



**SONOMA VALLEY HEALTH CARE DISTRICT
GOVERNANCE COMMITTEE MEETING**

AGENDA

WEDNESDAY, MAY 19, 2021

6:00 P.M.

HELD VIA ZOOM VIDEOCONFERENCE ONLY

**To participate via Zoom videoconferencing,
use the link below:**

<https://sonomavalleyhospital-org.zoom.us/j/92971563776?pwd=VXhkNDkzUDJ5R01iT0p1MGhhUVZsdz09>

and enter the Meeting ID: 929 7156 3776, Passcode: 419040

**To participate via telephone only,
dial: 1-669 900 9128 or 1-669 219 2599**

and enter the Meeting ID: 929 7156 3776, Passcode: 419040

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, Vivian Woodall, vwoodall@sonomavalleyhospital.org or (707) 935.5005, 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>Boerum</i>	
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 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>		
3. CONSENT CALENDAR: • Governance Committee Minutes 03.17.21	<i>Boerum</i>	Action
4. POLICY CYCLE REVIEW	<i>Boerum</i>	Action
5. GOVERNANCE COMMITTEE CHARTER: a. Review composition and skill sets of other standing committees and their members b. Design new member orientation process for the Board c. Plan and oversee continuing education for the Board d. Draft new policies and review policies according to schedule e. Review Code of Conduct and Compliance Plan	<i>Boerum</i>	Inform/ Discussion
6. BOARD ORIENTATION DOCUMENT	<i>Boerum</i>	Inform/ Discussion
7. MEDICAL STAFF BYLAWS REVISION	<i>Finn</i>	Action
8. ADJOURN	<i>Boerum</i>	



**SVHCD GOVERNANCE
COMMITTEE MEETING**

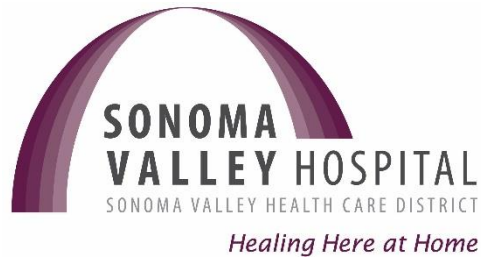
MINUTES

WEDNESDAY, MARCH 17, 2019

Via Zoom Teleconference

Present		Absent	Staff	Public	
Bill Boerum via Zoom Judith Bjorndal via Zoom				Susan Kornblatt Idell via Telephone	
AGENDA ITEM		DISCUSSION		ACTIONS	FOLLOW-UP
MISSION & VISION STATEMENT <i>The mission of SVHCD is to maintain, improve and restore the health of everyone in our community.</i>					
1. CALL TO ORDER/ANNOUNCEMENTS		<i>Boerum</i>			
		Called to order at 6:00 pm			
2. PUBLIC COMMENT SECTION		<i>Boerum</i>			
		None			
3. CONSENT CALENDAR					
				MOTION: by Bjorndal to approve, 2 nd by Boerum. All in favor.	
4. POLICY CYCLE REVIEW					
		Mr. Boerum had reviewed Committee minutes from 2019 and 2020, and all Board policies appeared up to date and current. No policy review schedule had been found. He asked whether the Committee wanted to set a schedule for policy review and suggested a three-year cycle. Dr. Bjorndal had reviewed the Committee charter. The Committee's responsibilities included: 1) reviewing the composition and skill sets of other standing committees and their members; 2) designing the new member orientation process for the Board; 3) planning and		The Committee will recommend to the Board that Board policies be reviewed no less frequently than every three years.	

