



**SONOMA VALLEY HEALTH CARE DISTRICT
GOVERNANCE COMMITTEE
REGULAR MEETING AGENDA
MONDAY, SEPTEMBER 23, 2013
8:30 AM**

**Location: Schantz Conference Room
Sonoma Valley Hospital
347 Andrieux Street, Sonoma, CA 95476**

AGENDA ITEM	RECOMMENDATION	
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	Carruth	
2. PUBLIC COMMENT SECTION <i>At this time, members of the public may comment on any item not appearing on the agenda. It is recommended that 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 for Committee consideration.</i>	Carruth	
3. CONSENT CALENDAR A. MEETING MINUTES 7.22.13	Carruth	Action
4. POLICY AND PROCEDURES GOVERNING PURCHASES OF MATERIALS, SUPPLIES AND EQUIPMENT AND PROCUREMENT OF PROFESSIONAL SERVICES	Hohorst	Inform/Action
5. NOVEMBER BOARD OFFSITE REGARDING GOVERNANCE ISSUES	Carruth	Inform/Action
6. QUESTIONS MEMO ON BROWN ACT AND PUBLIC RECORDS ACT	Hohorst	Inform/Action
7. SVH POLICY ON NON-PROFIT DONATIONS AND GIFTS (formerly Conflict of Interest)	Carruth	Inform/Action
8. POLICY ON BOARD ACTION	Carruth	Inform/Action
9. TRANSPARENCY ACREDITATION	Hohorst	Inform/Action
10. NEW BOARD MEMBER ORIENTATION OUTLINE	Carruth	Inform/Action
11. GC WORK PLAN 2013	Carruth	Inform/Action
12. CLOSING COMMENTS/ADJOURN	Carruth	

3.

CONSENT CALENDAR



**SONOMA VALLEY HEALTH CARE DISTRICT
GOVERNANCE COMMITTEE
REGULAR MEETING MINUTES
Monday, July 22, 2013
Schantz Conference Room**

Committee Members Present	Committee Members Absent	Administrative Staff Present
Kevin Carruth, Chair Peter Hohorst		

AGENDA ITEM	DISCUSSION	CONCLUSIONS/ ACTION	FOLLOW- UP
MISSION AND VISION STATEMENTS	<i>The mission of the SVHCD is to maintain, improve, and restore the health of everyone in our community. The vision of the SVHCD is that: SVH will be a nationally recognized, compassionate place of healing and known for excellence in clinical quality. We serve as the guide and indispensable link for our community's health care journey.</i>		
CALL TO ORDER	10:15 AM		
PUBLIC COMMENT <i>this time, members of the public may comment on any item not appearing on the agenda. It is recommended that 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 for Committee consideration.</i>			
3. CONSENT CALENDAR: A. GC Meeting Minutes, 6.24.13		MOTION to approve by Carruth and unanimously accepted.	
4. CONFLICT OF INTEREST POLICY AND CODE	In light of Salinas Valley Memorial Health Care District Audit, Mr Carruth will prepare revisions to Item 4 to be presented at the SVH Board Meeting on 9/5/13.	MOTION to approve by Carruth and unanimously accepted	
5. POLICY AND PROCEDURES GOVERNING PURCHASES OF MATERIALS, SUPPLIES AND EQUIPMENT AND PROCUREMENT OF PROFESSIONAL SERVICES	To be presented to the SVH Board on 8/1/13 for discussion.	MOTION to approve by Hohorst and unanimously accepted.	
6. GC WORK PLAN 2013	Mr Hohorst will ask Ms Mather to ask Colin Coffey, District Counsel, to do a SVH Board Training Session on the Brown Act and to solicit Board member questions and provide to Mr Coffey before the Board Training.	MOTION to approve by Hohorst and unanimously accepted.	

