

**MINUTES OF BYLAWS COMMITTEE OF THE HOSPITAL DISTRICT NUMBER ONE OF
MOHAVE COUNTY - NOVEMBER 15, 2023 – NEAL CONFERENCE ROOM
KINGMAN REGIONAL MEDICAL CENTER**

PRESENT: Mrs. Penny Holden, Chair Mr. Dave French, Vice Chair
Ms. Carol Newmyer Mr. Dan Valentine

EXCUSED: Mrs. Libby Mathiesen

PUBLIC

ATTENDEES: John Holden Bill Franzen
Ed Baumgartner Kathryn Tacheron
Carol Pearson

TOPIC	RECOMMENDATION/CONCLUSION	FOLLOW-UP
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CALL TO ORDER

The meeting was called to order at 1:00 p.m. by Chair, Mrs. Holden.

ROLL CALL OF THE HOSPITAL DISTRICT BOARD MEMBERS:

Roll call was taken by Mrs. Holden. The following Board Members were present, and a quorum was identified:

Mrs. Penny Holden, Chair Mr. Dave French, Vice Chair
Ms. Carol Newmyer Mr. Dan Valentine

REVIEW OF HOSPITAL DISTRICT BYLAWS

The Board continued their review/revision to the current Bylaws section by section. In these minutes, additions are identified with parentheses and deletions are identified with strikethrough.

Article I The District

The Board’s secretary recommended additional changes to this section. The changes are as follows:

ACTION: LINE 2, CHANGE DATE FROM ~~20~~ TO “7.” THE 7TH IS THE CORRECT DATE THE BOARD WAS ESTABLISHED PER VOTER REFERENDUM.

ACTION: LINE 2, AFTER THE WORD WITH, INSERT “AND ADHERENCE TO.”

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ACTION: **LINE 2 AND 3 ABBREBIATE ~~ARIZONA REVISED STATUTE~~ TO READ
“A.R.S. § 48-1901, ET. SEQ.” LINE 3, DELETE ~~48-1907~~**

The Board’s secretary explained that by annotating the District’s bylaws with the wording of adherence to and including the entire Arizona Revised Statute outlined in Title 48 that is pertinent to Hospital Districts, the additions/deletions would alleviate the need for the second paragraph under Article II Directors.

FOLLOW-UP: **FURTHER BYLAWS COMMITTEE REVIEW OR BOARD
APPROVAL TO SEND TO ATTORNEY FOR REVIEW AND
COMMENT**

Article II Directors

Section 1. Powers

Considerable discussion ensued regarding the inclusion of verbiage relative to leases created between the Hospital District and any healthcare company/hospital/urgent care, etc. At the request of Mr. French, the following revision was made:

ACTION: **FIRST PARAGRAPH, LINE 5, INSERT THE FOLLOWING
SENTENCE AFTER THE WORD DISTRICT. “ALL
LEASE AGREEMENTS OF THE DISTRICT SHALL BE IN
ACCORDANCE WITH A.R.S. § 48-1910-1911.”**

As stated above in these minutes, the second paragraph under Section 1. Powers does not need to be in the bylaws as compliance is annotated under Article 1 The District with the inclusion of the entire Arizona Revised Statute outlined in Title 48 that is relative to Hospital Districts.

ACTION: **DELETE THE ENTIRE SECOND PARAGRAPH UNDER ARTICLE
II, DIRECTORS, SECTION 1. POWERS.**

FOLLOW-UP: **FURTHER BYLAWS COMMITTEE REVIEW OR BOARD
APPROVAL TO SEND TO ATTORNEY FOR REVIEW AND
COMMENT**

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Section 2. Number and Qualifications

ACTION: LINE 2, ABBREVIATE (ARIZONA CODE TITLE 16 ARTICLE 1) TO READ (“A.R.S. § 16-101.”)

