



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

AGENDA

WEDNESDAY, MARCH 16, 2022

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=VTZvc1lVVK1hmK0tVM0lpcXYzZk1sdz09>

Meeting ID: 959 0536 5996

Passcode: 270075

One tap mobile

+16699009128,94673199502#

+12133388477,94673199502#

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 02.16.22	<i>Boerum</i>	Action
4. REVIEW COMPOSITION OF STANDING COMMITTEES	<i>Boerum</i>	
5. IDENTIFY SKILL SETS OF COMMITTEE MEMBERS & CORRECT PROCEDURES	<i>Boerum</i>	
6. REVIEW DISTRICT BY LAWS	<i>Boerum</i>	
7. ADDITIONAL POLICY REVIEWS AND POLICY UPDATE PLANNING • Guidelines for Board meeting minutes		Action

<ul style="list-style-type: none">• Board Committee Selection Process• Conflict of Interest		
8. PLAN NEXT BOARD RETREAT	<i>Boerum</i>	
9. ADJOURN	<i>Boerum</i>	



**SVHCD GOVERNANCE
COMMITTEE MEETING**

MINUTES

WEDNESDAY FEBRUARY 16, 2022

Present	Not Present	Staff	Public	
Bill Boerum via Zoom Judith Bjorndal 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 6:01 p.m.			
2. PUBLIC COMMENT SECTION	<i>Boerum</i>			
	None			
3. CONSENT CALENDAR	<i>Boerum</i>			
Governance Committee Minutes 01.19.22			MOTION: by Bjorndal to approve, 2 nd by Boerum. All in favor.	
4. REVIEW COMPOSITON OF STANDING COMMITTEES	<i>Boerum</i>			
	Deferred to March 2022 GC meeting. Mr. Boerum will provide materials for this topic.			
5. IDENTIFY SKILL SETS OF COMMITTEE MEMBERS & CORRECT PROCEDURES	<i>Boerum</i>			
	Deferred to March 2022 GC meeting. Mr. Boerum will provide materials for this topic.			

<p>6. FORM 700 REVIEW</p>	<p>No more discussion is needed. Form 700 was discussed at the February 2022 meeting.</p>		
<p>7. PLAN NEXT BOARD RETREAT</p>	<p>The committee recommends the Board Retreat take place on April 19th, 20th, or 21st, at the Sonoma Golf Club. The Committee recommends the topics of self-care, professional development, and the future of the hospital from a legislative perspective.</p>		
<p>8. REVIEW SELECTED POLICES - <i>FORMAT AND INSTRUCTION FOR PREPARING BOARD LETTERS, INVESTMENT POLICY, MOU BETWEEN SVHCD & SVHF – SIGNED VERSION</i></p>	<p>The committee reviewed the following policies:</p> <ul style="list-style-type: none"> • Format and instruction for preparing board letters policy. The committee agreed that this policy was unnecessary long but in view of other priorities, the committee accepts the policy as written. The 2015 review date should be stricken. The next review date will be February 2025. • Investment policy. Editorial change to second sentence in policy, with the addition on “shall”. “If surplus funds exceed \$5,000,000, an investment policy is to <i>shall</i> be developed and approved by the Finance Committee.” • MOU-Between SVHCD & SVHF – Signed Version. The committee agreed that no changes are needed for this policy. There are typos that need to be corrected. Ms. Fontes will forward the typos that Ms. Jenkins found to Mr. Pier and request they be corrected. Mr. Boerum would like to add additional text. The respective Boards will review this no later than 2023. <p>Ms. Fontes will update the original SVH policy spreadsheet with updates.</p> <p>The next policies to be reviewed for the March 2022 meeting will be Guidelines for Board meeting minutes, Board Committee Selection Process and Conflict of Interest.</p>	<p>MOTION: by Bjornald to approve revisions to board letter & investment policy, 2nd by Boerum. All in favor.</p>	
<p>9. ADJOURN</p>	<p><i>Boerum</i></p>		
	<p>Adjourned at 6:30 p.m.</p>		



SUBJECT: GUIDELINE FOR THE BOARD OF DIRECTORS MEETING MINUTES

POLICY #P-2017.12.07

DEPARTMENT: BOARD OF DIRECTORS

PAGE 1 OF 2

EFFECTIVE:

APPROVED BY:

REVISED: 3/11,12/17

MINUTES FORMAT AND GUIDELINE:

Minutes shall reflect the agenda topics, order and format.

