



SUBJECT: Governance Committee Charter

PAGE 1 OF 5

DEPARTMENT: Board of Directors

EFFECTIVE: 1/5/12

APPROVED BY: Board of Directors (1/5/12)

REVISED: 1/3/13

**Purpose:**

Consistent with the Mission of the District the Governance Committee (GC) assists the Board to improve its functioning, structure, and infrastructure, while the Board serves as the steward of the District. The Board serves as the representative of the residents of the SVHCD by protecting and enhancing their investment in the SVH in ways that improve the health of the community collectively and individually. The Board formulates policies, makes decisions, and engages in oversight regarding matters dealing with ends, CEO performance, quality of care, and finances. The Board must ensure that it possesses the necessary capacities, competencies, structure, systems, and resources to fulfill these responsibilities and execute these roles. In this regard it is the Board's duty to ensure that:

- Its configuration is appropriate;
- Necessary evaluation and development processes are in place;
- Its meetings are conducted in a productive manner;
- Its fiduciary obligations are fulfilled.

The GC shall assist the Board in its responsibility to ensure that the Board functions effectively. To this end the GC shall:

- Formulate policy to convey Board expectations and directives for Board action;
- Make recommendations to the Board among alternative courses of action;
- Provide oversight, monitoring, and assessment of key organizational processes and outcomes.
- Take action on behalf of the Board when prompt action is necessary regarding pending legislation (state or federal) that affects the District/Hospital. The GC Chair shall report such action, and provide copies of correspondence with legislators, to the Board at the next regular Board meeting.

The Board shall use the GC to address these duties and shall refer all matters brought to it by any party regarding Board governance to the GC for review, assessment, and recommended Board action, unless that issue is the specific charge of another Board Standing Committee. The GC makes recommendations and reports to the Board. It has no authority to make decisions or take actions on behalf of the District, except for legislative issues requiring prompt action.



SUBJECT: Governance Committee Charter

PAGE 2 OF 5

DEPARTMENT: Board of Directors

EFFECTIVE: 1/5/12

APPROVED BY: Board of Directors (1/5/12)

REVISED: 1/3/13

**Policy:**

**SCOPE AND APPLICABILITY**

This is a SVCHD Board Policy and it specifically applies to the Board, the Governance Committee and all other Standing Committees, the CEO, and the Compliance Officer.

**RESPONSIBILITY**

**Committee Structure and Membership**

- The GC, with input from the Standing Committees, shall review the composition of the Standing Committees annually for vacancies, including an assessment of the desired homogeneous and heterogeneous traits necessary for the Board to work together effectively. Examples of desired homogeneous traits include integrity, interest in, and commitment to the Hospital, interpersonal maturity, and willingness to devote the necessary time and effort, and the ability get along and work effectively with others; and heterogeneous traits include their relationship to the Hospital, experience, gender, ethnicity, and expertise. The GC shall assist the Board in having a well qualified, committed, interpersonally skilled, and diverse mix of Standing Committee members, reflective of the District.
- The GC, with input from the Standing Committees and the Board, shall identify the skill sets of the current members and the skills sets ideal for the Standing Committees as a whole, and present a matrix to the Board for its action and use when recruiting and screening potential Standing Committee members. SVH employees and family members are not permitted to be on the Board Committees. SVH employees and family members are not permitted to be on the Board Committees.

**Board Development**

- **New Member Orientation**
  - Design our Board's new-member orientation process and reassess it bi-annually before elections.
- **Continuing Education of the Board**
  - Plan the two annual board retreats—one in and one away from Sonoma. Identify an annual training program addressing current issues of importance to the Board to be presented off-site in Sonoma for the Board, possibly including Standing Committee members, Medical Staff, selected hospital leaders, and others as deemed appropriate by the Board. Coordinate with other Standing Committees as appropriate to avoid duplication of effort.
  - Direct and oversee our Board's continuing education and development activities



SUBJECT: Governance Committee Charter

PAGE 3 OF 5

DEPARTMENT: Board of Directors

EFFECTIVE: 1/5/12

APPROVED BY: Board of Directors (1/5/12)

REVISED: 1/3/13

for both the Board and its Standing Committees.

- **Board Self Assessment**

- Direct and oversee the annual assessment of our Board, Standing Committees, and individual Board members; reviewing these assessments; and making recommendations to the Board regarding ways in which its performance and contributions can be enhanced.

