



THE STATE
of **ALASKA**
GOVERNOR MICHAEL J. DUNLEAVY

Alaska Psychiatric Institute

3700 Piper Street
Anchorage, Alaska 99508-0477
Main: 907.269-7100
Toll free: 1.888.825.5274
Fax: 907.269.7251

MEMORANDUM

DATE: November 25, 2025
TO: Governing Body
FROM: Ken Cole, CEO 
SUBJECT: Summary of Bylaw Revisions

This memorandum provides a summary of the substantive revisions proposed for the Bylaws. The major changes to the bylaws are to change the voting membership to the three Department of Family and Community Services members: the Commissioner, the Deputy Commissioner, and the Assistant Commissioner. Other revisions are made to clarify the duties and responsibilities of the Board. Several minor non-substantive edits were made to clean up grammar and sentence structure. A brief page by page summary is provided below.

Page One:

- Clarify and reduce number of words.

Page Two:

- Sections 1(A)(B) and (C): Improve grammar and clarify.

Page Three:

- Section 2(A): Revise to make only the DFCS staff voting members.
- Section 2(B): Specify the DFCS positions held by the voting members.
- Section 2(C): Specify representation by the eight non-voting members.
- NOTE: Please see attached current Governing Body policy for selection and replacement of members.

Page Four:

- Section 3(D): Specifies the three ex-officio members.
- Section 3(E)(F): Clarify term and duties of the non-voting members

- Section 3(G): Removes references to the selection and term length of the previous voting members.

Page Five:

- Removes Governing Body approval of all hospital policies and procedures. This requirement would slow the operation of the hospital and the ability to quickly improve processes to strengthen patient care.
- Removes the Body's responsibility for maintaining communication between the hospital staff and patients, families, and consumers. This is the hospital's job.

Page Six:

- Clarifies the performance improvement plan duties and process.

Page Seven

- Section 4(A): Revises the quorum requirement to three voting members.

STATE OF ALASKA DEPARTMENT OF FAMILY AND COMMUNITY SERVICES DIVISION OF ALASKA PSYCHIATRIC INSTITUTE <u>GOVERNING BODY</u> POLICY & PROCEDURE	SECTION: Governing body	Number: 22-0001	Page: 1
	SUBJECT: Governing Board Membership SUPERCEDES NUMBER/PAGE:		
	PROCEDURE UPDATED:	DATE: 10/20/2022	

PURPOSE:

To prescribe Alaska Psychiatric Institute (API), Governing Board membership policy and procedures for Nomination, Application, Member Responsibilities, and Expectations and Term details.

POLICY: Nominations of Board Members

The Alaska Psychiatric Institute Governing Board (the "Board") shall request nominations of board members to fill vacancies. The board members will assist it in fulfilling its duties and responsibilities as provided in its bylaws (the "Bylaws"). This Governing Board Membership Policy may be amended and/or restated from time to time by the Board in accordance with the Bylaws and as provided herein.

Board members will be nominated through two distinct mechanisms that are assigned to each seat:

- Public nomination process for at-large members
- Specific group or organization nomination process

PROCEDURES:

Nominated by a Group or Organization. When the Board is notified of a vacancy, the Board Secretary shall notify the group or organization designated nomination authority for the said seat within five (5) business days, requesting a name to be put forward to the Board for consideration. The group or organization shall have thirty (30) calendar days to submit a name for consideration to fill the vacant seat. Suppose the organization fails to submit a name for consideration. In that case, the Board has the authority to utilize the public nomination process to recruit a board member to fill the said seat. If this occurs, the Board will use due diligence to find a board member believed to be representative of the organization in which the seat is designated.

Nominated Process for At-large Membership. When the Board is notified of a vacancy, the Board Secretary shall initiate the nomination process by calling together a meeting of The Board Selection Committee (Committee) within seven (7) calendar days. The Committee, made up of the Board's three (3) Officers, shall ensure a public notice posting to fill the vacant seat is uploaded to the State of Alaska Online Public Notices website within fourteen (14) calendar days following notification of vacancy.

The public notice posting shall be active for (14) calendar days to solicit nominations to fill the vacant seat. Once the nominations period has closed, the nominees will follow the procedure outlined in the Recommended Candidates section of this policy. The Board will use due diligence to find a board member believed to represent the qualities outlined for said seat.

Recommended Candidates. The Committee shall review and consider any and all candidates recommended for nomination to the Board. In the event that there are more than three (3) nominees per seat, the Committee will use the designated scoring process to narrow down the pool to the top three (3) candidates. The final candidates will advance to the entire Board and to be reviewed and voted on in an

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executive session. If no nominee is presented to the Board, the Committee may also consider, in its sole discretion, any and all candidates recommended as nominees for directors to the Committee by any source.

Note: The Board will, at their sole discretion, re-appoint current Board members to fill vacant seats during the transition that will occur with Governing Board bylaw update of 2022 and the approval of GB-22-0001. If any seats remain vacant, the nominations will follow either the Nominated by a Group or Organization, and/ or the Nomination Process for At-large Membership procedures.

RESPONSIBILITIES:

All Board Members are required to follow the duties and responsibilities outlined in SECTION 3. DUTIES AND RESPONSIBILITIES of the API Bylaws.

Further, Board Members agree to the following terms of good standing on the Board:

1. Member will make every effort to attend and actively participate in regularly scheduled meetings.
2. Board Members may be asked to relinquish their seat on the Board if the member misses more than two consecutive regularly scheduled meetings without a pre-approved absence of the Chair.
 - a. In the event that a Board member misses two consecutive regular meetings without pre-approved notice, the voting members will take up the matter in an executive session.
 - b. Open discussion will take place, and a vote will take place following Roberts Rules to remove the member in question.
 - c. Following the results of the vote, the Board Secretary will draft a letter to the member informing them of the decision of the Board.
3. A director may be removed, without cause, as determined by a majority vote of the Board present at any meeting at which there is a quorum. In addition, any member of the Board of Directors may be removed for a substantial cause by the majority vote of the Board present at any meeting at which there is a quorum.
4. A Board Member may need to take an extended leave of absence for a maximum of three months. A formal note requesting such leave can be submitted for review by the Board. After 3 months from the leave effective start date, the Board will consider the role vacant. At which time, the Board will seek to recruit a replacement to meet the Board's needs.
5. In the event of a Members removal from the Board, a new member will be selected through the **Nominated by a Group or Organization, or Nominated Process for At-large Membership** procedures.

Note: All Board members are required to sign an Ethics Agreement and State of Alaska Confidentiality of Information Acknowledgment.