



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

AGENDA

WEDNESDAY, NOVEMBER 17, 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=VTZvc1lVKhMkO0tVM0lpYzZk1sdz09>

Meeting ID: 959 0536 5996

Passcode: 270075

One tap mobile

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Dial by your location

+1 669 900 9128

+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 10.20.21	<i>Boerum</i>	Action
4. REVISIONS CODE OF CONDUCT	<i>Boerum/ McKissock</i>	Action
5. APPROVE WORK PLAN DRAFT	<i>Boerum</i>	Action
6. ADJOURN	<i>Boerum</i>	



**SVHCD GOVERNANCE
COMMITTEE MEETING**

MINUTES

WEDNESDAY OCTOBER 20, 2021

Present	Absent	Staff	Public	
Bill Boerum via Zoom Judith Bjordal via Zoom Amy Jenkins via Zoom		Jenny Fontes 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 p.m. Mr. Boerum welcomed Amy Jenkins and thanked her for joining the Governance Committee. The November Governance meeting is on the schedule, the December meeting may be cancelled.			
2. PUBLIC COMMENT SECTION	<i>Boerum</i>			
	None			
3. CONSENT CALENDAR	<i>Boerum</i>			
Governance Committee Minutes 09/29/21			MOTION: by Bjordal to approve, 2 nd by Boerum. All in favor.	
4. IDENTIFY 2022 WORK PLAN ELEMENTS	<i>Boerum</i>			
	Ms. Bjordal reviewed the responsibilities of the committee and suggested the following items be included in the work plan. <ul style="list-style-type: none"> The committee shall review the composition of the Standing Committee 			

annually for vacancies.

- Identify skill sets of committee members. Confirm they went through the right procedures and were vetted by the Board.
- Design new member orientation and reassess periodically. This was done recently. Does not need to be on 2022 work plan.
- Continuing Education of the Board. This item will be added to the January 2022 work plan. Add mandatory training and continuing education that we think will be useful. Specifically list the courses. Mr. Boerum will contact Ms. McKissock regarding specific courses.
- Plan annual retreats. Board Chair decides when annual retreats will occur. Add this item to the work plan for January 2022.
- Ensure annual Board self-assessment is complete. This will be added to the November 2022 work plan. The self-assessments are organized through Ms. McKissock and are utilized at the Board retreats.
- Compliance: Conduct a review and revision of all Board policies as dictated by the policy schedule. Mr. Fontes to send the policy schedule to Mr. Boerum and Ms. Bjorndal.
- Legislation is not applicable. Will not be added to workplan. CEO currently responds to these requests.
- Ms. Bjorndal reviewed the bylaws and stated the GC should be reviewing the district bylaws bi-annually. Review of the district bylaws will be added to the 2022 work plan.

The Governance Committee must submit a work plan to the Board at the January BOD meeting.

5. RESEARCH CODE OF CONDUCT REFERENCE	<i>Boerum</i>		
	<p>Mr. Boerum suggested revisions to GC Charter. He said we should remove “<i>Code of Conduct and</i>” in the last bullet point under “Annual GC Calendar.” Mr. Boerum will confirm this revision with Ms. McKissock and will ask her to join a GC meeting to discuss the compliance program.</p> <p>Agenda items for November’s meeting will include Ms. McKissock’s compliance discussion and an action item to approve and consider work plan draft.</p>		
6. ADJOURN	<i>Boerum</i>		
	Adjourned at 6:35 p.m.		

