

**SAN JUAN COUNTY PUBLIC HOSPITAL DISTRICT No. 1**  
**Board of Commissioners**  
**Special Meeting/Work Session**  
**Friday, June 23, 2017**

**Commissioners Present:**

Commissioner Bill Williams - Chair  
Commissioner Monica Harrington  
Commissioner Mark Schwinge  
Commissioner Barbara Sharp

**Others Present:**

Pamela Hutchins  
Superintendent, SJCPHD #1

**By Phone:** Commissioner Michael Edwards

**Absent:** None

**CALL TO ORDER:**

Commissioner Williams called the meeting to order at 2:00 pm.

**SPECIAL MEETING/WORK SESSION BUSINESS**

**Barbara Sharp and Michael Edwards introduced proposed bylaws changes:** Article II 2.1: Rewrote section on secretary to allow for delegation of duties. Added a new section to Article II, to be numbered 3.6, entitled "Procedural Guidelines for Public Comment," (drawn from the text of resolution 17-464 **(Exhibit B)**, which was voted down in order to be addressed comprehensively along with other bylaws changes in this session).

**Revisions were discussed by the commissioners in the following order: (all changes are in reference to Exhibit A: Bylaws, with proposed changes in red)**

**Article II 8.1:** The commissioners agreed with the listed changes.

**Article II 3.4:** The commissioners decided to add language that would make explicit that meetings are to be held in the listed order, with public comment before consideration of agenda items and after reports.

**Article II 3.6:** The commissioners approved the addition of "Procedural Guidelines for Public Comment," (drawn from the text of failed resolution 17-464).

**Article II 2.6:** Commissioners approved change of "may" to "shall."

**Article III 1.1:** Commissioners agreed to leave Superintendent duties as changed in Exhibit A.

**Chairman Williams asked if there were any further proposed changes.** There were not.

**ADJOURNMENT:**

**Commissioner Chair Williams asked for a motion to adjourn, Commissioner Schwinge--moved to adjourn, seconded by Commissioner Harrington. ALL AYES; MOTION CARRIED. Meeting adjourned at 2:36 p.m.**

**ALL EXHIBITS AND SUPPORTING MATERIAL AVAILABLE ON REQUEST.**



Signed by Chairperson



Date

**The original document is retained at the San Juan County Public Hospital District #1 Office at 849 Spring Street, Unit B-5, Friday Harbor, WA 98250 in San Juan County Public Hospital District #1 permanent proceedings file.**

**Attest: Pamela Hutchins, Recording Secretary**



# EXHIBIT A

## SAN JUAN COUNTY PUBLIC HOSPITAL DISTRICT NO. 1 FRIDAY HARBOR, WASHINGTON

### *BYLAWS*

#### ARTICLE I: Formation and Purpose

This public hospital district (the "District"), a municipal corporation, was created in 1989 to provide health service for the residents of the District and other persons. The activities of the District shall be conducted in conformity with the Constitution and laws of the State of Washington, including Chapter 70.44 RCW, as now in effect and hereafter amended. These Bylaws are adopted in furtherance of the lawful purposes of the District which, by Chapter 84, Laws of 1982, were expanded to include the providing of other health care facilities and services appropriate to the needs of the population served.

#### ARTICLE II: Board of Commissioners

##### Section 1. Qualifications and Election:

No person shall be eligible to be elected to the office of public hospital district commissioner unless he/she is a registered voter within the boundaries of the District and within the commissioner district or at large district from which he/she is elected. All District commissioners shall be elected and serve, whether from a particular commissioner district or at large, in the manner and for the term prescribed by law.

##### Section 2. Organization and Officers of the Board of Commissioners:

2.1 The Board of Commissioners, sometimes herein referred to as "the Board" or "Commission," shall, at its first regular meeting in each calendar year, organize by election from among its own members a Chairperson and a combined **Secretary/Financial Officer**. Such election shall be by a majority vote of the Commissioners in each case. The terms of both officers shall be for one year. **Nominations for both officers shall be submitted to the Superintendent for timely dissemination of the candidate list to the commissioners prior to the first meeting of the year.**

2.2 The Chairperson shall act as the presiding officer at meetings of the Board and shall execute on behalf of the District all contracts, agreements, and other documents and papers duly authorized by the Board that may require his signature, and shall sign the same.