AGENDA ITEM	DISCUSSION	CONCLUSIONS/ ACTION	FOLLOW- UP
7. TRANSPARENCY ACCREDITATION	Item 7 to be carried forward to next GC meeting on September 23, 2013. Mr. Hohorst to provide information on certification.	MOTION to approve by Hohorst and unanimously accepted.	
8. SVHCD BOARD MEMBER AND BOARD CHAIRPERSON LEGAL DUTIES, ROLES AND RESPONSIBILITIES AND LIMITS ON POWER AND AUTHORITY	Mr. Carruth to prepare Item 8 for the SVH Board Meeting on 8/1/13.	MOTION to approve by Hohorst and unanimously accepted.	
9. SVH AUTHORITY TO PURSUE LEGISLATION TO USE JOB ORDER CONTRACTING	Mr. Carruth to prepare Item 9 for the SVH Board Meeting on 8/1/13.	MOTION to approve by Hohorst and unanimously accepted.	
10. SVH POLICY ON NON-PROFIT DONATIONS AND GIFTS	Mr. Carruth to prepare Item 10 for the SVH Board Meeting on 8/1/13.	MOTION to approve by Carruth and unanimously accepted.	
11. CLOSING COMMENTS/ADJOURN	The Governance Committee Meeting on August 26, 2013 has been cancelled. The next GC meeting will be on September 23, 2013. Meeting adjourned at 12:00 PM.	MOTION to approve by Hohorst and unanimously accepted.	

4.

**POLICY AND PROCEDURES
GOVERNING PURCHASES OF
MATERIALS, SUPPLIES AND
EQUIPMENT AND PROCUREMENT
OF PROFESSIONAL SERVICES**

September 11, 2013

POLICY AND PROCEDURES GOVERNING PURCHASES OF MATERIALS, SUPPLIES AND EQUIPMENT AND PROCUREMENT OF PROFESSIONAL SERVICES.

Purpose:

This policy covers the procedures governing purchases of materials, supplies and equipment and the procurement of professional services. It does not cover the procedures governing the bidding and awarding of contracts for facility projects (public works). The bidding and awarding of contracts for facility projects is covered by the Policy and Procedures Governing Bidding for Facility Contracts. Contracts for professional services in conjunction with facility projects shall also be governed by the Policy and Procedures Governing Bidding for Facility Contracts and not by this policy

It is the intent of the Board of Directors ("Board") of the Sonoma Valley Health Care District ("District") to provide an equal opportunity to all qualified and responsible parties wishing to participate in the bidding process with respect to the District and the Sonoma Valley Hospital ("Hospital").

It is the intent of the Board, consistent with the District's obligations, to obtain the best value for all expenditures.

It is the intent of the Board to clarify, with this policy, the authority granted to the District President and Chief Operating Officer ("CEO") by the Board with regard to District and Hospital purchases and contracts. It is also the intent to clarify the authority retained by the Board.

In all instances where authority is granted to the CEO, it is understood that the CEO may in turn delegate this authority to a member of the CEO's staff. Responsibility for adherence to this policy, when the authority is delegated by the CEO to a staff member, remains with the CEO.

Statement of Board Policy:

Section 1. Scope and Application of the Policy

1.1 Delegation of Authority

The Board hereby makes selective delegation of its authority to the CEO to implement this Policy. By this Policy the Board also limits the CEO's authority as specified in Section 5 [Limit of Authority Delegated to the CEO].

1.2 Bidding Threshold

The District, with certain exceptions, as covered in Section 2 [Exceptions to Bidding and Lowest Bid Policy], (H&S Code 32132) shall follow the formal bidding procedures outlined in Section 3 [Formal Bidding Procedures] for any contract for materials, supplies and equipment exceeding twenty-five thousand

dollars (\$25,000) for services, materials and supplies to be furnished, sold, or leased to the District or the Hospital and shall award the contract to the lowest responsible bidder. Alternately, the District shall reject all bids.

Bidding is not required for contracts that are excepted under Section 3 and for contracts that do not exceed \$25,000, but bidding or other suitable procedures should be followed to obtain the best value for the District

1.3 Authority to Make Purchases.

The CEO is hereby given authority to make all purchases and to execute all purchase orders or contracts for the District duly authorized pursuant to this Policy. All purchases and contracts shall be upon written order.

1.4 Contract File

The CEO shall keep and maintain written records of all contracts. The contract file shall include the method used to select the contractor or service provider, a copy of the request for proposal (RFP) or other form of solicitation, the amount of the contract, the expiration date of the contract, and the name of the contractor or service provider. When the formal bidding procedure is required, file shall also include a copy of the Notice of Bids and the names of all bidders and their proposals.

The contract file for all contracts awarded under the exceptions listed in section 2 shall include a description of the exception and an explanation of the method used to select the contractor or service provider.

