

# Guam Memorial Hospital Authority

## **BYLAWS OF THE BOARD OF TRUSTEES**

These bylaws of the Guam Memorial Hospital Authority (“GMHA”) Board of Trustees (“Board”) are adopted effective December 13, 2017.

### **ARTICLE I MISSION STATEMENT**

The mission of the GMHA is to provide quality patient care in a safe environment.

### **ARTICLE II GENERAL PROVISIONS**

1. The principal office of the GMHA Board is located at:

Administration Offices  
Guam Memorial Hospital Authority  
850 Governor Carlos G. Camacho Road  
Tamuning, Guam 96911

All communications to the GMHA Board shall be addressed to its principal office except as may otherwise specified by resolution, regulation, or rule.

2. The GMHA shall operate on a fiscal year commencing on October and concluding on September of the following calendar year.

### **ARTICLE III BOARD OF TRUSTEES**

#### **1. MEMBERSHIP**

The Board shall be composed of ten (10) members, appointed by the Governor with the advice and consent of the Legislature, as follows:

- a. Four (4) members representing the general public, who shall possess a background and experience in healthcare, management, finance or any other business-related field;
- b. One (1) member representing the Allied Health Professions;
- c. Two (2) members representing the Guam Nursing Association; and

- d. Two (2) members representing the Guam Medical Community.

In addition, one (1) member who shall be the President, or designee, of the Guam Memorial Hospital Volunteers Association, who shall be an ex-officio member with full participatory rights and privileges, but without the right of voting. The GMHA Volunteers Association President or designee shall have been a member of the GMHA Volunteers Association for a minimum of five (5) years prior to assuming a position on the Board. [Title 10 G.C.A., Section 80105(a)]

## **2. TERM**

The members of the Board shall serve staggered terms of six (6) years. On the expiration of the term of any member, or in the event of a vacancy on the Board due to resignation, death or any other cause, the Governor shall, with the advice and consent of Legislature, appoint another member for a full term in the first instance, or for the remainder of the unexpired term. When there is a change of administration of the government of Guam after a gubernatorial election, no courtesy resignation shall be requested by the new administration nor offered by any member of the Board. [Title 10 G.C.A., Section 80105.3]

## **3. QUALIFICATIONS**

The composition of the members of the Board shall be broadly based in terms of its members' personal expertise and shall strive for a balanced representation of the general population. Trustees, and Trustee candidates, must be United States citizens or permanent resident aliens domiciled in Guam for at least three (3) years prior to appointment to the Board. No person shall sit on the Board as a member who is an employee of the Guam Memorial Hospital Authority. [Title 10 G.C.A., Section 80105.4]

## **4. COMPENSATION**

Each Trustee shall be entitled to receive the sum of One Hundred Dollars (\$100.00) for his/her attendance at any meeting of the Board, but such compensation shall not apply to more than four (4) meetings or exceed Four Hundred Dollars (\$400) in any one (1) calendar month. No Trustee shall receive any other compensation, but shall be reimbursed for actual travel, subsistence and out-of-pocket expenses incurred in the discharge of his or her responsibilities, including authorized attendance at meetings held away from Guam. [Title 10 G.C.A., Section 80105(b)]

## **5. CONFLICTS OF INTEREST**

The best interest of the community and the Hospital are served by Board members who are objective in the pursuit of their duties as Board members, and who exhibit that objectivity at all times. The decision making process of the Board may be altered by interests or relationships which might in any instance, either intentionally or coincidentally bear on that member's opinion or decision. Therefore, it is considered to be in the best interest of the Hospital for relationships of any Board member which may influence decisions related to the Hospital to be disclosed to all other members of the Board on a regular and contemporaneous basis.

No Board member shall use his/her position to obtain or accrue any benefit. All Board members shall at all times avoid even the appearance of influencing the actions of any employee of the Hospital or Corporation, except through his/her vote, and the acknowledgment of that vote, as a Board member for or against opinions or actions to be stated or taken by or for the Board as a whole. A Trustee shall abstain from voting on any issue in which the Trustee has an interest other than as a fiduciary of the Hospital.