2.3 The **Secretary shall delegate the following duties to the Superintendent:** prepare, or cause to be prepared, minutes of all regular and special meetings of the Board, and ~~shall~~ keep them in a proper book for that purpose; have



charge of the official seal of the District and shall affix or cause to be affixed such seal to any documents requiring it, attesting to the same. **The Financial Officer shall review all District financial transactions monthly before each board meeting, and sign the affidavit requested by the Washington State Auditor's Office in support of their biannual audits.**

2.4 If a vacancy occurs in the office of either the Chairperson or the Secretary/Financial Officer, an election of officers shall take place at the next regular meeting of the Board to fill the unexpired term created by the vacancy.

2.5 All members of the Board, whether elected or appointed, shall be required to take an oath of office in the form prescribed by the laws of the State of Washington relating to public officials.

2.6 **Vacant commissioner positions may be filled in the manner prescribed by law.** ~~A vacant commissioner position may be filled by the Board appointing a new member in the manner prescribed by law.~~

### Section 3. Meetings of the Board or Commission:

3.1 Regular meetings of the Board shall be held monthly at a time and place as determined by resolution of the Board.

3.2 Special meetings may be called at any time by the Chairperson of the Board or by a majority of the members of the Board by delivering personally or by mail/e-mail, written notice to each member of the Board, and to each local newspaper of general circulation which has on file with the Board a written request to be notified of such special meeting, or of all special meetings. Such notice must be delivered personally or by mail/e-mail at least twenty-four hours before the time of such special meeting as specified in the notice. Notifications of special meetings may also be placed on the **District's** web page. The call and notice shall specify the time and place of the special meeting and the business to be transacted. Final disposition shall not be taken on any other matter at such meetings of the Board. Written notice may be dispensed with **if** ~~as to~~ any commissioner ~~who~~ files with the Secretary written waiver of such notice, or ~~who~~ is actually present at the meeting **when** ~~at the time~~ it convenes. The notices provided for herein otherwise may be dispensed with only **if** ~~in the event of~~ a special meeting is called to deal with an emergency involving injury or damage to persons or property, or the immediate likelihood of such injury or damage, when time requirements of such notice would make notice impractical and increase the likelihood of injury or damage.



3.3 The measures outlined in 3.2 shall also apply to any meeting not held on the regularly scheduled day of the month.

3.4 The order of business at meetings of the Commission shall be as follows:

a. Regular meetings: ~~shall be conducted in the following format:~~

i. Call to order

ii. Reading and approval of minutes of the last regular meeting and any intervening special meeting. Use of consent agenda is at the discretion of the Board for approval of minutes, warrants and any other routine matters appropriate for the consent agenda. The chair may utilize unanimous consent for approving motions, absent objection consistent with RONR (11<sup>th</sup> ed.) p. 54, ll

iii. Reports

iv. Public comment period of a maximum of 15 minutes, with each speaker allowed a maximum of 3 minutes.

v. Consideration of items on the agenda or other matters properly before the Board and action thereon.

vi. Adjournment.

b. Special meetings

i. Call to order.

ii. Reading of the notice calling the meeting.

iii. Consideration of matters stated in the notice and action thereon.

iv. Adjournment.

3.5 Commissioners, attendees, and all other personnel shall turn off or silence their cell phones, except for emergency respondents' communication devices, for the duration of any regular, special, or executive proceedings.

#### Section 4. Action by the Board:

4.1 As used herein, "action" means the transaction of the official business of the District by the Board including, but not limited to, a collective decision made by a majority of the members of the Board, a collective commitment or promise by a majority of the members of the Board to make a positive or negative decision, or an actual vote by a majority of the members of the Board when sitting as a body or entity, upon a proposal, motion, or resolution. Rules for discussion and debate shall be adopted from RONR (11<sup>th</sup> ed.) p. 487, ll 25-35, p. 488, ll 1-20. Upon discussion of any motion or resolution, the commissioner introducing the motion or resolution shall have the right to the first comment for or against the resolution or motion. After that, each commissioner shall have the right to make a comment for or against it around the table. Comments by each commissioner shall continue to be taken around the table until the question is called for the vote. Each commissioner shall have the same number of times to comment on the motion or resolution. Courtesy and respect are required at all times, with no interrupting of other speakers.

4.2 All action taken by the Board shall be by motion or resolution, and recorded.



Minutes of all regular and special meetings, except executive sessions thereof, shall be promptly recorded and shall be open to public inspection.

4.3 All meetings at which action is taken by the Board shall be open and public, and all persons shall be permitted to attend any meeting of the Board, except as otherwise provided in this section or by law. The Board shall never adopt any motion or resolution, except in a meeting open to the public, and then only at a regular meeting, duly convened at the prescribed time and place, or at a special meeting of which notice has been given according to the provisions of the foregoing section. Any action taken at meetings failing to comply with the provisions of this section shall be null and void.