All changes to the agenda shall be noticed in the minutes

All motions, whether passed or not shall be noticed in the minutes; notice shall include the name of the director making the motion, and the specific action(s) taken. If multiple motions are made, each one shall be noticed separately. A brief summary of the discussion, if any, regarding the motion shall also be noticed.

When members of the public make comments at Board meetings, their comments shall be included in the minutes with their names (when provided). Direct quotes of the speaker shall be used with the exception when multiple speakers make the same comment (or nearly the same) on one topic, only one of the comments of one speaker shall be noticed in the minutes. Detailed summarization of the comments of the remaining speakers, with names, shall be included in that instance.

Consent Calendar – Suggested changes to items on the consent calendar shall be noticed in the minutes with motions accordingly.

All presentations shall be noticed in the minutes and shall include: the speaker’s name (s), and the key talking and subject points. Detailed reporting and commentary shall be omitted.

Written reports in the Board packet from Board committees shall be noticed in the minutes. Only limited detail on the presentations supporting these written reports shall be captured.

The Financial and Administrative reports in the Board Packet shall be noticed in the minutes. Commentary on these reports should be limited to capturing factual data. A summary of discussions about these reports shall be noticed in the minutes as needed for clarity. These summaries should be brief unless action is taken by the Board concerning these reports and is pertinent to a vote.

Board comments shall be noticed in the minutes and shall include the name of the director and a detailed summarization of the comments.

The time of the meeting’s adjournment shall be noticed in the minutes.



SUBJECT: GUIDELINE FOR THE BOARD OF DIRECTORS MEETING MINUTES

POLICY #P-2017.12.07

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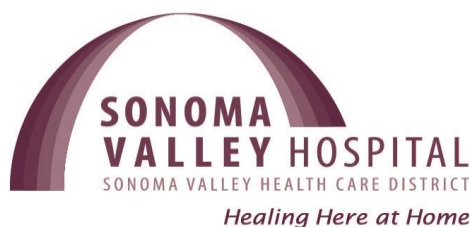
DEPARTMENT: BOARD OF DIRECTORS

EFFECTIVE:

APPROVED BY:

REVISED: 3/11,12/17

In cases where an audio or video recording of a Board meeting is made for whatever purpose by or at the direction of the District Board, these recordings shall be retained until the minutes are approved or for thirty (30) days, whichever is longer. (California Government Code section 54953.5(b)). These recordings are subject to the California Public Records Act.



Board Committee Selection Process Policy

Approved P 2012.10.04

Revised P 2018.02.01

POLICY

It is the policy of the Sonoma Valley Health Care District Board to utilize Board Committees for assistance in providing oversight and governance of District operations.

It is the policy of the Sonoma Valley Health Care District Board to utilize the experience and expertise of the citizens in the community to assist the Board members assigned to Board Committees.

It is the policy of the Sonoma Valley Health Care District Board to encourage involvement of the public in the District's operations by maintaining full staffing of regular and alternate public members on Board Committees.

The Current Board Committees are: Audit Committee, Finance Committee, Quality Committee.

PROCEDURE

When a public member vacancy occurs on a Board Committee, the Committee Chair shall notify the Board Chair of the vacancy.

For Board Committees with voting and alternate public members, the Committee Chair may elect to promote an alternate public member to be a voting member and notify the Board Chair of the alternate member vacancy.

The Board Chair shall notify the Board Clerk of the public member vacancy on the Committee.

The Board Clerk shall solicit written applications for the vacant public member Committee position by preparing an advertisement and/or press release for publication in local newspapers based on selection criteria from the Committee's charter and containing pertinent information, including the time and date deadline for submitting the application.

Candidates for the public member position will be directed to the Board Clerk to obtain an information package and application form. Candidates will submit the application form and current resume/CV to the Board Clerk.

Candidate applications will be received and date stamped by the Board Clerk.

