

Proposed by:	Administration
HEW/Clinic Exec Review:	08/31/2015
Attorney Review:	09/01/2015
First Reading:	09/03/2015
Second Reading:	09/17/2015
Postponed to:	10/08/2015
Vote: 5 Aye	0 Nay 1 Absent

**MUNICIPALITY OF SKAGWAY, ALASKA
ORDINANCE NO. 15-22**

AN ORDINANCE OF THE MUNICIPALITY OF SKAGWAY, ALASKA AMENDING TITLE 3 BY AMENDING SECTIONS 3.02.010, 3.17.010, 3.17.015, 3.17.025, 3.17.030, 3.17.035, 3.17.045, AND 3.17.055 TO PROVIDE CLARIFICATION OF THE RELATIONSHIP AND GOVERNANCE OF THE DAHL MEMORIAL CLINIC AND THE SKAGWAY BOROUGH ASSEMBLY AND TO ADD AND CLARIFY PROVISIONS RELATED TO FEDERAL GRANT GUIDELINES.

WHEREAS, the Dahl Memorial Clinic is a Department of the Municipality of Skagway; and

WHEREAS, the Municipality owns and operates the Dahl Memorial Clinic; and

WHEREAS, the Municipality seeks to allow the Dahl Memorial Clinic access to the federal grant opportunities that may be available to the Clinic, consistent with proper management of the Clinic, the Clinic Mission, and the responsibilities of the Borough Assembly to govern the Clinic in the best interests of the Borough; and

WHEREAS, the Skagway Municipal Code should be amended to achieve the goal of providing the community with a Clinic directed to providing high-quality service to the community;

NOW THEREFORE BE IT ORDAINED AND ENACTED BY THE MUNICIPALITY OF SKAGWAY, ALASKA AS FOLLOWS:

Section 1. Classification. This ordinance is of a general and permanent nature and shall become a part of the Skagway Municipal Code.

Section 2. Purpose. To amend Title 3 to provide clarification of the relationship and governance of the Dahl Memorial Clinic and the Skagway Borough Assembly and to add and clarify provisions of Title 3 as related to federal grant guidelines.

Section 3. Amendment. The Skagway Municipal Code is hereby amended; (~~strike through~~) indicates text to be deleted from and (**bold underscore**) indicates text added to the current code. Municipal code sections 3.02.010, 3.17.010, 3.17.015, 3.17.025, 3.17.030, 3.17.035, 3.17.045, 3.17.055 are amended as follows:

Chapter 3.02
DEPARTMENTS

MUNICIPALITY OF SKAGWAY, ALASKA

ORDINANCE NO. 15-22

Page 2 of 18

3.02.010 Departments established.

A. The following departments of the Municipality of Skagway are established:

1. Central Administration
2. Convention & Visitors Bureau
3. Dahl Memorial Clinic
4. Disaster and Emergency Services
5. Public Works Department
6. Skagway Volunteer Fire Department
7. Skagway Library Department
8. Skagway Museum Department
9. Skagway Police Department
10. Skagway Port Department
11. Skagway Recreation Center

B. The Office of the Clerk operates under Central Administration but shall be administered by the borough clerk. All other departments shall be administered by the manager or a department head, supervisor, or other designee. Departments may be assigned additional responsibilities by the manager. Department heads, supervisors, or other assigned personnel may be responsible for more than one department or division within the department.

C. Appointments.

1. The manager and clerk shall be appointed by the Assembly;
2. Appointments of all other department heads shall be by the manager with confirmation by the assembly.
 - (a) Exceptions: The fire chief shall be elected by department volunteers with approval by the Selection Committee and confirmation by the Assembly for a two (2) year term consistent with SMC 3.02.070 below. The ~~clinic administrator~~ **Clinic Executive Director** shall be **employed by contract** ~~appointed by the Dahl Memorial Clinic Board of Directors consistent with SMC 3.17.055 and the Borough Personnel Policy subject to confirmation by the Assembly.~~

Chapter 3.17

DAHL MEMORIAL CLINIC BOARD OF DIRECTORS

Sections:

- 3.17.010 Board of Directors Name and Purpose.
- 3.17.015 Authority and General Powers.
- 3.17.020 Functions.
- 3.17.025 Membership.
- 3.17.030 Organization.
- 3.17.035 Meetings.