Considerable discussion subsequently ensued regarding the previous addition to this section which stated, “All Board Members are required to have a clear understanding and knowledge of the Arizona Open Meeting Laws, Attorney General’s Chapter 7, and A.R.S. §48-1901-1919.” Mrs. Holden pointed out that per the Board’s attorney this addition should be removed as it would be difficult to comply with and measure. Therefore, the Board’s attorney suggested such a statement would be better indicated in another document such as a Letter of Intent for candidate(s) applying for a vacant Board position.

ACTION: LINE 4, AFTER THE WORD OFFICIAL, DELETE THE ADDITION READING ~~ALL BOARD MEMBERS ARE REQUIRED TO HAVE A CLEAR UNDERSTANDING AND KNOWLEDGE OF THE ARIZONA OPEN MEETING LAWS, ATTORNEY GENERAL’S CHAPTER 7, AND A.R.S. §48-1901-1919.~~

FOLLOW-UP: FURTHER BYLAWS COMMITTEE REVIEW OR BOARD APPROVAL TO SEND TO ATTORNEY FOR REVIEW AND COMMENT

Subsequently, Mrs. Holden distributed to Board Members and Public Attendees a copy of the Prospective Board Member Letter of Intent. Considerable discussion ensued regarding the placement of wording within the document. Mr. French and Ms. Newmyer suggested the following revisions:

ACTION: AFTER THE WORDING BY SUBMITTING THIS DOCUMENT, I UNDERSTAND....., SECOND SENTENCE, AFTER THE WORD A, INSERT “PUBLICLY ELECTED/APPOINTED.”

ACTION: FIFTH SENTENCE, AFTER THE WORD AS, INSERT “AN ELECTED/APPOINTED.”

ACTION: REARRANGE STRUCTURE OF DOCUMENT SO REQUIREMENTS ARE SEPARATE FROM ACKNOWLEDGEMENTS, E.G. MOVE I AM A RESIDENT OF REAL PROPERTY..... TO AFTER THE SENTENCE STATING I AM NOT CURRENTLY SERVING.....

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FOLLOW-UP: FURTHER BYLAWS COMMITTEE REVIEW OR BOARD APPROVAL TO SEND TO ATTORNEY FOR REVIEW AND COMMENT

Section 4. Vacancies

ACTION: LINE 3 OF THE REVISION, AFTER THE AND DELETE ~~OR~~.

FOLLOW-UP: FURTHER BYLAWS COMMITTEE REVIEW OR BOARD APPROVAL TO SEND TO ATTORNEY FOR REVIEW AND COMMENT

Article IV Officers

Section 1. Officers

Continued discussion ensued regarding this section and the need for it to read verbatim per A.R.S. § 48-1908(E). Mrs. Holden reported that in discussion with the Board’s attorney, this section does not need to be verbatim. Therefore, the following revision was proposed:

ACTION: DELETE ALL WORDING UNDER SECTION 1. OFFICERS. AND INSERT “THE OFFICERS OF THE DISTRICT SHALL CONSIST OF A CHAIR AND VICE CHAIR WHO SHALL EACH SERVE IN SUCH A CAPACITY FOR 2 YEARS. NOT LATER THAN SIXTY (60) DAYS AT THE END OF EACH OFFICER’S 2-YEAR TERM, THE BOARD SHALL MEET AND ELECT, FROM ITS MEMBERSHIP, A CHAIR AND VICE CHAIR.”

FOLLOW-UP: FURTHER BYLAWS COMMITTEE REVIEW OR BOARD APPROVAL TO SEND TO ATTORNEY FOR REVIEW AND COMMENT

Section 3. Chairman

ACTION: AT THE REQUEST OF MR. FRENCH, CHANGE ALL WORDS FROM CHAIRMAN AND TO “CHAIR” THROUGHOUT THIS SECTION.

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FOLLOW-UP:	FURTHER BYLAWS COMMITTEE REVIEW OR BOARD APPROVAL TO SEND TO ATTORNEY FOR REVIEW AND COMMENT	

OF NOTE: While not discussed at the meeting, but upon later review, the location of the words “legal consultation” made the sentence grammatically incorrect. Therefore, the following rewording is proposed:

ACTION: **LINE 2, AFTER THE WORD DOCUMENT, MOVE THE WORDS “LEGAL CONSULTATION” TO THE BEGINNING OF THAT LINE. LINE 2 WILL THEN READ AS FOLLOWS:**

“OR SHE MAY CONSULT LEGAL COUNCIL, MAY SIGN.....”