No Trustee shall be actively engaged in the selling of services or goods to the Hospital without the express approval of the Board of Trustees. The form of approval shall be by the adoption of a Board Resolution confirming said approval. This restriction shall not apply to health care professionals who provide direct patient care services to the Hospital. [Title 10 G.C.A., Section 80105.1(d)]

No Trustee shall act when a conflict of interest occurs. The Trustee shall disclose the nature of the conflict of interest to the members present and abstain from any discussion or voting on the issue until it has been disposed of by action of the remaining members present. If a Trustee knowingly fails to disclose a conflict of interest in the manner listed herein and subsequently votes on an action to be taken by the Board, then the vote of the conflicted Trustee shall not be counted for purposes of constituting official Board action. Any Trustee who knowingly fails to disclose a conflict of interest in the manner listed herein shall be subject to removal from the Board, pursuant to 10 G.C.A. § 80107. [Title 10 G.C.A., Section 80105.1 (e)]

## **6. FIDUCIARY DUTY**

The Board shall be liable for the negligent act of any hospital employee or officer, if the Board knew or had notice that said employee or officer was inefficient and incompetent to perform the services for which he was hired, or said Board retained such inefficient or incompetent person after knowledge or notice of such inefficiency or incompetency. However, no Trustee shall be liable for any decision made in the good faith, non-malicious fulfillment of his duties. The Board shall be liable as fiduciaries in the execution of their duties. [Title 10 G.C.A., Section 80105.1 (a) to (c)]

The members of the Board shall not, by reason of such membership, be deemed employees of the government of Guam. [Title 10 G.C.A., Section 80106]

## **7. GENERAL POWER AND OBLIGATIONS**

The governance and control of the GMHA is vested in the Board. [Title 10 G.C.A., Section 80105(a)]. The Board shall be responsible for controlling and directing the affairs, property, and interests of the GMHA and may exercise all powers and authorities conferred upon the GMHA as permitted by law. By way of example, and not of limitation, the Board shall have the power to:

- a. Determine policies for the organization, administration, and development of the GMHA's and its strategic plan;
- b. Be responsible for the maintenance of the standards of medical care, safety, and professionalism at the Hospital in accordance with all applicable laws and regulatory and accrediting bodies;
- c. Support the maintenance and operation of a facility providing acute, chronic and all other health care services, including those services specifically provided by contract for the Guam Behavioral Health and Wellness Center, for the people of Guam. [Title 10 G.C.A., Section 80109 (a)];
- d. Acquire, subject to the laws of Guam, by grant, purchase, gift, devise or lease, and hold and use for the GMHA any real property necessary or convenient or useful for the carrying on of any of the GMHA's powers. [Title 10 G.C.A., Section 80109 (e)];
- e. Authority to appoint, reappoint, and terminate members of the Hospital Medical Staff, as well as to grant and suspend clinical privileges. These actions shall be governed by procedures approved by the Board, with the advice of the Medical Staff through its President, and in accordance will applicable provision of the Medical Staff Bylaws as may be revised.
- f. Provide for third-party peer review services for those peer review proceedings wherein the physician who is the subject of a peer review asserts that an impartial proceeding cannot otherwise be achieved. [Title 10 G.C.A., Section 80109 (n)(1)(A)];
- g. Overturn a medical peer review as strictly prescribed by the National Practitioner Data Bank, as provided pursuant to Title 45 – Public Welfare, Part 60, Code of Federal Regulations, and as the regulations and authorizing statutes may be revised. [Title 10 G.C.A., Section 80109 (n)(2)];
- h. Contract with a corporation to exercise any or all the powers of the Administrator, and of those officers authorized by 10 G.C.A. § 80108, if the Board so chooses. [Title 10 G.C.A., Section 80109 (p)];
- i. Hire or contract an Administrator, who will be the GMHA's Chief Executive Officer and will have full charge of the operations and maintenance of the Hospital. [Title 10 G.C.A., Section 80110];
- j. Establish and administer rules and regulations governing the compensation and classification of health professionals of the Hospital. [Title 10 G.C.A., Section 80113];