MUNICIPALITY OF SKAGWAY, ALASKA

ORDINANCE NO. 15-22

Page 3 of 18

3.17.040 Conduct.

3.17.045 Minutes.

3.17.050 Committee Meetings.

3.17.055 Administration.

3.17.010 Board of Directors Name and Purpose.

A. NAME. The governing body of the Dahl Memorial Clinic shall be known as the Dahl Memorial Clinic Board of Directors.

B. PURPOSE.

1. To schedule hours of operation, approve annual budget, select, retain, evaluate, and recommend to the Assembly retention or dismissal of the ~~clinic administrator~~ **executive director**, establish general policies for the clinic and select **medical and other additional and specialty** services ~~designed to diagnose and treat clinic patients~~ **to be offered to clinic patients**. Patient care shall be provided to sick, injured or disabled persons without regard to race, color, religion, national origin, age, sex, disabilities, pregnancy, parenthood, marital status, ~~or change in marital status,~~ **or ability to pay**.
2. To improve the standards of health care in Skagway Alaska; ~~to encourage education and training of clinic employees and staff appointees;~~ and to strive to maintain the quality of patient care that is achievable commensurate with resources available.
3. To **encourage and to** carry on such **training and** education activities related to rendering care to the sick and injured or to the promotion of health as may be reasonably feasible by the facilities, personnel, funds or other requirements that are, or can be made, available.
4. To manage, operate or participate insofar as clinic policy, circumstances and available funds may warrant, **and in compliance with the Municipal code and policies, and state and federal law**, any activity designed and carried on to promote general health in Skagway Alaska.

C. MISSION STATEMENT OF THE DAHL MEMORIAL CLINIC.

It is the Mission Statement of the Dahl Memorial Clinic to promote the health and wellness of all residents and visitors in the community of Skagway by providing comprehensive primary, preventative and emergency health care services.

~~D.~~ ADDRESS. The mailing address of the Board of Directors of the Dahl Memorial Clinic is P.O. Box 537, Skagway, AK 99840.

3.17.015 Authority and General Powers.

A. AUTHORITY. The board of directors is constituted, authorized, and governed by the ordinances of the Municipality of Skagway. Within the general revenue resources

available to the Dahl Memorial Clinic from the Municipality of Skagway and consistent with municipal personnel policies and consistent with municipal fiscal policies, the Municipality of Skagway, Alaska delegates to the Dahl Memorial Clinic Board of Directors the authority to operate the Dahl Memorial Clinic. The borough assembly retains all powers and duties related to any construction of a new clinic or medical facility and any renovations or repairs of the clinic in excess of \$50,000. The borough assembly will consult with the board and clinic director in the planning of any major renovations or repairs and in the planning of any new clinic or medical facility, with all final approval and decisions to remain vested in the borough assembly.

- B. GENERAL POWERS. Subject to state laws and municipal ordinances, Skagway Municipal Code (SMC) 3.17.015 provides in part that the board of directors shall be responsible for the operation of the Dahl Memorial Clinic according to the best interests of the public's health; **In fulfilling its obligations consistent with the Mission Statement of the clinic, the board shall have the following powers, duties and responsibilities:**