FOLLOW-UP: **FURTHER BYLAWS COMMITTEE REVIEW OR BOARD APPROVAL TO SEND TO ATTORNEY FOR REVIEW AND COMMENT**

Section 4. Vice Chairman

ACTION: **AT THE REQUEST OF MR. FRENCH, CHANGE ALL WORDS FROM VICE CHAIRMAN TO VICE “CHAIR” THROUGH THIS SECTION.**

FOLLOW-UP: **FURTHER BYLAWS COMMITTEE REVIEW OR BOARD APPROVAL TO SEND TO ATTORNEY FOR REVIEW AND COMMENT**

Article V “VI” General Provisions

Section 1. Conflict of Interest.

Considerable discussion ensued regarding the deletion of the second paragraph as well as lines (a), (b), (c), (d) and moving such wording to a Conflict-of-Interest Policy Form that would be signed by all District Board members on an annual basis. Therefore, the following wording was proposed by Mrs. Holden:

TOPIC	RECOMMENDATION/CONCLUSION	FOLLOW-UP
ACTION:	<p>DELETE ENTIRE 2ND PARAGRAPH AND INSERT THE FOLLOWING WORDING:</p> <ul style="list-style-type: none"> <li data-bbox="422 556 1364 630">(a) “Initially and annually thereafter, all District Board members shall sign a Conflict-of-Interest Policy Form.” <li data-bbox="422 672 1315 745">(b) “Each District Board member shall be furnished a copy of their signed policy form.” <li data-bbox="422 787 1364 861">(c) “All signed copies shall be permanently filed with the District Board’s Custodian of Records.” <li data-bbox="422 903 1347 976">(d) “Adherence to the District’s Conflict-of-Interest Policy Form shall be mandatory.” 	
FOLLOW-UP:	<p>FURTHER BYLAWS COMMITTEE REVIEW OR BOARD APPROVAL TO SEND TO ATTORNEY FOR REVIEW AND COMMENT</p>	

Subsequently, Bylaws Committee Members reviewed the Hospital District Number One of Mohave County’s Conflict-of-Interest Policy Form drafted by the Chair, Mrs. Holden. A copy of the form was distributed to Board Members and Public Attendees. A copy of that document will be attached to these minutes when distributed at a Regular Session of the Hospital District Board and will be filed with these minutes for record retention. The Board as a whole proposed the following policy form revisions:

ACTION: UNDER THE FIRST BULLET, LINE 1, AFTER THE WORD MEMBER, INSERT AN APOSTROPHE AND AN “S.” CONTINUING ON IN THE SAME LINE, DELETE THE WORDS ~~AGENT AND/OR EMPLOYEE~~.

ACTION: SAME BULLET, LINE 3, AFTER THE WORD BOARD, INSERT THE WORDS “E.G. RECUSE THEMSELVES FROM DISCUSSING AND/OR VOTING.”

TOPIC	RECOMMENDATION/CONCLUSION	FOLLOW-UP
ACTION:	UNDER THE SECOND BULLET, LINE 1 DELETE THE WORDS AGENT AND/OR EMPLOYEE	
ACTION:	UNDER THE THIRD BULLET, LINE 1 DELETE THE WORDS AGENT AND/OR EMPLOYEE.	
ACTION:	UNDER THE FOURTH BULLET, LINE 1 DELETE THE WORDS AGENT AND/OR EMPLOYEE	
FOLLOW-UP:	FURTHER BYLAWS COMMITTEE REVIEW OR BOARD APPROVAL TO SEND TO ATTORNEY FOR REVIEW AND COMMENT	

