



SONOMA VALLEY HEALTH CARE DISTRICT
GOVERNANCE COMMITTEE MEETING

AGENDA

Thursday September 29, 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/94883089696?pwd=UVJGZDVVVkQ4ZFNaGpBV1ZUcnZlQl09>

Meeting ID: 948 8308 9696

Passcode: 074176

One tap mobile

16699009128,,94883089696#

12133388477,,94883089696#

Dial by your location

1 669 900 9128

1 213 338 8477

Meeting ID: 948 8308 9696

Find your local number: <https://sonomavalleyhospital-org.zoom.us/u/abz2lDsySz>

AGENDA ITEM	RECOMMENDATION	
<p>In compliance with the Americans with Disabilities Act, if you require special accommodations to participate in a District meeting, please contact the Interim District Clerk, Stacey Finn sfinn@sonomavalleyhospital.org or (707) 935.5005, at least 48 hours prior to the meeting.</p>		
<p>MISSION STATEMENT <i>The mission of the SVHCD is to maintain, improve, and restore the health of everyone in our community.</i></p>		
<p>1. CALL TO ORDER/ANNOUNCEMENTS</p>	<i>Boerum</i>	
<p>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></p>		
<p>3. CONSENT CALENDAR:</p> <ul style="list-style-type: none"> • Governance Committee Minutes 07.20.22 	<i>Boerum</i>	Action
<p>4. STANDING COMMITTEE MEMBER TERMS/ISSUES</p> <ul style="list-style-type: none"> • ETHICS TRAINING FOR DISTRICT BOARD MEMBERS • CONFLICT OF INTEREST POLICY 	<i>Boerum</i>	Action
<p>5. POLICY REVIEWS AND POLICY UPDATES</p> <ul style="list-style-type: none"> • GIFT TICKET AND HONORARIA • RESIDENCY REQUIREMENTS FOR MEMBERS OF BOARD COMMITTEES • COMMUNITY FUNDING • LEGAL DUTIES, ROLES & RESPONSIBILITIES 	<i>Boerum</i>	Action

6. ADJOURN	<i>Boerum</i>	



**SVHCD GOVERNANCE
COMMITTEE MEETING
MINUTES
WEDNESDAY JULY 20, 2022**

Present	Not Present	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.			
2. PUBLIC COMMENT SECTION	<i>Boerum</i>			
	None			
3. CONSENT CALENDAR	<i>Boerum</i>		Action	
Governance Committee Minutes 05.18.22			MOTION: by Jenkins to approve, 2 nd by Bjordal. All in favor.	
4. STANDING COMMITTEE MEMBER TERMS/ ISSUES	<i>Boerum</i>		Inform	
<ul style="list-style-type: none"> • <i>ETHICS TRAINING FOR DISTRICT BOARD MEMBERS</i> • <i>CONFLICT OF INTEREST POLICY</i> 				
	By consensus the Governance Committee agreed there will be one overall policy covering requirements for members of Board committees and it will encompass selection, residency, expectations/code of conduct, orientation requirements, and terms of appointment. Ms. Bjordal said form 700 requirements may need to be enforced for committee members. Mr. Boerum			

	<p>suggested adding it for the Board members to decide with a cover memo.</p> <p>Mr. Boerum said members should be appointed for 4 years and be allowed to renew once. Ms. Jenkins suggested establishing term limits. The Governance Committee agreed a 4-year term is appropriate and terms will commence January 1.</p> <p>The Board committee document will be worked on by Ms. Jenkins and Ms. Bjorndal before the next Governance meeting in September.</p>		
<p>5. POLICY REVIEW AND POLICY UPDATES</p> <ul style="list-style-type: none"> • GIFT TICKET AND HONORARIA – WITH MS. JENKIN’S EDITS • RESIDENCY REQUIREMENTS FOR MEMBERS OF BOARD COMMITTEES • COMMUNITY FUNDING • LEGAL DUTIES, ROLES & RESPONSIBILITIES 	<p><i>Boerum</i></p>	Action	
	<p>Ms. Jenkins said the “Legal Duties, Roles and Responsibilities” policy is well written.</p> <p>No action was taken on item #5. The polices included in item #5 will be discussed at the next Governance Committee meeting.</p>		
6. ADJOURN			
	Adjourned at 6:53 p.m.		