	<p>overseeing continuing education for the Board; 4) drafting new policies and reviewing policies according to the schedule; and 5) reviewing the Code of Conduct and Compliance Program.</p> <p>The Clerk will recreate the board orientation document for review at the next meeting. The Committee agreed to a three-year cycle for policy review, and the Clerk will add that information to the policy review list.</p>		
5. RECOMMENDED TEXT CHANGE TO SVHCD BYLAWS FOR AFFILIATION OVERSIGHT COMMITTEE			
	<p>The Committee agreed to add the new Committee to the District Bylaws as follows:</p> <p>p. 11, section v. Affiliation Oversight Committee</p>	<p>The Committee will recommend to the Board this addition to the District Bylaws.</p>	
6. ADJOURN	<i>Boerum</i>		
	<p>The next Committee meeting will be held on May 19, 2021. The meeting was adjourned at 6:46 pm.</p>		



LIST OF APPROVED BOARD POLICIES

Policy Number/ Approved Date	Policy Name	Status	Next Review Date
P-2020.02.06-6	MOU Between SVHCD and SVHF for Fund Raising		
P-2020.02.06-5	Travel and Expense Reimbursement		
P-2020.02.06-4	Purchases of Materials and Procurement of Services		
P-2020.02.06-3	Media Communications		
P-2020.02.06-2	Establishment of Annual CEO Objectives		
P-2020.02.06-1	CEO Annual Evaluation Procedure		
P-2019.08.01	Bidding for Facility Projects (Contracting Policy)		
P-2018.10.04-2	Legal Duties, Roles and Responsibilities		
P-2018.10.04-1	Community Funding		
P-2018.07.05-3	Residency Requirements for Members of Board Committees		
P-2018.07.05-2	Ethics Training for District Board Members		
P-2018.04.05-2	Gift Ticket and Honoraria		
P-2018.04.05-1	Board Legislative and Regulatory Positions		

Policy Number/ Approved Date	Policy Name	Status	Next Review Date
P-2018.02.01-2	Conflict of Interest		
P-2018.02.01-1	Board Committee Selection Process		
P-2017.12.07-1	Guidelines for Board Meeting Minutes	No changes	
P-2016.06.13-1	MOU Between SVHCD and SVHF – Signed Version		
P-2015.06.04	Policy Governing Access to Public Records	Not a Board policy, approved as hospital policy; no 2015 approval in Board minutes; need to find a copy	
P-2015.01.08	Parcel Tax Exemption Criteria and Process	No approval in minutes	
P-2014.03.06-1	Investment Policy		
P-2012.02.02	Format and Instruction for Preparing Board Letters		
R-2011.12.01	SVH Employer-Employee Relations Res. 309	Resolution, was not made a policy	

Policy Number/ Approved Date	Policy Name	Status	Next Review Date
P-2019.11.07-4	Establishment of Annual CEO Objectives	Superseded	
P-2019.11.07-3	CEO Annual Evaluation Procedure	Superseded	
P-2019.11.07-2	MOU SVHCD and SVHF for Fundraising	Incorrect version	
P-2019.11.07-1	Purchases of Materials and Procurement of Services	Duplicate	
P-2018.07.05-1	Community Funding	Superseded	
P-2017.12.07-2	Media Communications	Superseded	
P-2017.09.07	Travel and Expense Reimbursement	Superseded	
P-2016.11.03	Bidding for Facility Projects	Superseded	
P-2014.03.06-2	Media Communications	Superseded	
P-2014.02.06-2	Gift, Ticket and Honoraria	Superseded	
P-2014.02.06-1	Community Funding	Superseded	
P-2014.01.09	Membership Requirements for Board Committees	Superseded	
P-2013.11.07	Purchases of Materials, Supplies and Equipment and Procurement of Professional Services	Superseded	
P-2013.08.01	Board Member and Board Chairperson Legal Duties, Roles and Responsibilities and Limits on Power and Authority	Superseded	
P-2013.06.06-5	Board Legislature and Regulatory Positions	Superseded	
P-2013.06.06-4	MOU between SVHCD and SVHF for Fundraising	Superseded	
P-2013.06.06-3	Gift Acceptance Policy	Superseded	

Policy Number/ Approved Date	Policy Name	Status	Next Review Date
P-2013.06.06-2	CEO Annual Evaluation Procedure	Superseded	
P-2013.06.06-1	Establishment of Annual CEO Objectives	Superseded	
P-2012.11.01	Conflict of Interest Code	Superseded	
P-2012.08.02	Travel & Reimbursement Policy	Superseded; no copy	
P-2012.07.30	Ethics Training for Local Officials	Superseded	
P-2011.03.24	Guidelines for Board Minutes	Superseded	



SUBJECT: Governance Committee Charter

PAGE 1 OF 4

DEPARTMENT: Board of Directors

EFFECTIVE: 11.07.19

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

REVISED: 10.03.19

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 business performance trends, 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.