Section 3. ~~Annual~~ “Budget” Report

ACTION:	UNDER THE HEADING DELETE THE WORD ANNUAL AND INSERT THE WORD “BUDGET,” AS THIS SECTION SPECIFICALLY REFERS TO THE BUDGET RATHER THAN THE ANNUAL REPORT.
ACTION:	LINE 1, AFTER THE WORD JULY, DELETE 15 AND INSERT “10” AS THE LATTER IS THE DATE THE BUDGET REPORT IS TO BE FILED WITH THE COUNTY BOARD OF SUPERVISORS PER A.R.S.§ 48-252.
FOLLOW-UP:	FURTHER BYLAWS COMMITTEE REVIEW OR BOARD APPROVAL TO SEND TO ATTORNEY FOR REVIEW AND COMMENT

In order to remain in compliance with A.R.S.§ 48-251, a new Section 4. Annual Report was proposed as follows:

ACTION:	“SECTION 4. ANNUAL REPORT. THE SECRETARY OR OTHER OFFER OF THE DISTRICT BOARD SHALL SUBMIT AN ANNUAL REPORT WITHIN TWO HUNDRED FORTY DAYS (240) OF THE CLOSE OF THE DISTRICT’S FISCAL YEAR TO THE CLERK OF THE BOARD OF SUPERVISORS IN WHICH THE DISTRICT IS LOCATED.”
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FOLLOW-UP:	FURTHER BYLAWS COMMITTEE REVIEW OR BOARD APPROVAL TO SEND TO ATTORNEY FOR REVIEW AND COMMENT	
ACTION:	THE CURRENT SECTION 4. WARRANTS, CONTRACTS, AND INSTRUMENTS WILL NOW BECOME SECTION 5.	
ACTION:	THE CURRENT SECTION 5. BONDS WILL BECOME SECTION 6.	
ACTION:	FURTHER BYLAWS COMMITTEE REVIEW OR BOARD APPROVAL TO SEND TO ATTORNEY FOR REVIEW AND COMMENT	

Section 6. Code of Conduct

ACTION: THE PREVIOUSLY PROPOSED ADDITION OF SECTION 6. CODE OF CONDUCT WILL BECOME SECTION 7.

Considerable discussion ensued regarding the deletion of the previously proposed Code of Conduct wording in these bylaws. Proposed rewording, drafted by Mrs. Holden, was distributed to Board Members and Public Attendees. Upon review of the distributed document, Mr. French, Mr. Valentine, and Ms. Newmyer recommended the addition of (e) as indicated below:

- ACTION: “ALL BOARD MEMBERS, AGENTS AND/OR EMPLOYEES SHALL BE SUBJECT TO THE DISTRICT BOARD’S CODE OF CONDUCT POLICY FORM.”**
- (a) **“INITIALLY AND ANNUALLY THEREAFTER, ALL DISTRICT BOARD MEMBERS, AGENT(S) AND/OR EMPLOYEE(S) SHALL SIGN A CODE OF CONDUCT POLICY FORM.”**
 - (b) **“EACH DISTRICT BOARD MEMBER, AGENT, AND/OR EMPLOYEE SHALL BE FURNISHED A COPY OF THEIR SIGNED POLICY FORM.”**

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	(c) “ALL SIGNED COPIES SHALL BE PERMANENTLY FILED WITH THE DISTRICT BOARD’S CUSTODIAN OF RECORDS.”	
	(d) “ADHERENCE TO THE DISTRICT’S CODE OF CONDUCT POLICY FORM SHALL BE MANDATORY.”	
	(e) “ALL CODE OF CONDUCT NOTICES OF WARNING SHALL BE DISCUSSED IN EXECUTIVE SESSION. VOTING WILL BE IN ACCORDANCE WITH A.R.S. §38-431.03(D).”	
FOLLOW-UP:	FURTHER BYLAWS COMMITTEE REVIEW OR BOARD APPROVAL TO SEND TO ATTORNEY FOR REVIEW AND COMMENT	