Board Standing Committee Policy Issues

“Selection Process” -- Existing policy – recently revised and approved – 4/20/22

“Composition” – also recently revised and approved, but I can’t find where it is

“Residency Requirements” – existing policy, but perhaps could be incorporated into one, including the issues below

Issues for the Governance Committee to consider

1. Expectations, such as attendance and behavior
2. Orientation, such as
 - a. Ethics
 - b. Brown Act – our bylaws state that Standing Committees are subject to provisions of this act
3. Code of Conduct – e.g., current Conflict of Interest policy requires disclosure of certain investments, income, and status in business entities
4. Terms of appointment/service, such as
 - a. Length
 - b. Renewal
 - c. Limits
5. Additional?



ETHICS TRAINING FOR DISTRICT BOARD MEMBERS BOARD POLICY #P-2022.05.18-2

PURPOSE

To establish guideline whereby the members of the Board of Directors maintain the mandated ethics training.

POLICY

On October 7, 2005, the Governor signed Assembly Bill No. 1234. AB 1234 requires that if a local agency provides any type of compensations, salary, stipend to, or reimburses the expenses of a member of its “legislative body” that local agency’s officials must receive training in ethics. Sonoma Valley Hospital Board members are required to take the ethics training every other year and the District is required to keep records of course completion.

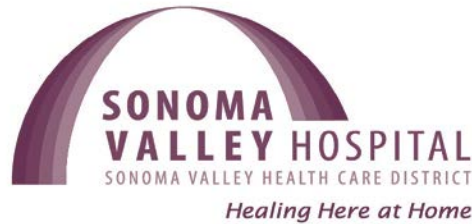
PROCEDURE

The District will notify Board members of the need to complete the required ethics training as near to January 1st as practical with an expectation of completion by March 31st. The Governance Committee will be responsible for monitoring the training and report the completion of the training to the Board of Directors. Each Board member is expected to notify the District Board Clerk of completing of the testing by presenting the certificate to the Clerk.

Free online training is offered at www.fppc.ca.gov or through District Counsel as a self-serve training program, therefore, there will be no expense reimbursement for this mandatory training.

REFERENCE

AB 1234 (Chapter 700, Statutes of 2005) Government Code sections 53232 and 53235 Health and Safety Code section 32103



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, 2017 & February 1, 2018)

In accordance with tThe 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
<u>Chief Human Resources Officer</u>	<u>2</u>
<u>Chief Medical Officer</u>	<u>2</u>
<u>Chief Nursing Officer</u>	<u>2</u>
<u>Chief of Support Services</u>	<u>2</u>
<u>Chief Information Officer</u>	<u>2</u>
<u>Chief Nursing Officer</u>	<u>2</u>
<u>Director of Accounting/Controller</u>	<u>2</u>
<u>Director of Information Technology</u>	<u>2</u>
<u>Director of Case Management & Med Staff</u>	<u>2</u>
<u>Director of Emergency Department Services</u>	<u>2</u>
<u>Director of Patient Care Services / Intensive Care Unit</u>	<u>2</u>
<u>Director of Facilities</u>	<u>3</u>
<u>Director of Human Resources</u>	<u>2</u>
Director of Materials Management	2
<u>Director of Pharmacy</u>	
<u>Director of Surgical Services</u>	
<u>Director of Diagnostic Imaging</u>	

<u>Laboratory Manager</u>	
<u>Director of Patient Financial Services & Admitting</u>	<u>2</u>
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:

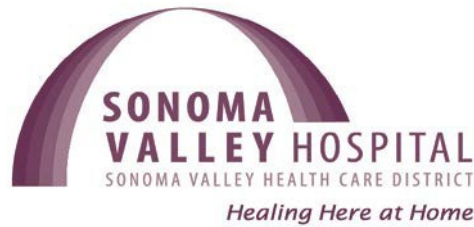
- A. Investments in any business entity which does business with the District or has done business with the District at any time during the two years prior to the time any statement or other action is required under this code.
- B. Income from any business entity described in subparagraph A.
- C. Status 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.



GIFT, TICKET AND HONORARIA POLICY #P-2018.04.05-3

I. PURPOSE

A. The purpose of this policy is to ensure Sonoma Valley Health Care District (SVHCD) Board Members, leaders and staff members (including Sonoma Valley Hospital (hospital)) comply with external regulations and internally established standards regarding the receipt and provision of gifts, tickets and honoraria. This policy covers gifts to and from internal and external parties including individuals, businesses and organizations. The policy also governs SVHCD's distribution of tickets and passes (e.g., to sporting, cultural and community events), and acceptance of payments or reimbursements related to speaking or appearing at professional or educational events.