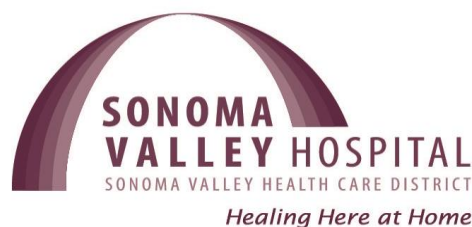
Committee candidate interviews will be scheduled at a regular or special Board meeting at a time and date to be determined by the Board Chair.

Committee candidates will be interviewed and prioritized by the Board.

The Board Chair will appoint the top ranked applicant (or applicants) to the vacant position (or positions) on the Board Committee subject to the approval of a majority of the Board.

The Board Clerk will ensure that newly appointed public Board Committee members are added to the Committee distribution list to receive notices of meetings.

The Board Clerk will send each new public Committee member a copy of the Board Orientation Guide.



CONFLICT OF INTEREST CODE AND APPENDIX #P-2018.02.01-2

(Incorporated here by Reference is Cal. Code of Regs. 18730)

Adopted by the Board of Directors, (November 1, 2012)

Amended by the Board of Directors,

(August 4, 2016, January 5, 2-17 & February 1, 2018)

The Political Reform Act (California Government code Sections 81000, et seq.) requires state and local government agencies to adopt and promulgate Conflict of Interest Codes. The California Fair Political Practices Commission has adopted a regulation (California Code of Regulations Section 18730, hereinafter "Regulation") which contains the terms of a standard Conflict of Interest Code which can be incorporated by reference and may be amended by the Fair Political Practices Commission after public notice and hearings to conform to amendments in the Political Reform Act. The Regulation further provides that incorporation of its terms by reference along with the designation of employees and the formulation of disclosure categories in an Appendix (Appendix A and B attached hereto) shall constitute the adoption and promulgation of a conflict of interest code within the meaning of Government Code Section 87300 or the amendment of a conflict of interest code within the meaning of Government Code Section 87307.

Therefore, the terms of the Regulation and any amendments to it, duly adopted by the Fair Political Practices Commission, are hereby incorporated by reference. The Regulation and the attached Appendix designating officials and employees and establishing disclosure categories constitute the Conflict of Interest Code of the Sonoma Valley Healthcare District, doing business as Sonoma Valley Hospital.

Designated officials and employees and any person who manages the District's investments shall file statements of economic interests (Form 700) with the District. Such officers covered by this Code who are also public officials specified in Section 87200 of the Government Code, including those who manage public investments, shall file Form 700s pursuant to that Government Code provision as long as the categories of disclosure are the same or broader than those under this Code. The Form 700s will be available for public inspection and reproduction. (California Government Code Section 81008). Upon receipt of the statements of all designated officials and employees, the District shall make

and retain a copy and forward the original of the statements of the President and Chief Executive Officer and all Board Members to the County Clerk for the County of Sonoma.

Dated: _____

_____ Secretary, Board of Directors

SONOMA VALLEY HEALTH CARE DISTRICT

CONFLICT OF INTEREST CODE

Appendix "A"

Designated Positions	Disclosure Category
Member of the Board of Directors	1
President and Chief Executive Officer	1
Chief Ancillary Officer	2
Chief Financial Officer	2
Chief Information Officer	2
Chief Nursing Officer	2
Director of Accounting	2
Director of Case Management & Med Staff	2
Director of Emergency Department/ Intensive Care Unit	2
Director of Facilities	3
Director of Human Resources	2
Director of Materials Management	2
Director of Patient Financial Services & Admitting	2
Food & Nutrition Services Manager	4
Public Members of the Finance Committee	2
Public Members of the Quality Committee	2

Consultants *

*Consultants shall be included in the list of designated employees and shall disclose pursuant to the broadest disclosure category in the code subject to the following limitation:

The chief executive officer may determine in writing that a particular consultant, although a "designated position," is hired to perform a range of duties that is limited in scope and thus is not required to comply fully with the disclosure requirements described in this section. Such determination shall include a description of the consultant's duties and, based upon

that description, a statement of the extent of disclosure requirements. The chief executive officer's determination is a public record and shall be retained for public inspection in the same manner and location as this conflict of interest code.