In addition, Bylaws Committee Members reviewed the Hospital District Number One of Mohave County’s Code of Conduct Policy Form drafted by the Chair, Mrs. Holden. A copy of the form was distributed to Board Members and Public Attendees. A copy of that document will be attached to these minutes when distributed at a Regular Session of the Hospital District Board and will be filed with these minutes for record retention. Considerable discussion ensued regarding Number 9 and how compliance can be realistically achieved. A subsequent discussion ensued regarding the wording under Consequences for Violating any of the Above Items, specifically number 2. Ms. Newmyer and Mr. Valentine challenged whether District Board members can be removed via the wording under consequences. Mrs. Holden clarified that the Conflict of Conduct Policy Form is a document that each Board Member signs and can be used to substantiate untoward and disruptive behaviors that may warrant Board Member recall either by public voting or via a formal request sent to the Arizona State Attorney General. Therefore, The Board as a whole recommended the following policy form revisions:

ACTION: **SECTION 1 OF THE FORM, NUMBER 9., AT THE BEGINNING THE SENTENCE INSERT THE WORD “WHEN.” MAKE THE “R” IN REPRESENTING LOWER CASE. AFTER THE WORD BOARD, INSERT “AT A PUBLIC EVENT IT SHALL BE.”**

ACTION: **SECTION 3, NUMBER 2, LINE 2, AFTER THE WORD CONTINUES, DELETE ~~THE BOARD WILL VOTE TO REMOVE THAT DIRECTOR OR EMPLOYEE~~ AND INSERT “REMOVAL SHALL BE CONSIDERED VIA THE ARIZONA STATE ATTORNEY GENERAL.”**

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FOLLOW-UP:	FURTHER BYLAWS COMMITTEE REVIEW OR BOARD APPROVAL TO SEND TO ATTORNEY FOR REVIEW AND COMMENT	

Following review of the Code of Conduct Policy Form, Mrs. Holden distributed, to Board Members and Public Attendees, a copy of the Notice of Warning Form she drafted. All Board Members present reviewed this form with no suggestions for additions and/or deletions. A copy of that document will be attached to these minutes when distributed at a Regular Session of the Hospital District Board and will be filed with these minutes for record retention.

ACTION: BOARD MEMBERS REVIEWED THE NOTIFICATION OF WARNING FORM AS SUBMITTED.

FOLLOW-UP: FURTHER BYLAWS COMMITTEE REVIEW OR BOARD APPROVAL TO SEND TO ATTORNEY FOR REVIEW AND COMMENT

Additional clarifications regarding bylaws additions and/or deletions were discussed:

Article V General Provisions, Section 2.

Ms. Newmyer queried whether the District Board is in compliance with A.R.S. § 48-1908(D), e.g. including Kingman Regional Medical Center in the title of all Hospital District documents. Mrs. Holden cautioned those in attendance that incorporating Kingman Regional Medical Center into the title of District Board documents has the potential to confuse the general public regarding the difference between the District Board and the Kingman Healthcare, Inc. Board. Therefore, Ms. Newmyer proposed the following wording:

ACTION: ADD THE WORDS “KINGMAN REGIONAL MEDICAL CENTER” TO ALL HOSPITAL DISTRICT DOCUMENTS. WORDING WILL BE A SEPARATE LINE AFTER THE WORDING HOSPITAL DISTRICT NUMBER ONE OF MOHAVE COUNTY.

FOLLOW-UP: THE SECRETARY WILL MAKE APPROPRIATE TITLE ADDITION ON ALL SUBSEQUENT HOSPITAL DISTRICT DOCUMENTS.

Under the same Article, but Section 2, Mrs. Holden stated that requests for books and records prior to May of 2023 are not available on the Secretary’s computer. Records prior to May 2023 have not been organized as of this date and, therefore, are not readily available at this time; however, it is anticipated

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organization of files will commence in December. If an emergency arises for a record request, such will be handled on a case-by-case basis. Mrs. Holden further pointed out that record requests prior to May will incur paper/printing costs. Ms. Newmyer queried whether or not it was prudent to include bylaws verbiage as to how long it should take to meet the need of a public request for records. Mrs. Holden responded that it is anticipated the records will be organized and ready for public requests prior to final approval of the bylaws. Therefore, the proposed verbiage for line 4 of “five (5) business days” should not be a problem.

