



**SONOMA VALLEY HEALTH CARE DISTRICT
GOVERNANCE COMMITTEE MEETING
AGENDA
TUESDAY, July 26, 2016
8:30AM**

**ADMINISTRATION CONFERENCE ROOM
347 ANDRIEUX STREET, SONOMA, CA 95476**

AGENDA ITEM	RECOMMENDATION	
In compliance with the Americans with Disabilities Act, if you require special accommodations to participate in a District meeting, please contact the District Clerk, Gigi Betta at ebetta@svh.com or (707) 935.5004 at least 48 hours prior to the meeting.		
MISSION STATEMENT <i>The mission of the SVHCD is to maintain, improve, and restore the health of everyone in our community.</i>		
1. CALL TO ORDER/ANNOUNCEMENTS	<i>Hohorst</i>	
2. PUBLIC COMMENT SECTION At this time, members of the public may comment on any item not appearing on the agenda. It is recommended you keep your comments to three minutes or less. Under State Law, matters presented under this item cannot be discussed or acted upon by the Committee at this time. For items appearing on the agenda, the public will be invited to make comments at the time the item comes up.	<i>Hohorst</i>	
3. CONSENT CALENDAR Minutes from 6.28.16	<i>Hohorst</i>	Action
4. REVIEW OF DISTRICT BY-LAWS	<i>Hohorst</i>	Inform/Action
5. 2016 BIENNIAL REVIEW CONFLICT OF INTEREST CODE	<i>Hohorst</i>	Inform/Action
6. ADJOURN	<i>Hohorst</i>	

3.

CONSENT



**SONOMA VALLEY HEALTH CARE DISTRICT
 GOVERNANCE COMMITTEE MEETING
 MINUTES
 TUESDAY, June 28, 2016
 8:30AM**

**ADMINISTRATION CONFERENCE ROOM
 347 ANDRIEUX STREET, SONOMA, CA 95476**

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3. CONSENT CALENDAR Minutes from 5.24.16	<i>Hohorst</i>	Action MOTION to approve by Hohorst. All in favor.
4. REVISED POLICY GOVERNING BIDDING FOR FACILITY CONTRACTS	<i>Hohorst</i>	Action MOTION to approve by Hohorst. All in favor.
5. REVIEW OF DISTRICT BY-LAWS	<i>Hohorst</i>	Inform
6. ADJOURN	<i>Hohorst</i>	

4.

REVIEW OF DISTRICT BY- LAWS



Date: July 26, 2016
Ro: SVHCD Governance Committee
From: Peter Hohorst
Re: Recommended Changes to the SVHCD District By-Laws

Article I Preamble

These District Bylaws are adopted by the Sonoma Valley Health Care District (the District) Board of Directors (the Board) pursuant to and consistent with Division 23 of the Health and Safety Code of the State of California, known as “The Local Health Care District Law.” These District Bylaws are established to further enable the Board to faithfully exercise its powers and fiduciary duties in accordance with applicable law. **The Board-approved Policy and Procedures Manual shall be used to assist further in implementing the responsibilities of the Board.**

Eliminate the reference to a Procedures Manual, so the sentence should read:

The Board-approved Policies shall be used to assist further in implementing the responsibilities of the Board.

Article II The Board as a Legal Entity

The name of the District shall be the Sonoma Valley Health Care District (the District).

The principal office for transacting business and maintaining records of the Sonoma Valley Health Care District shall be the Sonoma Valley Hospital (the Hospital), located at 347 Andrieux Street, Sonoma, California 95476. The district also maintains a Web site at <http://www.svh.com/healthcare-district-information/>.

Delete the last part of the web site address. It is superfluous.

Section 1. Powers

The Board shall have accountability and authority for those powers set forth in the Local Health Care District Law of California [California Health and Safety Code (H&S) 32,000] that are necessary for fulfilling its mission. These shall include, but are not limited to the following abilities to:

- a. Form a medical staff to be known as “The Medical Staff of Sonoma Valley Hospital”; such medical staff shall be self-governing, subject to the District Board’s final approval of members and their privileges, hospital rules for quality of patient health and safety,

indemnification of practice, and Medical Staff Bylaws [California Health and Safety Code (H&S) 32128, 32129].

- b. **Form a service organization to be known as “The Sonoma Valley Hospital Auxiliary” whose bylaws are subject to approval by the Board.**

Delete item b., The Auxiliary has been closed down.

Section 2. District Bylaws as Basis of Authority

- a. Amendment

These District Bylaws shall be reviewed biannually at the beginning of even numbered years. They may be changed by an affirmative vote of at least three Board members at a regularly scheduled board meeting.

