



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

AGENDA

Wednesday, January 17, 2024

6:00 P.M.

**SONOMA VALLEY HOSPITAL
ADMINISTRATIVE CONFERENCE ROOM**

ZOOM

<https://sonomavalleyhospital-org.zoom.us/j/99298422901>

Meeting ID: 992 9842 2901

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AGENDA ITEM	RECOMMENDATION	
In compliance with the Americans with Disabilities Act, if you require special accommodations to participate in a District meeting, please contact Interim Board Clerk, Stacey Finn at sfinn@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>Kornblatt Idell</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>Kornblatt Idell</i>	Action
4. GOVERNANCE COMMITTEE CHARTER	<i>Kornblatt Idell</i>	Inform/ Action
5. GIFTS AND HONORIA POLICY	<i>O’Gorman-Jenkins</i>	Inform/ Action
6. SVH BOD COMMITTEES	<i>Kornblatt Idell</i>	Inform/ Action
7. CALIFORNIA VOTING RIGHTS ACT	<i>Kornblatt Idell</i>	Inform
8. GOVERNANCE COMMITTEE 2024 WORKPLAN	<i>Kornblatt Idell</i>	Inform/ Action
9. ANNUAL SCHEDULE OF MEETINGS	<i>Kornblatt Idell</i>	Inform/ Action
10. ADJOURN	<i>Kornblatt Idell</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.

5. GIFTS AND HONORIA: ENSURE CONFLICT OF INTEREST POLICY IS BEING ADHERED TO ACCORDING TO FORM 700.	<i>Boerum</i>	Action	
	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.		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.
6. REVIEW P&P: MEMBERSHIP REQUIREMENT FOR BOARD COMMITTEES	<i>Boerum</i>	Inform/Action	
	The committee approved the following language change for the P&P: Membership Requirement for Board Committees. <i>“Community members of advisory committees may serve up to four years with the option to be reappointed.”</i> Staff will revise the policy language to reflect the noted change.	MOTION: by Kalos to approve the language change to the P&P: Membership Requirement for Board Committees, 2 nd by Jenkins. All in favor.	Forward to Board for approval.
7. IDENTIFY POLICY AND PROCEDURES ITEMS NEEDING CYCLE REVIEW	<i>Boerum</i>	Inform	
	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.		
8. NEED FOR CEO ANNUAL ASSESSMENT IN BYLAWS/SUGGEST TEXT	<i>Boerum</i>	Inform/Action	
	The Committee proposed the following changes to the CEO Performance Review section of the By Laws:		Forward to Board for approval.

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
- (8) Serve as the contact executive in affiliation agreements with other district hospitals, physician foundations, and other healthcare partners
- (9) Negotiate, sign, monitor, and terminate or renegotiate contracts
- (10) Sign checks to meet the District's financial obligations in accordance with Board Policy.
- (11) Execute and sign borrowing notes as authorized by the Board.
- (12) Discharge these functions in a positive, legal, and ethical fashion so as to bring respect to the District
- (13) Carry out directives from the Board

b. Performance Evaluation: 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

	<p>as close as possible to the anniversary date of the performance period and the end of the District’s fiscal year.</p> <p>The Committee consensus was to ask the Board at its next meeting to approve the proposed changes as presented.</p>		
9. ADJOURN TO OCTOBER 18TH.			
	Adjourned at 6:56 p.m.		



SUBJECT: Governance Committee Charter

PAGE 1 OF 4

DEPARTMENT: Board of Directors

EFFECTIVE: 11.07.19

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

REVISED: 09.02.21

Purpose:

Consistent with the Mission of the District the Governance Committee (GC) assists the Board to improve its functioning, structure, and infrastructure, while the Board serves as the steward of the District. The Board serves as the representative of the residents of the SVHCD by protecting and enhancing their investment in the SVH in ways that improve the health of the community collectively and individually. The Board formulates policies, makes decisions, and engages in oversight regarding matters dealing with business performance trends, CEO performance, quality of care, and finances. The Board must ensure that it possesses the necessary capacities, competencies, structure, systems, and resources to fulfill these responsibilities and execute these roles. In this regard it is the Board's duty to ensure that:

- Its configuration is appropriate;
- Necessary evaluation and development processes are in place;
- Its meetings are conducted in a productive manner;
- Its fiduciary obligations are fulfilled.

The GC shall assist the Board in its responsibility to ensure that the Board functions effectively. To this end the GC shall:

- Formulate policy to convey Board expectations and directives for Board action;
- Make recommendations to the Board among alternative courses of action;
- Provide oversight, monitoring, and assessment of key organizational processes and outcomes.