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 4

DEPARTMENT: Board of Directors

EFFECTIVE: 11.07.19

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

REVISED: 10.03.19

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 may have one member from the community, subject to approval by the Board of Directors. 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 periodically.
- **Continuing Education of the Board**
 - Plan the two annual board retreats in concert with the Board Chair. 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.



SUBJECT: Governance Committee Charter

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DEPARTMENT: Board of Directors

EFFECTIVE: 11.07.19

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

REVISED: 10.03.19

- Direct and oversee our Board's continuing education and development activities for both the Board and its Standing Committees.
- **Board Self-Assessment**
 - Ensure, with the Chair of the Board, that an annual Board self-assessment is completed.

Develop Policies and Recommend Decisions

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

Oversight

- **Compliance**
 - Conduct a review and revision of all Board policies as dictated by the policy schedule.

Legislation

- Review, draft, and/or recommend legislative proposals to the Board for deliberation and action at committee discretion
- At its discretion the Governance committee, or Board, can deliberate and take action on legislation or regulatory issue. The CEO may commit the district to support or oppose legislative initiatives, provide the CEO and the Board Chair are in agreement.
- Perform other tasks related to governance as assigned by the Board.

Annual GC Calendar

- Scheduled review and assessment of all board policies regarding governance, specifically including the GC and all other Standing Committee Charters, and make recommendations to the Board for action per the schedule.
- The calendar year work plan shall be submitted to the Board no later than November for approval.
- The GC shall report on the results of its prior year's work plan accomplishments by December.
- The GC shall establish the next calendar meeting schedule at the last meeting of the year.
- Ensure that 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 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.



SUBJECT: Governance Committee Charter

PAGE 4 OF 4

DEPARTMENT: Board of Directors

EFFECTIVE: 11.07.19

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

REVISED: 10.03.19

Even Numbered (Board Member Election) 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 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 GC Meetings

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



SVHCD Board of Directors Orientation Manual and Reference Guide

Orientation Manual

- District Mission, Vision and Values Statements

The Mission of the Sonoma Valley Health Care District is to maintain, improve and restore the health of everyone in our community.

OUR VISION: *A trusted resource in providing exceptional, compassionate healthcare.*

OUR VALUES: C.R.E.A.T.I.N.G

Compassion: *We show consideration of the feelings of others at all times.*

Respect: *We honor and acknowledge the value of the people, places and resources in providing care.*

Excellence: *We strive to exceed the expectations of the people we serve.*

Accountability: *We are reliable, self-responsible owners of the outcomes of our organization.*

Teamwork: *We are productive and participative staff members who energize others.*

Innovation: *We seek new and creative solutions to deliver quality healthcare.*

Nurturing: *We cultivate, develop and educate those with whom we work to achieve their highest potential.*

Guidance: *We direct and lead our community members through their healthcare journey and in health improvement.*

- Hospital History
<https://www.sonomavalleyhospital.org/healthcare-district-information/hospital-history/>
- District Information
<https://www.sonomavalleyhospital.org/healthcare-district-information/>
- Conflict of Interest Code

- <https://www.sonomavalleyhospital.org/wp-content/uploads/2011/08/Conflict-of-Interest-Policy-P-2018.02.01-2-F.pdf>
- Brown Act
Q&A (see attachment A)
The Brown Act is contained in California Government Codes 54950-54963
- FY Operating Budget
<https://www.sonomavalleyhospital.org/healthcare-district-information/finance-committee/>
- Annual Report
<https://www.sonomavalleyhospital.org/annual-reports/>
- District 3-Year Rolling Strategic Plan
<https://www.sonomavalleyhospital.org/strategic-planning/>
- Board and Board Committee Meeting Calendar
<https://www.sonomavalleyhospital.org/healthcare-district-information/calendar/>
- District web site address
<https://www.sonomavalleyhospital.org>

