

**Jefferson County Public Hospital District No.2**  
**Board of Commissioners**  
**Special Session Minutes**  
**March 29, 2016**  
**Jefferson Healthcare Conf Room**  
**2500 W. Sims Way suite 302**

**Call to Order**

The meeting was called to order at 10:07 am by Chief Governing Officer Buhler. Present were Commissioners Buhler, De Leo, Dressler, Kolff and Ready. Also present were Bertha Cooper, Facilitator, and Suzy White, Administrative Assistant. The meeting was officially audio recorded by Jefferson Healthcare.

Commissioner Buhler announced the purpose of this special meeting is to review and possibly revise Jefferson Healthcare Governance policies and bylaws.

Ms. Cooper reviewed the agenda for today's meeting. Clarification of process was reviewed. Consensus will be taken today after review of each section in The Board Book. Follow up on common goals, concerns, and threats from the last meeting was discussed.

Commissioner Buhler asked the Commissioners when The Board Book is finished and adopted, if each individual Commissioner will follow the policies. Commissioners Ready, Dressler, De Leo and Buhler will support the Board and follow the policies. Commissioner Kolff stated he will abide by the oath of office and subject to interpretation will support Board policies as best he can. Commissioner Ready agreed with Commissioner Kolff.

**The Board Book**

Commissioners discussed the second draft of The Board Book dated March 27 developed by Commissioner De Leo along with edits prepared by Commissioners Kolff and Buhler.

**Mission, Vision, Values**

Commissioners discussed the Mission, Vision, and Values included in The Board Book. Commissioner De Leo made a motion to adopt the Mission, Vision, Values as submitted in The Board Book. Commissioner Dressler seconded the motion. Commissioner De Leo called for the question. Commissioner Dressler seconded the call for question. Vote was 3 to 2 with Commissioners Buhler and Ready opposed to concluding discussion.

**Action:** Motion passed 3 to 2. Commissioners Ready and Kolff opposed.

Commissioner Buhler made a motion to put aside the Mission, Vision, Values for further discussion at a later time prior to adoption of The Board Book. Motion died for lack of second.

Commissioner Kolff made a motion for the Mission, Vision, Values statements as currently being used by the organization and adopted by the Board not be an official part of the policies but be referenced. Motion died for lack of second.

Commissioner De Leo made a motion for the Mission, Vision, Values be included in the front of The Board Book. Commissioner Ready seconded.

Commissioner Kolff made an amendment that the Mission, Vision, Values be an attachment and expanded to use the full content that is in the existing strategic plan. Commissioner Dressler seconded the amendment.

**Action:** Amendment failed Commissioners De Leo, Dressler, Ready and Buhler opposed.

Commissioner Dressler made an amendment to include expanded version of Mission, Vision, Values be included in The Board Book. Commissioner Kolff seconded the amendment.

**Action:** Amendment passed 3 to 2. Commissioners De Leo and Ready opposed.

Commissioner De Leo's main motion seconded by Commissioner Ready for the Mission, Vision, Values be included in the front of The Board Book.

**Action:** Motion passed 3 to 2. Commissioners Kolff and Ready opposed

Commissioner De Leo made a motion for the Mission, Vision, Values be included as adopted in The Board Book in the front of the book. Commissioner Dressler seconded the motion.

**Action:** Motion passed 3 to 2. Commissioners Kolff and Ready opposed.

At 11:44 am Commissioner Buhler announced a five minute recess. At 11:50 am Commissioner Buhler reconvened the meeting.

#### It's The Law

Commissioners continued review of The Board Book. Commissioner De Leo made a motion to approve the It's the Law section as revised by Commissioner Buhler making all capitals to small letters. Commissioner Kolff seconded the motion.

**Action:** Motion passed unanimously.

At 11:51 am Commissioner Buhler announced a 20 minute recess. At 12:12 pm Commissioner Buhler reconvened the meeting.

#### The District

With no objections consensus was reached on the edits discussed in The District section of The Board Book.

#### The Board

With no objections consensus was reached on the edits discussed in The Board section of The Board Book.