The contract file shall include the names of any employ of the District, or any Board member who elected to recuse themselves from the award process because of a conflict of interest.

1.5 Conflict of Interest

With respect to all contracts covered by this Policy, any practices or procedures which might result in unlawful activity shall be prohibited, including practices which might result in rebates, kickbacks or other unlawful consideration. No employee of the District may participate in any selection process when such employee has a relationship with a person or business entity seeking a contract which would subject those employees to the prohibitions in *Government Code* § 87100.

1.6 No Advantage.

No illegal, unfair, unethical or otherwise improper advantage shall be accorded to any bidder by the District, a Board member or an employee of the District/Hospital.

Section 2 Exceptions to Bidding and Lowest Bid Policy

The District shall not be required to utilize the formal bidding process or to award the contract to the lowest bidder to (a) emergency contracts, (b) contracts for medical or surgical equipment or supplies, (c) electronic data processing and telecommunications goods and services, (d) professional services, (e) energy

services contracts, or (f) purchases made through a Group Purchasing Organization (“GPO”) (H&S Code 32132. b, e).

Section 2.1 Emergency Contracts.

Notwithstanding anything to the contrary, the Board may award contracts for more than \$25,000, without following the formal bidding and lowest bid policy, if it first determines (i) an emergency exists that warrants such expenditure due to fire, flood, storm, epidemic or other disaster and (ii) it is necessary to protect public health, safety, welfare or property. (H&S Code 32136). In the event that the emergency requires immediate action, the CEO may make the determination that an emergency condition exists and award a contract without first receiving Board approval. The CEO shall inform the Board of the emergency and the contract by email within 24 hours. **The Board shall review the emergency and the contract no later than 14 days after the action.**

Section 2.2 Medical Equipment and Supplies

Notwithstanding anything to the contrary, the CEO may award contracts for more than \$25,000 without following the formal bidding and lowest bid policy for medical equipment and supplies commonly, necessarily and directly used by or under the direction of a physician or surgeon in caring for or treating a patient. (H&S Code 32132.a &.d).

Section 2.3 Electronic Data Processing and Telecommunications Goods and Services

Notwithstanding anything to the contrary, the CEO shall award contracts for more than \$25,000 without following the formal bidding and lowest bid policy for electronic data processing and telecommunications goods and services in based on the evaluation of competitive means. (H&S Codes 32132.b, & 32138).

The CEO shall provide the Board and the Board shall approve the competitive means that will be used for all electronic data processing and telecommunications goods and services.

Section 2.4 Energy Services Contract

Notwithstanding anything to the contrary, the District shall award contracts for more than \$25,000 energy services contracts for energy conservation, cogeneration, and alternate energy supply sources without following the formal bidding and lowest bid policy if the contract is in the best interest of the District and the contract is made public at a regularly scheduled Board meeting. (Government Codes 4217.11 & 4217.12)

Section 2.5 Group Purchasing Organizations

Notwithstanding anything to the contrary, the CEO may award contracts that are placed through an accredited Group Purchasing Organization (“GPO”) in excess of twenty five thousand dollars (\$25,000) without following the formal bidding and lowest bid policy (Revenue and taxation Code 23704). (H&S Code 32132.e)

Section 2.6 Professional Services

Notwithstanding anything to the contrary, the CEO may award contracts for professional services in excess of twenty five thousand dollars (\$25,000) without following the formal bidding and lowest bid policy or the use of competitive means, provided such persons are specially trained, experienced and competent to perform the special services required and have been selected based on these qualifications. (H&S Code 32132.b, Government Code 53060).

The Policy and Procedures Governing Bidding for Facility Contracts shall be followed for the contracts for profession services of architectural, engineering, environmental, land surveying, or construction project management firms if the work is to be performed in conjunction with an approved facility project.

Section 3. Formal Bidding Procedure

Section 3.1 Bid Packet

Where formal bidding is required, the CEO shall prepare a bid packet, including a notice inviting formal bids ("Notice Inviting Bids"). The packet shall include a description of the materials or supplies, scope of services, or work in such detail and written with such specificity as may be required to allow all potential bidders to understand the need and give a level playing field to all bidders.