Resource Manual

- District By-Laws
<https://www.sonomavalleyhospital.org/wp-content/uploads/2020/08/SVHCD-Bylaws-Amended-and-Approved-06.04.20-Executed.pdf>
- Board Members
<https://www.sonomavalleyhospital.org/healthcare-district-information/board-of-directors/>
- Approved Board Policies
<https://www.sonomavalleyhospital.org/healthcare-district-information/board-of-directors/#policies>
- Board Committee Charters
 - Finance Committee
<https://www.sonomavalleyhospital.org/healthcare-district-information/finance-committee/>
 - Governance Committee
<https://www.sonomavalleyhospital.org/healthcare-district-information/governance-committee/>

- Quality Committee
<https://www.sonomavalleyhospital.org/healthcare-district-information/quality-committee/>
- District Relationships and Affiliations
<https://www.sonomavalleyhospital.org/healthcare-district-information/#healthcare>
- Hospital Organization Chart (see attachment B)
- Sonoma Valley Hospital Foundation
<https://www.svhfoundation.com/>
- California Health Care District Law
- <http://achd.org/wp-content/uploads/sites/6/2015/12/ACHD-HCD-Code-12.15-FINAL.pdf>
- Brown Act resources
<https://www.cacities.org/opengovernment>

Attachment A

Brown Act Questions and Answers

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?

Ans: A third Board member may attend, but cannot comment at the meeting unless the meeting has been agendaized as a Committee of the Whole Board.

Note: In the event that a regular Board member on a Standing Board Committee is absent from the meeting, an alternate Board member may be temporarily appointed to the Committee for the meeting by the Chair of the Board or by the Chair of the Committee and may participate as a regular member of the committee for that 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?

Ans: Yes, but the information must then be available to any member of the public who requests the information. Emails are public records. The communication must be one way, CEO to Board members. One on one follow up questions on the subject from a Board member to the CEO would also not be a violation.

When the CEO responds to a specific question from a Board member, may the question and the response be directed to all Board members (presuming that the question does not relate to HIPPA or personnel privacy issues)

Ans: Yes, same restrictions as above

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

Ans: Yes, same restrictions as above

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.

Ans: None, same restrictions as above

Agendas

Agendas for Board meetings and Board Committee meetings are published 72 hours in advance of the meeting. At the time the agendas are issued, information about the items on the agenda are included in a "packet" of information and distributed with the agendas.

Can additional information for an item on the agenda, that becomes available after the “packets” are distributed, be distributed during the 72 hour period prior to the meeting or must this information be held and distributed at the meeting?

Ans: Yes, providing that all of the subsequent information is available to the public and all of the Board members at the meeting

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?

Are there any other circumstances where the law allows subjects to be discussed in closed session?

Ans: The District by-laws stipulate in Section 4 Committees:

Closed Board meetings may be held for purposes of considering the appointment, employment, evaluation of performance, discipline, dismissal or to hear complaints or charges concerning a Hospital employee or member of the Medical Staff; in consideration of pending litigation; or in matters of negotiations concerning real property, labor contracts, or discussion of trade secrets. Closed meetings shall be announced, conducted, and reported in accordance with the Brown Act, and the public may not participate. Standing committees may hold closed meetings if their charter or Board delegation includes issues allowing closed meetings.

Trade secrets may include new services, programs or facilities for the district, but they may not include “existing services” unless these services are being expanded. Trade secrets **do not** include new or existing services, programs or facilities of competitors.

No actions may be taken in closed sessions, except for the following: Labor and real estate negotiations anticipate that the board can give direction to their negotiators. In litigation sessions it is understood that the board can give direction to its lawyers or management in litigation related matters.

No action can be taken in trade secret sessions.

Board Training and Team Building

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

Ans: No

General

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

Ans: No

CEO Compensation

Can a discussion of CEO performance be conducted in closed session?

