



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

AGENDA

WEDNESDAY, SEPTEMBER 29, 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/94862080368?pwd=bTVcW9POG9OVVWV0Q3JyN29XTXozdz09>

Meeting ID: 948 6208 0368

Passcode: 365977

One tap mobile

+16699009128,,94673199502#

+12133388477,,94673199502#

Dial by your location

+1 669 900 9128

+1 213 338 8477

Meeting ID: 948 6208 0368

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 08.25.21	<i>Boerum</i>	Action
4. BOARD ORIENTATION MANUAL AND REFERENCE GUIDE - FINAL	<i>Boerum</i>	Action
5. MEETING SCHEDULE	<i>Boerum</i>	Inform
6. ADJOURN	<i>Boerum</i>	



**SVHCD GOVERNANCE
COMMITTEE MEETING**
MINUTES
TUESDAY AUGUST 25, 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 6:01 pm			
2. PUBLIC COMMENT SECTION	<i>Boerum</i>			
	None			
3. CONSENT CALENDAR				
Governance Committee Minutes 07-21-21	Mr. Boerum will follow up and initiate a memo on 4a, Governance Committee Charter and will copy Board Chair. 4b Code of Conduct Determination is on Agenda, it was deferred. Mr. Boerum and Dr. Bjorndal suggested removing “Code of Conduct” text and the following sentence in item number 5 “Mr. Boerum recommends adding a community member to the Affiliation Committee.” Dr. Bjorndal suggested we add her comment that she will send list of recommended orientation items to the Board Clerk.		MOTION: by Bjorndal to approve with identified revisions, 2 nd by Boerum. All in favor.	
4. BOARD ORIENTATION DOCUMENT	Dr. Bjorndal and Mr. Boerum discussed changes to Orientation Manual and Reference Guide. Dr. Bjorndal and Jenny to revise document before next Governance Meeting. Leave attachments as is.		Inform	

<p>5. COMMITTEE CHARTER REVISION</p>	<p>Recommend change to Committee Charter, the GC shall have 3 members. Mr. Boerum advised adding plus the Community Member to the Committee Charter. Governance Committee Charter Edit Memo to go on Agenda, Board of Directors meeting on 9/2/21.</p>	<p>MOTION: by Boerum to approve subject to stated recommendations of revisions, 2nd by Dr. Bjorndal. All in favor.</p>	
<p>6. CODE OF CONDUCT DETERMINATION</p>	<p>Dr. Bjorndal pointed out that Governance Committee Charter says, "Governance Committee shall annually review District Code of Conduct and compliance program." Dr Bjorndal suggested changing Charter or doing something about it. Dr. Bjorndal and Mr. Boerum stated they are not aware of a code of conduct and this could be another charter edit. Will carry over to next Governance meeting, Agenda item, Committee Charter Revision. Mr. Boerum will identify the reference and make a recommendation. Dr. Bjorndal questioned how to document self-assessment is complete. Mr. Boerum explains, it is the Board Members responsibility.</p>	<p>Inform</p>	
<p>7. WORK PLAN CREATION</p>	<p>Mr. Boerum recommends that work plan will be discussed in leu of the Charter review and suggests making a work plan for next year. Dr. Bjorndal noted that under Board Policy says GC monitors ethics training. Mr. Boerum suggests we include this as a bullet on the Charter review, ethics training for the Board. Agenda item next meeting Work Plan and Charter Review.</p>	<p>Inform</p>	
<p>8. MEETING SCHEDULE</p>	<p>Next GC meetings will converge on Wednesday September 15th and Wednesday October 20th at 6pm</p>	<p>Inform</p>	
<p>9. ADJOURN</p>	<p><i>Boerum</i></p>		
	<p>Adjourned at 6:57 p.m.</p>		



SVHCD Board of Directors

Orientation Manual and Reference Guide

The District Board Clerk will provide new members with this Orientation Manual

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>
- **District By-Laws**
<https://www.sonomavalleyhospital.org/wp-content/uploads/2021/09/SVHCD-Bylaws-Amended-and-Approved-09.02.21.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/>

- **Affiliation Oversight Committee**

- **Hospital Organizational Chart**
Board Clerk to provide copy of current Organizational Chart
- **Meeting Schedules and Current Board Calendar**
Board Clerk to provide current copy of Current Board Calendar
- **District Relationships and Affiliations**
<https://www.sonomavalleyhospital.org/healthcare-district-information/#healthcare>
- **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://firstamendmentcoalition.org/facs-brown-act-primer/>

Orientation Activities

- Tour of the Hospital
- Introduction to Hospital Leadership Staff
- Trainings for elected officials. Board Clerk to provide contact information for online education.
 1. Ethics Training - required by The State
 2. Sexual Harassment Avoidance Training - required by The State
 3. Proper Roles for Elected Officials
 4. The Brown Act

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 agendized) 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 agendized 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.