- b. Relationship to Other Bylaws

The Bylaws of the Sonoma Valley Health Care District Medical Staff (the Medical Staff) are understood to be a subset of the District Bylaws with respect to their relationship with the District. Any action or procedure that is required, allowed, or prohibited in the Medical Staff Bylaws will also be required, allowed, or prohibited in the District Bylaws. The District Board and the Medical Staff shall consult on any proposed changes in either document that may affect both groups. Changes in the Medical Staff Bylaws shall be approved by the District Board; changes in District Bylaws that may affect the Medical Staff require corresponding revision of the Medical Staff Bylaws. **The same relationship exists between the District Bylaws and the Bylaws of the Sonoma Valley Hospital Auxiliary (the Auxiliary).**

In any case where there is a conflict between either the Medical Staff **or Auxiliary** with the District Bylaws, the District Bylaws shall be controlling.

Delete the references to the Auxiliary.

Article III Board of Directors

- b. Fiduciary Responsibilities

Board members have fiduciary responsibilities to the District. Those living in the District trust the Board to act on their behalf.

- (1) The duty of care requires that Board members act toward the District with the same watchfulness, attention, caution, and prudence that a reasonable person in the circumstances would. The duty of loyalty requires that Board members not place their personal interests above those of the District.
- (2) Board members shall comply with the District’s Conflict of Interest Code as detailed in **the Board Policy and Procedures Manual.**

Change to: the Board Policies

Section 4. Committees

The Board may create committees in order to facilitate its business and to ensure access to expertise and citizen input. All committees shall be advisory to the Board and have no authority to make decisions or take actions on behalf of the Board unless specifically delegated by the Board. A committee is created or disbanded by majority vote of the Board.

a. Types of Committees

- (1) Standing Committees assist the Board by gathering information, evaluating proposals and policies, and make recommendations regarding key and continuous or regularly recurring functions of the District. The duties and responsibilities for the Board Standing Committees are contained in **the Board Policy and Procedures manual**. The Board standing committees shall be:

Change to: the Board Policies

5.

2016 BIENNIAL REVIEW
OF CONFLICT OF
INTEREST CODE



CONFLICT OF INTEREST CODE AND APPENDIX #P-2012.11.01

(Incorporated here by Reference
is 2 Cal. Code of Regs. 18730)

Adopted by the SVHCD Board of Directors November 1, 2012

The Political Reform Act (California Government code Sections 81000, et seq.) requires state and local government agencies to adopt and promulgate Conflict of Interest Codes. The California Fair Political Practices Commission has adopted a regulation (2 California Code of Regulations Section 18730, hereinafter “Regulation”) which contains the terms of a standard Conflict of Interest Code which can be incorporated by reference and may be amended by the Fair Political Practices Commission after public notice and hearings to conform to amendments in the Political Reform Act. The Regulation further provides that incorporation of its terms by reference along with the designation of employees and the formulation of disclosure categories in an Appendix (Appendix A and B attached hereto) shall constitute the adoption and promulgation of a conflict of interest code within the meaning of Government Code Section 87300 or the amendment of a conflict of interest code within the meaning of Government Code Section 87307.

Therefore, the terms of the Regulation and any amendments to it, duly adopted by the Fair Political Practices Commission, are hereby incorporated by reference. The Regulation and the attached Appendix designating officials and employees and establishing disclosure categories constitute the Conflict of Interest Code of the Sonoma Valley Healthcare District, doing business as Sonoma Valley Hospital.

Designated officials and employees and any person who manages the District’s investments shall file statements of economic interests (Form 700) with the District. Such

officers covered by this Code who are also public officials specified in Section 87200 of the Government Code, including those who manage public investments, shall file Form 700s pursuant to that Government Code provision as long as the categories of disclosure are the same or broader than those under this Code. The Form 700s will be available for public inspection and reproduction. (California Government Code Section 81008). Upon receipt of the statements of all designated officials and employees, the District shall make and retain a copy and forward the original of these statements to the County Clerk for the County of Sonoma.

