



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

AGENDA

WEDNESDAY, August 25, 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/94673199502?pwd=bU5SRTJvN1hkUVFexamNwV011SzBVOT09>

Meeting ID: 946 7319 9502

Passcode: 496342

One tap mobile

+16699009128,,94673199502#

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Dial by your location

+1 669 900 9128

+1 213 338 8477

Meeting ID: 946 7319 9502

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, Jenny Fontes, jfontes@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 07.21.21	<i>Boerum</i>	Action
4. BOARD ORIENTATION DOCUMENT	<i>Boerum</i>	Action
5. COMMITTEE CHARTER REVISION	<i>Boerum</i>	Action
6. CODE OF CONDUCT DETERMINATION	<i>Boerum</i>	Inform/ Discussion
7. WORK PLAN CREATION	<i>Boerum</i>	Inform
8. MEETING SCHEDULE	<i>Boerum</i>	Inform
8. ADJOURN	<i>Boerum</i>	



**SVHCD GOVERNANCE
COMMITTEE MEETING**
MINUTES
TUESDAY JULY 21, 2021

Present	Absent	Staff	Public	
Bill Boerum via Zoom Judith Bjorndal via Zoom				
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 05.19.21	Revise minutes that the committee will review the responsibilities. Not Dr. Bjorndal		MOTION: by Bjorndal to approve with identified revisions, 2 nd by Boerum. All in favor.	
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	a. GC will request other committee chairs to review committee membership and expertise be presented to GC chair. b. Code of Conduct review deferred until next meeting		CODE OF CONDUCT	

<p>5. AFFILIATION OVERSITE COMMITTEE CHARTER</p>	<p>The committee reviewed both the newly drafted as well as the UCSF revised draft of the Affiliation Oversight Committee Charter.</p> <p>Ms. Bjorndal identified that the composition of the committee is not in line with the Bylaws requirement of living within the district. Discussion regarding a revision to the bylaws to make an exception for this committee.</p> <p>Mr. Boerum recommends adding a community member to the Affiliation Committee.</p> <p>Discussion regarding the addition of identifying voting membership. Committee agrees to revise statement “The AOC shall have four voting members, as follows:”</p> <p>Committee recommends the next step is to send the recommendation revisions to both the Board and UCSF for input and approval.</p>	<p>MOTION: by Bjorndal to approve subject to stated recommendations of revisions, 2nd by Boerum. All in favor.</p>	
<p>6. BOARD ORIENTATION DOCUMENT</p>	<p>The committee reviewed the current Board Orientation document. Additions and revisions recommended were:</p> <ul style="list-style-type: none"> • Organizational Chart needs to be included • Ms. Bjorndal recommended that the Brown Act reference info be included as well as educational opportunities included. • Committee recommends that an addition of “Board Clerk will create a physical manual with all current documents.” Documents to be listed <p>Revised Orientation Guide to be presented at the next meeting.</p>		
<p>8. ADJOURN</p>	<p><i>Boerum</i></p>		
	<p>Adjourned at 7:00 p.m.</p>		



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

The District Board Clerk will provide new members a physical orientation manual. This will include the most current organizational chart, meeting schedules and committee membership.

- 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/Member-Engagement/Professional-Departments/City-Attorneys-Department/Publications/Open-Public-IV -A-Guide-to-the-Ralph-M-Brown-Act-.aspx](https://www.cacities.org/Member-Engagement/Professional-Departments/City-Attorneys-Department/Publications/Open-Public-IV--A-Guide-to-the-Ralph-M-Brown-Act-.aspx)
~~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: Bill Boerum, Committee Chair
Meeting Date: August 25, 2021
Subject: Committee Charter Edit

Background:

With District Board approval for changes to the Committee Charter and effective Nov. 7, 2019, membership of the Committee can include one member from the Community. On page 2 of the Charter under Committee Structure and Membership, the text reads:

...The GC may have one member from the community, subject to approval by the Board of Directors...

However, later in the document (page 4), under GC Membership the text reads:

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

Recommendation:

Given the intent of the Board as changed under “Committee Structure and Membership” above, it is recommended that the later reference be corrected to the following:

The GC shall have **3** members, normally the Board Chair and the Board Secretary...