- k. Study the financial needs of the GMHA, and report annually to the Governor and the Legislature concerning the condition of the Hospital. [Title 10 G.C.A., Section 80116];
- l. Provide concurrence to the Administrator, as appropriate, to solicit, accept, utilize and administer on behalf of GHMA donations, contributions, gifts and bequests for any specific purpose relative to medical care, and may expend any sums so received for the purposes intended by the giver, or donor, in addition to the regular appropriations made for such purposes. [Title 10 G.C.A., Section 80120]; and
- m. Perform such acts as may be reasonably necessary to accomplish the purpose for which the GMHA was formed. [Title 10 G.C.A., Section 80109 (g)]

**8. EXECUTIVE SECRETARY**

The Board may appoint an executive secretary who shall serve at the pleasure of the Board and whose qualifications, duties, responsibilities, and compensation shall be set by the Board.

**ARTICLE IV**  
**MEETINGS**

**1. REGULAR & SPECIAL MEETINGS**

The Board shall hold a regular monthly meeting on such day and time as prescribed by resolution. All such meetings shall be open to the public, and the Board shall consider any such matters as may be properly brought before it. The GMHA Medical Staff shall be represented at the meeting by one or more medical staff members, duly selected by the Medical Staff.

Special meetings may be called by the Chairperson or by a majority of the members, as often as may be necessary. [Title 10 G.C.A., Section 80105.2] Meetings of the Board, regular or special, shall be subject to Title 5 G.C.A., Chapter 8, Open Government Law.

**2. ATTENDANCE REQUIRED**

The members of the Board are required to adhere to the attendance policy as guided by the Chairperson. The Chairperson shall determine whether a Trustee's absence from a Board meeting is excused. Three (3) consecutive unexcused absences from regular meetings of the Board shall be cause for removal from membership of the Board of Trustees, and the Governor may execute such removal upon recommendation of the Chairperson.

**3. PARLIAMENTARY PROCEEDINGS**

All meetings shall be conducted in accordance with the most recent edition of Robert's Rules of Order, unless in conflict with provisions of these Bylaws. Minutes shall be kept of the proceedings at all meetings pursuant to Title 5 G.C.A., Chapter 8 - Open Government Law.

**4. NOTICE**

Notice of Regular and Special Meetings shall be provided as follows: five (5) working days public notice and a second public notice at least forty-eight (48) hours prior to the start of the meeting. [Title 5 G.C.A., Section 8107]

For Special Meetings, the five (5) working days public notice and the second forty-eight (48) hours prior notice may be waived in the event of an emergency certified to in writing by a public agency. Written notice may be dispensed with as to any member who at, prior to or subsequent to the time the meeting convenes, files with the clerk or secretary of the public agency a written waiver of notice. [Title 5 G.C.A., Section 8108]

**5. QUORUM**

A majority of the members shall constitute a quorum and an affirmative vote of five (5) members is required for any action to be valid. [Title 10 G.C.A., Section 80105.2]

A Trustee shall be deemed present at a meeting if he/she participated by conference telephone, speaker telephone, or other method by which all persons participating in the meeting can hear one another at the same time. If a quorum is not present at any meeting, those present may adjourn the meeting until such date and hour as a quorum may be had, and no further notice of the adjourned meeting shall be required.

**6. EXECUTIVE SESSION**

At any Regular or Special meeting of the Board, the Members may, by vote, close the meeting to the public to meet in executive session pursuant to Title 5 G.C.A., Section 8111.

**ARTICLE V**  
**OFFICERS**

The Board shall elect a Chairperson, a Vice-Chairperson, a Secretary and a Treasurer from among its membership every two (2) years. [Title 10 G.C.A., Section 80108].

- a. The **Chairperson** shall call and preside at all regular and special meetings and shall be ex-officio, a member of all committees with voting privileges. He/She shall have such duties and responsibilities as shall be delegated to him/her by these Bylaws, and by the GMHA, from time to time.
- b. The **Vice-Chairperson** shall perform the duties and exercise the powers of the Chairperson during the absence or disability of the Chairperson, and perform such other duties as may be delegated by the Board.
- c. The **Secretary** shall keep or cause to be kept accurate and complete minutes of all Board and Committee meetings and to ensure that the minutes are maintained and filed systematically in a safe place; send or cause to be sent notices of meetings on order of the

Chairperson or as allowed by law; send or cause to be sent all correspondence of the Board and maintain copies of all correspondence; and attest to the official actions of the Board.