Section 3.2 Notice Inviting Bids

Where formal bidding is required, the CEO shall publish the Notice Inviting Bids at least fourteen (14) calendar days, but preferably twenty (20) calendar days, before the date of opening the bids. Notice shall be published at least twice, not less than five (5) days apart, in a newspaper of general circulation, printed and published in the jurisdiction of the District. (Public Contract Code 22037).

In addition, the CEO may also publish the Notice Inviting Bids in a trade publication as specified in Public Contract Code 22036 and may give such other notice as it deems proper.

Section 3.3 Requirements of Notice Inviting Bids.

The CEO shall include all of the following in the Notice Inviting Bids:

- a. A description of the item(s) to be bid upon;
- b. The procedure by which potential bidders may obtain electronic copies of the Specifications;
- c. The final time and date for receiving and opening of bids (including designation of the appropriate District person) (Government Code § 53068; Public Contract Code §§ 4104.5, 22037). If the District elects to receive bid electronically, this option must be included in the Notice Inviting Bids.
- d. The appropriate District person to receive the bids and the address for that person, including an e-mail address.
- e. The date, time and place for opening of bids;

- f. Other matters, if any, that would reasonably enhance the number and quality of bids.

Section 3.4 Submission of Bids.

The CEO shall accept only written sealed bids from the prospective bidders. The CEO shall date and time stamp all bids upon receipt. All bids shall remain sealed until the date and time set forth for opening the bids in the Notice Inviting Bids. Any bid received by the District after the time specified in the Notice Inviting Bids shall be returned unopened. (Government Code 53068). Any electronic bids received after the time specified shall have their attachments deleted and the bidder notified electronically of their rejection.

Section 3.5 Examination and Evaluation of Bids

On the date, time and at the location provided in the Notice Inviting Bids, the District shall publicly open the sealed bids. A person designated by the CEO, shall attend and officiate over the opening of bids ("Opening"). The bids shall be made public for bidders and other properly interested parties who may be present at the Opening.

The District reserves the right not to determine the low bidder at the Opening, to obtain the opinion of counsel on the legality and sufficiency of all bids, and to determine at a later date which bid to accept. Such determination shall be made within sixty (60) days of the Opening or unless a different period of time is specified in the Notice Inviting Bids.

In the event there are two or more identical lowest bids pursuant to any provision requiring competitive bidding, the CEO may determine by lot which bid shall be accepted. (Government Code 53064)

Section 3.6 Award of Contract

When formal bidding is required the CEO shall award the contract to the lowest bidder, provided the bidder is responsible as defined by section 3.7 and the bid is reasonable and meets the requirements and criteria set forth in the Notice Inviting Bids

Any contract awarded by the District shall be subject to all applicable provisions of federal, California and local laws. In the event of a conflict between any contract documents and any applicable law, the law shall prevail.

Notwithstanding anything to the contrary, the District is under no obligation to accept the lowest responsible bidder and reserves the right to reject all bids. (H&S Code 32132)

Section 3.7 Responsible Bidder

- a. For purposes of this Policy, "responsible bidder" means a bidder who has demonstrated the attribute of trustworthiness and quality during prior service, a reputation for reliability and satisfactory service with other clients, sufficient financial capacity and the physical capability and the technical and non technical

expertise in order to perform the contract satisfactorily (Public Contract Code 1103).

b. If the CEO determines that the lowest bidder is not responsible, the Board may award the contract to the next lowest responsible bidder

c. If the Board decides to award the contract to a bidder other than the lowest bidder pursuant to subparagraph (b), the Board shall first notify the low bidder of any evidence, either obtained from third parties or concluded as a result of the District's investigation, which reflects on such bidder's responsibility. The District shall afford the low bidder an opportunity to rebut such adverse evidence and shall permit such bidder to present evidence that it is qualified. Such opportunity to rebut adverse evidence and to present evidence of qualification shall be submitted in writing to the District.

Section 4. Bid Conditions.

All formal bids shall be subject to the following general conditions.

4.1 Minimum Number of Bids.

When formal bidding is required the CEO shall consider a minimum of three (3) bids whenever possible; however, where the CEO cannot obtain three bids or when the CEO decides that time will not permit obtaining three bids, the Board may authorize considering less than three bids.

The District may accept sole source bids for contracts that are exempt from the formal bidding policy under section 2.