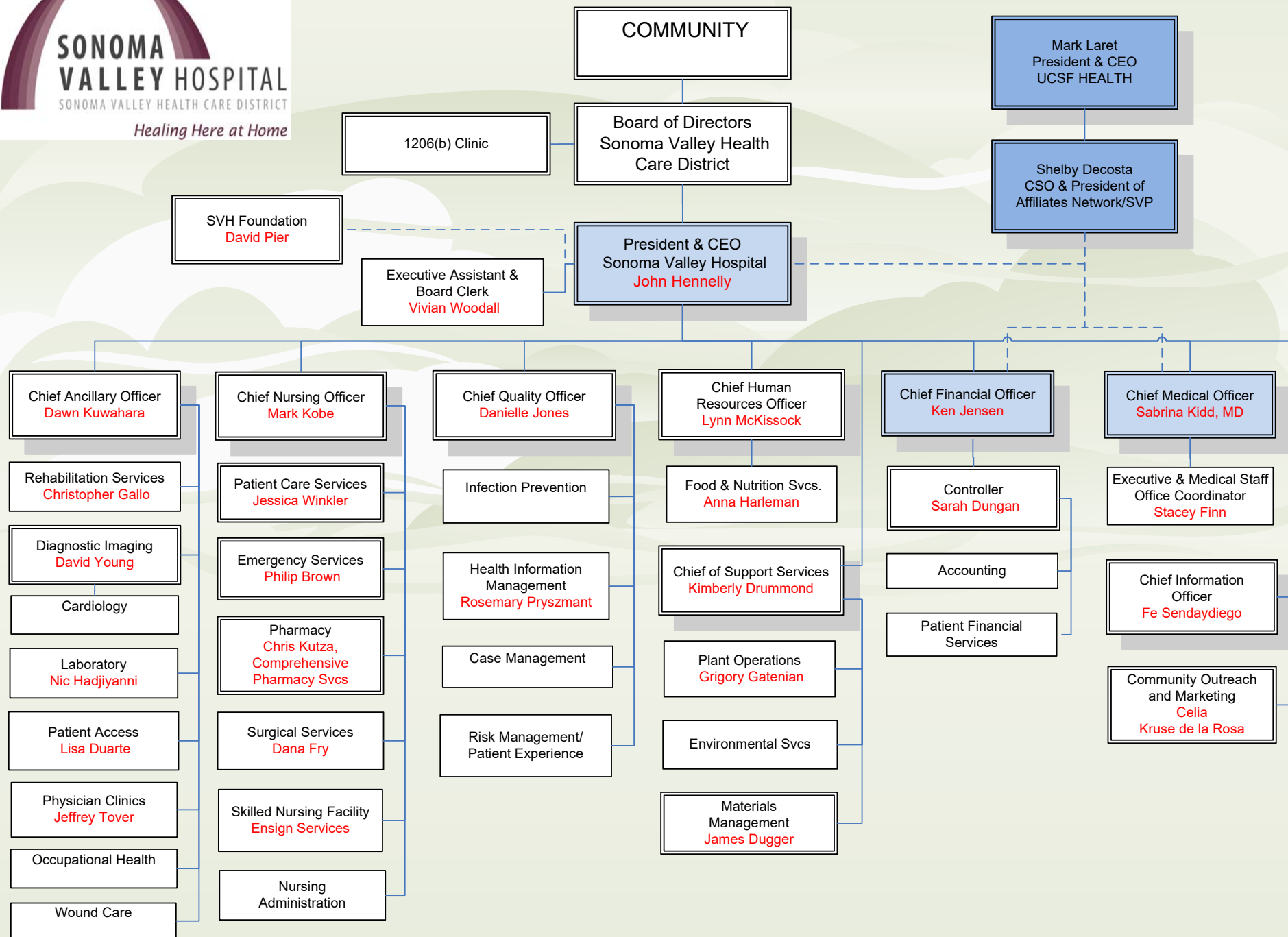
Ans: Board discussion of performance and compensation adjustments can take place in closed session if BOTH a "Personnel: performance evaluation (CEO)" and "Labor Negotiations, CEO Contract, Board Chair District Negotiator" are put on a closed session agenda. Any follow up action on a compensation adjustment or incentive performance award must be placed on a public meeting agenda and voted upon in public.

With regard to the Brown Act and any other disclosure requirements, what must be made public about the CEO's compensation?

Ans: At the public meeting the item must be described on the agenda, e.g., "Consideration of CEO Compensation Adjustment and Performance Incentive Award" to meet the notice requirements. In addition it is best to have a written memo before the Board (perhaps from the Chair; a public document available to the public) spelling out the proposed compensation adjustment and incentive award numbers. A motion would then be made and seconded to approve the compensation incentive and performance award as presented.

