



HAWAII HEALTH SYSTEMS

C O R P O R A T I O N

Quality Healthcare For All

PROCEDURAL RULES FOR THE HHSC BOARD OF DIRECTORS MEETINGS

RESPONSIBILITIES OF THE CHAIR

1. Recognize board members entitled to speak or propose motions.
2. Open discussion on motions. Monitor the discussion to ensure all board members had an opportunity to speak and the appropriate amount of time is spent on the issue.
3. Close discussion and put motions to vote. Restate the motion exactly as it was made or amended before calling for a vote (or ask proponent to do so). For clarity, it is recommended that motions be put in writing and included with the agenda in advance of the meeting, when possible.
4. Announce the result of a vote immediately. A tie vote defeats a motion requiring a majority of those voting. Votes are recorded in the minutes.
5. Maintain order and proper procedure, making necessary rulings promptly and clearly.
6. Expedite board business in every way compatible with the rights of board members. Allow brief remarks on undebatable motions, advise board members how to take action (proper motion or form of motion), or order proposed action without a formal vote ("If there is no objection, the minutes will stand approved as read. Hearing no objection, so ordered").
7. Guard the board's time by having the directors vote to adopt amendments to the agenda at the beginning of the meeting. The board may amend the agenda during the meeting upon agreement of the majority. Follow the agenda faithfully. Do not permit unauthorized interruptions by spectators.

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BASIC PRINCIPLES

1. Parliamentary procedure requires that all board members have equal rights, there be mutual respect among board members, and the rights of all board members to initiate motions, debate, and have their votes counted be protected, while at the same time the will of the majority governs.
2. Only one item may be under consideration at a time. Each motion must be voted on separately.
3. The majority of the board members present not recused and entitled to vote on a matter (in person or electronically) votes to decide the motion, except where a 2/3 vote of the members then in office is required (See HRS 323F-3(d)).
4. The simplest, clearest and most expeditious way of proceeding is considered proper, as long as it does not violate the rights of board members.
5. Discussion may be limited in the interests of time and at the discretion of the chair. In the event a board member feels that an issue has not been thoroughly discussed at the time the chair determines that the discussion must end, the member can request that the matter be tabled pending further discussion at a later time. A majority may vote to table the matter.
6. Photographs, audio recordings, video recordings and the like are not allowed unless approved by the chair in advance of the meeting. The recording secretary may use electronic recordings to assist with taking the minutes.
7. Any electronic means may be utilized by a board member in order to participate in the meeting as long as the board member can hear the meeting and can be heard by the rest of the board. The Chair shall regularly solicit comments from directors participating by phone or video teleconferencing. Web-cast types of meetings may be held as long as all directors have the means to participate.
8. The Board may move into Executive Session, closed to the public, at any time upon an affirmative vote, taken at an open meeting of two-thirds of the members present

and entitled to vote. A vote is not needed to move into Executive Session in the normal course of following the agenda.

QUORUM

1. A quorum is established when a majority of the board members then in office are present (either in person, via phone or electronically). All business of the board shall be conducted at a meeting where a quorum is present. Whenever the board or a committee meets for educational purposes, for preliminary discussions, or other purposes where deliberation and decisions will not be made, a quorum is not necessary.
2. A director who is present and is recused from participating in the discussion or vote is not counted for purposes of establishing quorum on that issue and is not counted in determining the necessary number of votes to pass the motion.
3. If the number of directors falls below the number needed for quorum because directors have left the room, have been recused, or have lost the electronic connection, business requiring deliberations and voting cannot be conducted until the quorum is reestablished.
4. Proxy or absentee voting is not allowed.

PROPOSING AND DISPOSING OF A MOTION

1. Gain floor by being recognized by chair.
2. State motion: "I move that . . ."
3. Motion is seconded by any member without gaining floor.
4. Motion is opened for discussion (if debatable).
5. During discussion the motion may be amended or disposed of by postponement (to a time certain or indefinitely), referral to a committee, or tabling.
6. The chair restates the motion and puts the motion to a vote when there is no further discussion or if there is a call for the question.

7. The chair announces the outcome of the vote, which is recorded by the recording secretary.
8. If it becomes necessary to rescind or amend something previously adopted, notice should be provided to board members prior to the meeting. If notice has been provided, a majority vote is all that is required, unless the original adoption required a 2/3 vote. If there has been no previous notice, a 2/3 vote of members permitted to vote is required. The original motion and the proposed rescinded or amended motion should be in writing and presented to the board. Amendments can be made if it is a simple change or two; to rescind is to cancel the motion altogether. If a motion is to rescind, the original motion should be stated and a motion made to rescind. Follow procedures for motions. Once the original motion is rescinded a new motion should be made. Follow procedure for motions. If a motion is to be simply amended, it can all be done with one motion, reading the proposed amendment(s), e.g., "I move that the previously adopted motion carried on X date to appoint two members to X committee, be amended to change the number to three."

PUBLIC PARTICIPATION

1. The Board is exempted from the open meetings law, HRS Chapter 92, Part I. However, the public may speak to open agenda items in accordance with the following guidelines. The "public" is defined as anyone who is not a member of the board of directors.
2. A member of the public may request that an item be placed on the agenda by calling the Corporation PCEO's office. The chair of the board will decide whether or not to add the item to the agenda.
3. If a member of the public wants to add an item to the agenda on the date of the meeting, the issue shall be raised at the beginning of the meeting when the chair asks for amendments to the agenda. The chair has the discretion to add or reject the item for the agenda. Amendments should be made sparingly and with concurrence of a majority of the voting members present.

