



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

**AGENDA**

**Tuesday, March 19, 2024**

**5:00 P.M.**

**SONOMA VALLEY HOSPITAL  
ADMINISTRATIVE CONFERENCE ROOM**

**ZOOM**

Join Zoom Meeting

<https://sonomavalleyhospital-org.zoom.us/j/97152712021>

One tap mobile

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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 Board Clerk, Whitney Reese at <a href="mailto:wreese@sonomavalleyhospital.org">wreese@sonomavalleyhospital.org</a> at least 48 hours prior to the meeting.		
<b>MISSION STATEMENT</b> <i>The mission of the SVHCD is to maintain, improve, and restore the health of everyone in our community.</i>		
<b>1. CALL TO ORDER/ANNOUNCEMENTS</b>	<i>Kornblatt Idell</i>	
<b>2. PUBLIC COMMENT SECTION</b> <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>		
<b>3. CONSENT CALENDAR:</b> • Governance Committee Minutes 01.17.24	<i>Kornblatt Idell</i>	Action
<b>4. GOVERNANCE COMMITTEE CHARTER</b>	<i>Kornblatt Idell</i>	Inform/ Action
<b>5. CHARTER TEMPLATE</b>	<i>Kornblatt Idell</i>	Inform/ Action
<b>6. REVIEW ANNUAL CALENDAR</b>	<i>Kornblatt Idell</i>	Inform/ Action
<b>7. ADJOURN</b>	<i>Kornblatt Idell</i>	



**SVHCD GOVERNANCE  
COMMITTEE MEETING**

**MINUTES**

**WEDNESDAY, JANUARY 17, 2024**

<b>Present</b>	<b>Not Present</b>	<b>Staff</b>	<b>Public</b>	
Susan Kornblatt Idell in person Bill Boerum in person Amy Jenkins via Zoom Denise Kalos via Zoom		Stacey Finn, Interim Board Clerk		
<b>AGENDA ITEM</b>	<b>DISCUSSION</b>		<b>ACTIONS</b>	<b>FOLLOW-UP</b>
<b>MISSION &amp; VISION STATEMENT</b> <i>The mission of SVHCD is to maintain, improve and restore the health of everyone in our community.</i>				
<b>1. CALL TO ORDER/ANNOUNCEMENTS</b>	<i>Kornblatt Idell</i>			
	Called to order at 6:00 p.m.			
<b>2. PUBLIC COMMENT SECTION</b>	<i>Kornblatt Idell</i>			
	None			
<b>3. CONSENT CALENDAR</b>	<i>Kornblatt Idell</i>		Action	
a. Minutes 08.16.23			<b>MOTION:</b> by Boerum, 2 <sup>nd</sup> by Jenkins to approve meeting minutes. All in favor.	
<b>4. GOVERNANCE COMMITTEE CHARTER</b>	<i>Kornblatt Idell</i>			
	<p>Ms. Kornblatt Idell presented the most current charter for review and revision. She recommended that everyone review the charter offline and bring the revisions to the next meeting for approval.</p> <p>Discussion regarding the need for the Board chair recommending a designee to chair the committee. This will be brought to the February Board meeting for the designation of a chair.</p> <p>Next meet will also include the creation of a charter template for all Board committees.</p>			

<b>5. GIFTS AND HONORIA POLICY</b>	<i>Kornblatt Idell</i>	Action	
	Ms. Kornblatt Idell presented the red lined version of the Gifts and Honoria policy. Ms. Jenkins spoke about the revisions that were made and the fact that the revisions were based on the committee's recommendation to streamline and simplify the policy. Previously the committee recommended that the policy be reviewed by legal counsel. Ms. Kornblatt Idell will discuss the legal review request with the CEO.	Ms. Kornblatt Idell will discuss the legal review request with the CEO.	
<b>6. SVH BOARD OF DIRECTORS COMMITTEES</b>	<i>Kornblatt Idell</i>	Inform	
	Ms. Kornblatt Idell recommended all the Board committees have a standard template for the charters. Ms. Jenkins and Ms. Kornblatt Idell will work on creating a template for the charters. The template will be recommended to the Board for approval. Ms. Jenkins recommended that the Board identify, and delegate duties involved with legislation. Mr. Boerum said that in previous years it was decided at the Board level that legislative issues and responses be delegated to the CEO.		
<b>7. CALIFORNIA VOTING RIGHTS ACT</b>	<i>Kornblatt Idell</i>	Inform	
	Ms. Kornblatt Idell spoke about the California voting rights act. This act was passed in 2002, with the goal of having all areas of voting districts be represented. This would include the district have zones with a representative for each. Legal was consulted on the requirements around this. They noted it was not a requirement. There is concern that there may be groups that have concerns about the representation in the health care district. Mr. Boerum spoke about the research that he did on this topic and how other health care districts handled the act. Mr. Boerum felt that the Board acknowledging the need for representation in the district would address the spirit		