- d. The **Treasurer** shall oversee the GMHA's financial condition at all times and recommend changes to the policies and procedures if necessary; Chair the Finance and Audit Committee; perform the duties and exercise the powers of the Chairperson during the absence or disability of the Chairperson and the Vice-Chairperson; perform all duties and have all powers incident to the Office of the Treasurer as are determined by the Board.

## **ARTICLE VI** **COMMITTEES**

The Board shall have the power to appoint and regulate the duties, functions, powers and procedures of committees, standing or special, from among the Members and such advisory committees or bodies, as it may deem necessary or conducive to the efficient management and operation of the GMHA, consistent with applicable laws.

- a. The Chair of all standing and special committees shall be appointed by the Chairperson of the Board at the first meeting following reappointment of Board Officers.
- b. The Chairperson of the Board may attend, as an ex-officio member with voting privileges, all standing and special committees.
- c. Committee assignments may be revised by the Chairperson of the Board, in his/her discretion, as necessary.
- d. Members of the GMHA Medical Staff shall be named as consultant members to a standing or special committee, as appropriate, by the Chairperson of the Board.
- e. The Special Ad-hoc Committee Chair will report the findings and recommendations of his/her committee to the Board within the timeframe required by the Chairperson of the Board.
- f. Standing committees shall inquire and report on matters within their jurisdiction, either at the request of the Board, the Chairperson, or on their own initiative except for those matters which are referred to another committee by the Chairperson of the Board or pursuant to the Bylaws.

## 1. FINANCE AND AUDIT COMMITTEE

- a. **Composition** - The Finance and Audit (F&A) Committee shall consist of at least one (1) member of the Board, who will be appointed by and serve at the discretion of the Board. The Treasurer of the Board shall be one of the appointed members.

Management shall be represented by the following persons: Hospital Administrator/CEO, Associate Administrator of Operations, Associate Administrator of Medical Services, Associate Administrator of Professional Support Services, Assistant Administrator of Nursing Services, Chief Financial Officer, Assistant Chief Financial Officer, Chief Planner, and Internal Auditor in an Ex-Officio capacity.

Voting members shall be the designated Board member(s), management representatives, and others as designated by the F&A Committee Chair. The F&A Committee Chair is authorized to invite individuals from the community to be Ex-Officio members of the F&A Committee.

- b. **Meetings** - The F&A Committee shall be chaired by the Treasurer of the Board, and meet monthly or as often as designated by the Chair. A quorum is established when a majority of the voting members are present. An affirmative vote of the majority of those present shall be taken to establish action. Votes may be taken orally or by a show of hands.
- c. **Responsibilities** - Subject to such policies and guidelines as established by the Board, the F&A Committee shall:
- i. Review and address the financials of the Hospital, the financing for capital improvements, and audit issues.
  - ii. Provide recommendations to the Board on the direction and prioritization for the allocation of resources required for the general operations, capital improvements and special projects that may arise.
  - iii. Monitor the implementation of the financial and capital improvements plans and recommend policies and/or changes that will result in process efficiency.
  - iv. Formulate the short and long-range financial plans for capital improvement projects.
  - v. Review all 3rd party financial and management audits and ensure implementation of corrective actions on findings.
  - vi. Develop and implement initiatives to strengthen internal controls for the prevention of fraud, waste, abuse, and mismanagement of government resources.



- vii. Review the adequacy of the hospital's policies and procedures as they relate to financial processes and capital improvements and recommend changes to the Board to effectuate improvement and full compliance with governing laws, executive orders, and other regulations.
- viii. Explore the availability and enhance the hospital's capacity for federal, private, public and non-profit grant funding.

## 2. **HUMAN RESOURCES COMMITTEE**

- a. **Composition** - The Human Resources (HR) Committee shall consist of at least one (1) member of the Board, who will be appointed by and serve at the discretion of the Board.