Secretary, SVHCD Board of Directors

Dated

SONOMA VALLEY HEALTH CARE DISTRICT
CONFLICT OF INTEREST CODE

Appendix “A”

<u>Designated Positions</u>	<u>Disclosure Category</u>
Member of the Board of Directors	1
President and Chief Executive Officer	1
Chief Financial Officer	2
Controller	2
Chief Nursing Officer	2
Director of Public Relations	2
Chief Human Resources Officer	2
Chief Revenue Officer	2
Chief Ancillary Officer	2
Director of Materials Management	2
Director of Facilities	3
Nutritional Services Manager	3
Consultants	*

*Consultants shall be included in the list of designated employees and shall disclose pursuant to the broadest disclosure category in the code subject to the following limitation:

The chief executive officer may determine in writing that a particular consultant, although a “designated position,” is hired to perform a range of duties that is limited in scope and thus not required to comply fully with the disclosure requirements described in this section. Such determination shall include a description of the consultant’s duties and based upon that description, a statement of the extent of disclosure requirements. The chief executive officer’s determination is a public record and shall be retained for public inspection in the same manner and location as this conflict of interest code.

SONOMA VALLEY HEALTH CARE DISTRICT

CONFLICT OF INTEREST CODE

Appendix “B”

Disclosure Categories

General Rule

The District has adopted Section 18730 of Title 2 of the California Code of Regulations, as it may hereinafter be revised, as the District’s standing Conflict of Interest Code provisions, supplemented by this Appendix and its preamble. An investment, interest in real property, or income is reportable if the business entity in which the investment is held, the interest in real property, or the income or source of income may foreseeably be affected materially by any decision made or participated in by the designated employee or officer by virtue of the his or her position. Form 700 provides guidelines on what are “reportable” interests within each category and the corresponding disclosure schedule in Form 700, i.e., Schedules A-1, A-2, B, C, D, E, F.

Designated Employees in Category #1 Must Report:

- A. Investments in any business entity which (a) has an interest in real property within the area on the map attached hereto and designated Exhibit “C” (“Designated Area”); (b) does business with Sonoma Valley Health Care District (“District”), or has done business with the District at any time during the two years prior to the time any statement or other action is required under this code; or (c) engages in the

following businesses:

1. Ambulance service
2. Banks, Savings and Loan
3. Collection agencies
4. Communications equipment
5. Computer hardware or software
6. Construction or building materials
7. Construction companies
8. Data processing consultants
9. Dietetic, kitchen or equipment consultants

10. Dietetic or kitchen supplies, equipment, including food and food products
11. Educational and training supplies, equipment or material
12. Employment agencies
13. Engineering services
14. Equipment consultants
15. Equipment or fixture manufacturers
16. Health care equipment or instruments
17. Health care facilities
18. Health care materials or supplies
19. Health facilities or services
20. Housekeeping or linen supplies or equipment
21. Housekeeping service agencies
22. Insurance companies
23. Laboratory supplies or equipment
24. Landscaping consultants or companies
25. Laundries
26. Medical laboratories
27. Medical records supplies or equipment
28. Motor vehicles and specialty vehicles and parts
29. Nursing service supplies, equipment or material
30. Office equipment or supplies
31. Petroleum products
32. Pharmaceutical supplies or equipment
33. Physical therapy supplies or equipment
34. Plant, building, grounds supplies or equipment
35. Printing and distribution
36. Public relations or advertising
37. Publications
38. Radiology supplies or equipment
39. Real property
40. Respiratory therapy supplies or equipment
41. Safety equipment
42. Safety instruction material
43. Social services agencies
44. Structural, mechanical, electrical, etc., engineering firms
45. Temporary help agencies
46. Testing laboratories or services
47. Utilities

B. Income from any business entity described in subparagraph A.

C. Status as a director, officer, partner, trustee, employee or holder of a position of management in any business entity described in subparagraph A.

- D. Each interest in real property located in the Designated Area.

Designated Employees in Category #2 must report:

- A. Investments in any business entity which does business with the District or has done business with the District at any time during the two years prior to the time any statement or other action is required under this code.
- B. Income from any business entity described in subparagraph A.
- C. Status as a director, officer, partner, trustee, employee, or holder of a position of management in any business entity described in subparagraph A.

Designated Employees in Category #3 must report:

- A. Investments in any business entity which, within the last two years, has supplied or in the future foreseeably may supply building maintenance materials, gardening materials, or other materials for use in the maintenance and report of the physical plant of the hospital.
- B. Income from any business entity described in subparagraph A.
- C. Status as a director officer, partner, trustee, employee, or holder of a position of management in any business entity described in subparagraph A.

Designated Employees in Category #4 must report:

- A. Investments in any business entity which engages in the business of supplying food or other culinary supplies which may be used in hospitals.
- B. Income from any business entity described in subparagraph A.
- C. Status as a director, officer, partner, trustee, employee, or holder of a position of management in any business entity described in subparagraph A.