EXECUTIVE ASSISTANT EXTRA DUTIES

ITEM	DUE		DETAIL
Petty cash			Admin has \$200 for petty cash. Keep receipts for all funds spent and get a dept. charge code. There is a petty cash reimbursement form in S:\Administration\ExecAssist\Departments\Administration. Complete, attach receipts, and send to Alejandra Mendoza in Pt. Accounting; she will send cash back.
Petty Cash Biannual Audit	06.30 and 12.31		Accounting will ask for a confirmation of funds at 06.30 and 12.31 each year.
OSHPD Annual Utilization Report	Due in Feb.	Mandatory	Physical file has login and password for online entry. Designated person will need to be changed and new login received. Data from different sources, but primarily financial from Elena.
AHA Annual Report	Due in May	Voluntary	Very useful for them but not mandatory. They send a packet by mail with login and password for online entry. Data from many different sources, primarily financial but also MDs, HR, accounting, facilities/materials (for large purchases and construction projects). See the physical files for samples.
Mail Sorting	Daily		Some days Joel sorts important mail and leaves junk mail for us; some days I sort the whole bin.
Registry of Public Agencies with Secretary of State	As changes occur		Filed annually after Board officers are elected at January meeting. Need to send fee and ask for a stamped copy. The same filing is copied to the County Clerk.
Special District Roster	Annually		Filed annually with the County. They send out a physical form (usually goes to accounting, who will send it over).
Board and Committee Rosters	Annually/as needed		Each Committee has its own roster of members updated whenever members are added or resign. Obtain name, address, phone, email, date added or left.
Conflict of Interest	Biennially		Reviewed every other year by Governance (should be early in the year). If there are changes, need to send to the County so it can be approved by meeting of the Board of Supervisors in the fall (Oct.). I believe this was reviewed in 2020 and there were no changes, so it will be up for review next in early 2022. Consider if leadership needs to be removed from the Conflict policy or not; the County doesn't seem to care about them and only sends Form 700 to the Board and CEO. (The Conflict of Interest is the policy governing distribution of the Form 700.)
Board Training - Ethics	Biennially		Not Healthstream
Board Training - Sexual Harrassment	Biennially		Healthstream, HR should send out
Board Training - Compliance	Annually - due in Nov.		Board members need to take compliance training (through Healthstream/HR), sexual harassment training (through HR), and ethics training. Usually work with HR to send out this training. Should get completion certificates from everyone if possible, or ask Lynn.

Board Elections	Lots of due dates in even-numbered years		Happen in even-numbered years; election takes place in Nov. The County usually sends a list of incumbents and asks for any corrections in spring (Feb.). Then the County sends out an election packet which includes three items the Board Clerk needs to create (two are filling in a form; one is creating a resolution ordering an election) which should go to the June Board meeting . These all get filed with the County. Pay close attention to the list of dates included in the County packet so applicants know when to file if they are running for election. There are lots of pieces to this process and you can look in old election folders. If someone is running and wants a statement printed in the voting manual, there is a fee (County gives you the costs) and you need to collect blank checks up front and hand out a receipt.
Form 700 (Statement of Economic Interests)	Due April 1		The County now sends these out by email directly to appropriate individuals (Board members and CEO), so we no longer do them manually. These are due April 1 every year, and also upon taking and upon leaving office. Access to the system is given by the County (Darin Bartow). I should go into the County website and capture copies of everyone's Form 700 for us; however, I haven't had time.
Board Work Plan	Annual - Dec./Jan.		Drafted by EA/Board Clerk, CEO, or Board Chair, or all 3. Finalized by EA/Board Clerk. Must be approved at a Board meeting. Keep up with changes made also. Distribute to Board members, CEO, any staff having presentations to do throughout the year.
Finance Committee Work Plan	Annual - Dec./Jan.		The EA/Board Clerk should keep control of this, but Controller will often draft it. Must be approved at a Finance meeting, then at a Board meeting. Distribute to Finance Committee and staff, CEO, Board Chair.
Board & Committee Calendar	Annual - Dec./Jan.		Completed by EA/Board Clerk. Fill in all meeting dates for the upcoming year and distribute to all Board and Committee members and staff. Governance needs to be added to the list. Good idea to publish on website if it's not already.
Board Policies	Every 3 years		Board policies have a review cycle of every 3 years. They are reviewed by Governance, then go to the Board for approval. A policy which comes up to be reviewed and approved gets a new number, which is comprised of the Board meeting date it is approved and the number of the policy reviewed that month. As each policy is renewed, I have tried to put them all in the same format. Keep Word files and PDF files. Send new PDFs to Celia for posting on the website and let her know which old ones should be removed; they are in date order. (See To Do list if you decide to add to the hospital portal system.)
Board Bylaws	As needed/biennially?		Bylaws are reviewed and revised as needed or biennially. Starts with Governance Committee and then to the Board for approval. When approved by the Board, the final version should be signed by CEO and Board Chair and the approval date added to the front. PDF to be filed on the website. (I can't recall what the review cycle is.) (NOTE: The Bylaws were amended and approved 06.04.20; there is a PDF in the Bylaws folder, but the Word file was lost in the cyberattack.)

