

Jefferson County Public Hospital District No.2
Board of Commissioners
Special Session Minutes
May 3, 2016
Jefferson Healthcare Conf Room
2500 W. Sims Way suite 302

Call to Order

The meeting was called to order at 10:30 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 work session is to review and possibly revise Jefferson Healthcare Governance policies and bylaws. Action may be taken.

Ms. Cooper reviewed the process for today's meeting. Commissioners agreed to approve each section by consensus.

Commissioners discussed final revisions to The Board Book prepared by Commissioner Buhler.

Preamble

With no objections consensus was reached on the "Preamble" section.

Table of Contents

Ms. Cooper distributed a draft table of contents for review.

Mission, Vision, Values

With one objection, Commissioner Ready, consensus was reached on the edits discussed in the "Mission, Vision, Values" section.

Commissioner Dressler made a motion to accept the "Mission, Vision, Values" statement as written excluding the three bullet points under the Mission statement. Commissioner De Leo seconded the motion.

Action: Motion passed 3 to 2 with Commissioners Kolff & Ready opposed.

It's the Law

With no objections consensus was reached on the "It's The Law" section.

The District

Consensus process and definition was discussed. Commissioners agreed to take a formal vote from this point forward.

Commissioner Dressler made a motion to approve the suggested additions adding quotes to "The District" and "The Board" as discussed. Commissioner De Leo seconded the motion.

Action: Motion passed unanimously.

The Board

Commissioner De Leo made a motion to approve “The Board” section as amended.

Commissioner Dressler seconded.

Action: Motion passed unanimously.

Commissioner Ready made an amendment to approve additional edits to “The Board” section as discussed. Commissioner Dressler seconded.

Action: Motion passed unanimously.

A Commissioner

Commissioner De Leo made a motion to approve “A Commissioner” section as submitted.

Commissioner Dressler seconded.

Commissioner Ready made a motion to amend to modify third paragraph and keep ‘Each Commissioner will abide by all applicable state and federal laws’. And remove last sentence in fifth paragraph. Commissioner Kolff seconded.

Action: Amendment failed 2 to 3 Commissioners De Leo, Dressler & Buhler opposed.

Commissioner Kolff made a motion to amend to remove the last sentence in fifth paragraph of the “A Commissioner” section. Commissioner Ready seconded.

Action: Motion passed 3 to 2 Commissioners De Leo & Dressler opposed.

Commissioner Kolff made an amendment to add to fifth paragraph that ‘each commissioner will be allowed to express their personal opinion’. Commissioner Ready seconded.

Action: Motion failed 2 to 3 Commissioners De Leo, Dressler, & Buhler opposed.

Commissioner De Leo made a motion to approve “A Commissioner” section as amended with last line in fifth paragraph deleted and capital E changed to e. Seconded by Commissioner Dressler.

Action: Motion failed 3 to 2. Commissioners De Leo, Dressler and Ready opposed.

Commissioner De Leo made a motion to adopt “A Commissioner” section as submitted, correcting typo. Commissioner Dressler seconded.

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

Board Code of Conduct

Commissioner De Leo made a motion to approve “Board Code of Conduct” section as submitted. Commissioner Dressler seconded.

Commissioner Buhler made an amendment to the fourth paragraph to delete the third bullet.

Commissioner De Leo seconded the amendment.

Action: Motion passed unanimously.

Commissioner De Leo made an amendment to the fourth paragraph, fourth bullet to delete the words ‘or comment on’. Commissioner Kolff seconded the amendment.

Action: Motion passed unanimously.

Commissioner De Leo’s main motion to approve “Board Code of Conduct” section as submitted. and seconded by Commissioner Dressler.

Action: Motion passed unanimously.

Board Operating Budget

Commissioner De Leo made a motion to approve “Board Operating Budget” section as submitted. Commissioner Dressler seconded.

Action: Motion passed unanimously.

Board Officers

Commissioner Buhler recommends deleting the second paragraph. Commissioner De Leo made a motion to approve Board Officers section as amended to delete second paragraph and add quotes to “Chair” and “Secretary”. Commissioner Dressler seconded.

Commissioner Kolff made an amendment to add the sentence ‘The Board shall attempt to offer each Commissioner an equal opportunity to serve as Chair and Secretary during their term of office’. Amendment died for lack of second.