4.3 Multiple Bids.

When bids for multiple items are solicited at the same time, the CEO may accept parts of one or more bids (provided the Notice Inviting Bids so indicates) unless the bidder has specified to the contrary, in which event the District reserves the right to disregard the bid in its entirety.

4.4 Minor Deviations.

When formal bidding is required, the CEO, after receiving advice from counsel, may waive inconsequential deviations from the specifications in the substance or form of bids received.

Section 5. Limit of Authority Delegated to CEO for Materials and Services

The CEO may sign a contract for an operating expense, the cost of which has been included in the approved (by the Board) operating budget for the current fiscal year. The contract may cover a period of up to 5 years.

The CEO may sign a contract for an operating expense, the cost of which has been included in the approved (by the Board) operating budget for the current fiscal year, but the contract amount is greater than the amount in the budget, if the total dollar amount of contracts exceeding the budgeted amounts is not in excess of \$100,000 for the year. When a contract is signed that exceeds the budgeted amount the CEO should reduce operating costs in other areas to keep

the impact of the contract “budget neutral.” The contract may cover a period of up to 5 years.

The CEO may approve a contract for a capital expense, if the item meets the guidelines for capital projects which were included with the capital budget and approved by the Board.

6.

**BROWN ACT
QUESTIONS MEMO**

Colin,

As a Board we are continually struggling to balance Brown Act requirements for transparency with the Hospital governance requirements of business strategy and personnel decisions.

It would be helpful to us if you could attend one of our upcoming Board meetings and give us an overview of the Public Records Act and provide us with some guidance on what we can and cannot do.

I have listed below some specific questions that Board members have proposed and I am certain that some others will come up at the meeting.

It is not our desire to circumvent the requirements of the Act, but to better understand them so that we can effectively meet our governance obligations

Thanks

Peter Hohorst.

Brown Act Questions

Standing Board Committees

If a third Board member (not a member of the committee) attends a Standing Board Committee meeting (a public meeting that has been agendaized) under what circumstances, if any, can that Board member make a comment at the meeting?

CEO – Board Communication

May the CEO provide information to all of the Board members (via letter or e-mail) without disclosing that information publicly?

May a Board member send information to the CEO and request that the information be distributed to all Board members?

What limitations are there, if any on the information that the Board Chair communicates to the other four Board members in the Chair's role as the Board contact person with the CEO.

Closed Sessions

On p. 37 of the Open & Public IV Guide to the Brown Act, under Hospital Peer Review and Trade Secrets, it states: Two specific kinds of closed sessions are allowed for district hospitals

"To hear reports of hospital medical audit or quality assurance committees, or for related deliberations",

"To hold closed sessions to discuss reports involving trade secrets"

The first appears to be a clear definition, but the second is not as clear. What constitutes a trade secret? Would it include the recruitment of a new doctor? Would it include a discussion of the cost/revenue relationship for a service provided or to be provided at the Hospital? What guidelines would be appropriate for determining if the subject would be considered a trade secret?

Board Training and Team Building

Is there a way that the Board could meet (for teambuilding/discussion reasons etc) without having to announce/ agendaize it?

General

Can more than 2 board members meet with representatives (like congressmen) in an informational session without public notice?

7.

SVH POLICY ON NON-
PROFIT DONATIONS
AND GIFTS



Meeting Date: September 5, 2013

Prepared by: Kevin Carruth, Governance Committee Chair Peter Hohorst, Governance Committee Member

Agenda Item Title: SVH POLICY ON NON-PROFIT DONATIONS AND GIFTS

Recommendation:

The Board shall discuss the issue and give general guidance to the Governance Committee to develop a draft policy for Board action. The issues for Board discussion include, but are not necessarily limited to:

1. How should decisions about such funding be made—by the Board, delegated to the CEO by the Board, some combination of the two?
2. What criteria should be used to approve/disapprove requests for funding?
3. Regardless of whether the Board or the CEO is making the decision, before approving a request there shall be written justification containing the following:
 - a. The name of the community organization
 - b. The event or activity to be financially supported,
 - c. The amount requested,
 - d. How such support benefits the Mission of the District, and
 - e. How District funding for this project fits the District's Mission, the Board approved policy, and the Hospital procedures.

Is there additional information needed before making a decision?

4. If authority for these decisions is delegated to the CEO how shall the Board and public know when, to whom, and how much community funding is provided, as well as any constraints on the funding?
5. If the District receives tickets to events and they are provided to Board members or employees, how shall this information be tracked and publicly reported.