CEO Admin Report to the Board	Monthly for Board packet		I update pages 2 and 3 of the CEO report. Data comes from Dawn, Mark, Danielle, Celia, and myself (looking at the monthly financials). They should know to get it to you early. Pull up last month's report and fill in the data for the current month; then forward to John so he can revise page 1. He will send back to you for inclusion in the Board packet, so start this early enough.
Audit Committee	ASAP		REMINDER: We need to select a new audit committee ASAP before they are needed. See the Audit Committee charter for composition of the membership. Are these members different from Finance Committee members? Johsua contacted regarding membership needs sf Audit Ctte info needs to be uploaded to the website
Section 111 Mandatory Reporting	Usually Oct - Jan	Mandatory - for CMS	Usually sent by email to CEO; dates have varied, usually in fall or around year-end. Review for correctness, CEO to sign, scan and return to the email specified. Copy filed in S:\Administration\Admins Shared\CDPH CMS DHCS and DHHS\CMS.
Board Resolution Setting Tax Rate	Aug/Sep		Resolution at Aug or Sep Board meeting setting the tax rate for GO Bond interest. This resolution should have a page from accounting which shows the actual calculations; it should also have a page for the Clerk to sign and the County to sign. These should remain part of the resolution. (Not all the past resolutions are complete, so see Res. 341 for a good sample.) Accounting usually sends it off to the County, but we seldom get a signed copy back.
Credit Card Reconciliation	Monthly		CEO gets a credit card bill every month, which accounting pays automatically. However, you need to do a recap of all the charges. Past samples available. List all dates and charges from the credit card bill, code to the proper account, attach receipts for all. CEO should sign the credit card bill and the recap. Board Chair then signs just the recap (and include receipts for him to look at). Then all is sent to Laura Dunkle in accounting.
Weekly Report	Weekly		Weekly report from all leadership sent to the CEO prior to Mon. morning 8:00. I add quality and financial metrics and info to my report. Check to see if John wants you to continue this.
Budget for Administration and Board	Annual - Spring		Review current year financials to see how these departments are doing against budget. Note major differences. Gather information on which expenses you'll have for the coming year. For ex., we somehow did not budget this year for the recruiting expense of getting a new CEO, so that account (which went to the Board) is way over budget. Look at culture team budgets, purchased services, will you be hiring any consultants (such as Bob Kenney-Marketing), make sure salaries/hourly rates and raises are accurate, any upcoming projects/purchases, etc. Budget workbooks are
OSHPD Special Fee Invoice	Annual - July		OSHPD sends an annual invoice based on operating expenses. Arrives by mail addressed to Administrator. Just something to watch for.
Licensing	Annual - Summer		

<p>CEO Signatures</p>			<p>For the most part, give people the expectation that 1) they need to drop off documents with you for signature, not give them to John; 2) expect at least a 3 day turnaround. I use red folders for documents needing signature. Try to get John to sign documents 2-3 times a week. Go through the document yourself first and flag all places requiring signature. When you get it back, review the document again and fill in any blanks (printed name, title, date, etc.). Then make a good quality scan of the document and file it electronically. Either return the physical copy to the requester or send them a scan if requested. Some documents you can email directly to the other party for countersignature, and ask for a scan back. When you have a fully executed copy of a CONTRACT, file that electronically and send copies to the requester, James Dugger, and Elena Gatenian.</p>
<p>SVH Organization Chart</p>	<p>As needed</p>		<p>Use Visio 10.</p>
<p>SVH Culture Team Organization Chart</p>	<p>As needed</p>		<p>Use Visio 10.</p>
<p>SVH Leadership Personnel</p>	<p>As needed</p>		
<p>Public Records Requests</p>			

