



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

AGENDA

WEDNESDAY, OCTOBER 20, 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/95905365996?pwd=VTZvc1lVK1hmK0tVM0lpcXYzZk1sdz09>

Meeting ID: 959 0536 5996

Passcode: 270075

One tap mobile

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Dial by your location

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+1 213 338 8477

Meeting ID: 959 0536 5996

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 09.29.21	<i>Boerum</i>	Action
4. IDENTIFY 2022 WORK PLAN ELEMENTS	<i>Boerum</i>	Inform
5. RESEARCH CODE OF CONDUCT REFERENCE	<i>Boerum</i>	Inform
6. ADJOURN	<i>Boerum</i>	



**SVHCD GOVERNANCE
COMMITTEE MEETING
MINUTES**

WEDNESDAY SEPTEMBER 29, 2021

Present	Absent	Staff	Public	
Bill Boerum via Zoom Judith Bjorndal via Zoom		Jenny Fontes via Zoom	Silver John Hall 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 6:04 pm. Mr. Boerum welcomed guest Mr. Silver John Hall and explained the public rules. Name, address, limited to three minutes, cannot speak about anything on the agenda, may speak to the item when invited to do so.			
2. PUBLIC COMMENT SECTION	<i>Boerum</i>			
	Mr. Hall stated his address and mentioned Sonoma Valley Community Health Center has started a Patient Advisory Council. Ms. Cheryl Johnson attended the Patient Advisory Council, and is seeking details about communications, information, and advertising in connection with SVH. Mr. Hall is Advisory to the Sonoma Valley Community Health Center.			
3. CONSENT CALENDAR	<i>Boerum</i>			
Governance Committee Minutes 08/25/21			MOTION: by Bjorndal to approve, 2 nd by Boerum. All in favor.	

4. BOARD ORIENTATION MANUAL AND REFERENCE GUIDE-FINAL	<i>Boerum</i>		
	All revisions to Board Orientation Manual and Reference Guide approved.	MOTION: by Boerum to approve, 2 nd by Bjorndal. All in favor.	
5. MEETING SCHEDULE	<i>Boerum</i>		
	All agree Governance Committee will meet every 3 rd Wednesday of the month. Code of Conduct Reference and 2022 Work Plan will be added to the next Agenda. Dr. Bjorndal to review sources to formulate 2022 Work Plan. Mr. Boerum will research the Code of Conduct Reference as it pertains to the charter.		
6. ADJOURN	<i>Boerum</i>		
	Adjourned at 6:31 p.m.		

2022 GOVERNANCE COMMITTEE WORK PLAN

January	February	March	April
May	June	July	August
September	October	November	December
COMPLETED	IN PROCESS	UNDONE	



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: 09.02.21

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

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EFFECTIVE: 11.07.19

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

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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: 09.02.21

- 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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DEPARTMENT: Board of Directors

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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 3 members, normally the Board Chair, the Board Secretary, and a member of the community. 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.