Commissioner De Leo’s main motion to approve “Board Officers” section as amended and seconded by Commissioner Dressler.

Action: Motion passed 4 to 1. Commissioner Kolff opposed.

Board Meetings

Commissioner De Leo made a motion to approve “Board Meetings” section as amended to add at the end of the last sentence ‘for issues not requiring formal Board action’. Commissioner Kolff seconded.

Action: Amendment failed 4 to 1. Commissioner De Leo in favor.

Commissioner Dressler made an amendment to the second to the last paragraph to delete the last sentence. Commissioner De Leo seconded the amendment.

Action: Amendment failed unanimously.

Commissioner Kolff made an amendment to the second to the last paragraph to delete the words ‘by Resolution, as required, or’ in the first sentence. Commissioner Ready seconded the amendment.

Action: Amendment passed 4 to 1. Commissioner De Leo opposed.

Board Agenda Creation

Commissioner De Leo made a motion to approve “Board Agenda Creation” section as modified in the first sentence to read ‘no less than seven business days’. Commissioner Dressler seconded.

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

Board Appointed Officers

Commissioner De Leo made a motion to approve “Board Appointed Officers” section as submitted. Commissioner Dressler seconded.

Action: Motion passed unanimously.

Medical Staff Appointments

Commissioner De Leo made a motion to approve “Medical Staff Appointments” section as submitted. Commissioner Dressler seconded.

Action: Motion passed unanimously.

Community Collaboration

Commissioner De Leo made a motion to approve "Community Collaboration" section as submitted. Commissioner Dressler seconded.

Action: Motion passed unanimously.

Board Development and Keeping the Board Informed

Commissioner De Leo made a motion to approve "Board Development and Keeping the Board Informed" section as amended by deleting Editor's note at the end of the first bullet. Commissioner Kolff seconded.

Commissioner Kolff made an amendment to change the first sentence to read 'A new Commissioner orientation will be used to prepare new commissioners with knowledge and understanding of the services provided by District and to change the second sentence to read 'The CEO and Board Chair will design the orientation schedule to accomplish the objective. Commissioner Ready seconded the amendment.

Action: Amendment passed 4 to 1. Commissioner De Leo opposed.

Commissioner Dressler made an amendment to the first paragraph to delete 'Examples are:' and the three bullets that follow. Commissioner Kolff seconded.

Action: Motion passed unanimously.

Commissioner Kolff made a motion to remove SLG from anywhere in the document and change CEO to The CEO and change BOC to The Board. Commissioner De Leo seconded.

Action: Motion passed unanimously.

At 12:31 pm Commissioner Buhler announced a 20 minute recess. At 12:55 pm Commissioner Buhler reconvened the meeting.

Board Development and Keeping the Board Informed continued

Commissioner Buhler made a motion to amend the "Keeping the Board Informed" section: 'To eliminate third bullet and numbers 1-5 and replace with Annually, in January, The Board will identify five administrative committees on subjects for which the Board has a direct level of involvement. Two commissioners shall serve on each committee. Each commissioner will list his or her preferences for Committee observation in order of interests, with the exception of the medical executive committee. The Board Chair will assign individual Commissioners to committees based as much as possible on the Commissioners preferences. Commissioners on the medical executive committee will rotate on a yearly basis staggered at 6 month intervals i.e. Jan/July. Commissioner De Leo seconded.

Action: Motion failed 2 to 3. Commissioners Kolff and Ready opposed. Commissioner Dressler abstained.

Commissioner Kolff made a motion to amend the "Keeping the Board Informed" section and replace the third bullet to say 'Individual Commissioner observation of committees; 1. Annually, in January, The CEO and Board will identify committees that would be useful for Commissioner observation. 2. One or Two commissioners will be assigned to observe selected Committee meetings throughout the calendar year. Delete current #2 and #3. Commissioner Buhler seconded the motion.

Action: Motion passed 4 to 1. Commissioner Ready opposed.

Commissioner Ready made a motion to approve the "Board Development and Keeping the Board Informed" section as amended. Commissioner Kolff seconded the motion.

Commissioner Dressler made an amendment to keep current #4 and eliminate #5.

Commissioner De Leo seconded the amendment.

Action: Motion passed 4 to 1. Commissioner Ready opposed.

