



**SONOMA VALLEY HEALTH CARE DISTRICT
 GOVERNANCE COMMITTEE MEETING
 AGENDA
 TUESDAY, October 24 2017
 8:30AM**

**BASEMENT 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, Stacey Finn at sfinn@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. REVIEW OF TWO BOARD POLICIES <ul style="list-style-type: none"> • Board Legislative and Regulatory Policy Positions • Board Member and Board Chairperson Legal Duties, Roles and Responsibilities 	<i>Hohorst</i>	Inform/Action
5. ADJOURN	<i>Hohorst</i>	



Date: June 6, 2013
To: Board of Directors
From: Kevin Carruth, Governance Committee Chair
Peter Hohorst, Governance Committee Member
Re: Board Legislative and Regulatory Policy Positions #P-2013.06.06-5

Recommendations:

1. The Board authorizes the CEO to fully and actively:
 - a. Support any federal or state legislation or regulation which:
 - i. Decreases the District's/Hospital's operating costs;
 - ii. Provides greater flexibility to the operation of the District/Hospital;
 - iii. Authorizes the District to use alternative capital project delivery methodologies, including but not limited to Design-build (including SB 785-Wolk), Construction Manager at Risk, Job Order Contracting (JOC), etc.
 - b. Oppose any federal or state legislation or regulation which:
 - i. Increases the District's/Hospital's operating costs;
 - ii. Reduces flexibility of the operation of the District/Hospital.
2. The Board directs that the CEO shall report to the Board at the Regular monthly Board meeting on any actions taken since the last Regular Board meeting along with copies of all letters, emails sent in support or opposition.
3. Board members shall coordinate all legislative or regulatory actions in advance with the CEO within the constraints of this policy.

Reasons for Recommendation and Background:

While it is important for the Board to establish its positions on legislation and regulations so the CEO can take appropriate action, it is also to the District's advantage to provide broad general policy direction to the CEO. This will avoid having every piece of legislation the District/Hospital wants to support or oppose from requiring review and action by the Governance Committee and the Board.

This is not intended as the definitive list, rather as the start of what will surely become a larger list over time as various legislative and regulatory issues arise. There will also be legislation or regulations that are contrary to these approved positions that the CEO or a Board member may feel is not properly addressed by this policy, i.e., when this policy

may not meet the needs of the District/Hospital. In a circumstance where legislation or regulation is not addressed by this policy, is partially addressed, and/or when it falls into both support and oppose categories the CEO referred it to the Governance Committee for review and/or action pursuant to the GC Charter.

It is envisioned that during discussion of this item by the Board this list could be amended to include more or less items.

Financial Impact:

None.

Board Committee:

Unanimous support of the Governance Committee.

Attachments

1. SB 785
2. SB 785 Most recent Senate Analysis



**Board Member and Board Chairperson
Legal Duties, Roles and Responsibilities
And
Limits on Power and Authority #P-2013.08.01**

Board Responsibilities

Legal Duties

The Board has three legal duties:

A duty of obedience to the charitable purpose of the organization, a duty that should be demonstrable in all the Board's decisions.

A duty of loyalty, to act based on best interests of the organization and the wider community it serves, not the narrow interests of an individual or stakeholder group

A duty of care, to be diligent in carrying out the work of the Board by preparing for meetings, attending faithfully, participating in discussions, asking questions, making sound and independent business judgments, and seeking independent opinions when necessary.

Roles

The role of the Board is to govern, not manage, the organization. Board work involves three main roles with respect to five primary responsibilities:

Policy Formulation

Specify and convey Board expectations, directives and constraints
Approve and periodically review major policies affecting the District, Hospital and the operation of the Board.

Decision Making

Choose among alternatives regarding matters requiring Board attention and input.

Oversight

Monitor and assess key organizational process and outcomes.

Responsibilities

The Board has five primary responsibilities:

Strategic Direction

Formulate the District's ends, its vision, and key goals, and ensure that management strategies are aligned;

Review and approve the District's Mission, Vision, Values and Annual Strategic Plan and updates;

Review and approve major transactions and significant new programs and services; and
Monitor organizational performance against goals.

Executive Performance

Ensure high levels of executive performance;
Select, support, advise, and set policy for the CEO; and
Establish and approve annual performance expectations and criteria, evaluate, and determine annual compensation including benefits and bonus, and determine retention or termination of the CEO.

Quality

Ensure the Hospital provides high quality patient care and patient experiences;
Review recommendations from the Medical Staff and approve the credentialing of physicians and other medical professionals; and
Establish quality goals, review the Hospital's means and methods of measuring quality patient care and patient experiences and the results, and take corrective action when necessary.