The Board shall use the GC to address these duties and shall refer all matters brought to it by any party regarding Board governance to the GC for review, assessment, and recommended Board action, unless that issue is the specific charge of another Board Standing Committee. The GC makes recommendations and reports to the Board. It has no authority to make decisions or take actions on behalf of the District, except for legislative issues requiring prompt action.



SUBJECT: Governance Committee Charter

PAGE 2 OF 4

DEPARTMENT: Board of Directors

EFFECTIVE: 11.07.19

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

REVISED: 09.02.21

Policy:

SCOPE AND APPLICABILITY

This is a SVCHD Board Policy, and it specifically applies to the Board, the Governance Committee and all other Standing Committees, the CEO, and the Compliance Officer.

RESPONSIBILITY

Committee Structure and Membership

- The GC, with input from the Standing Committees, shall review the composition of the Standing Committees annually for vacancies, including an assessment of the desired homogeneous and heterogeneous traits necessary for the Board to work together effectively. Examples of desired homogeneous traits include integrity, interest in, and commitment to the Hospital, interpersonal maturity, and willingness to devote the necessary time and effort, and the ability get along and work effectively with others; and heterogeneous traits include their relationship to the Hospital, experience, gender, ethnicity, and expertise. The GC may have one member from the community, subject to approval by the Board of Directors. The GC shall assist the Board in having a well-qualified, committed, interpersonally skilled, and diverse mix of Standing Committee members, reflective of the District.
- The GC, with input from the Standing Committees and the Board, shall identify the skill sets of the current members and the skills sets ideal for the Standing Committees as a whole, and present a matrix to the Board for its action and use when recruiting and screening potential Standing Committee members. SVH employees and family members are not permitted to be on the Board Committees. SVH employees and family members are not permitted to be on the Board Committees.

Board Development

- **New Member Orientation**
 - Design our Board's new-member orientation process and reassess it periodically.
- **Continuing Education of the Board**
 - Plan the two annual board retreats in concert with the Board Chair. Identify an annual training program addressing current issues of importance to the Board to be presented off-site in Sonoma for the Board, possibly including Standing Committee members, Medical Staff, selected hospital leaders, and others as deemed appropriate by the Board. Coordinate with other Standing Committees as appropriate to avoid duplication of effort.



SUBJECT: Governance Committee Charter

PAGE 3 OF 4

DEPARTMENT: Board of Directors

EFFECTIVE: 11.07.19

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

REVISED: 09.02.21

- Direct and oversee our Board's continuing education and development activities for both the Board and its Standing Committees.
- **Board Self-Assessment**
 - Ensure, with the Chair of the Board, that an annual Board self-assessment is completed.

Develop Policies and Recommend Decisions

- Draft policies and decisions regarding governance performance and submit them to the Board for deliberation and action.

Oversight

- **Compliance**
 - Conduct a review and revision of all Board policies as dictated by the policy schedule.

Legislation

- Review, draft, and/or recommend legislative proposals to the Board for deliberation and action at committee discretion
- At its discretion the Governance committee, or Board, can deliberate and take action on legislation or regulatory issue. The CEO may commit the district to support or oppose legislative initiatives, provide the CEO and the Board Chair are in agreement.
- Perform other tasks related to governance as assigned by the Board.

Annual GC Calendar

- Scheduled review and assessment of all board policies regarding governance, specifically including the GC and all other Standing Committee Charters and make recommendations to the Board for action per the schedule.
- The calendar year work plan shall be submitted to the Board no later than November for approval.
- The GC shall report on the results of its prior year's work plan accomplishments by December.
- The GC shall establish the next calendar meeting schedule at the last meeting of the year.
- Ensure that the CEO shall develop and provide a 12-month calendar of all scheduled Regular and Special Board Meetings and post on the SVH website at the beginning of the calendar year. It shall be kept updated.
- The GC shall annually review the District's Code of Conduct and Compliance Program and report to the Board for its action no later than December.



SUBJECT: Governance Committee Charter

PAGE 4 OF 4

DEPARTMENT: Board of Directors

EFFECTIVE: 11.07.19

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

REVISED: 09.02.21

Even Numbered (Board Member Election) Year GC Calendar Years

- Present the New Board Member Orientation Process to the Board for its review and action by August in even numbered years, in advance of the pending election.

