



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

AGENDA

WEDNESDAY, JUNE 16, 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/98852129786?pwd=cFVVb0FQakZEYUlsTGNaa
1lNekEvdz09](https://sonomavalleyhospital-org.zoom.us/j/98852129786?pwd=cFVVb0FQakZEYUlsTGNaa1lNekEvdz09)

and enter the Meeting ID: 988 5212 9786, Passcode: 796855

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

and enter the Meeting ID: 988 5212 9786, Passcode: 796855

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 05.19.21	<i>Boerum</i>	Action
4. GOVERNANCE COMMITTEE CHARTER: a. Review composition and skill sets of other standing committees and their members b. Review Code of Conduct and Compliance Plan	<i>Boerum</i>	Inform/ Discussion
5. BOARD ORIENTATION DOCUMENT	<i>Boerum</i>	Action
6. ADJOURN	<i>Boerum</i>	



**SVHCD GOVERNANCE
COMMITTEE MEETING
MINUTES**

**WEDNESDAY, MAY 19, 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				
Governance Committee Minutes 03.17.21			MOTION: by Bjorndal to approve, 2 nd by Boerum. All in favor.	
4. POLICY CYCLE REVIEW	<i>Boerum</i>			
	The Clerk presented the list of policies and made note of the changes discussed. The Committee reviewed the various policies and set review dates. The list will be reissued after changes are made.			
5. GOVERNANCE COMMITTEE CHARTER:				
<ul style="list-style-type: none"> 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 				

<p>d. Draft new policies and review policies according to schedule</p> <p>e. Review Code of Conduct and Compliance Plan</p>			
	<p>Review of the charter is to ensure the Committee is doing what it is supposed to be doing.</p> <p>Mr. Boerum noted that the Committee may have a community member and he indicated he would review that item. The action will be to add a community member.</p> <p>He suggested Dr. Bjorndal review the responsibilities and suggest items to make up a work plan. The action will be developing a work plan.</p> <p>The Clerk will add the charter as an agenda item for the next meeting, with only items a. and e. for inform and discussion.</p>		
<p>6. BOARD ORIENTATION DOCUMENT</p>	<p><i>Boerum</i></p>		
	<p>The Clerk presented the updated orientation document. The Clerk will add this to the next meeting agenda for action.</p>		
<p>7. MEDICAL STAFF BYLAWS REVISION</p>	<p><i>Finn</i></p>		
	<p>Ms. Finn gave the background and reasons for the Bylaws changes involving the staff categories. It is hoped that the changes would encourage physicians who use SVH for their primary hospital to be more participative. All physicians apply for specific categories and for specific privilege sets. All are vetted by a third party credentialing service and go through approval by the appropriate medical staff committees. The text presented included only the revised text. Dr. Bjorndal asked to see the full text of all staff categories in the Bylaws and indicated the Board would want to see that also.</p>	<p>MOTION: by Boerum to approve, 2nd by Bjorndal. All in favor.</p>	
<p>8. ADJOURN</p>	<p><i>Boerum</i></p>		
	<p>The next meeting will be June 16, 2021. The meeting was adjourned at 7:22 pm.</p>		



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

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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

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EFFECTIVE: 11.07.19

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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.