1. ~~shall to~~ make and enforce all rules and regulations necessary for the administration of the Clinic under its management, **except that the board has no authority to establish or alter the Municipality of Skagway personnel policies or fiscal policies which shall also be applicable to clinic staff and operations. The board may suggest changes to personnel policies or fiscal policies to the borough manager for review and for review by the assembly. The assembly may implement or reject suggested changes to personnel policies or fiscal policies in its sole discretion;**
2. **Subject to review and approval by the assembly, the board shall have the authority to make rules and regulations other than as related to personnel policies and fiscal policies of the Municipality for the efficient and safe operation of the clinic; provided, that any rules and regulations shall be consistent with federal and state law and the Skagway Municipal Code and be in the best interests of the borough and in accordance with sound business practices;**
3. ~~shall to~~ prescribe the terms under which patients shall be admitted **to the clinic** thereto and shall establish and enforce standards of operation. The board of directors has no authority to establish or alter the Municipality of Skagway human resources or fiscal policies which shall also be applicable to clinic staff and operations;
4. **to enter a co-applicant agreement with the Municipality for the purpose of receiving Health Resource and Services Administration federal grants (HRSA), if the grant application requiring a co-applicant agreement is authorized by the borough assembly or its designee;**
5. **undertake and approve the annual budget, annual audit, and annual reports for the clinic and provide annual budget, annual audit and annual reports to the borough manager and assembly. The board shall make no**

- expenditure of funds or obligation of funds unless the expenditure or obligation is in conformance with the annual budget, or a budget amendment, that has been approved and adopted by the assembly;
6. to solicit grants and funds from any sources, including HRSA, for the furtherance of the provision of medical care at the clinic and to respond to funding source requests regarding the scope of any project subject, including requests from HRSA. Any solicitations from federal or state agencies shall be subject to prior review by the borough manager and approval of the assembly. The board shall keep the borough manager advised of grants and funds being sought by a written report from the board or clinic executive director;
 7. determine, charge and collect fees and charges for the services rendered and furnished by the clinic. The rates as determined by the board shall be in full compliance with federal and state laws. The board shall provide justification and rate reviews for the rates as determined by the board to the assembly upon request by the borough manager or assembly. The assembly may change the rates with approval of the board;
 8. to take all lawful action to collect all accounts owing to the clinic and the borough for services rendered or furnished by the clinic. No legal action shall be instituted unless reviewed and approved by the borough manager and borough attorney.

3.17.020 Functions.

A. LEGISLATIVE.

1. The board of directors shall establish policies and procedures for the administration of the clinic, which policies and procedures shall be submitted to the borough assembly. A manual of policies and procedures shall be maintained.
2. Policies and Procedures, with the exception of personnel and financial policies and procedures, may be adopted, amended, or repealed at any meeting of the board of directors, provided the proposed adoption, amendment or repeal shall have, in substantive form, been proposed at a previous meeting of the board. The board may suspend, adopt, amend, or repeal a policy or procedure without prior notice if the board determines there is an emergency threat to health or safety.
3. Policies and Procedures shall be adopted, amended, or repealed by the prevailing vote of at least five members of the board.
4. Policies and Procedures shall be reviewed annually by the board or its committees, designated for that purpose.
5. At the January meeting, the president of the board or his/her appointees shall ensure that all policies and procedures have been reviewed and/or revised as necessary.

MUNICIPALITY OF SKAGWAY, ALASKA

ORDINANCE NO. 15-22

Page 6 of 18

6. By the last working day prior to March 1 of each year the board shall submit to the borough assembly its annual budget for consideration. Other budgets will be prepared as necessary to meet the requirements of significant funding agencies.

- B. EVALUATION. The board of directors shall annually evaluate its performance in the control and management of the clinic according to goals, policies and procedures duly adopted by the board.

3.17.025 Membership.

A. NUMBER AND APPOINTMENTS.

1. The board of directors shall consist of nine (9) members and two (2) alternate members. The nine (9) members shall consist of at least one (1) member from the Skagway Traditional Council (STC), a federally recognized tribal entity. All members shall reside within the Municipality of Skagway. The total board must consist of at least 51% consumers of the clinic. No more than 1/2 of the non-consumer portion of the board may derive more than 10% of their income from the health care industry. **Patient members of the board must reasonably represent the individuals who are served by the clinic as to race, ethnicity, and gender.** ~~The board shall be appointed by the mayor and confirmed by the borough assembly.~~ **The board shall be appointed by the borough assembly, after review of nominations, persons indicating interest in serving on the board, and recommendations from the mayor.** Board members shall serve at the pleasure of the assembly. Any board member may be removed by a majority vote of the assembly at any time regardless of whether that person's term on the board has expired. A borough assembly member shall serve as the ex officio member of the board, may attend all meetings, **including executive sessions,** and have the privilege of the floor, but shall have no vote.
2. The Skagway Traditional Council shall nominate the member to fill the STC board position. In the event that the Skagway Traditional Council is unable to forward a nomination to the mayor within 30 days of a vacancy the mayor may recommend for appointment another member of the community to fill the unexpired term of the open STC board position. Upon approval by a majority of the assembly, the mayor's recommended appointee shall be appointed to the STC board seat.
3. An alternate member shall abstain from voting unless replacing an absent board member. The chair of the board of directors shall determine such absence and alternate replacement when establishing a quorum.