Commissioner De Leo made an amendment to replace current #5 with assignments to committees will be made by the Chair and will be ratified by action of the Board. Commissioner Dressler seconded.

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

Commissioner De Leo made a motion to adopt "Board Development and Keeping the Board Informed" section as amended. Commissioner Dressler seconded.

Action: Motion passed 4 to 1 Commissioner Ready opposed.

Board/CEO Interaction

Commissioner De Leo made a motion to approve "Board/CEO Interaction" section as submitted. Commissioner Dressler seconded.

Commissioner Kolff made an amendment to the last sentence, that requests will be directed to both the Board and the CEO, and the CEO retains the right to decline.

Action: Amendment died for lack of second.

Commissioner Dressler made a motion to adopt under "Board/CEO Interaction: the first four bullets from Ms. Cooper's Table of Contents, and move current first paragraph to "Board/JCH Employee Interaction" current section and change JHC employee to District. Commissioner Kolff seconded.

Action: Motion passed 4 to 1. Commissioner De Leo opposed.

Board/District Employee Interaction

Commissioner Dressler made a motion to approve the "Board/ District Employee Interaction" section as amended with the last paragraph from the "Board/CEO Interaction" moved to the first paragraph of the "Board/District Employee Interaction" as amended. Commissioner Kolff seconded.

Commissioner Buhler made an amendment to the fourth paragraph 'The Chair and Commissioner who received complaint will decide if a possible violation of law, policy, or a potentially serious complaint, and will either convene executive session or discuss with CEO before convening an executive session'. Commissioner De Leo seconded.

Action: Motion failed. Commissioner De Leo abstained.

Commissioner Kolff made an amendment to the fourth paragraph 'The commissioner will review it with the Board Chair. The Chair and Commissioner who received complaint will discuss and assess the level of seriousness and any possible violation of law or district policy, or a serious complaint and will either convene executive session or discuss with CEO before convening executive session. Commissioner Ready seconded.

Action: Motion passed unanimously.

Commissioner Dressler's main motion to approve "Board/District Employee Interaction" as amended with the last paragraph from the "Board/CEO Interaction" moved to the first paragraph of the "Board/District Employee Interaction" as amended and seconded by Commissioner Kolff.

Action: Motion passed unanimously.

Strategic Plan

Commissioner De Leo made a motion to approve “Strategic Plan” section as submitted.
Commissioner Buhler seconded.

Action: Motion passed unanimously.

CEO Performance Evaluation

Commissioner De Leo made a motion to approve “CEO Performance Evaluation” section as submitted. Commissioner Dressler seconded.

Commissioner Ready made an amendment to add the purpose statement to the “CEO Performance Evaluation” section. Commissioner Kolff seconded.

Action: Motion passed 4 to 1. Commissioner De Leo opposed.

Commissioner Kolff made an amendment to delete the last paragraph in the “CEO Performance Evaluation” section. Commissioner Buhler seconded.

Action: Motion passed 3 to 2. Commissioners De Leo and Dressler abstained.

Commissioner Kolff made a motion to adopt “CEO Performance Evaluation” section as amended. Commissioner Ready seconded.

Action: Motion passed unanimously.

CEO Succession Plan

Commissioner De Leo made a motion to approve “CEO Succession Plan” section as submitted.
Commissioner Kolff seconded.

Action: Motion passed unanimously.

Board Self-Evaluation

Commissioner De Leo made a motion to approve “Board Self-Evaluation” section as submitted.
Commissioner Kolff seconded.

Commissioner Buhler made an amendment to the third paragraph to add ‘At this time, Board performance will be determined through rigorous written evaluations by each commissioner for collective review’. The next paragraph will add in ‘March and September of each year’.

Commissioner Dressler seconded.

Action: Motion passed unanimously.

Ms. Cooper made suggestions on the format for the table of contents.

Survivability

Change the word ‘policy’ to Board Book.

Commissioner De Leo made a motion this is the last edit prior to final approval. Motion died for lack of second.

Ms. Cooper reviewed next steps.

Commissioner Buhler will do edits to the final draft and send to Mike Glenn and Commissioners.

Commissioners shared their thoughts on this process.

Conclude:

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

Meeting concluded at 4:05 p m.

Approved by the Commission:

President of Commission: Jill Buhler _____

Secretary of Commission: Marie Dressler _____