SONOMA VALLEY HEALTH CARE DISTRICT

CONFLICT OF INTEREST CODE

Appendix "B"

Disclosure Categories

General Rule

The District has adopted Section 18730 of Title 2 of the California Code of Regulations, as it may hereinafter be revised, as the District's standing Conflict of Interest Code provisions, supplemented by this Appendix and its preamble. An investment, interest in real property, or income is reportable if the business entity in which the investment is held, the interest in real property, or the income or source of income may foreseeably be affected materially by any decision made or participated in by the designated employee or officer by virtue of the his or her position. Form 700 provides guidelines on what are "reportable" interests within each category and the corresponding disclosure schedule in Form 700, i.e., Schedules A-1, A-2, B, C, D, E, F.

Designated Employees in Category #1 Must Report:

- A. Investments in any business entity which
 - (a) Has an interest in real property within the Sonoma Valley Health Care District
 - (b) Does business with Sonoma Valley Health Care District ("District"), or has done business with the District at any time during the two years prior to the time any statement or other action is required under this code; or
 - (c) Engages in any of the following businesses
 - 1. Ambulance service
 - 2. Banks, Savings and Loan
 - 3. Collection agencies
 - 4. Communications equipment
 - 5. Computer hardware or software
 - 6. Construction or building materials
 - 7. Construction companies
 - 8. Data processing consultants
 - 9. Dietetic, kitchen or equipment consultants
 - 10. Dietetic or kitchen supplies, equipment, including food and food products
 - 11. Educational and training supplies, equipment or material
 - 12. Employment agencies
 - 13. Engineering services

14. Equipment consultants
 15. Equipment or fixture manufacturers
 16. Health care equipment or instruments
 17. Health care facilities
 18. Health care materials or supplies
 19. Health facilities or services
 20. Housekeeping or linen supplies or equipment
 21. Housekeeping service agencies
 22. Insurance companies
 23. Laboratory supplies or equipment
 24. Landscaping consultants or companies
 25. Laundries
 26. Medical laboratories
 27. Medical records supplies or equipment
 28. Motor vehicles and specialty vehicles and parts
 29. Nursing service supplies, equipment or material
 30. Office equipment or supplies
 31. Petroleum products
 32. Pharmaceutical supplies or equipment
 33. Physical therapy supplies or equipment
 34. Plant, building, grounds supplies or equipment
 35. Printing and distribution
 36. Public relations or advertising
 37. Publications
 38. Radiology supplies or equipment
 39. Real property
 40. Respiratory therapy supplies or equipment
 41. Safety equipment
 42. Safety instruction material
 43. Social services agencies
 44. Structural, mechanical, electrical, etc., engineering firms
 45. Temporary help agencies
 46. Testing laboratories or services
 47. Utilities
- B. Income from any business entity described in subparagraph A.
- C. Status as a director, officer, partner, trustee, employee or holder of a position of management in any business entity described in subparagraph A.
- D. Each interest in real property located in the Designated Area.

Designated Employees in Category #2 Must Report:

- A. Investments in any business entity which does business with the District or has done business with the District at any time during the two years prior to the time any statement or other action is required under this code.
- B. Income from any business entity described in subparagraph A.
- C. Status as a director, officer, partner, trustee, employee, or holder of a position of management in any business entity described in subparagraph A.

Designated Employees in Category #3 Must Report:

- A. Investments in any business entity which, within the last two years, has supplied or in the future foreseeably may supply building maintenance materials, gardening materials, or other materials for use in the maintenance and repair of the physical plant of the hospital.
- B. Income from any business entity described in subparagraph A.
- C. Status as a director officer, partner, trustee, employee, or holder of a position of management in any business entity described in subparagraph A.

Designated Employees in Category #4 must report:

- A. Investments in any business entity which engages in the business of supplying food or other culinary supplies which may be used in hospitals.
- B. Income from any business entity described in subparagraph A.
- C. Status as a director, officer, partner, trustee, employee, or holder of a position of management in any business entity described in subparagraph A.