



SUBJECT: Affiliation Oversight Committee Charter

PAGE 1 of 5

EFFECTIVE: TBD

APPROVED BY: Board of Directors (TBD)

REVISED: N/A

Purpose:

This charter (the “Charter”) sets forth the duties and responsibilities and governs the operations of the Affiliation Oversight Committee (the “AOC”) of the Board of Directors (the “Board”) of Sonoma Valley Healthcare District (the “District”), a local Health Care District organized and existing under the California Law.

The AOC’s purpose is to assist the Board in its oversight of the District’s collaboration with UCSF Health (UCSF), including the review of progress made towards the goals of the Collaboration Agreement (the Agreement) entered into by the District and UCSF in December of 2020. The AOC will coordinate with and review the progress of the Joint Operations Committee (the JOC) in the process of updating and making recommendations to the District Board on all decisions relating to the affiliation between the two organizations.

The AOC shall review and monitor the ongoing performance of the UCSF and SVHCD affiliation. The AOC shall constitute a committee of the District Board of Directors. The Board shall refer all matters brought to it by any party regarding this agreement to the AOC for review, assessment, and recommended Board action. The AOC makes recommendations and reports to the Board. The AOC is an advisory committee and has no authority to make decisions or take actions on behalf of the District unless the Board specifically delegates such authority.

To this end the AOC shall:

1. Regularly review the strategic objectives for the Collaboration Agreement, seek approval from the Board for any changes to these objectives and timelines;
2. Provide oversight, monitoring and assessment of the Collaboration Agreement and report to the Board regularly on that progress;
3. Convey Board expectations and directives back to the affiliation partners; and,
4. Review and make recommendations to the Board for any changes to the Collaboration Agreement.

Duties and Responsibilities

The Committee’s primary duties and responsibilities are, as follows:

1. Annually, draft and recommend to the Board for approval, objectives for the affiliation for coming year; a proposed draft of annual goals shall be submitted to the Affiliation Oversight Committee by the Joint Operations Committee;
2. Review the progress made by the Joint Operations Committee against the objectives of the Collaboration Agreement and annual objectives; including any significant changes to timelines and/or objectives themselves



SUBJECT: Affiliation Oversight Committee Charter

PAGE 2 of 5

EFFECTIVE: TBD

APPROVED BY: Board of Directors (TBD)

REVISED: N/A

Develop Policies

The AOC shall submit recommendations for action to the Board on any draft policies developed by the AOC, the Joint Operations Committee and those developed by the Hospital regarding the Collaboration Agreement and/or the affiliation.

Annual JOC Work Plan

Each year, the AOC shall review and approve a proposed Work Plan comprised of any required annual activities and additional activities selected by the **JOC**. The Annual **JOC** Work Plan shall be reviewed and approved by the Board in December of each year.

Required Annual Calendar Activities:

1. Draft recommendations for the affiliation partners for the year
2. The **JOC** Work Plan shall be approved by the AOC and submitted to the Board for its review and approval no later than each December.
3. The **AOC** shall deliver a report to the Board on the status of its prior year's Work Plan accomplishments each February.

AOC Membership and Staff

The **AOC** shall have four voting members, as follows:

- Two representatives from SVHCD
 - The SVHCD Board Chair
 - Additional SVHCD Board Member
- Two representatives from UCSF
 - UCSF Health President, Affiliates Network
 - Additional designee

SVH CEO will staff the AOC meetings and provide all materials for review by the AOC.

Frequency of AOC Meetings

The **AOC** shall meet no less than twice annually.



SUBJECT: Affiliation Oversight Committee Charter

PAGE 3 of 5

EFFECTIVE: TBD

APPROVED BY: Board of Directors (TBD)

REVISED: N/A

Public Participation

All **AOC** meetings shall be noticed, announced and conducted as a standing committee of the Board in conformity with the Brown Act, and all meeting agendas shall be posted in advance as required by the Brown Act.

The general public, patients and their families and friends, Medical Staff, and Hospital staff are welcome to attend and provide input. Other Board members may attend but only as “observers” as defined in the Brown Act.

Narrowly focused and short-term ad hoc subcommittees may meet to address specific issues that will be brought to the **AOC** for review and recommendation to the Board for its deliberation and action. Such subcommittee meetings will not be public meetings except as required by the Brown Act.

FREQUENCY OF REVIEW/REVISION

The AOC shall review this charter at least every three (3) years, or more often if required. If revisions are needed, they will be taken to the Board for action.