Management shall be represented by the following persons: Hospital Administrator/CEO, Chief Financial Officer, Assistant Chief Financial Officer, Associate Administrator of Operations, Associate Administrator of Medical Services, Associate Administrator of Professional Support Services, Assistant Administrator of Nursing Services, and the Personnel Services Administrator.

Voting members shall be the designated Board member(s), management representatives, and others as designated by the HR Committee Chair. The HR Committee Chair is authorized to invite individuals from the community to be Ex-Officio members of the HR Committee.

- b. **Meetings** - The HR Committee Chair shall meet monthly or as often as designated by the Chair. A quorum is established when a majority of the voting members are present. An affirmative vote of the majority of those present shall be taken to establish action. Votes may be taken orally or by a show of hands.
- c. **Responsibilities** - Subject to such policies and guidelines as established by the Board, the HR Committee shall:
  - i. Periodically review the compensation, benefits, and other terms and conditions of all classified employees.
  - ii. Annually review with recommendations to the Board the job description, compensation, benefits and other terms and conditions of the positions of the Hospital Administrator, the Associate Administrator of Operations, the Chief Financial Officer and Legal Counsel.
  - iii. Review and recommend for approval to the Board the job descriptions of newly established positions.

- iv. Periodically review hiring and employee promotion practices to assure non-discrimination and compliance with all federal and local employment and labor laws.
- v. Review and recommend to the Board labor relations and negotiation policies and procedures.

### 3. **JOINT CONFERENCE AND PROFESSIONAL AFFAIRS COMMITTEE**

- a. **Composition** - The Joint Conference and Professional Affairs (JCPAC) Committee shall consist of at least one (1) member of the Board, who will be appointed by and serve at the discretion of the Board. At least one of the appointed members of the JCPAC Committee will be a clinician member or representative of the medical community from the Board.

Management and additional representation shall be comprised of the following persons: President of the Medical Staff and two (2) additional members of the Medical Executive Committee, Hospital Administrator/CEO, Associate Administrator of Medical Services, Associate Administrator of Professional Support Services, Chairperson of the Credentials Committee, Assistant Administrator of Nursing Services, Associate Administrator of Clinical Services, Administrator of Quality, Patient Safety, and Regulatory Compliance, Hospital Risk Management Program Officer, Hospital Medical Health Records Administrator, and the Hospital Medical Staff Office Supervisor.

Voting members shall be the designated Board member(s), management representatives, and others as designated by the JCPAC Committee Chair. The JCPAC Committee Chair is authorized to invite individuals from the community to be Ex-Officio members of the JCPAC Committee.

- b. **Meetings** - The JCPAC Committee shall meet monthly or as often as designated by the Chair. A quorum is established when a majority of the voting members are present. An affirmative vote of the majority of those present shall be taken to establish action. Votes may be taken orally or by a show of hands.
- c. **Responsibilities** - Subject to such policies and guidelines as established by the Board, the JCPAC Committee shall:
  - i. Serve as a forum for education and discussion of issues of mutual concern related to patient care, medical policies, staffing and resources, and the relationship between the hospital and members of the medical staff.
  - ii. Review and monitor compliance to the Medical Staff standards of Joint Commission.

- iii. Provide Medico-administrative liaison between the Medical Staff, the Hospital Administration, and the Board of Trustees.
- iv. Receive, review, and make recommendations to the Board regarding Medical Staff/Medical Executive recommendations for appointment and reappointment of members to the Medical Staff and for granting, restricting or revoking of clinical privileges of such members. The Committee may, in accordance with bylaws, return a recommendation to the medical staff for further documentation or reconsideration.
- v. Receive, review and make recommendations to the Board regarding revisions and amendments to the Medical Staff Bylaws and Rules and Regulations.
- vi. Receive and make recommendations to the Board regarding any communications, requests, or suggestions presented by the Medical staff through its duly authorized representatives.
- vii. Oversee the effectiveness of the medical staff credentialing process and makes recommendations for changes in policies and procedures for Board approval.
- viii. Review medical staff recommendations of disciplinary or corrective actions involving medical staff members as provided in the bylaws and submitting these recommendations to the Board for action.
- ix. Oversee the education and development of physician leaders.
- x. Monitor physician perception and satisfaction, and oversee physician relations activities.