4.4 Nothing in this section shall be construed to prevent the Board from holding executive sessions during a regular or special meeting to consider:

- a. Advice of legal counsel concerning any matter subject to the attorney-client privilege, including, but not limited to, pending or threatened litigation;
- b. Selection of a site or the purchase of real estate, when publicity regarding such consideration would cause a likelihood of increased price;
- c. Disposition of real estate by lease or sale when publicity regarding such consideration would cause a likelihood of decreased price;
- d. Negotiations on the performance of publicly bid contracts when publicity would cause a likelihood of increased costs;
- e. The appointment, employment, or dismissal of an officer, employee, leased employee, or independent contractor of the District;
- f. The granting, denial, reduction, termination, or suspension of clinical privileges, and medical staff membership of a physician. The Board may consider other health care providers as eligible for such privileges, if included in RCW 7.70.020, as now in effect or hereafter amended.
- g. The hearing of complaints or charges brought against such an officer, employee, physician, or other health care provider, unless such person requests a public hearing;
- h. Any other matter properly the subject of executive session under RCW 42.30.110, as now in effect or hereafter amended, or any other applicable law.
- i. **Consideration of matters affecting national security.**

4.5 The board also may exclude from any public meeting or executive session, during the examination of a witness on any such matter, any or all other witnesses

in the matter being investigated or under consideration. No action, as defined in this section, shall be taken in executive session.

#### Section 5. Quorum:

A majority of the persons holding the office of District Commissioner shall constitute a quorum of the Board for the transaction of business. No resolution shall be adopted without a majority of the whole Commission.

#### Section 6. Committees:

The Board may from time to time act as a committee of the whole, or appoint such other committees as it may deem necessary or advisable in the conduct of its affairs. The activities of any committees so appointed shall be conducted lawfully and be recorded in written minutes. Chairpersons of such committees shall be appointed by the Board to serve for terms not to exceed one year, subject both to removal at the will of the Board, and to reappointment in the sole discretion of the Board. **Committee proceedings shall be subject to the Open Public Meetings Act, RCW 42.30 et seq.**

#### Section 7. Powers and Duties of the Board or Commission:

7.1 The Board shall be the governing body to which the superintendent (administrator) and other District employees ultimately are responsible for all activities in the District. While the authority of the Board may be delegated to the superintendent (administrator) as specified in Article III, Section 1, or by the resolution, any delegation of authority of the Board may be rescinded in its sole discretion.

7.2 All of the powers authorized in Chapter 70.44 RCW may be exercised by the Board in the performance of its duties prescribed therein. Among other things, the Board shall strive **to do the following**:

- a. Determine the policies and purposes of the District in proper relation to community needs;
- b. Provide, **either directly or by contract**, facilities, equipment, and personnel to meet the needs of patients within the purpose of the health care facilities as may be provided, and consistent with present and future community needs;
- c. Assure, **either directly or by contract**, that an appropriate standard of professional care is maintained and that any health care facility or personnel supported by the District be accountable to the Board;
- d. Promote planning and coordinate professional interests with administrative, financial, and community needs, and the policies and purposes of the District;



- e. Provide for the sound administration and application of public funds, adopting annual budgets for the District at the times and in the manner required by law;
- f. Maintain accurate records of District finances and all related activities;
- g. Exercise proper care and judgment in the selection of a qualified superintendent (administrator) who shall be responsible for implementing policies adopted by the Board.

#### Section 8. Avoidance of Conflicts of Interest:

8.1 District commissioners, being aware of the fiduciary nature of their positions, shall avoid actions and relationships which could result in a conflict between their private financial interests and their public responsibilities. ~~In accordance with RCW 43.160.040, The Board of Commissioners adopted a Code of Ethics on November 19, 2014. The Code of Ethics shall be incorporated by reference in these Bylaws.~~ Commissioners shall not violate the provisions of the Code of Ethics, RCW 42.20 and 42.23, or any other applicable law.