GC Membership

The GC shall have 3 members, normally the Board Chair, the Board Secretary, and a member of the community. The Board Chair shall serve as a member and Chair of the Governance Committee unless the Board specifically acts to make an exception.

Staff to the GC

The GC shall be staffed by the Hospital's CEO and/or Administrative Representative. At the request of the GC Chair, the Compliance Officer shall attend GC meetings.

Frequency of GC Meetings

The GC shall meet twice a year at minimum unless there is a need for additional meetings. Meetings may be held at irregular intervals.

Public Participation

All GC meetings shall be announced and conducted pursuant to the Brown Act. The general public, patients, and their families and friends, Medical Staff, and Hospital staff are always welcome to attend and provide input. Other Board members may attend but may not comment as it may be a Brown Act violation.

FREQUENCY OF REVIEW/REVISION

The GC shall review the Charter bi-annually, or more often if required. If revisions are needed, they will be taken to the Board for action.

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

I. PURPOSE

A. ~~The purpose of this. This policy is to ensure~~ compliance with external regulations and internal standards for the receipt and provision of gifts, tickets, and honoraria associated with the Sonoma Valley Health Care District (SVHCD) Board Members, leaders and staff members, (including the 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. It applies to gifts exchanged to and from to and from~~ internal and external parties, including individuals, businesses and organizations, with Board Members, leaders and staff members affiliated with the SVHCD, including the Sonoma Valley Hospital. ~~Additionally, it~~ The policy also governs SVHCD's distribution of event 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. ~~The policy aims to prevent any perception of impropriety and undue. Gifts, tickets and honoraria can be perceived tools to influence on~~ SVHCD decisions and patient care, thereby safeguarding public trust 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. It also addresses 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, whether (remuneration) made directly or indirectly, in cash or in kind, that might influence ~~may induce~~ or appear to influence induce the purchase or referral of any kind of health care goods, services, or items reimbursed by a federal or state health care programs (e.g., Medicare and Medicaid). ~~Accepting. The unlawful acceptance of any~~ gifts or business courtesies from current or potential vendors or others with whom SVMHS presently conducts business — or potentially could conduct business — is strictly prohibited.

B. State Gift Laws: SVHCD Directors, Officers and designated employees ~~of SVMHS~~ identified in the District's Conflict of Interest Code or subject to Government Code Section 82700, must adhere to State laws regulating gift receipt and disclosure, as specified in the Political Reform Act or covered by Government Code sSection 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.

Commented [1]: Not sure we need to say this.

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.

Commented [2]: Intend to streamline and simplify.

C. Perishable Items: ~~It is the policy of SVHCD that any d~~Departments, clinical units, or clinical practices may accept modest perishable gifts (e.g., flowers, ~~such as floral arrangements,~~ cookies, candy or similar food items) to be shared ~~among~~by staff ~~members and, where possible, made available to~~ and the public, ~~where possible.~~

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

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

F. Gifts Between Employees: ~~It is the policy of SVHCD that gifts of a personal nature~~ Personal gifts between employees is permitted, provided hospital funds are not utilized ~~and the value does.~~ The value of such gifts should not exceed \$25. ~~It is further the policy of SVHCD that gifts between employees that are~~ Gifts related to a person's employment ~~occasions at SVHCD~~ (e.g., for Secretary's ~~Administrative Professionals~~ Day, Nurses Week, etc.) are permitted, ~~provided they are~~ if customary for the occasion, are of reasonable value ~~given the circumstances,~~ and funded privately, ~~not by the hospital 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~~ distribute all tickets and passes ~~d 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.

Commented [3]: Need to streamline and simplify.

H. All Other Gifts: ~~It is the policy of The~~ SVHCD ~~shall not accept that~~ gifts outside 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 including~~ gifts from patients, ~~their~~ family members ~~of patients~~, vendors or business associates.

I. Honoraria: ~~It is the policy of The~~ SVHCD ~~to comply~~ complies with the Political Reform Act and FPPC Regulations regarding the receipt of honoraria. ~~SVHCD Board members and designated, as defined in paragraph B 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, pursuant to, ~~(Government Code Section 89502.)~~ Honoraria and reimbursements for event attendance, when permitted, shall be handled pursuant to the procedures set forth below.

Commented [4]: Are "Board members" the same as "Directors." What about "Officers?" Recommend we use one or the other for consistency.

III. DEFINITIONS

A. "FPPC Regulations" means the regulations adopted by the Fair Political Practices Commission in accordance with the ~~its role as the implementing and enforcement agency of the State's~~ Political Reform Act, and as ~~These implementations are~~ set forth in ~~t~~ Title 2, Division 6, Sections 18109-18997 of the California Code of Regulations (CCR).