- B. QUALIFICATIONS. A voting member shall show willingness to give as much time as is reasonably requested or required. Board members must be willing to accept responsibility for governance, including availability to participate actively in board and

MUNICIPALITY OF SKAGWAY, ALASKA

ORDINANCE NO. 15-22

Page 7 of 18

committee activities; to provide input in areas of interest and expertise; and to utilize experience in organizational and community activities. The board recognizes that the borough assembly seeks to include a broad representation of the geographic area encompassed by the boundaries of the Municipality of Skagway. ~~No board member may be an employee of the center or the spouse, live-in partner, child or sibling of an employee of the center by blood or marriage.~~ **Due to the extremely remote geographic area of Skagway, it is important to encourage and maintain persons to serve on the Board and at the same time prohibit persons from serving if there is a conflict of interest under the Board policies or Municipal Code. In recognition of the potential for conflicts of interest, no Board member's spouse, domestic partner, child or sibling may be an employee of the Municipality or the Clinic involved in the fiscal or personnel policies applicable to the Clinic.**

C. 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. Terms shall commence in October. The terms shall be staggered so that members shall be appointed each year.

D. VACANCY. The office of a board member shall become vacant upon his or her death, resignation or removal from office.

1. A board member who has received notice of and failed to attend three consecutive regular meetings of the board or 50% of all meetings within the preceding 12 months (including committee meetings) shall be counseled by the President or the Executive Committee, who shall make a recommendation to the board concerning removal or retention, if deemed appropriate.
2. A recommendation to the borough assembly for removal of a board member may be made upon the prevailing vote of at least five members of the board.
3. A director may resign at any time by giving written notice to the mayor, 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 in it.
4. Upon notification by the board that a vacancy exists on the board, the board shall make recommendations to the mayor for replacement. ~~The mayor shall then appoint a new member for the unexpired term.~~ **The mayor shall review those recommendations, and any other persons interested in service on the board, and recommend appointment to the borough assembly. The borough assembly shall then make the appointment to fill the vacancy.**

E. COMPENSATION.

1. Board members and members of all committees shall receive no compensation for any services rendered in their capacities as board members or committee members. Board members may be reimbursed for expenses directly related to board service. Receipts for expenses claimed must be submitted to the ~~health center administrator~~ **clinic executive director** for approval. The administrator

executive director is not authorized to approve any reimbursement without receipts for expenses directly related to board service.

~~2. Before any reimbursement for expenses is made, receipts of such expenses must be submitted to the Administrator.~~

32. 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 clinic administration and, in connection therewith, the clinic may pay dues and fees for such membership.

F. TRAINING. New board members shall learn the operations of the clinic and the board, and become conversant with the history and traditions of the clinic and 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 SMC Chapters 3.02 and 3.17, the co-applicant agreement related to HRSA grants, the executive director contract, the borough personnel manual, and the clinic policies and procedures, and any other documents related to the operation of the health center.

2. The board shall strongly encourage and bear the costs of the attendance of each new board member at orientation meetings or training sessions.

G. DISSOLUTION OF THE BOARD

If at any time the assembly determines that the Municipality does not have adequate resources and funds to continue to operate the clinic, and determines to close the clinic as a Municipal department, or if the assembly determines to sell or otherwise transfer the ownership and operation of the clinic to a private entity, the clinic board shall be dissolved by majority vote of the assembly.

3.17.030 Organization.

A. ORGANIZATION MEETING. The board shall elect annually from its members a president, vice president, secretary and such other officers, as it deems necessary.