~~Recognizing that even the appearance of impropriety should be avoided, no commissioner shall:~~

- ~~1. Be beneficially interested in or otherwise expect to profit from, directly or indirectly, any contract, sale, lease, or purchase made by the District, except as specifically permitted under RCW 42.23.030, as now in effect or hereafter amended, or under other applicable law;~~
- ~~2. Accept, directly or indirectly, any compensation, gratuity, favor, or award from any party seeking to do business with the District, or in connection with any contract made by the District, other than (a) compensation and reimbursement for expenses as provided by law or (b) compensation in connection with contracts permitted under RCW 42.23.030, as now in effect or hereafter amended, or under other applicable law;~~
- ~~3. Employ, use, or appropriate any District employee, money, or property for his private benefit;~~
- ~~4. Hold any office, engage in any employment, or occupy any position, public or private, which could create conflicts between the duties, interests, and opportunities inherent in such office, employment, or position, and the commissioner's public responsibilities as a member of the Board;~~
- ~~5. Reveal or divulge to any other party, unless authorized by the Board, any confidential information received in the performance of his duties as a commissioner, nor use such information for personal gain.~~



8.2 Any commissioner, upon discovering or suspecting that he/she has, or may have, a conflict of interest contrary to the policies and standards set forth in the **Code of Ethics**, ~~this section~~, shall promptly report the same to the Board.

### ARTICLE III: Other Officers

#### Section 1. Superintendent (Administrator):

1.1 Appointment. The Board shall select and appoint as superintendent (administrator) a competent administrator who shall be its direct representative in the management of the District. The superintendent (administrator) shall be appointed for an indefinite term, removable at the will of the Board, and shall receive such compensation as the Board shall establish by resolution. The appointment or removal of the superintendent (administrator) shall be by resolution of the Board, introduced at a regular meeting and adopted at a subsequent regular meeting by majority vote.

1.2 Powers and Duties. The superintendent (administrator) shall be the chief executive and administrative officer of the District. **He/she is** in direct charge with full authority to act, as representative of the Board, and subject to its policies, he/she shall be responsible for the efficient administration of all affairs of the District.

In the performance of duties prescribed by law, all of which shall be faithfully discharged, and not by way of limitation of his/her authority, the superintendent (administrator) shall **undertake the following**:

**a. BUDGET, ACCOUNTS PAYABLE, AND PAYROLL**

i. Stay informed **by**, and work closely with, the District's Treasurer, which is currently San Juan County Treasurer, on the accurate processing of payroll and accounts payable.

ii. **Fully inform** ~~Keep~~ the Commissioners ~~fully informed~~ of the financial conditions and needs of the District. Prepare monthly financial statements of income and expenses for presentation at the District's regular monthly meetings.

iii. Prepare an annual budget for the forthcoming fiscal year, which shall include probable expenses, income, any recommended development work, and any recommended extensions and additions. The annual budget shall be presented in September at the District's regular meeting and forwarded to San Juan County by the County's November deadline.

**b. INCOME AND LEVY RESPONSIBILITIES**

i. Prepare yearly Tax Revenue Levy Certification.

ii. Monitor the PeaceHealth Subsidy agreement payments made semi-annually out of the Public Hospital District Levy #1 funds. Meet regularly with the Peace Island Medical Center's Director of Administrative Services to assure that District goals are met in accordance with the contract between the District and PeaceHealth.

**c. OTHER DUTIES**

- i. Perform all duties as set forth in RCW 70.44.080 and 70.44.090.
- ii. As delegated by the District Board of Commissioners' Secretary: take and transcribe minutes of all public meetings of the District Board, prepare documents for such meetings, and any other related duties, in accordance with the District Bylaws Art. II §2.2, and the Open Public Meetings Act, RCW 42.30 *et seq.*
- iii. Serve as the Public Records Officer for the District. Maintain District records and respond to public records requests in accordance with the Public Records Act, RCW 42.56 *et seq.*
- iv. Provide support to SJIEMS to manage fiscal accounting deadlines for the District, as well as help with financial clarifications on all EMS and District documents, contracts, policies, and financial audits.
- v. Represent the District at community meetings.
- vi. Manage District financial matters to comport with Washington State laws and Audit Requirements, including all financial reporting, and the fiscal management of the remaining IIMC accounts payable, inventory, building maintenance, bank accounts, and tax revenue accounting. Submit the Washington State Audit report for the District yearly by June 30<sup>TH</sup>.
- vii. Manage calls regarding air membership programs.
- viii. Execute, on behalf of the District, all contracts, agreements, and other documents as may be approved and directed by the Board.
- ix. Undertake on his or her own initiative any other duties consistent with the law and Board policies, as may be in the best interest of the District.
- x. Participate in collective bargaining negotiations, as needed, and assist with budgetary implications of proposals.