	of CVRA on some level. Ms. Jenkins recommended adding verbiage on inclusivity recruitment to the charters and/or policy.		
<b>8. GOVERNANCE COMMITTEE 2024 WORK PLAN</b>	<i>Kornblatt Idell</i>	Inform/Action	
	<p>The committee made the following recommendations be made to the 2024 GC Work Plan</p> <ul style="list-style-type: none"> <li>• Feb – GC charter review</li> <li>• March – Create charter template for Board committees.</li> <li>• June – Review all committee charters.</li> <li>• Sept – Finalize committee charters.</li> <li>• Nov – Create 2025 work plan</li> </ul>	Work Plan, with dates, will be confirmed at next meeting	
<b>9. ANNUAL SCHEDULE OF MEETNIGS</b>	<i>Kornblatt Idell</i>	Inform	
	Meeting months are noted in the work plan.		
<b>10. ADJOURN</b>	<i>Kornblatt Idell</i>		
	Adjourned at 6:46 p.m.		



SUBJECT: Governance Committee Charter

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DEPARTMENT: Board of Directors

EFFECTIVE:

APPROVED BY:

REVISED: 03.19.24

**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 formulates policies, makes performance trends, CEO performance, quality of care, and finances.

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, such as...

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.

**Policy:**

**RESPONSIBILITY**

**1. Committee Structure and Membership**

- The GC, shall remain a Standing Committee, to review the composition of the Standing Committees annually for vacancies, including an assessment of the desired.

**2. Board Self-Assessment**

- Ensure, with the Chair of the Board, that an annual Board self-assessment is completed.

**3. Develop Policies and Recommend Decisions**

- Draft policies and decisions regarding governance performance and submit them to the Board for deliberation and action, such as policy on gifts and...

**4. 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. ?



SUBJECT: Governance Committee Charter

PAGE 2 OF 2

DEPARTMENT: Board of Directors

EFFECTIVE:

APPROVED BY:

REVISED: 03.19.24

**Rules:**

**GC Membership**

The GC shall have 2 members, normally the Board Chair and the Board Secretary. 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 per the Brown Act.

**FREQUENCY OF REVIEW/REVISION**

The GC shall review the Charter bi-annually, or more often if required.



SUBJECT:	POLICY:
DEPARTMENT:	Page 1 of 1
REVISED:	EFFECTIVE:

**OWNER OF POLICY:**

**AUTHORS/REVIEWERS:**

Board Quality/Finance/Audit or Governance Committee (each authors/reviews its own charter)  
CEO

**APPROVALS:**

The Board of Directors:

**PURPOSE:** In most committee cases, this section might state the role of the committee in guiding and assisting Executive Leaders, BOD and Medical staff to fulfill their responsibilities to oversee quality, financial, auditing and/or governance.

**RESPONSIBILITIES:** This section might include broad areas of oversight

**POLICY:** This section might include specific activities such as develop, review, initiate, perform, etc.

**PROCEDURE:** This section might include regular and recurring agenda items for the committee.

**RULES:** This section might include authority to act, meeting schedule, voting membership, quorum requirement, chair, composition

## 2024 GOVERNANCE COMMITTEE WORK PLAN

<p><b>January</b></p> <ul style="list-style-type: none"> <li>• Charter review</li> <li>• 2024 work plan</li> <li>• Gifts and Honoria Policy</li> </ul>	<p><b>February</b></p>	<p><b>March</b></p> <p>Wed March 13, 2024 at 5 PM</p> <ul style="list-style-type: none"> <li>• Charter Template for Board committees</li> </ul>	<p><b>April</b></p>
<p><b>May</b></p>	<p><b>June</b></p> <p>Wed June 26, 2024 at 5 PM</p> <ul style="list-style-type: none"> <li>• Review all Committee Charters</li> </ul>	<p><b>July</b></p>	<p><b>August</b></p>
<p><b>September</b></p> <p>Wed September 11, 2024 at 5 PM</p> <ul style="list-style-type: none"> <li>• Approve Committee Charters</li> </ul>	<p><b>October</b></p>	<p><b>November</b></p> <p>Wed November 6, 2024 at 5 PM</p> <ul style="list-style-type: none"> <li>• Create 2024 Work Plan</li> </ul>	<p><b>December</b></p>