#### **4. QUALITY AND SAFETY COMMITTEE**

- a. Composition** - The Quality and Safety (Q&S) Committee shall consist of at least one (1) member of the Board, who will be appointed by and serve at the discretion of the Board.

Management and additional representation shall be comprised of the following persons: Hospital Administrator/CEO, Chief Financial Officer, Assistant Chief Financial Officer, Associate Administrator of Medical Services, Associate Administrator of Professional Support Services, Assistant Administrator of Nursing Services, President of the Medical Staff, Administrator of Quality, Patient Safety, and Regulatory Compliance, Hospital Risk Management Program Officer.

Voting members shall be the designated Board member(s), management representatives, and others as designated by the Q&S Committee Chair. The Q&S Committee Chair is authorized to invite individuals from the community to be Ex-Officio members of the Q&S Committee.

- b. **Meetings** - The Q&S Committee shall meet monthly or as often as designated by the Chair. A quorum is established when a majority of the voting members are present. An affirmative vote of the majority of those present shall be taken to establish action. Votes may be taken orally or by a show of hands.
- c. **Responsibilities** - Subject to such policies and guidelines as established by the Board, the Q&S Committee shall:
  - i. Develop and recommend broad policies to promote the quality and safety of patient care and the quality of professional medical, dental and nursing practices.
  - ii. Evaluate the professional practice of medical, dental, nursing and other health care providers within GMHA according to the standards of their respective practices that promote safe patient care.
  - iii. Assure compliance with the standards of the Joint Commission, other accrediting bodies and licensing agencies concerned with the quality and safety of patient care
  - iv. Develop policies that safeguard the confidentiality of patient information.
  - v. Evaluate, improve, and recommend the continuing education systems and programs for medical, dental, nursing, other healthcare providers and non-clinical staff.
  - vi. Regularly provide the full Board with an assessment of the quality health care services, the initiatives for improvement, the impact of new methodologies, and the compliance to Joint Commission standards.
  - vii. Encourage the development of multidisciplinary teams to evaluate the process and outcomes that provide the environment by which optimal quality of care can fulfill the mission of GMHA.
  - viii. On a monthly basis provide to the full Board a summary report on Risk Management issues

## **5. FACILITIES, CAPITAL IMPROVEMENT & INFORMATION TECHNOLOGY COMMITTEE**

- a. **Composition** - The Facilities, Capital Improvement (CIP), and Information Technology (IT) Committee shall consist of at least one (1) member of the Board, who will be appointed by and serve at the discretion of the Board.

Management representation shall include the following persons: Hospital Administrator/CEO, Chief Financial Officer, Assistant Chief Financial, Associate Administrator of Operations, Chief Planner, Hospital Information Technology Administrator, Hospital Materials Management Administrator, and Facilities Maintenance Manager.

Voting members shall be the designated Board member(s), management representatives, and others as designated by the Committee Chair. The Committee Chair is authorized to invite individuals from the community to be Ex-Officio members of the Committee.

- b. Meetings** - The Facilities, CIP and IT Committee shall meet monthly or as often as designated by the Chair. A quorum is established when a majority of the voting members are present. An affirmative vote of the majority of those present shall be taken to establish action. Votes may be taken orally or by a show of hands.
- c. Responsibilities** - Subject to such policies and guidelines as established by the Board, the Facilities, CIP & IT Committee shall:

  - i. Establish and recommend to the Board an annual Capital Improvement plan consistent with the financial plan.
  - ii. Monitor monthly the progress of ongoing Capital Improvement projects.
  - iii. Monthly provide an assessment of facility maintenance needs and prioritize the resolution of those needs.
  - iv. Coordinate with appropriate departments and individuals the implementation of CIP projects.
  - v. Establish and recommend to the Board an annual IT improvement and training plan.
  - vi. Provide to the Board an assessment of technology needs of the GMHA.
  - vii. Provide a report to the Board of the progress made in CIP, IT and Facilities maintenance.
  - viii. Create and update as necessary a master plan for development, expansion, modernization, and maintenance of the Hospital's primary facilities and report its status to the Board.
  - ix. Provide mid-term (1-5 years) and long-term (5-10 years) capital and IT plans to the Board.

