

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

**AGENDA**

**Tuesday, April 16, 2024**

**5:00 P.M.**

**SONOMA VALLEY HOSPITAL  
ADMINISTRATIVE CONFERENCE ROOM**

**ZOOM**

Join Zoom Meeting

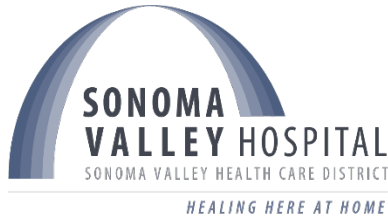
<https://sonomavalleyhospital-org.zoom.us/j/97152712021>

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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 03.14.24	<i>Kornblatt Idell</i>	Action
<b>4. GOVERNANCE COMMITTEE CHARTER</b>	<i>Kornblatt Idell</i>	Action
<b>5. GIFT &amp; HONORARIA POLICY</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**

**TUESDAY, MARCH 19, 2024 5:00 PM**  
**In Person at Sonoma Valley Hospital**  
**347 Andrieux Street**  
**Administration Conference Room**  
**and Via Zoom Teleconference**

Present	Not Present	Staff	Public	
Susan Kornblatt Idell Bill Boerum	Amy Jenkins			
AGENDA ITEM	DISCUSSION		ACTIONS	FOLLOW-UP
<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 5:00 p.m. Ms. Kornblatt Idell announced that agenda item from last meeting: GIFTS AND HONORIA POLICY is with legal counsel at this time.			
<b>2. PUBLIC COMMENT SECTION</b>	<i>Kornblatt Idell</i>			
	None			
<b>3. CONSENT CALENDAR</b>	<i>Kornblatt Idell</i>		Action	
a. Minutes 01.17.23			<b>MOTION:</b> by Boerum, 2 <sup>nd</sup> by Kornblatt Idell to approve meeting minutes. All in favor.	
<b>4. GOVERNANCE COMMITTEE CHARTER</b>	<i>Kornblatt Idell</i>		Inform/Action	
	Governance Committee Charter revised and discussed. Changes included: <ul style="list-style-type: none"> <li>• Specify that the Governance Committee shall have three members, including two board</li> </ul>		Kornblatt Idell will revise and bring back to Governance Committee at next meeting to	

	<ul style="list-style-type: none"> <li>members and one member from the community.</li> <li>• Clarify efforts to recruit community members into committees with inclusion of diversity statement in committee charters.</li> <li>• Revision of language in committee responsibilities to reflect that committees make recommendations rather than decisions.</li> <li>• Deletion of unnecessary partial and full sentences.</li> </ul>	approve before sending to BOD for approval.	
<b>5. CHARTER TEMPLATE</b>	<i>Kornblatt Idell</i>	Action	
	Kornblatt Idell presented a charter template based off the Quality Committee’s charter. Template is approved and will be presented to the BOD for approval before being passed to all committees to adapt their charters to individually.	<b>MOTION:</b> by Boerum, 2 <sup>nd</sup> by Kornblatt Idell to approve template. All in favor.	
<b>6. REVIEW ANNUAL CALENDAR</b>	<i>Kornblatt Idell</i>	Inform	
	Next meeting to be April 16 <sup>th</sup> to approve the final Governance Committee Charter.		
<b>7. ADJOURN</b>	<i>Kornblatt Idell</i>		
	Adjourned at 5:23 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 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;

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 Recommendations**

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

**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

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DEPARTMENT: Board of Directors

EFFECTIVE:

APPROVED BY:

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**Rules:**

**GC Membership**

The GC shall have 3 members, the Board Chair and the Board Secretary or their designees, and one member of the community. The Board Chair shall serve as Chair of the Governance Committee, unless the Board specifically acts to delegate otherwise.

The Board shall recruit members of the committee that are representative of the diverse constituencies of Sonoma Valley Hospital.

**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, Hospital and SVH Board members staff are always welcome to attend and provide input.

**FREQUENCY OF REVIEW/REVISION**

The GC shall review the Charter bi-annually, or more often as necessary.