Finances

Ensure the District's financial health;
Establish the financial goals, develop the financial indicators, monitor financial performance, and take corrective action when necessary;
Approve the annual budget in alignment with the Strategic Plan and key financial objectives; and
Ensure the necessary financial controls are in place.

Board Effectiveness and Efficiency

Ensure the Board is effective and efficient, focused on its roles and responsibilities.

Board Chairperson Responsibilities**Leadership**

Guide and direct the governance process, centering the work of the Board on its legal duties, roles, and responsibilities, and forward facing issues.

Annual Work Plan and Board Calendar

Establish an annual Board work plan and a Board calendar for the calendar year. The Board calendar shall include all Regular and Special Board meetings, Hospital and Foundation events usually attended by the Board members, and all other annual activities.

Agendas

Establish agendas for Board meetings, in collaboration with the CEO. Focus the discussion/action portion of the agendas on forward facing issues dealing via policy formulation, decision making and oversight. Place all non-action items, other than the consent calendar, at the end of the agenda. Move issues of interest to the public to the top of the meeting agenda.

Meeting Management

Preside over Board meetings in a manner that encourages participation and information sharing while moving the Board toward timely closure and prudent decision-making. Focus the discussion on forward facing issues dealing via policy formulation, decision making and oversight. Facilitate while not dominating discussions to lead to Board action. Start ~~and end~~ meetings on time. Attend each meeting in its entirety. Move issues of interest to the public to the top of the meeting agenda.

Committee Direction

Work with committee chairpersons to align the work of Board committees annual work plans with the Board's annual work plan, District's Strategic Plan, including its vision and goals.

CEO Relationship

Serve as the Board's central point of official communication with the CEO. Develop a positive, collaborative relationship with the CEO, including acting as a sounding board for the CEO on emerging issues and alternative courses of action; and stay up-to-date about the organization and determines when an issue needs to be brought to the attention of the full Board or a committee.

CEO Performance Appraisal

Lead the processes of CEO goal-setting, performance evaluation and compensation review, consistent with Board policy.

Board Conduct

Set a high standard for Board conduct by modeling, articulating and upholding rules of conduct set out in board bylaws and policies. Intervene when necessary in instances involving breaches of conflict-of-interest, confidentiality and other Board policies.

Board Learning and Development

Lead the development of the Board's knowledge and capabilities by playing a central role in orientation of new Board members, mentoring and ensuring continuing education for the entire Board.

Succession Planning

Participate in the recruitment of new Board and Board committee members.

Self-evaluation

Provide for an effective, objective Board self-evaluation process and supports implementation of recommendations for improvement; and Seek feedback on his or her performance as Chairperson.

Board Member Responsibilities

Citizenship

1. Attend 90 percent of Regularly Scheduled Board meetings each calendar year.
2. Attend 70 percent of Special Board meetings each calendar year.
3. Attend 80 percent of Regularly Scheduled meetings of Board committees on which they serve.
4. Attend the annual Board retreat(s) and Board training conference(s).
5. Shall make every effort to attend to attend SVH activities and functions.
6. Fulfill their fiduciary duty of loyalty, putting the interests of the District ahead of their own.
7. Maintain confidentiality regarding all matters that demand it, including but not limited to Closed Sessions.
8. Do nothing that would discredit the organization.

Performance

1. Arrive at Board and committee meetings on time and do not leave early.
2. Serve as a member of at least one Board committee.

3. Carefully review Board and committee agenda packages and come to the Board and committee meetings prepared.
4. Actively participate (by sharing ideas, opinions, observations, perspectives, expertise and experience) in Board and committee meeting deliberations and discussions.
5. Listen to and respect the opinions and perspectives of the other members and do not dominate the discussion.
6. Be willing to express a dissenting opinion and vote no when the need arises.
7. Fully support the Board's policies and decisions once they have been implemented.
8. Serve as advocates of the District and the Hospital in their dealing with other organizations, groups, and individuals.

Limits on Power and Authority

The Board acts only collectively, never individually. Individual Board members have absolutely no power: Board authority derives from the Board as a whole. The Board Chair, Board Officers, and Board Committee Chairs, have limited individual powers only as specifically established in the District Bylaws, Board Policy, Board Resolutions or other specific Board action.

When the Board Chair and/or members have reason to believe, in settings other than Board meetings, that others may believe they are speaking on behalf of or representing the Board, when in fact they are not, they should advise that person or group that they are in fact speaking as an individual and are not representing the Board. While the Board Chair and/or members cannot control how others perceive them or their comments, this point is important, and Board members should error on the side of caution.