B. Gifts, tickets and honoraria can be perceived tools to influence SVHCD decisions and patient care, and can erode public confidence and the impartiality of decisions made by public officers, officials and employees. This policy has been adopted to guard against even the appearance of impropriety in all aspects of SVHCD's programs, services and administration. Furthermore, this policy is intended to prevent the perceived obligations of reciprocity that can arise from the giving or accepting of gifts, tickets and honoraria.

II. POLICY

A. **Federal Anti-Kickback Statute:** It is the policy of SVHCD to ensure full compliance with the federal anti-kickback statute, which prohibits the acceptance of any item of value (remuneration) made directly or indirectly, in cash or in kind, that may induce or appear to induce the purchase or referral of any kind of health care goods, services, or items reimbursed by a federal or state health care program (Medicare and Medicaid). The unlawful acceptance of any gifts or business courtesies from vendors or others with whom SVMHS presently conducts business – or potentially could conduct business – is strictly prohibited.

B. **State Gift Laws:** Directors, Officers and designated employees of SVMHS identified in the District's Conflict of Interest Code or covered by Government Code section 87200 (including public officials who manage public investments) are subject to State laws regarding the receipt and disclosure of gifts as set forth in the Political Reform Act (at Government Code Section 89503) and the Fair Political Practices Commission (FPPC) Regulations. These minimum requirements are not altered by this Policy.

1. Individuals in positions designated in the Conflict of Interest Code's Disclosure Category 1 or 2, or who are covered by Government Code section 87200 are prohibited from receiving gifts totaling more than \$470 from any single source in a calendar year.
2. Individuals in positions designated in the Conflict of Interest Code's Disclosure Category 3 are prohibited from receiving gifts totaling more than \$470 in a calendar year from any single source that provides services, supplies, materials, machinery or equipment of the type utilized by the District.
3. Individuals in positions designated in the Conflict of Interest Code's Disclosure Category 4 are prohibited from receiving gifts totaling more than \$470 in a calendar year from any single source that is a type to receive grants or other monies from or through SVHCD.
4. These annual limits shall automatically increase or decrease consistent with modification to the gift limit established by the FPPC every two years.
5. This Subsection B shall not be interpreted to permit receipt of Gifts prohibited under any other provision of this Policy, such as Subsection A, above.

C. Perishable Items: It is the policy of SVHCD that any department, clinical unit, or clinical practice may accept modest perishable gifts such as floral arrangements, cookies, candy or similar food items to be shared by staff members and, where possible, made available to the public.

D. Gifts to Agency: It is the policy of SVHCD that gifts received by SVHCD or any part thereof, which are then distributed to or used by individual recipients shall be used for official agency business, and must be distributed and reported as required under the Political Reform Act and FPPC Regulations.

E. Solicitation of Gifts: It is the policy of SVHCD that an employee shall not solicit (i.e., ask for or request) gifts unless authorized to do so for approved hospital functions, fundraisers or special events. Requests for authorization to solicit gifts shall be made in writing to the Director of the Human Resources.

F. Gifts Between Employees: It is the policy of SVHCD that gifts of a personal nature between employees is permitted, provided hospital funds are not utilized. The value of such gifts should not exceed \$25. It is further the policy of SVHCD that gifts between employees that are related to a person's employment at SVHCD (e.g., for Secretary's Day, Nurses Week, etc.) are permitted, provided they are customary for the occasion, are of reasonable value given the circumstances and the persons' positions in the organization, and hospital funds are not utilized. The value of such gifts shall not exceed \$25.

G. Tickets and Passes: All Tickets and Passes received by SVCHD shall be distributed and reported in accordance with this policy and relevant FPPC Regulations.

1. Tickets and Passes that are provided to a SVCHD board member or an official designated in the conflict of interest code are not considered "Gifts" to the official under

State law when they are received and distributed by SVHCD in compliance with related FPPC Regulations and this Policy.

2. When Tickets and Passes are provided by a third-party so that the recipient can perform a ceremonial role or function on behalf of the hospital, as further described in related FPPC Regulations, such Tickets and Passes are not considered “Gifts” under State law, though such Tickets and Passes shall still be reported by SVHCD.