B. "Gifts": ~~For purposes of this Policy, "Gifts" are defined and excepted as set forth in the Political Reform Act and FPPC Regulations, and are periodically amended, as they may be amended from time to time. Generally speaking, the Political Reform Act defines a "gift" is~~

~~any~~ ~~is~~ ~~any~~ payment or other benefit received (including food/drink, travel ~~or travel~~ expenses, services, and items ~~of any type~~) that confers a personal benefit without receiving something of equal value in return 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 (e.g., books, reports, pamphlets, calendars, or periodicals).
1. ~~2.~~ Gifts which are not used and which, within 30 days after receipt, are either returned to the donor or donated delivered to a nonprofit entity exempt from taxation under Section 501(c)(3) of the Internal Revenue Code within 30 days following receipt, without being claimed as a charitable contribution for tax purposes.
2. ~~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.
3. ~~4.~~ Campaign contributions.
4. ~~5.~~ Inheritance.
5. ~~6.~~ Personalized plaques or trophies under \$250 with an individual value of less than two hundred and fifty dollars (\$250).
6. ~~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.
7. ~~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" (~~or plural form of "honorarium"~~) are means payments ~~for received for making a~~ speeches, ~~publishing an articles,~~ or attendance at attending any public or private conference, convention, meeting, social event, meal, or similar gathering.

D. "Tickets" or "Passes", as interpreted by the FPPC, means an admission to entertainment, amusement, recreational, or similar event. This includes admission to fundraising events, lunches, dinners, parties, etc., offered by third parties. Tickets or passes purchased by the SVHCD/Hospital for official business purposes are not governed by this policy. 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

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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. 4. Receiving Gifts from External Parties: Gifts from patients or patients' families shall be discouraged. ~~Employees~~ ~~An employee who is offered a gift of~~ cash or a cash equivalent ~~gifts~~ shall decline. ~~Said employees may the gift or~~ may suggest a donation to a charitable organization ~~such as the (e.g., Sonoma Valley Hospital Foundation).~~ ~~If it is believed that refusal of a gift would harm a patient or the Hospital, the gift shall be reported in writing to the appropriate department director.~~ ~~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 ~~the~~ SVHCD in the course of business:

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a. ~~All gifts received by and employee shall be reported~~ ~~An employee who receives a gift shall notify and forward the gift to the department director, who shall determine, in consultation cooperation~~ with the CEO, ~~shall assess~~ whether State disclosures (e.g., on FPPC Form 801) ~~is~~ are required.

b. If a ~~Gift~~ is ~~intended for~~ ~~provided to~~ SVHCD's ~~for~~ distribution at the agency's discretion, the CEO ~~or designated staff~~ shall:

~~d~~ ~~D~~istribute the ~~Gift~~ in accordance with FPPC Regulations; ~~In such cases, the hospital~~

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~~shall m~~ ~~M~~aintain records of such gifts;

~~and utilize FPPC Form 801, Gifts to Agency Report, to document this information. The hospital shall forward the c~~ ~~Complete and filed a~~ Form 801 (Attachment A) within 30 days from the distribution of each included ~~Gift; and~~

~~Submit completed forms~~ to the Sonoma County Clerk; ~~and shall p~~ ~~P~~ost ~~completed forms~~ on the SVHCD web site.

NOTE: Gifts appearing on a Form 801 need not be included in the eventual recipient's Statement of Economic Interests.

c. ~~If a gift is received by an employee other than through agency discretion, the CEO shall determine its handling in accordance with relevant FPPC Regulations. Options may include allowing the employee to retain it or distributing it within the department where feasible.~~ ~~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 with a value under \$25 may be distributed and used within the receiving department.

e. ~~With prior written approval of the CEO, v~~Upon written approval by the CEO, vendors may provide meals and other food to employees ~~only when offering the vendor is providing~~ significant education related to products or procedures, or ~~during when conducting~~ informational business meetings. Written attendance records ~~shall must also~~ be provided to the CEO for all ~~such meetings and shall meet the following requirements at which meals are provided.~~

i. The total value of any meal ~~shall should~~ not exceed \$20 per attendee.

ii. ~~The cumulative Annual~~ value of all meals ~~provided by a single vendor~~ shall not exceed \$300 per ~~vendor, per~~ year ~~unless written approval by~~without prior written approval of the the CEO is provided.

