. The CEO shall have the duties and responsibilities with respect to the Board, as described in the Board Manual.

2. The CEO shall fulfill the duties set forth in the CEO's job description.

## ~~0214~~0840 ANNUAL EVALUATION

Annually, or more frequently, as the Board deems necessary, the Board shall review the performance of the CEO. The president of the Board shall inform the CEO of the results this evaluation. Minutes of the Board meeting shall document the evaluation of the CEO. Personnel actions regarding the hospital administrator, including hiring, evaluation, discipline, and termination, shall be after consultation with the city manager.

## ~~0321~~0910 MEDICAL STAFF ORGANIZATION AND BYLAWS

The Hospital shall have an organized medical staff (the Medical Staff). This group is responsible to the Board for the clinical and scientific work of the hospital, as the Board serves as the governing body for the hospital. With approval of the Board, the Medical Staff may adopt bylaws, rules, regulations and policies for the proper conduct of its work and eligibility for appointment to the 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~~0920 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 a physician leader of the Medical Staff (the 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~~0930 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 decisions on Medical Staff matters, including applications for membership, clinical privileges, and professional discipline matters.

## ~~0352~~0940 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 0930~~351~~ of these bylaws.

## ~~0353~~ 0950 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~~0960 BOARD OBLIGATION TO THE MEDICAL STAFF

The Board, through the CEO, shall ensure that the Medical Staff is provided with the administrative assistance necessary to conduct medical staff business and 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 fulfil its mission and 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.

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