3. A ticket or pass shall not be considered a gift to the recipient when it is provided directly to the recipient from a third-party when the giver and receiver treat the ticket or pass as income consistent with applicable state and federal income tax laws.

H. **All Other Gifts:** It is the policy of SVHCD that gifts other than those described in paragraphs D through G, above, shall not be accepted in the performance of any officer or employee’s duties or responsibilities. This includes gifts from patients, family members of patients, vendors or business associates.

I. **Honoraria:** It is the policy of SVHCD to comply with the Political Reform Act and FPPC Regulations regarding the receipt of honoraria. SVHCD Board members and those who manage public investments (individuals who are required to file statements of economic interests under Government Codes section 87200) are prohibited from receiving honoraria payments. Likewise, employees whose positions are designated under the SVHCD Conflict of Interest Code are prohibited from receiving honoraria payments from any source of gifts or income included in their disclosure categories set forth in the Conflict of Interest Code. Exceptions to the State’s honoraria prohibitions for local officials, such as for income earned from a bona fide business or profession, shall apply to SVHCD officers and employees. (Government Code Section 89502.) Honoraria and reimbursements for event attendance when permitted shall be handled pursuant to the procedures set forth below.

III. DEFINITIONS

A. **“FPPC Regulations”** means the regulations adopted by the Fair Political Practices Commission in its role as the implementing and enforcement agency of the State’s Political Reform Act. These implementations are set forth in title 2, Division 6, Sections 18109-18997 of the California Code of Regulations.

B. **“Gifts”:** For purposes of this Policy, “Gifts” are defined and excepted as set forth in the Political Reform Act and FPPC Regulations, as they may be amended from time to time. Generally speaking, the Political Reform Act defines a “gift” as any payment or other benefit received (including food/drink, travel or travel expenses, services, and items of any type) that confers a personal benefit for which the recipient does not provide something (e.g., payment, goods or services) of equal value. This includes a rebate or discount in the price of anything of value unless the rebate or discount is made in the regular course of business to members of the public without regard to official status. Exceptions generally include, but are not limited to:

1. Informational materials such as books, reports, pamphlets, calendars, or periodicals.

2. Gifts which are not used and which, within 30 days after receipt, are either returned to the donor or delivered to a nonprofit entity exempt from taxation under Section 501(c)(3) of the Internal Revenue Code, without being claimed as a charitable contribution for tax purposes.
3. Gifts from close family members (e.g., an individual's spouse, child, parent, grandparent, grandchild, brother, sister, parent-in-law, sister-in-law, brother-in-law, nephew, niece, aunt, uncle, or first cousin, or the spouse of any such person) unless the donor is acting as an agent or intermediary for any person not covered in this paragraph.
4. Campaign contributions.
5. Inheritance.
6. Personalized plaques or trophies with an individual value of less than two hundred and fifty dollars (\$250).
7. Gifts from long-term, close personal friends or friends or colleagues from business relationships unrelated to the recipient's role as a public officer or employee.
8. Acts of neighborliness (e.g., picking up someone's mail or feeding a pet while the recipient is on vacation) or compassion (e.g., delivering food or flowers to someone in mourning).

C. **"Honoraria"** (plural form of "honorarium") are payments received for making a speech, publishing an article, or attending any public or private conference, convention, meeting, social event, meal or similar gathering.

D. **"Tickets" or "Passes"**: The FPPC, in interpreting the Political Reform Act, has established that "ticket" or "pass" means "admission to a facility, event, show, or performance for entertainment, amusement, recreational or similar purpose." This includes but is not limited to include tickets/passes/admission to fundraising events, luncheons, dinners, parties, etc. from third parties. (Tickets/passes purchased by the District/Hospital to enable Board members, the CEO or other employees to attend in their official capacity on official business shall not be governed by this policy, e.g., Sonoma Valley Chamber of Commerce meetings.)