Background:

In March 2012 the Bureau of State Audits released its audit of the Salinas Valley Memorial Health Care District. That audit was entitled *Salinas Valley Memorial Healthcare System -- Increased Transparency and Stronger Controls Are Necessary as It Focuses on Improving Its Financial Situation*. (The audit can be found at

<http://www.bsa.ca.gov/pdfs/reports/2011-113.pdf>) This issue was one of the items specifically addressed in that audit.

The California Constitution prohibits public agencies from making gifts of public funds. Currently the District does not have a policy or written procedures to ensure that it complies with this requirement when making decisions about providing funds to community programs. As a public agency managing public funds, the District must ensure that its charitable donations and sponsorships (community funding) further the specific public purposes for which the District was created. Our District's Mission is, "To restore, maintain and improve the health of everyone in our community." Without a Board policy and Hospital procedures to ensure that the District's and Hospital's community funding furthers its public purposes, it risks making or appearing to make gifts of public funds.

It is clearly within the purview of the District to authorize funding to other organizations which further the District's public purposes.

The District policy and procedures shall track the disposition to its Board Members and/or employees of event tickets or anything else it receives of value from entities to which it provides community funding, so that it can meet applicable state and District Conflict of Interest reporting requirements. When the District Board or employees receive such tickets to events from the District or the Hospital, the tickets could be considered either income or gifts. State regulations require the District to publicly disclose who receives the tickets. If the tickets are considered gifts, they may also be economic interests that could prohibit the Board or Hospital decision makers who receive them from making decisions involving the entities that provided the gifts, should that occasion arise.

The intent is that this Board Policy, when followed with Hospital procedures to implement the policy, should fully implement the recommendations made in that audit report on this issue.

Consequences of Negative Action/Alternative Actions:

The Board and the District will still not have a policy addressing this issue. There have been at least two such requests in the past year.

Financial Impact:

None.

Selection Process and Contract History:

None

Board Committee: The GC unanimously recommends discussion and guidance on the development of the draft policy

Attachemnt:

None

8.

POLICY ON BOARD
ACTION



Meeting Date: September 5, 2013

Prepared by: Kevin Carruth, Governance Committee Chair

Agenda Item Title: BOARD POLICY

Recommendation:

The Board shall discuss the issue and give general guidance to the Governance Committee to develop a draft policy for Board action. The issues for Board discussion include, but are not necessarily limited to:

1. Should all Board members and the CEO be invited and included in all events funded, sponsored or presented by the District and the Hospital?
2. Should all Board members and the CEO have their photos displayed in the lobby of the Hospital, possibly along with other key Hospital executives/leaders?
3. When the CEO or other District of Hospital executives are responding to Board Member questions or concerns should all Board members receive that information, excluding inquiries of a personal nature?

Background:

- 1. Inclusion:** Currently there is no policy guidance on how this should be handled. Typically elected Boards and their CEO are invited/included in all events funded, sponsored or presented by their jurisdiction, i.e., the District and the Hospital. Currently the informal practice is that the CEO invites the entire Board for some events and a smaller group of Board members are invited for other events. Inviting all Board members and the CEO does not require all to attend everything; in fact Board members and the CEO currently do not attend everything to which they are invited.
- 2. Photographs:** Currently there is no policy guidance on how this should be handled. Elected bodies typically have the photos of the representatives of the voters displayed in the lobby or some other comparatively conspicuous place. This Board's photos were displayed until a couple of years ago. Professional photographs were taken of all the Board members a year ago and are available for this purpose. The issue has been raised repeatedly by at least two Board members since the photographs were initially removed and there have been repeated assurances that the photos will be installed. It is also important to have the photograph of the CEO, and possibly the other Hospital executives (determined by the CEO), so that the public can recognize not only the elected District leadership but the key leadership inside the Hospital.

3. Information: Currently there is no policy guidance on how this should be handled. The CEO, and on occasion the Hospital staff, provides much important and useful information to the entire Board. There are occasions when a Board member inquires about an issue or asks for more information and that member then receives that information. It is quite possible, even likely, that such information would be equally valuable for all Board members and by providing it to all would ensure that every Board member is operating with the same information, if they choose to read it. This can avoid the situation where some Board members have more or less information on issues and can also avoid the appearance of disparate treatment of Board members. Since information is generally provided via email it is not a substantial effort to provide the information to everyone. If Board members feel that there is too much information they can always decide what to read—which is the current situation.