Employee benefits that are unchanged are not required to be disclosed at the meeting. There is no affirmative mandate to disclose or reveal any information that is not subject to board consideration or vote as set forth on the agenda.

However, the CEO contract and salary information is all public record and must be disclosed if requested by a member of the public.





To: Governance Committee
From: Stacey Finn, Medical Staff Coordinator
Meeting Date: May 13, 2021
Re: Medical Staff Bylaws – Staff Status Revision

Currently the Medical Staff Bylaws outline the medical staff categories as Active, Affiliate, Associate, Courtesy, Honorary, and Tele Medicine. Because of the hospital size and the updates to the way hospital medicine is practiced, many of our physicians do not meet the Active status. This in turn means that we have a very small pool of active medical staff. This affects leadership roles, voting capacity and does not adequately give a voice to the local practicing physicians.

The Medical Executive Committee, Medicine and Surgery Committee have reviewed and approved the following updates to the staff status: Active, Courtesy, Honorary and Tele Medicine.

These revised categories will allow local physicians who use Sonoma Valley Hospital as their primary hospital for referrals and outpatient services to have the ability to be voting members in meetings and elections as active medical staff.

CATEGORIES OF THE MEDICAL STAFF

3.1 CATEGORIES

The categories of the Medical Staff shall include the following: Active, Courtesy, Tele Medicine and Honorary. At each time of reappointment, the member's Medical Staff category shall be determined.

3.2 ACTIVE STAFF

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3.2-1 QUALIFICATIONS

The Active Staff shall consist of members who:

- a. meet the general qualifications for membership set forth in Section 2.2 of the Bylaws;
- b. have satisfactorily completed the provisional requirements for new staff as described in Section 4-75.9 Proctoring of the Bylaws;
 - (1) Until completion of such requirements, they shall be referred to as Provisional Active. References in these bylaws to "Active Staff" shall not be deemed to include members of the Provisional Active Staff unless the intent to include Provisional members is clear.
- c. ~~have offices or residences that, in the opinion of the Medical Executive Committee, are located close enough to the hospital to provide appropriate continuity of care; have an established practice that allows for appropriate continuity of care.~~
- d. regularly admit and care for inpatients and/or utilize outpatients services in the Hospital and are regularly involved in Medical Staff activities, including a minimum of half of the attendance at Department meetings and one general medical staff meeting; and
- e. ~~provide specialty call back-up and consultation as may be required by the Rules and Regulations.~~

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3.2-2 PREROGATIVES

Except as otherwise provided the prerogatives of an Active Staff member shall be to:

- a. admit patients and exercise such privileges as are granted pursuant to the Bylaws and the Rules and Regulations;
- b. attend and vote on matters presented at general and special meetings of the Medical Staff and of the Department and committees of which he/she is a member;
- c. hold Medical Staff and Department office and serve as chairman and/or a voting member of committees to which he/she is duly appointed or elected by the Medical Staff or duly authorized representative thereof;
- d. be assigned to an appropriate Medical Staff department based upon clinical practice;

~~e. —elect not to be included on the call schedule if they have been an Active Member for the past fifteen (15) years and who are aged 55 or more.~~

Provisional Active members may not vote or hold office or chairmanship until they have completed their provisional requirements as described in Section ~~4.75.9.~~

3.3 **COURTESY STAFF**

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3.3-1 **QUALIFICATIONS**

A physician or dentist may be eligible for Courtesy Staff membership if he/she is an active staff member at ~~his/her primary hospital~~ an accredited hospital, and if he/she plans to make ~~significant use of Tahoe Forest Hospital and/or Incline Village Community Hospital's hospital services~~ Sonoma Valley Hospital services. When loss of membership at his/her primary hospital occurs, the practitioner shall automatically lose his membership and privileges at ~~Tahoe Forest Hospital and/or Incline Village Community Hospital~~ Sonoma Valley Hospital.