B. OFFICERS.

1. The officers of the board shall be a president, a vice president, and a secretary.
2. Officers shall be elected by the board at a regular meeting in November, and each 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 in it.

MUNICIPALITY OF SKAGWAY, ALASKA

ORDINANCE NO. 15-22

Page 9 of 18

4. The president shall preside at all meetings of the board, and shall be a 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 un-expired term if that office becomes vacant.
6. The secretary shall provide for the keeping of minutes of all meetings of the board and board committees, shall give or cause to be given all notices in accordance with SMC Chapter 3.17 or as required by law, and shall act as custodian of all records and reports.
7. Upon a vacancy in the office of vice president, or secretary, the board shall appoint at its next regular meeting to fill such vacancy for the un-expired term.

C. COMMITTEES.

1. The board shall establish an executive committee, a financial committee, and a planning 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, except that the Finance Committee may approve expenditures.
4. Unless otherwise determined by the board, committees shall consist of no less than two board members and shall serve until the committee is discharged.
5. The planning committee shall serve as the maintenance and building committee.
6. A committee shall be convened by the chair, who shall report for the committee. The committee chair shall appoint a secretary for each committee. The secretary will keep minutes during the meeting.
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.

D. COMMITTEE FUNCTIONS.

1. **Executive Committee.**
The executive committee shall consist of the president, vice president, and secretary. The president shall be chair of the executive committee and in his or her absence the vice president shall be chair. The executive committee shall be empowered to transact all regular business of the clinic during the interim between meetings of the board, provided that any action it may take shall not conflict with the policies of the board or the policies of the Municipality. 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 three 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 clinic, including but not limited to, the annual budget and capital budget matters referred to the committee by the president.

- a. The finance committee will prepare the annual budget **for submission to the board** not later than March 31st. The budget will include a three-year capital plan.
- b. The finance committee will submit to the board for approval the annual budget before it is submitted to the borough assembly.
- 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. Planning Committee.

The planning committee shall consist of a chair and three 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 clinic. It may also assist in the preparation and modification of long-range and short-range plans to assure that the total clinic program is attuned to meeting the health care needs of the community served by the clinic. The plan should coordinate the clinic services with those of other health care facilities and related community resources.

- a. The board shall provide for institutional planning by including the administration, and the medical staff, other department/services, and appropriate advisors in the planning process through participation on the planning committee.

4. Other Standing Committee.

The board may constitute additional standing committees not herein identified to assist it in conducting its day to day business. Members shall be appointed by the president.

5. Special Committees.

Special committees may be appointed by the president for special tasks. Upon completion of the task for which appointed, such special committees shall be discharged.

3.17.035 Meetings.

- A. 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 or instituted by the board or should

MUNICIPALITY OF SKAGWAY, ALASKA

ORDINANCE NO. 15-22

Page 11 of 18

be received by the board. The calendar shall be adopted annually at the January meeting of the board, but may be amended at any time thereafter.

- B. PARLIAMENTARY AUTHORITY. Meetings shall be conducted under Robert's Rules of Order, and such modified or amended rules as may be adopted by the board.
- C. QUORUM. Five members of the board shall constitute a quorum, and no business shall be conducted in the absence of a quorum.
- D. 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.
- E. CALL.
 - 1. Regular meetings shall be held at least once a month.
 - 2. Special meetings not regularly scheduled may be called by the president or shall be called at the request of three (3) members.
 - 3. All meetings of the board and committees of the board shall be open to the public, except as otherwise provided by SMC Chapter 3.17. This section does not apply to meetings of the board or a committee of the board when holding a meeting solely to act upon matters of professional qualifications, privileges or discipline.
- F. NOTICE.
 - 1. The president, or the president's designee, shall notify, in writing and no later than two days in advance of the meeting, each board member 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 posted at the Post Office, borough administrative offices, Library and Clinic bulletin boards at least 24 hours prior to such meetings. 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.
- G. AGENDA.