For issues of a personal nature this should obviously not apply.

Consequences of Negative Action/Alternative Actions:

The Board and the District will not have discussed the issues and will provide no guidance to the GC.

Financial Impact:

None.

Selection Process and Contract History:

None.

Board Committee:

No review at this time. The input will be used by the GC to develop draft policy to bring to the Board for action.

10.

**DRAFT OUTLINE NEW
BOARD MEMBER
ORIENTATION**



DRAFT

SVHCD ORIENTATION FOR NEW BOARD MEMBERS

I. Board of Directors:

- Board's and Chairs Duties, Role and Responsibilities
- Limits on Power and Authority
- Ethics Policy
- Conflict of Interest Policy
- Board Committees
 - Audit
 - Citizen's Bond Oversight
 - Finance
 - Governance
 - Quality
- Local Health Care District Law
- District Bylaws
- Board Policy
- Brown Act
- Public Records Act
- Most recent financial audit
- Strategic Plan
- Facility Master Plan
- Meeting Dates and Times

II. Administration:

- President and CEO
 - Roles and responsibilities
 - Current contract
 - Annual goals
- SVH Description
 - Organization structure
 - District Status and Size
 - Hospital Services and Volumes
 - Hospital: Bed Size, Scope, Clinical Depts.
 - Nurse Staffing
 - Recruitment/Retention Challenges
 - Patient Care Plan
- Financial Imperatives:
 - Financial Condition of the Hospital

- Budget Fiscal Year
- Risks/Opportunities
- Health Care Regulatory Environment:
 - District Law
 - State – Title 22, etc.
 - Medicare Corporate Compliance Regulations
 - OSHPD (Office of Statewide Health Planning & Development)
 - TJC (The Joint Commission)
 - COBRA
 - Medicare: Conditions of Participation
- Physician Recruitment:
 - Current Status – Physician Specialty Recruitment
 - Current Status – New Services
 - Physician Business Plan
- Development/Foundation:
 - Articles of Incorporation, Structure, Members and Bylaws
 - Strategic Plan – Fiscal Year -Fund Raising

III. Medical Staff:

- Membership
- Role and Responsibilities of Organized Medical Staff
- Relationship to SVH Board of Directors
- Peer Review/Credentialing
- Call Responsibilities; Service Coverage
- Specialty Services Available
- Quality/Performance Improvement
- Medical Staff Bylaws

IV. Tour of Facility

11.

GC WORK PLAN 2013

2013 Governance Committee Work Plan

<p>January</p> <ul style="list-style-type: none"> • CEO Spending authority • Delegation of authority to CEO • Board Education system • Board Retreats • Board Assessment • Regular CEO Board reviews • CEO Adv Comm on Comm Perceptions • Monthly Board Development • Annual CEO Evaluation • Annual CEO Performance Objectives • Brown Act training for Board 	<p>February</p>	<p>March</p> <ul style="list-style-type: none"> • Evaluating governance performance CEO • Spending Limits • Board ethics Training Assessment 	<p>April</p> <ul style="list-style-type: none"> • Compliance Report • Board Self Assessment • Review Board and Committee proposed resources for FY 2014 •
<p>May</p> <ul style="list-style-type: none"> • 	<p>June</p> <ul style="list-style-type: none"> • Financial Policies to GC for review • Assess standing committee members and committee's member needs • Board Orientation plan complete 	<p>July</p> <ul style="list-style-type: none"> • 	<p>August</p> <ul style="list-style-type: none"> • Compliance Report •

<p>September</p> <ul style="list-style-type: none"> • 	<p>October</p> <ul style="list-style-type: none"> • Code of Conduct/Compliance Review • Advise committees of charter and 2013 Work Plan review dates 	<p>November</p> <ul style="list-style-type: none"> • 	<p>December</p> <ul style="list-style-type: none"> • Review committee charters • 2014 work plan and charter review report • 2013 work plan report
<p>COMPLETED</p>	<p>IN PROCESS</p>	<p>UNDONE</p>	

Ongoing:

Review and recommend legislation.