The Courtesy Staff Shall Consist Of Members:

- a. who can demonstrate current competence and the maintenance of their knowledge and skills by documenting that they have routinely practiced in this or another acute care hospital, or another setting similarly calling for the exercise of their professional knowledge and skills, over the last twenty-four (24) months.
- b. who meet the general qualifications set forth in Section 2.2 of the Bylaws; and,
- ~~c. —~~ Specific clinical privileges shall be applied for and restricted in the same manner as privileges of Active Staff members. At the time of appointment and every two years at the time of reappointment, a practitioner shall provide documentation from his/her primary hospital. ~~In the case of inpatients, the Courtesy Staff member shall find an appropriate active staff member who agrees to attend patients in case of an emergency where distance makes it impossible for the Courtesy Staff member to be at the patient's bedside in a reasonable time.~~

~~c. —~~

3.3-2 **PREROGATIVES**

Except as otherwise provided, the Courtesy Staff member:

- a. shall be entitled to admit patients and exercise such privileges as are granted pursuant to these Bylaws and the rules and regulations;
- b. shall provide for continuous care of his/her patients;
- c. shall be entitled to attend in a non-voting capacity meetings of the Medical Staff and the department and committees of which he/she is a member, but shall not have the right to vote at such meetings, except within committees when the right to vote is specified at the time of appointment;
- d. shall be assigned to an appropriate medical staff department based on clinical practice, but shall be ineligible to hold medical staff office; and,

- e. must pay application fees, dues and assessments to the medical staff.

3.3-3 TRANSFER TO ACTIVE STATUS:

Involvement in the care of greater than fifty (50) patients in a two (2) year period shall result in a transfer of the physician to the Active Staff. The applicant may petition the MEC for an exception. Consideration for exceptions may be given by the MEC on a case-by-case basis. Examples for consideration of an exception may include physician's working as hospitalists, emergency medicine, radiology, or pathology.

3.4 HONORARY STAFF

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3.4-1 QUALIFICATIONS

The Honorary Staff shall consist of physicians, dentists, and podiatrists who do not practice at the Hospital, and who might not reside in the community, but are deemed deserving of membership by virtue of their outstanding reputation, and/or their previous service to the Hospital, and who continue to exemplify high standards of professional and ethical conduct. Such individuals must be ~~nominated~~ approved by the Medical Executive Committee and/or clinical department and approved by the Board.

3.4-2 PREROGATIVES

Honorary Staff members are not eligible to admit or care for patients in the Hospital or to exercise privileges in the Hospital, or to vote or hold office in the Medical Staff. They may serve on Medical Staff committees, with or without vote, only at the discretion of the Medical Executive Committee. They may attend Medical Staff and Department meetings. Members of the Honorary Staff are not required to pay medical staff dues.

3.5 LIMITATION OF PREROGATIVES

The prerogatives set forth under each membership category are general in nature and may be subject to limitation by special conditions attached to a particular membership by other sections of the Bylaws and these Rules.

3.6 GENERAL EXCEPTIONS TO PREROGATIVES

Regardless of the category of membership in the Medical Staff, eligible podiatrists and dentists shall exercise admitting and clinical privileges only within the scope of their licensure and as set forth in Article V of these Bylaws.

3.7 MODIFICATION OF MEMBERSHIP

- (a) On its own initiation or pursuant to a request by a member, the Medical Executive Committee may recommend a change in the Medical Staff status of a member consistent with the provisions of the Bylaws. Unless the change has been requested by the practitioner, the Medical Executive Committee shall afford the practitioner an opportunity to comment either in writing or in person before its recommendation is finalized and forwarded to the Board of Directors. There shall be no right to a Hearing under Article VII except as expressly provided therein or required by law.
- (b) After two consecutive years in which a member of the Active Staff fails to regularly care for patients in the Hospital as required by that staff category, that member may be automatically transferred by the Medical Executive Committee to the appropriate Medical Staff category, if any, for which the member is qualified.

- (c) Action may be initiated to evaluate and possibly terminate the privileges and membership of any staff member (except Honorary) who has failed to have any activity within the Hospital during the previous two years.

3.8 RESIDENT STAFF

3.8-1 QUALIFICATIONS

~~Resident staff membership shall be held by post-doctoral trainees (residents and fellows) in training programs of teaching institutions who are not eligible for another staff category and who are either licensed or registered with the appropriate State of California and/or Nevada licensing board, if practicing medicine. All resident staff members must obtain a license to practice medicine within the State of California and/or Nevada, as appropriate.~~