IV. PROCEDURE

A. Giving and Receiving Gifts to or from Outside SVHCD in the Course of Business

1. Receiving Gifts from External Parties: Gifts from patients or patients' families shall be discouraged. An employee who is offered a gift of cash or a cash equivalent shall decline the gift or may suggest a donation to a charitable organization such as the Sonoma Valley Hospital Foundation. However, if the employee has a reasonable belief that refusing to accept such a gift would have a detrimental effect on a patient or the Hospital as an institution, the employee must report in writing and forward the gift immediately to the Department Director. The following applies to all gifts received by employees or SVHCD in the course of business:

- a. An employee who receives a gift shall notify and forward the gift to the department director, who shall determine, in cooperation with the CEO, whether State disclosures (e.g., on FPPC Form 801) are required.
- b. If a Gift is provided to SVHCD for distribution at the agency's discretion, the CEO shall distribute the Gift in accordance with FPPC Regulations. In such cases, the hospital

shall maintain records of such gifts and utilize FPPC Form 801, Gifts to Agency Report, to document this information. The hospital shall forward the completed Form 801 (Attachment A) within 30 days from the distribution of each included Gift to the Sonoma County Clerk, and shall post completed forms on the SVHCD web site. Gifts appearing on a Form 801 need not be included in the eventual recipient's Statement of Economic Interests.

- c. If the Gift was provided other than for distribution at the agency's discretion, the CEO shall decide how to handle the gift under relevant FPPC Regulations, including allowing the employee to retain it, or distributing it within the department (where feasible).
- d. Gifts of minimal value (under \$25) such as pencils, desk calendars, and other promotional items may be distributed and used within the receiving department.
- e. With prior written approval of the CEO, vendors may provide meals and other food to employees only when the vendor is providing significant education related to products or procedures, or when conducting informational business meetings. Written attendance records must be provided to the CEO for all meetings at which meals are provided.
 - i. The total value of any meal should not exceed \$20 per attendee.
 - ii. Annual value of all meals provided by a single vendor shall not exceed \$300 per year without prior written approval of the CEO.

2. Offering or Giving Gifts to External Parties: Under limited circumstances, gifts may be given to external parties provided they relate to the business of SVHCD, are in SVHCD's best interests and are legally and culturally acceptable. In addition they should meet the following criteria:

- a. Cash gifts or cash equivalents, such as gift certificates, are prohibited.
- b. The non-cash or non-cash equivalent gift may not exceed \$25.00 per recipient/year.
- c. The item is customary and does not create an appearance of impropriety.
- d. Giving the gift imposes no sense of obligation on the part of either the giver or recipient.
- e. Giving of the item is not concealed.
- f. Giving of the item has been approved in advance and in writing by the relevant department executive and copied to the CEO.

B. Giving and Receiving Gifts within SVHCD in the Course of Business

- 1. Gifts and cash equivalents, such as gift cards may be given to employees as incentives for program attendance, recognition of outstanding achievement or for other positive rationale. Gifts in excess of \$25.00 shall be documented as income and taxed accordingly. The CEO shall develop written policies and procedures for this to occur.
- 2. If an employee receives a gift card of any value (e.g., \$10.00 Starbucks Gift Card) from the organization, the value (\$10.00) of such gift must be documented as income and taxed accordingly. This provision does not apply to coupons for specific items, such as a free drink or free meal, or discount coupons such as 10% off any purchase in the Cafeteria, Gift Shop or Starbucks.
- 3. If gift cards are approved in writing by the CEO for distribution from the department executive, the director is responsible to obtaining the names of employees receiving such gifts and providing the information in writing to accounting with a copy to the CEO.

C. Ticket/Pass Distribution This procedure section shall provide procedures for the distribution of Tickets and Passes as required under State law, to ensure proper identification and use of 1) receipt of Tickets and Passes; 2) the “public purpose” to be achieved in distributing Tickets and Passes; 3) distribution of Tickets and Passes; 4) documentation and 5) public posting of the receipt and use of Tickets or Passes. Proper exercise of these procedures will exclude Tickets and Passes from required disclosure on individuals’ Statements of Economic Interests. For the purposes of this section of the policy, “official” means all positions identified in SVHCD’s Conflict of Interest Code.

1. Ticket/Pass Receipt Process: All Tickets/Passes received by SVHCD shall be forwarded to Administration. Determination of whether to give the tickets/passes to the Foundation for use, or to distribute internally will be at the discretion of the CEO.