USEFUL INFO

ITEM		DETAIL	
Accreditation letters			Usually I need a copy of current accreditation letters for some reason. If they do not get distributed from Quality, ask Cindi Newman for one.
Invoices			All invoices should be signed and dated and coded to the proper account before being sent to accounting. There is a chart of accounts in Vivian's Reference binder and also in S:\Administration\Exec Assist\Departments\Accounting. Regular invoices are sent to AP (there is an AP email). Construction and CIP invoices are sent to Laura Dunkle.
Dome contacts			
Shift Report			You may want to add yourself to the RN Supervisors Shift Report distribution email list. It shows the current patient census and activity.

EXEC ASSISTANT/BOARD CLERK TO DO

Next Bond Zoom call	07.19.21 10:00 am	Review of upcoming bond documents and dates
Monthly mtg w/Kimberly		Add a monthly mtg for Kimberly and John
Admin call		Add Admin call schedule to John's calendar
Website account setup		Jenny will need a user name and password to post agendas on the website - Celia?
Policies		Jenny will need a user name and password to access the policy portal
Order Brown Act books		Order copies of "Open and Public" for Judith and Susan
Board Affiliation Committee		Joshua and Judith (I think) were creating a charter for this new committee which will have to go to Governance first, then to the Board for approval. Joshua wanted the Committee to start meeting in Sept.
Load Board policies to portal		All of the active Board policies need to be loaded onto the policy portal. You will be responsible for revising and updating them. See Pat Tierney and Cindi Newman. If they need to match hospital policies, they all need to be reformatted (probably as they get updated). FYI, any policy that is reviewed and revised gets a new policy number. Finalized policies need to be posted on the website as well (remove old, add new ones).
SVCHC billing		One of the Health Center's MDs rents space at West Napa clinic (Dr. Voscopoulos). We have been billing the Health Center for this rent every month. I forgot to bill several months for this year and we need to catch up, find out if he is still using the clinic, and pass this duty to accounting.
Cathy Webber, QC		Quality Committee member Cathy Webber wants to attend a Board meeting when strategic planning is discussed. Please let her know.
QC Policies		Quality Committee review and approval of policies will be discussed at the 8/4 Board Retreat. Depending on the outcome of that discussion, the list of policies presented at the 7/14 QC meeting should be brought back to the Aug. QC meeting for approval. It was not approved on 7/14. Going forward policies and procedures should be an action item again on the QC agenda.
2020 Audited Financials		Get a PDF of the 2020 audited financial statements from Sarah Dungan and file it in S:\Administration\Admins Shared\+ Finance Committee\Audited Financial Statements. That is where all the audited financials reside because sometimes someone will request a copy.
Insurance Certificates		Ask Sarah Dungan for PDF copies of all the insurance renewals and certificates effective 07.01.21. Create a new folder for them in S:\Administration\Admins Shares\Insurance Certificates. (You'll see I never did get the 2020 ones.) Lots of times I've had to refer to them or provide copies of certain certificates to various people.

2022 GOVERNANCE COMMITTEE WORK PLAN

<p>January</p> <ul style="list-style-type: none"> • Continuing Education for the Board. Specific courses? • Plan Annual Retreats • Conduct review and revision of Board policies as dictated by the schedule 	<p>February</p> <ul style="list-style-type: none"> • Review district bylaws • Review composition of standing committee • Identify skill sets of committee members, confirm went through correct procedures. 	<p>March</p>	<p>April</p>
<p>May</p>	<p>June</p>	<p>July</p>	<p>August</p>
<p>September</p>	<p>October</p>	<p>November</p> <ul style="list-style-type: none"> • Ensure Board Self-Assessment is complete 	<p>December</p>

COMPLETED

IN PROCESS

UNDONE