**Monthly Board Development**

- Plan a systematic reading program for the Board, designed to increase Board knowledge in issues of interest and important to the District. The GC shall consult with the other Board members and the CEO in developing the program.

**Develop Policies and Recommend Decisions**

- Draft policies and decisions regarding governance performance and submit them to the Board for deliberation and action.

**Oversight**

- **Compliance**

- Recommend quantitative measures to be employed by the Board to assess governance performance and contributions.
- Conduct the annual review of governance performance measures and submit an analysis to the Board for deliberation and action.
- Conduct an annual assessment of all Board policies and decisions regarding governance performance.

**Legislation**

- Review, draft, and/or recommend legislative proposals to the Board for deliberation and action.
- In those cases where sufficient time is not available for the Governance Committee or Board to deliberate and take action on a legislative or regulatory issue, the CEO and the Governance Committee Chair may commit the District to support or oppose legislative initiatives, provided the CEO and the Governance Committee Chair are in agreement on the position to be taken.
- Perform other tasks related to governance as assigned by the Board.

|



SUBJECT: Governance Committee Charter

PAGE 4 OF 5

DEPARTMENT: Board of Directors

EFFECTIVE: 1/5/12

APPROVED BY: Board of Directors (1/5/12)

REVISED: 1/3/13

### **Annual GC Calendar**

- In April, in advance of the budget process, review the adequacy of financial and human resources currently allocated for the Board and its Standing Committees to meet their obligations and comply with their Charters. This includes but is not limited to the financial and human resources necessary to support the Board, for a Compliance Officer and related support funding, and Continuing Education Board retreat and local offsite, the annual Board self assessment, and new Board member orientation, and Board monthly development.
- Annually review and assess all board policies regarding governance, specifically including the GC and all other Standing Committee Charters, and make recommendations to the Board for action in December.
- The CY GC work plan shall be submitted to the CEO no later than November for input and resource assessment and shall be submitted to the Board for action no later than December.
- The GC shall report on the status of its prior year's work plan accomplishments by December.
- The GC shall establish the next CY meeting schedule no later than December.
- The CEO shall develop and provide a 12 month calendar of all scheduled Regular and Special Board Meetings and post on the SVH website at the beginning of the calendar year. It shall be kept updated.
- The CEO shall develop and submit proposed legislative changes annually at the first meeting after the legislature has adjourned its regular session for the next calendar year—typically September, October at the latest. The GC shall make its recommendations to the Board for action no later than December.
- The GC shall annually review the District's Code of Conduct and Compliance Program and report to the Board for its action no later than December.
- The CEO shall promptly submit to the GC all reports, assessments, audits by external organizations and the Hospital's responses that are not submitted to the Audit Committee or the Quality Committee as required by their Charters. In those cases the GC shall determine the appropriate reviewing body and make that referral or conduct the review and referral to the Board itself.

### **Even Numbered Year GC Calendar Years**

- Present the New Board Member Orientation Process to the Board for its review and action by August in even numbered years, in advance of the pending election.

### **GC Membership**

The GC shall have 2 members, normally the Board Chair and the Board Secretary. The Board



SUBJECT: Governance Committee Charter

PAGE 5 OF 5

DEPARTMENT: Board of Directors

EFFECTIVE: 1/5/12

APPROVED BY: Board of Directors (1/5/12)

REVISED: 1/3/13

Chair shall serve as a member and Chair of the Governance Committee, unless the Board specifically acts to make an exception. .

### **Staff to the GC**

The GC shall be staffed by the Hospital's CEO and/or Administrative Representative. At the request of the GC Chair, the Compliance Officer shall attend GC meetings.

### **Frequency of QC Meetings**

The GC shall meet six times a year at minimum, unless there is a need for additional meetings. Meetings may be held at irregular intervals.

### **Public Participation**

All GC meetings shall be announced and conducted pursuant to the Brown Act. The general public, patients, and their families and friends, Medical Staff, and Hospital staff are always welcome to attend and provide input. Other Board members may attend but may not comment as it may be a Brown Act violation.

### **FREQUENCY OF REVIEW/REVISION**

The GC shall review the Charter annually, or more often if required. If revisions are needed, they will be taken to the Board for action.