2. Public Purpose: The distribution of Tickets or Passes by SVHCD/SVH must be in furtherance of a “public purpose.” Examples of such public purpose:

- a. To promote networking opportunities of officials with community stakeholders.
- b. To evaluate SVHCD/SVH’s ability to attract business at the locale or event, and thus to contribute to the healthcare of the community in the future.
- c. To reward an official, employee or hospital stakeholder for his or her exemplary service to the organization or to encourage staff development.
- d. To promote attendance at a hospital-sponsored event or event held at the hospital in order to maximize potential from concession sales.
- e. To reward a hospital healthcare partner for its contributions to the SVHCD/SVH or the community.
- f. To provide opportunities to those who are receiving services from County and State agencies consistent with the District's goals for the particular population (e.g., for use by juvenile wards in the custody of the Chief Probation Officer or mental health clients and seniors receiving services from the Health and Human Services Agency/Public Health);
or
- g. To promote health, motivate and provide expanded opportunities to vulnerable populations in the SVHCD such as the disabled, underprivileged, seniors, and youth in foster care.

3. Distribution: Tickets/Passes are distributed at the discretion of the CEO. Once distributed, tickets cannot be transferred by the recipient other than to members of the official’s immediate family or no more than one guest, solely for such guest’s attendance at the event with the recipient.

4. Documentation: The CEO shall ensure that the hospital will maintain record of all Ticket/Pass distribution and the use of Tickets and Passes by SVHCD officials for ceremonial purposes, as required by FPPC Regulations and utilizing FPPC Form 802, Agency Report of Ceremonial Role Events and Ticket/Pass Distribution, to document this information. The hospital must forward the FPPC Form 802 (Attachment B) within 45 days from the distribution of each Ticket or Pass to the FPPC via email to Form802@fppc.ca.gov; by Fax to 916.322.0886; or by mail to 428 J Street, Suite 620, Sacramento, CA 95814.

D. Honoraria and Reimbursement for Professional/Educational Involvement

1. With the prior written approval of the CEO, employees who provide education at professional conferences and meetings may accept reimbursement for travel, meals and hotel expenses for the date(s) of the presentation(s). Presentations must be professional and educational in nature and may not be for the sole purpose of product endorsement.
2. In such circumstances, unless prohibited above, honoraria of \$100 or less in value may be accepted from the host organization.

V. DOCUMENTATION

A. Department directors shall maintain written records of all gifts given to employees of their departments when such gifts are to be reported under this Policy. Such documentation will include the type and value of each gift, the name and affiliation or position of recipient(s) and giver(s), the date of receipt and disposition, and method of disposition and provide a copy to the CEO.

B. Human Resources shall maintain documentation of education done in orientation or at annual compliance training. Department directors shall maintain documentation of staff training meetings.

C. Statements of Economic Interest (including gift disclosures under State law) shall be handled in accordance with the SVHCD Conflict of Interest Policy.

D. The CEO shall develop and implement policies and procedures that will maintain a record of all ticket/pass distribution as required by FPPC Regulations, including copies of all completed FPPC Forms (e.g., Form 801: Gift to Agency Report; Form 802: Agency Report of Ceremonial Role Events and Ticket/Pass Distribution Form 802).

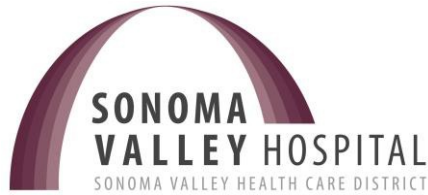
E. The CEO shall be responsible for posting completed FPPC Forms (e.g., Form 801: Gift to Agency Report) on the SVHCD website when required by State law.

VI. REFERENCES

A. The Medicare and Medicaid Patient Protection Act of 1987 (42 U.S.C. 1320a- 7b) (Anti-Kickback Statute).

B. Political Reform Act, California Government Code §81000 et. seq.

C. FPPC Regulations, Title 2 of the California Code of Regulations, Division 6, §18109 etseq.



Healing Here at Home

**RESIDENCY REQUIREMENTS FOR MEMBERS
OF BOARD COMMITTEES
BOARD POLICY #P-2018.07.05-3**

OVERVIEW

There is a significant and important part of the Sonoma Valley Health Care District community who do not reside in the District full-time, but are actively involved in the community and/or District/Hospital affairs. These include:

- Members of the Hospital Medical Staff who do not reside in the District.
- Individuals who live in the District less than fulltime, e.g., individuals having multiple residences one of which is in the District.
- Individuals who work in the District but do not live in the District (including District and Hospital employees.)

Excluding these individuals from participation on either Standing or Ad Hoc Committees because they are not residents of the District denies the District access to their expertise and experience.

POLICY

It is the policy of the Sonoma Valley Health Care District (the District) that all members of Standing and Ad Hoc Board Committees shall be stakeholders of the District.