MUNICIPALITY OF SKAGWAY, ALASKA

ORDINANCE NO. 15-22

Page 12 of 18

1. At the direction of the board president, the ~~administrator~~ **executive director** shall prepare an agenda of items of business and Board member requested matters to come before the board at each board meeting.
2. Any Board member who desires certain matters be placed on the agenda shall bring such matters to the attention of the ~~administrator~~ **executive director** prior to the meeting and the ~~administrator~~ **executive director** shall place such items on the agenda. Individuals and groups desiring to make presentations to the board may contact the ~~administrator~~ **executive director** to be placed on the agenda.
3. The agenda shall be delivered to each board member not later than two days before regular meetings, and shall be delivered no later than twenty-four hours before special meetings.
4. The agenda shall include such reports and supplementary materials as are appropriate and available. Copies of the agenda and other materials shall be prepared for the public and the press and shall be available in the ~~administrator's~~ **executive director's** office. The agenda shall be posted at the Post Office, borough administrative offices, Library and Clinic bulletin boards at least twenty-four hours before the meeting.
5. Any member of the public may request the placement of an item on the board agenda. The board agenda shall include a designated time for the public to discuss an item not included on the prepared agenda.
6. An agenda for a special meeting may be prepared without a packet of information at the discretion of the ~~administrator~~ **executive director** with the concurrence of the board president.
- 7. The agenda shall comply with the Alaska Open Meetings Act.**
- 78.** The order of business shall include the following:
 - Call to Order
 - Roll Call
 - Approval of Agenda
 - Approval of Minutes of Previous Meeting(s)
 - Announcements/Reports
 - Public Participation
 - Unfinished Business
 - New Business
 - Executive Session (if needed)
 - Board Comments & Questions
 - Schedule Next Meeting
 - Adjournment

H. VOTING.

1. The prevailing vote of at least five members of the board shall be required for official action.

MUNICIPALITY OF SKAGWAY, ALASKA

ORDINANCE NO. 15-22

Page 13 of 18

2. Any board member who could potentially benefit personally or financially from any decision or action that comes before the board shall be considered to have a conflict of interest and shall declare the conflict of interest. A board member with a declared conflict of interest on an issue shall be excused from voting by the president and must abstain from the vote. President excuses him/her self. If the board president does not direct the board member to abstain from voting, the board may override that decision by a vote of five members to direct the board member to abstain from voting.
3. A vote may be taken by voice, show of hands or roll call. Proxy voting or board polling shall not be permitted.

I. EXECUTIVE SESSIONS.

1. If excepted subjects are to be discussed at a meeting, 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. 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. The following ~~excepted~~ subjects may be discussed in an executive session:
 - a. matters, the immediate knowledge of which would clearly have an adverse effect upon the finances of the clinic;
 - 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 ordinance are required to be confidential.
 - d. Union negotiations and directions to an attorney.
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.

J. 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.

K. TIME LIMIT. All board and board committee meetings shall be limited to three hours, unless extended by a majority vote of the members attending a board or board committee meeting.

L. 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.

3.17.040 Code of conduct.

MUNICIPALITY OF SKAGWAY, ALASKA

ORDINANCE NO. 15-22

Page 14 of 18

The Board adopts as its Code of Ethics the American Hospital Association (AHA) Code of Ethical Conduct for Health Care Organizations, which was adopted by the AHA in 1992. A copy of the code is available from the Clinic's administrator executive director.

3.17.045 Official minutes.

- A. The board shall keep minutes of all of its board meetings and board committee meetings and a record of all proceedings of the board.
- B. All minutes shall be filed in the office of the administrator executive director in a minutes book as the permanent record of the acts of the board. **A copy of the minutes shall be provided to the Borough clerk.**
- C. 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.
- D. Copies of all written reports received at a board or committee meeting shall be attached to the minutes for that meeting.

3.17.050 Committee meetings.

- A. Committee meetings may be called at any time by the committee chair or when a meeting is requested by a majority of the committee.
- B. The Finance and Planning Committees have four members and two must be present for a quorum to conduct business. For any other committees a majority of the total membership shall constitute a quorum of that committee.
- C. Reasonable public notice shall be given of all committee meetings and the meeting shall be open to the public.
- D. Minutes of all committee meetings shall be maintained and transmitted to all board members.
- E. No issues affecting the discharge of medical staff responsibilities shall be deliberated by the board unless there is representation of the medical staff present.