Section 2. Auditor (Chief Financial Officer or Controller):



~~The Board shall appoint as auditor of the District a person experienced in accounting and business practices.~~

~~The auditor shall report in the performance of his duties directly to the superintendent (administrator). The auditor shall draw, sign, and issue all warrants for the disbursement of funds of the District upon the orders of, or vouchers approved by, the Commission. He/she shall perform other such duties relating to business affairs of the District, including the recording of financial transactions, collection of accounts, and the routine purchase and issue of supplies, as are assigned by the superintendent (administrator).~~ These duties are performed by the Superintendent, Art. III § vi

#### Section 2. Treasurer:

The Treasurer of San Juan County, Washington, shall be treasurer of the District. The treasurer shall receive, deposit, and disburse all funds of the District in the manner provided by law under the supervision of the superintendent (administrator), and as directed by resolutions of the Board to the extent of its lawful discretion.

### ARTICLE IV: Construction and Conventions

#### Section 1. Gender and Number:

As used in these Bylaws, personal pronouns shall be interpreted to refer to the persons of either gender, and relative words whenever applicable to more than one personal shall be read as if written in the plural.

#### Section 2. Titles, Headings, and Captions:

The titles, headings, and captions appearing in these Bylaws are used and intended for convenience of description or reference only and shall not be construed or interpreted to limit, restrict, or define the scope or effect of any provision.

#### Section 3. Severability:

If any provision of these Bylaws, or its application to any person or circumstance is held invalid by a court of competent jurisdiction, the remainder of these Bylaws, or the application of the provision to other persons or circumstances, shall not be affected.

### ARTICLE V: Amendment

These Bylaws may be amended by resolution of the Board introduced at a regular meeting and adopted, **by a majority vote**, at a subsequent regular meeting. **Major changes to multiple sections shall require, ~~submission~~, as part of the resolution, review of an entirely new set of the entire Bylaws.**

ADOPTED this \_\_\_\_\_ day of \_\_\_\_\_, 2017.

**San Juan County Public Hospital District #1**

**RESOLUTION 17- \_\_\_\_**

**A RESOLUTION OF SAN JUAN COUNTY PUBLIC HOSPITAL DISTRICT NO. 1,  
ADOPTING AND APPROVING THE BYLAWS OF THE DISTRICT.**

**BE IT RESOLVED BY THE BOARD OF COMMISSIONERS OF SAN JUAN  
COUNTY PUBLIC HOSPITAL DISTRICT NO. 1 THAT:**

**THE BYLAWS OF THE DISTRICT, A TRUE AND CORRECT  
COPY OF WHICH ARE ATTACHED HERETO AS EXHIBIT "A,"  
BE, AND HEREBY ARE, THE OFFICIAL BYLAWS OF THE  
DISTRICT.**

ADOPTED and APPROVED this \_\_\_\_ day of \_\_\_\_\_, 2017.

\_\_\_\_\_  
Commissioner

\_\_\_\_\_  
Commissioner

\_\_\_\_\_  
Commissioner

\_\_\_\_\_  
Commissioner

\_\_\_\_\_  
Commissioner



**EXHIBIT B**

**RESOLUTION 17-464**

**A RESOLUTION OF SAN JUAN COUNTY PUBLIC HOSPITAL DISTRICT NO. 1 ESTABLISHING  
PROCEDURAL GUIDELINES FOR PUBLIC COMMENT**

**WHEREAS**, San Juan County Council's Procedural Guidelines for Citizen Access Time offer helpful guidance for citizen comments; and

**WHEREAS**, guidance for such comments will benefit all attending Public Hospital District meetings;

**NOW THEREFORE BE IT RESOLVED BY THE HOSPITAL DISTRICT COMMISSIONERS OF THE SAN JUAN COUNTY PUBLIC HOSPITAL DISTRICT NO. 1 THAT:**

1. The District board will establish a regular agenda item titled "Public Comment" after the EMS Operations Report and before New Business.
2. Up to fifteen minutes will be allotted for such comments.
2. Each person desiring to comment will have up to three (3) minutes in which to make a succinct statement to the Board. Comments shall be made using the provided microphone, and commence with the speaker's name and subject. During the three minutes, the speaker shall not be interrupted by the audience.
3. Citizen comments should be directed to the Commissioners, be polite, civil, without personal attack, and not concerning matters of litigation or employees.
4. Commissioners may discuss items, and may place them on a future agenda.
5. Commissioners and the audience, excepting emergency providers on duty, will silence cell phones and pagers.

**ADOPTED and APPROVED this 26th day of April 2017. (Failed 3-2)**