It is the policy of the District that stakeholders of the District shall be defined, for the purposes of Board Committee membership policy only as:

- Living some or all of the time in the District, or
- Being employed at a place of business in the District, or
- Being an accredited member of the Hospital Medical Staff

And may be appointed to and serve on Standing and Ad Hoc Board Committees as long as they regularly attend the committee meetings.



COMMUNITY FUNDING
BOARD POLICY #P-2018.10.04-2

PURPOSE

The purpose of this Community Funding Policy ("Policy") is to ensure that all funds and other resources of Sonoma Valley Health Care District (the District) are expended in furtherance of valid public purposes in full accordance with applicable laws and the rules in this Policy.

This Policy sets forth standards for potential expenditures of the District's resources in the areas of community benefit support and community benefit marketing.

POLICY

It is the general policy of the District to deny requests for community benefit or community marketing support.

The District reached this decision by considering that the District must:

- Ensure compliance with State law prohibitions on unlawful expenditures or gifts of public funds, including as specifically addressed in Sections 5 and 6 of Article XVI of the California Constitution, Government Code Section 8314, Code of Civil Procedure Section 526a and Penal Code Sections 424, et seq.
- Expend District resources only in furtherance of the District's statutory purposes and in the exercise of powers set forth or implied in SVHCD's enabling legislation (California Health and Safety Code Sections 32000, et seq.)
- Expend District resources only in the furtherance of its mission and vision related to improving the healthcare in the District.

In addition to denying requests for community benefit or community marketing support the District shall not provide Community funding:

- In support of or opposition to campaigns for or against political candidates or ballot measures.
- In support of any religious sect, church, creed, or sectarian purpose, or to support or sustain any school, college, university, hospital, or other institution controlled by any religious creed, church, or sectarian denomination.
- In support of endowment funds of any organization.

DEFINITIONS

"Community Funding" means District resources – including tax revenue or other funds, materials or in-kind support – given to or spent to support any individual, organization, or entity for the purpose of benefitting the healthcare of the District. Community.

PROCEDURES

The Chief Executive Officer (CEO) of the District shall be responsible for carrying out the duties and responsibilities assigned in this Policy.



**BOARD MEMBER AND BOARD CHAIRPERSON
LEGAL DUTIES, ROLES AND RESPONSIBILITIES AND
LIMITS ON POWER AND AUTHORITY
BOARD POLICY #P-2018.10.04-2**

LEGAL DUTIES

The Board has three legal duties:

A duty of obedience to the charitable purpose of the organization, a duty that should be demonstrable in all the Board's decisions.

A duty of loyalty, to act based on best interests of the organization and the wider community it serves, not the narrow interests of an individual or stakeholder group.

A duty of care, to be diligent in carrying out the work of the Board by preparing for meetings, attending faithfully, participating in discussions, asking questions, making sound and independent business judgments, and seeking independent opinions when necessary.

ROLES

The role of the Board is to govern, not manage, the organization. Board work involves three main roles with respect to five primary responsibilities:

Policy Formulation

- Specify and convey Board expectations, directives and constraints.
- Approve and periodically review major policies affecting the District, Hospital and the operation of the Board.

Decision Making

- Choose among alternatives regarding matters requiring Board attention and input.

Oversight

- Monitor and assess key organizational process and outcomes.

RESPONSIBILITIES

The Board has five primary responsibilities:

Strategic Direction

- Formulate the District's ends, its vision, and key goals, and ensure that management strategies are aligned;
- Review and approve the District's Mission, Vision, Values and Annual Strategic Plan and updates;
- Review and approve major transactions and significant new programs and services; and
- Monitor organizational performance against goals.

Executive Performance

- Ensure high levels of executive performance;
- Select, support, advise, and set policy for the CEO; and
- Establish and approve annual performance expectations and criteria, evaluate, and determine annual compensation including benefits and bonus, and determine retention or termination of the CEO.

Quality

- Ensure the Hospital provides high quality patient care and patient experiences;
- Review recommendations from the Medical Staff and approve the credentialing of physicians and other medical professionals; and
- Establish quality goals, review the Hospital's means and methods of measuring quality patient care and patient experiences and the results, and take corrective action when necessary.

Finances

- Ensure the District's financial health;
- Establish the financial goals, develop the financial indicators, monitor financial performance, and take corrective action when necessary;
- Approve the annual budget in alignment with the Strategic Plan and key financial objectives; and
- Ensure the necessary financial controls are in place.