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 the SVHCD, serve are in~~ SVHCD's best interests, ~~and are align with legal and culture norms, and adhere to the following criteria: 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 ~~domay~~ not exceed \$25.00 per recipient ~~per~~ 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 to Employees: 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.

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2. Gift Card to Employees: If an employee receives a gift card, ~~of any value (e.g., \$10.00 Starbucks Gift Card) from the organization, the value (\$10.00) the value of such gift must shall~~ 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 ~~(e.g. such as 10% off any purchase in the Cafeteria and, G gift Sshop discounts or Starbucks).~~ Gift cards authorized via written approval by the CEO for distribution to departments, must be documented by the

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~~department director. Documentation shall include the names of employees in receipt of the gift cards and must be submitted in writing to accounting and copied to the CEO.~~

~~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 purposes~~ include:

- a. ~~To promote~~ Promoting networking opportunities ~~for~~ officials with community stakeholders.
- b. ~~To evaluate~~ Evaluating SVHCD/SVH's ability to attract business ~~that contributes to the overall health of the community at the locale or event, contributing and thus to contribute to the healthcare of the community in the future.~~
- c. ~~Recognizing outstanding service by~~ ~~To reward~~ an official, employee or hospital stakeholder ~~for his or her exemplary service to the organization~~ or to encourage staff development.
- d. ~~Boosting~~ ~~To promote~~ attendance at a hospital-sponsored event ~~s or event held at the hospital in order to maximize potential from~~ concession sales.
- e. ~~To reward a hospital~~ ~~Rewarding~~ healthcare partners ~~for their~~ contributions to the SVHCD/SVH or the ~~broader~~ community.
- f. ~~Promoting~~ ~~To provide~~ opportunities ~~for vulnerable populations served by the 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~~ ~~Promoting~~ health ~~and offering, motivate and provide expanded~~ opportunities to vulnerable populations in the SVHCD such as the disabled, underprivileged, seniors, and youth in foster care.

3. Distribution: ~~The CEO shall have discretion over~~ Tickets/Passes ~~are distributed~~ ~~distribution. at the discretion of the CEO. Recipient may only transport tickets/passes to~~ ~~Once distributed, tickets cannot be transferred by the recipient other than to members of the official's~~ immediate family ~~member or no more than one guest for event, solely for such guest's~~

attendance ~~at the event with the recipient.~~

4. Documentation: The CEO shall ~~ensure that the hospital will~~ maintain records of all Ticket/Pass distributions and the use ~~of Tickets and Passes~~ by SVHCD officials for ceremonial purposes, as required by FPPC Regulations. ~~The hospital shall use 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) to document this information. The completed Form 802 shall be submitted to the FPPC within 45 days from the distribution of each of~~ Ticket or Pass ~~distribution 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. Gift Records: 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.

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

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

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D. Ticket/Pass Distribution Records: The CEO shall develop and implement policies and procedures ~~to that will~~ maintain ~~a~~ records 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).

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E. Posting FPPC Forms: 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.

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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 et seq.

2023 GOVERNANCE COMMITTEE WORK PLAN

<p>January</p> <ul style="list-style-type: none"> • Committee 2023 work plan 	<p>February</p> <ul style="list-style-type: none"> • Discuss Committee terms • Plan 1st Board Retreat • Continuing Education for the Board - specific courses • Conduct review of Board policies and procedure documents in process • Create Board Compliance Program Worksheet - JF 	<p>March</p> <ul style="list-style-type: none"> • Review composition of standing committee • Identify skill sets of committee members, confirm went through correct procedures. • Form 700 review 	<p>April – NO MEETING</p> <p>1st Board retreat in April</p>
<p>May – NO MEETING</p> <ul style="list-style-type: none"> • Gifts and Honoria Ensure Conflict of Interest Policy is being adhered to according to form 700 • Review P&P – Membership Requirement for Board Committees • 	<p>June</p>	<p>July</p>	<p>August</p> <ul style="list-style-type: none"> • Plan 2nd Board Retreat • Gifts and Honoria Ensure Conflict of Interest Policy is being adhered to according to form 700 • Review P&P – Membership Requirement for Board Committees
<p>September</p>	<p>October</p> <p>2nd Board retreat in Oct.</p>	<p>November – NO MEETING</p> <ul style="list-style-type: none"> • Ensure Board Self-Assessment is complete • Review Board Compliance 	<p>December</p> <ul style="list-style-type: none"> • Review 2024 Workplan (submit to BOD in January 2024) • Ensure Board Self-Assessment is complete • Review Board Compliance