4. Members of the public shall generally have 5 minutes to address the board on agenda items. The time can be expanded or reduced at the discretion of the chair.
5. Any member of the public who does not act in an orderly manner may be asked to leave.
6. Agendas will be posted in a public place in all HHSC hospitals one (1) week before the meeting. A press release will be issued by the HHSC Communications Department.

MINUTES

1. Minutes shall be taken at every board meeting. The minutes shall be divided into open session minutes and closed (executive) session minutes.

Executive session minutes shall be maintained as confidential records. Open record minutes shall be subject to disclosure where required by the Uniform Information Practices Act, HRS Chapter 92F, as amended by HRS Chapter 323F.

2. Voting may be by roll call, by show of hands, or verbal “yeas” or “nays.” The names of the directors and their votes shall be recorded in the minutes. (Shortcuts, such as, “unanimous” may be used, as long as it can be determined how all members present voted). The minutes shall contain a brief summary of the discussion. All motions shall be succinctly stated in the minutes, with the name of the person making the motion and member seconding the motion.
3. Minutes shall be circulated to the board members for review prior to the meeting with other documents for consideration. Approval shall be requested by the chair at the next regular meeting. Minutes that reference other documents shall include a copy of the referenced documents.
4. The secretary of the board shall sign the minutes, indicating that the board has approved them.
5. Official records of the minutes and agendas shall be kept by the Corporation PCEO’s office.

CONFLICTS OF INTEREST

The HHSC Code of Conduct, HRS Chapter 84, and the HHSC Bylaws prohibit a board member from participating in discussion or decision making on a matter regarding which the member has a non-waivable conflict of interest, as more fully defined in the Bylaws (Article II, Section 9 (F)(i)).

Conflicts of interest other than those defined as non-waivable by Article II Section 9(F)(i) of the Bylaws may be considered for full or partial waiver by the HHSC Board if the affected member has not recused him/herself. The Board or a Committee may vote to waive the conflict and permit the member to participate, fully or partially, in discussion on the matter, if the Board or Committee determines that comments from the member would be helpful to the Board or Committee in reaching a decision on the matter.

[Am. 4/8/10, 2/20/14]

OFFICER NOMINATION AND ELECTIONS

1. If there is a conflict between this procedure and any applicable law, bylaw, or official policy, the other document takes priority.
2. The Personnel & Compensation (“P&C”) chairperson (hereafter referred to as “Chair”) may set and amend deadlines and guidelines consistent with this procedure in order to efficiently and fairly manage the process. Duties of the Chair in this procedure may be delegated to other P&C Committee members, an Ad Hoc Nominating Committee Chair or member, or executive staff.
3. The Chair shall call for nominations for board offices from board members. Any board member may nominate any voting (i.e. non-RCEO) board member for a board office. Voting board members may also nominate themselves for any board office.
4. Only voting board members (i.e. non-RCEO) may hold office. Only voting board members may vote to elect officers.

5. The Chair, with the assistance of staff, shall review the nominations and determine the nominees' eligibility to serve. The P&C Committee shall meet and confer in person or via video or teleconference to agree on a recommended slate of nominees. A Committee member who is nominated for an office shall consider conflict of interest issues in determining whether to recuse him/herself from all or a portion of the foregoing discussion.

6. Recommended nominees shall be contacted by the Chair to determine if the nominee is willing to serve. If the nominee agrees to serve and is qualified, the board member shall be placed on the slate. Each nominee's current board appointment end date shall be noted on the slate, along with whether this is the nominee's first or second board term or his/her status as a holdover board member. When more than one nominee has been named for an office, the Chair shall confer with the nominees to determine if they wish to remain on the slate or withdraw their name(s).

7. A nominee shall not be placed on the slate more than once, i.e. if a voting board member is nominated for more than one board office, s/he shall be placed on the slate for only one office. The Chair shall consult with the nominee to learn his/her preference.

8. Unless the Chair has set a deadline for nominations prior to the meeting, the Board Chairperson or designee shall call for further nominations from the floor prior to the vote.

9. Officer nominations may be made by write-in. However, all members are encouraged to make nominations prior to the meeting at which the vote will be taken, to facilitate order and preparation.

10. In the event there is more than one board member on the slate for an office, the following additional steps will occur:

- Each candidate will have the opportunity to submit a short bio and a statement supporting the candidacy. Preferably, this will be distributed in advance of the meeting where the vote is taken.

- Each candidate for a contested office will be given the opportunity to present a short summary of their qualifications and reasons for running for the office at a board meeting. This shall be done prior to the vote.
- Confidential, written ballots shall be cast for contested offices.
- The Board Administrative Assistant and General Counsel shall count the ballots.
- The Board Administrative Assistant shall record the number of votes for each candidate in executive session records which shall be kept confidential and only disclosed upon the approval of General Counsel. The ballots shall be destroyed.
- General Counsel shall announce to the board the election results by stating who won and without stating the number of votes cast for each candidate. The results shall be documented in the open session minutes (the elected slate).

11. Where the candidate is not opposed, an oral motion following normal voting procedures may be used.

12. Officer terms are for two year periods to coincide with the board year (July 1 to June 30). In the event an officer leaves the board or resigns his or her officer position before the officer term is up, a replacement may be elected to fill that term.

13. No Board member shall be elected to serve more than two (2) consecutive terms in the same Board office.

[Adopted 5/22/14]

Adopted by the HHSC Board of Directors on March 13, 2008
Amended by the HHSC Board of Directors on July 22, 2009.
Amended by the HHSC Board of Directors on September 8, 2011
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