No further additions/deletions were proposed beyond those previously discussed at the October 26, 2023 Bylaws Committee Meeting.

Following the review of the proposed revised Bylaws and all forms distributed, Mrs. Holden addressed the need to work as a six (6) member team, e.g., a five (5) member Board and the Secretary. Paraphrasing the entire conversation, Mrs. Holden stated that as a team, it is incumbent for all to work together in order to accomplish the goals and objectives of the District Board. Board members and/or the Secretary are not required to like one another but do have an obligation to work together and be respectful of one another during Board meetings. Therefore, Mrs. Holden asked that if anyone has a conflict or problem, rather than going behind one’s back it is best to bring such out now for discussion because whatever anyone feels is broken can’t be fixed unless the problem is known and addressed out in the open. Failure to do so has the potential to lead to a fractured Board, is counterproductive and disrupts continuity and cohesiveness.

Subsequently, Mr. Valentine stated he has a problem with the law being violated that he will be bringing to the next Regular Board Meeting Session. Mr. Valentine was then questioned by the Chair and the Secretary as to who violated the law to which Mr. Valentine responded the Secretary. Both the Chair and the Secretary specifically asked what the problem was, to which Mr. Valentine responded he couldn’t provide that information because it was not in front of him. Mr. Valentine stated that all he wants is the law to be followed; however, according to him it hasn’t been. He then remarked that two problems he had were with a public notice with the inclusion of the word “website,” as well as the need to include Kingman Regional Medical Center in the title of all Board Documents with the latter as per the Arizona Revised Statutes. However, he stated both his concerns have been corrected. For further clarification, the Secretary remarked that the word “website” on the notice for the Bylaws Committee Meeting was an error; however, that inclusion was not a violation of the Open Meeting Laws as no actual website address was advertised to the public. Subsequent discussion ensued regarding the website being up and live before presentation to the Board. It was pointed out to Mr. Valentine by Mrs. Holden that the District Board’s webpage has been up and live since Kingman Regional Medical Center established their website. The purpose of updating the District’s webpage prior to Board viewing and approval was so the Board could see what the page would look like and how it meets the Open Meeting

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Laws. Having the revised/updated webpage live did not imply an intent to usurp the Board’s authority or break any Arizona Revised Statute. Returning the discussion back to the issue Mr. Valentine plans to bring before the Board at the next Regular Session, the Secretary asked for information regarding the alleged problem. Mr. Valentine reiterated the Secretary had violated the law when she put wording in a set of Board minutes that was not verbally expressed in a meeting. The Secretary asked Mr. Valentine for clarification, specifically was he referring to the wording in the November 7, 2023 meeting referencing Mrs. Holden halting a subject he tried to bring up that was not on the agenda to which Mr. Valentine responded no that he blew that situation off although he had the floor and should have been allowed to speak. Mrs. Holden then reminded him that per Open Meeting Laws, anything not on the agenda cannot be brought before an in-progress Board meeting. The Secretary asked Mr. Valentine again for specifics as to the alleged legal violation to which Mr. Valentine stated he did not have that information before him and, therefore, could not comment. He asked if the Secretary would like him to forward a copy of his concern to her, to which she initially said no wait and bring it to the meeting. Mrs. Holden then stated she would like to know beforehand what his issue is and to forward his concerns directly to her. The subject of the Secretary violating the law that included wording not verbally stated at the meeting continued briefly. Subsequently, the Secretary requested that Mr. Valentine forward the specific alleged legal violation as well as the specific alleged unauthorized wording to her prior to the next Board meeting to which he agreed to do.

CALL TO THE PUBLIC – No call to the public occurred.

ADJOURNMENT With no further business to discuss, the meeting was adjourned at 2:35 p.m.

Respectfully submitted,

Penny Holden, Chair

Catherine Furtado, Recording Secretary

Date Approved: December 5, 2023