3.17.055 Administration.

- A. APPOINTMENT. **The board shall employ a clinic executive director by contract. No executive director shall be employed except by a contract reviewed by the borough attorney and borough manager, and approved by the borough assembly. The executive director's contract may not be modified, amended or**

changed without review by the borough attorney and the borough manager, approved by the board, and with final approval by the assembly. If the assembly does not approve the proposed modification, amendment or change to the executive director's contract, the assembly will refer the contract back to the board for further review and the contract provisions remain in full force and effect. The board may not terminate the executive director except after review by the borough attorney and the borough manager, approval by the board, and final approval by the assembly. This provision does not change or alter the at-will employment status of the executive director or any contract provisions specifically directed at termination. The clinic administrator shall be appointed by the board consistent with the borough personnel policy.

B. VACANCY. Whenever a vacancy occurs, a search committee consisting of 2 board members, the borough manager and the borough assembly representative shall be established for the purpose of finding and recommending a qualified administrator executive director to the board.

C. QUALIFICATIONS.

1. The board shall ~~select and appoint~~ employ an administrator executive director consistent with Section A above who has appropriate education, experience and managerial qualifications.
2. It is desirable, but not mandatory, that the applicant have a graduate degree in hospital or health care administration. The applicant must have demonstrated ability to successfully manage and work with others.

D. SUPERVISION AND AUTHORITY.

1. The clinic board hires the ~~clinic administrator~~ executive director, subject to the power of the assembly specified in section 3.17.010(B)(1) and 3.17.055 (A) and (C) above; however the clinic board has no authority to establish or alter municipal personnel or fiscal policies which shall also be applicable to clinic staff and operations. It shall be the responsibility of the clinic board to work with and seek the counsel of the Municipality of Skagway to insure that the clinic budget and hiring practices adhere to and are consistent with the fiscal and personnel policies of the Municipality of Skagway.
2. The ~~administrator~~ executive director is responsible for the overall supervision and management of the clinic. The duties and responsibilities of the ~~administrator~~ executive director shall be as set forth in SMC Section 3.17.055(F). The ~~administrator~~ executive director in conjunction with the board president will ensure that all policies and procedures are reviewed and/or revised at least annually.
3. The ~~administrator~~ executive director shall have the authority necessary to effect the duties and responsibilities as outlined in SMC Section 3.17.055(F).

E. MEETINGS.

MUNICIPALITY OF SKAGWAY, ALASKA

ORDINANCE NO. 15-22

Page 16 of 18

1. The ~~administrator~~ **executive director** shall attend all meetings of the board and standing committees, except as the board may direct otherwise. The ~~administrator~~ **executive director** may attend all meetings of any other committees.
 2. The ~~administrator~~ **executive director** shall, unless otherwise expressly provided, be a non-voting ex-officio member of all board committees and shall act as the duly authorized representative of the board in all matters in which the board has not formally designated some other person or group to act.
- F. ~~BOARD OF DIRECTORS~~ **EXECUTIVE DIRECTOR**. The ~~administrator~~ **executive director** shall have the following duties and responsibilities with respect to the board:
1. Conduct and coordinate for the board a comprehensive orientation program for new members and a continuing education program for all members based, at least in part, on identified needs.
 2. Prepare the agenda for board meeting in conjunction with the president and the secretary of the board.
 3. Serve as the liaison between the board and the ~~medical~~ **clinic staff and contract medical providers**.
 4. Report to the board and the staff on the overall activities and mechanisms for monitoring and evaluating the quality of patient care, for identifying and resolving problems, and for identifying opportunities to improve patient care. Reports should also include federal, state and local developments that affect the operation of the clinic.
 5. Forward reports to the board reflecting assurance that one level of care is being provided.
 6. Carry out the policies established by the board.
 7. Perform such other duties as the board may direct.
- G. CLINIC PROFESSIONAL STAFF. The ~~administrator~~ **executive director** shall work with the professional staffs of the clinic and with those concerned with the rendering of professional services to the end that the best possible care may be rendered to all patients.
- H. STAFF.
1. The ~~administrator~~ **executive director** shall publish criteria utilized to select, employ, control and discharge all clinic employees subject to the provisions of Municipality of Skagway Personnel Policy, and any personnel rules adopted by the clinic.
 2. The ~~administrator~~ **executive director** shall organize the functions of the clinic, delegate duties and establish formal means of accountability on the part of subordinates.
- I. MANAGEMENT.
1. The ~~administrator~~ **executive director** shall be responsible, except as otherwise provided by the board, for employing, controlling, developing and

