



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

AGENDA

Wednesday, October 18, 2023

6:00 P.M.

VIA ZOOM

<https://sonomavalleyhospital-org.zoom.us/j/97915166986?from=addon>

Meeting ID: 979 1516 6986

Passcode: 132859

AGENDA ITEM	RECOMMENDATION	
In compliance with the Americans with Disabilities Act, if you require special accommodations to participate in a District meeting, please contact District Clerk, Monique Crayton at mcrayton@sonomavalleyhospital.org.at least 48 hours prior to the meeting.		
MISSION STATEMENT <i>The mission of the SVHCD is to maintain, improve, and restore the health of everyone in our community.</i>		
1. CALL TO ORDER/ANNOUNCEMENTS	<i>Boerum</i>	
2. PUBLIC COMMENT SECTION <i>At this time, members of the public may comment on any item not appearing on the agenda. It is recommended you keep your comments to three minutes or less. Under State Law, matters presented under this item cannot be discussed or acted upon by the Committee at this time. For items appearing on the agenda, the public will be invited to make comments at the time the item comes up.</i>		
3. CONSENT CALENDAR: • Governance Committee Minutes 08.16.23	<i>Boerum</i>	Action
4. BOARD COMPLIANCE WITH FORM 700 FILING	<i>Boerum</i>	Inform
5. GIFTS AND HONORIA POLICY	<i>O’Gorman-Jenkins</i>	Inform
6. GOVERNANCE COMMITTEE 2024 WORKPLAN	<i>Boerum</i>	Inform
7. IDENTIFY POLICY AND PROCEDURES ITEMS NEEDING CYCLE REVIEW	<i>Boerum</i>	Inform
8. ADJOURN	<i>Boerum</i>	



**SVHCD GOVERNANCE
COMMITTEE MEETING**

MINUTES

WEDNESDAY, AUGUST 16, 2023

Present	Not Present	Staff	Public	
Bill Boerum via Zoom Denise Kalos via Zoom Amy Jenkins via Zoom		Monique Crayton 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 6:09 p.m.			
2. PUBLIC COMMENT SECTION	<i>Boerum</i>			
	None			
3. CONSENT CALENDAR	<i>Boerum</i>		Action	
a. Minutes 03.15.23			MOTION: by Kalos, 2 nd by Boerum to approve 03.15.23 meeting minutes. All in favor.	
4. REVIEW BOARD RETREAT OBJECTIVES	<i>Boerum</i>		Inform	
	The Committee members discussed planning of the next Board of Director Retreat. Since the retreat will be specifically focused on strategy, the committee stated that it would be helpful for Administration to provide an updated interim report on strategy and implementation at the retreat. Administration will be advised of the committee's recommendation so that they may plan accordingly.			Work with Board Chair and Administration to develop agenda for Board Retreat.

<p>5. GIFTS AND HONORIA: ENSURE CONFLICT OF INTEREST POLICY IS BEING ADHERED TO ACCORDING TO FORM 700.</p>	<p><i>Boerum</i></p>	<p>Action</p>	
	<p>Mr. Boerum requested that the Board Clerk follow-up with the Sonoma City Clerk’s office to determine if all SVH Board Members have completed and returned their Form 700 to the clerk’s office. Additionally, the committee discussed modifications to the current Gifts and Honoria Policy including synthesizing into a consolidated manner so that it is easier to follow. The topic will be revisited at the next committee meeting.</p>		<p>Staff will follow up with City Clerk’s office to determine status of Form 700. Gifts and Honoria Policy to be reviewed at the next committee meeting.</p>
<p>6. REVIEW P&P: MEMBERSHIP REQUIREMENT FOR BOARD COMMITTEES</p>	<p><i>Boerum</i></p>	<p>Inform/Action</p>	
	<p>The committee approved the following language change for the P&P: Membership Requirement for Board Committees.</p> <p><i>“Community members of advisory committees may serve up to four years with the option to be reappointed.”</i></p> <p>Staff will revise the policy language to reflect the noted change.</p>	<p>MOTION: by Kalos to approve the language change to the P&P: Membership Requirement for Board Committees, 2nd by Jenkins. All in favor.</p>	<p>Forward to Board for approval.</p>
<p>7. IDENTIFY POLICY AND PROCEDURES ITEMS NEEDING CYCLE REVIEW</p>	<p><i>Boerum</i></p>	<p>Inform</p>	
	<p>Review of the Gifts and Honoria P&P will be an agenda topic at the October committee meeting. Committee will begin developing a workplan for 2024 at that meeting as well.</p>		
<p>8. NEED FOR CEO ANNUAL ASSESSMENT IN BYLAWS/SUGGEST TEXT</p>	<p><i>Boerum</i></p>	<p>Inform/Action</p>	
	<p>The Committee proposed the following changes to the CEO Performance Review section of the By Laws:</p>		<p>Forward to Board for approval.</p>

Section 1. Chief Executive Officer

The District employs or contracts with a President and CEO for the Hospital who acts on behalf of the District within the constraints of the Board Bylaws and Board Policies set by the Board.

- a. **Roles and Responsibilities:** The Board delegates to the President and CEO the authority to perform the following functions:
 - (1) Manage the District’s human, physical, financial, knowledge, and community good will resources in support of the District’s Mission to maintain, improve, and restore the health of everyone in our community
 - (2) Manage the activities and resources of the Sonoma Valley Hospital
 - (3) Ensure that the hospital complies with applicable laws, regulations, and standards
 - (4) Provide supporting resources to the Board and its committees as requested
 - (5) Support the operations of the Board by providing reports, general information, staff support, and other resources
 - (6) Annually, create a draft update on the District’s rolling Three -Year Strategic Plan and the Budget
 - (7) Promote awareness of the hospital, good will in the community, and philanthropic Support

	<p>(8) Serve as the contact executive in affiliation agreements with other district hospitals, physician foundations, and other healthcare partners</p> <p>(9) Negotiate, sign, monitor, and terminate or renegotiate contracts</p> <p>(10) Sign checks to meet the District's financial obligations in accordance with Board Policy.</p> <p>(11) Execute and sign borrowing notes as authorized by the Board.</p> <p>(12) Discharge these functions in a positive, legal, and ethical fashion so as to bring respect to the District</p> <p>(13) Carry out directives from the Board</p> <p>b. <u>Performance Evaluation:</u> In connection with exercising and carrying out the above responsibilities and functions, the Chief Executive Officer's performance shall be assessed annually by the Board of Directors and a determination made as to a change in base compensation along with a determination made about incentive compensation measured against annually set metrics, such assessments and determinations be considered first by an ad hoc compensation committee of the Board, then by the Board at such time to coincide as close as possible to the anniversary date of the performance period and the end of the District's fiscal year.</p>		
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	The Committee consensus was to ask the Board at its next meeting to approve the proposed changes as presented.		
9. ADJOURN TO OCTOBER 18TH.			
	Adjourned at 6:56 p.m.		