#### A Commissioner/Board Code of Conduct

With no objections consensus was reached for Commissioner De Leo to combine the Code of Conduct with the A Commissioner section of The Board Book.

#### Board Operating Budget

With no objections consensus was reached on the edits discussed in the Board Operating Budget section of The Board Book.

#### Board Officers

With no objections consensus was reached on the edits discussed in the Board Officers section of The Board Book.

### Board Meetings

With no objections consensus was reached on the edits discussed in the Board Meetings section of The Board Book.

### Board Agenda Creation

With one objection, Commissioner Ready, consensus was reached on the edits discussed in the Board Agenda Creation section of The Board Book.

Commissioner Dressler made a motion regarding board agenda creation, the Chair and/or Secretary will meet with CEO to jointly set the draft agenda for the upcoming meeting no less than five business days prior to the meeting. Commissioners are encouraged to submit agenda items to the Chair not less than seven business days before the meeting date. The agenda will be formally adopted by a majority vote of the Board at the beginning of each meeting. The Board may make changes to the agenda prior to its adoption. Commissioner De Leo seconded the motion.

Commissioner De Leo made an amendment to replace Commissioners with Any commissioner. Commissioner Dressler seconded the amendment.

**Action:** Amendment passed 4 to 1. Commissioner Ready abstained.

Commissioner De Leo made a second amendment the Chair and /or Secretary will meet with CEO to jointly set the draft agenda for the upcoming meeting no less than five business days prior to the meeting. Any Commissioner is encouraged to submit additions to the agenda to the Chair not less than seven business days before the meeting date. Commissioner Dressler seconded the amendment.

**Action:** Amendment passed 4 to 1. Commissioner Ready abstained.

Main Motion by Commissioner Dressler and seconded by Commissioner De Leo, the Chair and/or Secretary will meet with CEO to jointly set the draft agenda for the upcoming meeting no less than five business days prior to the meeting. Any Commissioner is encouraged to submit an item to the agenda to the Chair not less than seven business days before the meeting date. The agenda will be formally adopted by a majority vote of the Board at the beginning of each meeting. The Board may make changes to the Agenda prior to its adoption.

**Action:** Motion passed 3 to 2. Commissioners Kolff and Ready opposed.

Commissioner De Leo made a motion the Commissioners shall be notified of the proposed agenda as soon as it is created. Commissioner Dressler seconded the motion.

**Action:** Motion passed 4 to 1. Commissioner Ready abstained.

### Board Appointed Officers

With no objections consensus was reached on the edits discussed in the Board Appointed Officers section of The Board Book.

### Keeping The Board Informed

Commissioners discussed Committee Assignments and agreed to use the heading Keeping The Board Informed and to include: new commissioner orientation, department reports/rounding, and committee assignments. Ms. Cooper will make revisions discussed.

At 2:14 pm Commissioner Buhler announced a 10 minute recess. At 2:22 pm Commissioner Buhler reconvened the meeting.

Community Collaboration

Commissioners discussed Special Committee Process prepared by Commissioner Ready and suggested creating a Community Collaboration section in The Board Book. Ms. Cooper will make revisions discussed.

Medical Staff Appointments

With no objections consensus was reached on the Medical Staff Appointments section of The Board Book.

Strategic Planning

With no objections consensus was reached on the edits discussed in the Strategic Planning section of The Board Book.

Commissioner/Staff Interaction

With no objections consensus was reached on the edits discussed in the Commissioner/Staff Interaction section of The Board Book.

CEO Succession Plan

With no objections consensus was reached on the edits discussed in the CEO Succession Plan section of The Board Book.

Board Self Evaluation

With no objections consensus was reached on the edits discussed in the Board Self Evaluation section of The Board Book.

Ms. Cooper discussed tomorrow's agenda for the special work session.

**Adjourn:**

Commissioner Dressler made a motion to conclude meeting. Commissioner Ready seconded the motion.

**Action:** Motion passed unanimously.

Meeting concluded at 4:03 pm.

Approved by the Commission:

President of Commission: Jill Buhler \_\_\_\_\_

Secretary of Commission: Marie Dressler \_\_\_\_\_