Board Effectiveness and Efficiency

- Ensure the Board is effective and efficient, focused on its roles and responsibilities.

BOARD CHAIRPERSON RESPONSIBILITIES

Leadership

Guide and direct the governance process, centering the work of the Board on its legal duties, roles, and responsibilities, and forward facing issues.

Annual Work Plan and Board Calendar

Establish an annual Board work plan and a Board calendar for the calendar year. The Board calendar shall include all Regular and Special Board meetings, Hospital and Foundation events usually attended by the Board members, and all other annual activities.

Agendas

Establish agendas for Board meetings, in collaboration with the CEO. Focus the discussion/action portion of the agendas on forward facing issues dealing via policy formulation, decision making and oversight. Place all non-action items, other than the consent calendar, at the end of the agenda. Move issues of interest to the public to the top of the meeting agenda.

Meeting Management

Preside over Board meetings in a manner that encourages participation and information sharing while moving the Board toward timely closure and prudent decision-making. Focus the discussion on forward facing issues dealing via policy formulation, decision making and oversight. Facilitate while not dominating discussions to lead to Board action. Start meetings on time. Attend each meeting in its entirety.

Committee Direction

Work with committee chairpersons to align the work of Board committees annual work plans with the Board's annual work plan, District's Strategic Plan, including its vision and goals.

CEO Relationship

Serve as the Board's central point of official communication with the CEO. Develop a positive, collaborative relationship with the CEO, including acting as a sounding board for the CEO on emerging issues and alternative courses of action; and

Stay up-to-date about the organization and determines when an issue needs to be brought to the attention of the full Board or a committee.

CEO Performance Appraisal

Lead the processes of CEO goal-setting, performance evaluation and compensation review, consistent with Board policy.

Board Conduct

Set a high standard for Board conduct by modeling, articulating and upholding rules of conduct set out in board bylaws and policies. Intervene when necessary in instances involving breaches of conflict-of-interest, confidentiality and other Board policies.

Board Learning and Development

Lead the development of the Board's knowledge and capabilities by playing a central role in orientation of new Board members, mentoring and ensuring continuing education for the entire Board.

Succession Planning

Participate in the recruitment of new Board and Board Committee members.

Self-evaluation

Provide for an effective, objective Board self-evaluation process and supports implementation of recommendations for improvement; and

Seek feedback on his or her performance as Chairperson.

BOARD MEMBER RESPONSIBILITIES

Citizenship

1. Attend 90 percent of Regularly Scheduled Board meetings each calendar year
2. Attend 70 percent of Special Board meetings each calendar year
3. Attend 80 percent of Regularly Scheduled meetings of Board committees on which they serve
4. Attend the annual Board retreat(s) and Board training conference(s)
5. Shall make every effort to attend SVH activities and functions
6. Fulfill their fiduciary duty of loyalty, putting the interests of the District ahead of their own
7. Maintain confidentiality regarding all matters that demand it, including but not limited to Closed Sessions
8. Do nothing that would discredit the organization.

Performance

1. Arrive at Board and Committee meetings on time and do not leave early
2. Serve as a member of at least one Board Committee
3. Carefully review Board and Committee agenda packages and come to the Board and committee meetings prepared
4. Actively participate (by sharing ideas, opinions, observations, perspectives, expertise and experience) in Board and Committee meeting deliberations and discussions
5. Listen to and respect the opinions and perspectives of the other members and do not dominate the discussion

6. Be willing to express a dissenting opinion and vote no when the need arises
7. Fully support the Board's policies and decisions once they have been implemented
8. Serve as advocates of the organization in their dealing with other organizations, groups, and individuals
9. Refrain from using "Reply All" when responding to non-informational, policy related emails in order to avoid unintentional violations of the Brown Act.

Limits on Power and Authority

The Board acts only collectively, never individually. Individual Board members have absolutely no power; Board authority derives from the Board as a whole. The Board Chair, Board Officers, and Board Committee Chairs, have limited individual powers only as specifically established in the District Bylaws, Board Policy, Board Resolutions or other specific Board action.

When the Board Chair and/or members have reason to believe, in settings other than Board meetings, that others may believe they are speaking on behalf of or representing the Board, when in fact they are not, they should advise that person or group that they are in fact speaking as an individual and are not representing the Board. While the Board Chair and/or members cannot control how others perceive them or their comments, this point is important, and Board members should error on the side of caution.