## 6. GOVERNANCE, BYLAWS & STRATEGIC PLANNING COMMITTEE

- a. **Composition** - The Governance, Bylaws, and Strategic Planning (GBSP) Committee shall consist of at least one (1) member of the Board, who will be appointed by and serve at the discretion of the Board.

Management representation shall include the following persons: Hospital Administrator/CEO, Associate Administrator of Operations, Associate Administrator of Medical Services, Assistant Administrator of Nursing Services, Chief Financial Officer, Assistant Chief Financial Officer, and Chief Planner.

Voting members shall be the designated Board member(s), management representatives, and others as designated by the Committee Chair. The Committee Chair is authorized to invite individuals from the community to be Ex-Officio members of the Committee.

- b. **Meetings** - The GBSP Committee shall meet quarterly or as often as designated by the Chair. A quorum is established when a majority of the voting members are present. An affirmative vote of the majority of those present shall be taken to establish action. Votes may be taken orally or by a show of hands.
- c. **Responsibilities** - Subject to such policies and guidelines as established by the Board, the GBSP Committee shall:
- i. Establish the Hospital Strategic Plan and recommend to the Board for review, approval, and implementation.
  - ii. Review the progress of the implementation of the Strategic Plan and present to the Board the status on a quarterly basis.
  - iii. Receive reports from management regarding the accomplishments of the strategic goals and objectives.
  - iv. Present to the Board the status of the achievement of the strategic goals and objectives.
  - v. Annually review the Hospital By-Laws and make recommendations for amendments to the Board.
  - vi. Review local and national laws for appropriateness to the established governance and authority of the Hospital and make recommendations for changes in policies, structure, and by-laws accordingly.

- vii. Develop and establish the orientation program for new Board members. The program should be reviewed annually for updates and submitted to the Board for approval.

## **ARTICLE VII** **AMENDMENTS**

### **1. PROPOSAL**

- a. Any member of the Board may propose the amendment of these Bylaws at any regular meeting of the Board or at any special meeting of the Board called for that purpose.
- b. Any member of the Board, or the Administrator, or his/her designee, may suggest an amendment of these bylaws to the Chairperson of the Governance, Bylaws, and Strategic Planning Committee.
- c. All proposed and suggested amendments to these bylaws shall be referred to the Governance, Bylaws, and Strategic Planning Committee for review and appropriate action.
- d. At the next regular meeting of the Board after the Bylaws Committee has completed its study and consideration, the Chairperson of the Bylaws Committee shall report its findings and recommendations to the Board.



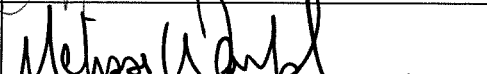
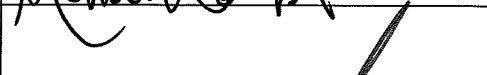

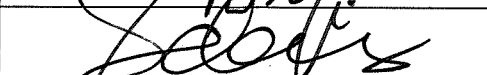
### **2. ADOPTION**

- a. The Board may vote upon the adoption of amendments to these bylaws at a regular meeting at which time the Chairperson of the Governance, Bylaws and Strategic Planning Committee makes his/her report, or may postpone voting upon adoption until a time no later than the next regular Board meeting.
- b. The Board may vote upon the adoption of amendments at a special meeting called for that purpose.
- c. Adoption of amendments to these bylaws shall be accomplished by a majority of the total membership of the Board and as required by law.

## **ARTICLE VIII** **INDEMNIFICATION**

The Guam Memorial Hospital Authority will indemnify and hold harmless the members of the Board of Trustees for all actions taken by him or her on behalf of the Guam Memorial Hospital Authority.

These Bylaws were adopted at a duly held meeting of the Guam Memorial Hospital Authority Board of Trustees Meeting on December 13, 2017, and as required by law.

Name	Title	Signature
Eloy S. Lizama	Chairman	
Lillian Perez-Posadas	Vice-chairperson	
Melissa Waibel	Secretary	
	Treasurer	
Ricardo M. Terlaje, MD	Trustee	
Sharon Davis	Trustee	
	Ex-officio Member	