

Dear API By-laws committee members,

August 27, 2007

Enclosed is our draft proposal recommendations to revising the API Board of Director's By-laws.

The new Board of Directors and Committees need to have autonomy from API management and DHSS.

Too long in the past has management and DHSS controlled the Board and Committees. To offer any real service to Alaska, the new Board needs to have an independent voice. And we have worded the By-laws to give them an independent voice.

We ask that the committee look favorably on our recommendations.

Faith Myers / Dorrance Collins
929-0532

*Faith Myers
Dorrance Collins*

THE ALASKA PSYCHIATRIC INSTITUTE

BY-LAWS DRAFT

**SETTING FORTH THE ROLE AND RESPONSIBILITIES
OF THE ADVISORY BOARD OF DIRECTORS
OF THE ALASKA PSYCHIATRIC INSTITUTE**

ARTICLE III

**MISSION AND GOALS OF THE ALASKA PSYCHIATRIC INSTITUTE'S
ADVISORY BOARD OF DIRECTORS**

A.MISSION STATEMENT

Review quality of patient care, patient rights, long- range goals of API and satellite programs and serve as advisory counsel to API and satellite programs. And also assist in the Department of Health and Social Services's annual required on site evaluation of patient treatment at API.

B. GOALS

Based on the above Mission Statement, act as counsel to API management and DHSS, perform quarterly review/reports and Annual report and offer recommendations on overall Patient Care and Patient Rights.

ARTICLE IV

**EXECUTIVE AUTHORITY OF THE
ADVISORY BOARD OF DIRECTORS**

- A. Executive Authority of the Advisory Board of Directors rests with the API Advisory Board of Directors with the authorization, authority and funding by the state of Alaska and the Department of Health and Social Services. A simple majority of the Board decides all issues except changing the by-laws, which requires a 2/3rds majority. The number of dissenting votes must be recorded.

ARTICLE V

ADVISORY BOARD OF DIRECTORS

A. DEFINITIONS

1. "Advisory Board of Directors" refers to the up to 15 member entity that is responsible for reviewing the quality of patient care, producing written recommendations quarterly and annually, for API and its satellite programs.
2. "Chair" refers to the Advisory Board of Directors member elected its Chair by the members of the Advisory Board of Directors.
3. "Vice-Chair" refers to the Advisory Board of Directors member elected its Vice-Chair by the members of the Advisory Board of Directors.
4. "Secretary" refers to the Advisory Board of Directors member elected Secretary by the members of the Advisory Board of Directors, who oversees minutes of the meeting, is available to sign documents necessary, etc.

ETC.

B. CONFLICT OF INTERESTS

All members of the Advisory Board of Directors and employees of the Alaska Psychiatric Institute shall be governed by the Alaska Executive Branch Ethics Act (see AS39.52)

C. ROLE OF THE ADVISORY BOARD OF DIRECTORS

The Advisory Board of Directors is to ensure that treatment and services provided at API and satellite programs are of the highest quality that can be made available within the State's comprehensive mental health delivery system and that includes reviewing budgetary goals.

D. DUTIES AND RESPONSIBILITIES

Advisory Board of Director's duties include, but are not limited to the following:

1. Review, as needed, policies and procedures at API and satellite programs and recommend changes when necessary.
2. Solicit public input regarding the overall functioning and treatment processes of the API hospital and satellite programs.
3. Conduct and put forth an annual performance of the CEO of the hospital.

4. Establish Committees to gather information consistent with the mission statement.
5. Regularly review and take necessary action on reports, data and information provided or presented from API or satellites programs, medical, information systems and clinical and support staff members, as well as information from API Hospital's various teams and committees.
6. Evaluate and put forth an opinion on future direction and service delivery mission of the hospital and satellite programs and the strategies, processes and mandates of the API Hospital within the continuum of mental health care services in Alaska.

E. ADVISORY BOARD OF DIRECTORS MEMBERS AND OFFICERS : TERMS OF OFFICE

1. Hospital employees, state employees cannot sit as Officers of the Advisory Board of Directors and do not have the right to vote or set the agenda.
2. Hospital employees and State employees can sit as Committee members, but do not have the right to vote.
3. Members of the Advisory Board of Directors serve a term of 4 years, staggered, and can re-apply after one year's absence.
4. Officers of the Advisory Board of Directors are elected annually and cannot serve more than 3 terms. The offices are Chair, Vice-Chair, and Secretary.
5. The absence of an Advisory Board of Directors member at two consecutive scheduled meetings, will constitute reasonable cause for removal by a vote of a simple majority of the Board.
6. Vacancies. Vacancies on the Advisory Board of Directors are filled by selection of the Board. A vacancy on the Advisory Board of Directors may be filled at a duly noticed special meeting or at a regular meeting by majority vote of the remaining members of the Advisory Board of Directors than in office.
7. The Advisory Board of Directors promotes the recruitment of minorities but does not set quotas.
8. A minimum of half the seats of the Advisory Board of Directors must be held by consumers or family members of consumers.

F. MEETINGS

1. The Advisory Board of Directors meets at least quarterly, in accordance with an annually established schedule of meetings.
2. Quorum. A majority of the Advisory Board of Directors which are actually elected shall constitute a quorum for the transaction of business at any meeting. A quorum may be established by teleconference.

Draft proposal by Faith Myers / Dorrance Collins—929-0532

*Faith Myers
Dorrance Collins*