maintaining policies and practices for the clinic, consistent with the personnel policies of the Municipality.

2. The ~~administrator~~ executive director shall establish and implement a written plan of internal control and a management reporting system for the clinic.

J. BUSINESS AFFAIRS

1. The ~~administrator~~ executive director shall supervise the business affairs of the clinic to assure that funds are expended to achieve the highest quality services at the clinic and in the best interests of the clinic and the borough. ~~the best possible advantage.~~
2. The ~~administrator~~ executive director shall direct the preparation of the annual operating and capital budgets for approval by the board and monitor and present monthly operating reports to the board.
3. The ~~administrator~~ executive director may authorize expenditures not to exceed \$5,000 without board approval. Consultant contracts that may exceed \$5,000 must be approved by the board, reviewed by the borough attorney, and approved by the borough manager.
4. The ~~administrator~~ executive director shall be responsible for recommending adequate malpractice and general liability insurance coverage, directing effective safety and risk management programs, and maintenance of all physical properties.
5. The ~~administrator~~ executive director has no authority to enter any agreements or contracts without prior review by the borough attorney and approval by the borough manager.

- K. OTHER DUTIES. The ~~administrator~~ executive director shall perform such other duties and responsibilities as may be necessary for the best interests of the Clinic.

- L. DELEGATION OF AUTHORITY. The ~~administrator~~ executive director shall designate, in writing, other individuals by name or position who are, in order of succession, authorized to act for the ~~administrator~~ executive director during any period of the ~~administrator's~~ executive director's absence from the clinic.

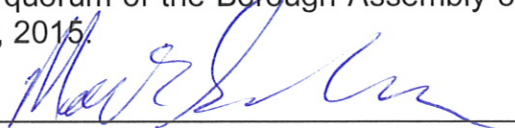
- M. ANNUAL EVALUATION OR EVALUATION PURSUANT TO CONTRACT. The board may review the performance of the ~~administrator~~ executive director, annually or more frequently, or in accordance with the executive director's contract, using procedures consistent with the Municipality of Skagway's personnel policies and the ~~administrator's~~ executive director's duties and obligations, and the executive director's contract, and forward the evaluation to the borough manager.
1. Minutes of the board meeting shall document the evaluation of the ~~administrator~~ executive director.

- N. CRITERIA. Consideration of Subsections A – M of this code relating to the duties and responsibilities of the ~~administrator~~ executive director shall be given in the evaluation of the ~~administrator~~ executive director.

Section 4. Severability. If any provision of this ordinance or any application thereof to any person or circumstance is held invalid, the remainder of this ordinance and the application to other persons or circumstances shall not be affected thereby.

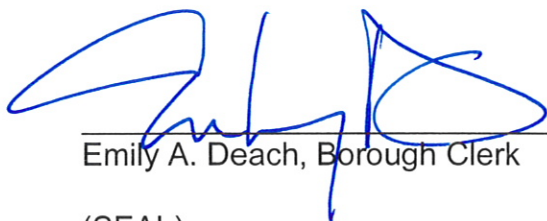
Section 5. Effective Date. This ordinance shall become effective immediately upon adoption.

PASSED AND APPROVED by a duly constituted quorum of the Borough Assembly of the Municipality of Skagway this 8th day of October, 2015.



Mark Schaefer, Mayor

ATTEST:



Emily A. Deach, Borough Clerk

(SEAL)

