

BYLAWS

of the

SONOMA VALLEY HEALTH CARE DISTRICT


Sonoma, California

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of the
SONOMA VALLEY HEALTH CARE DISTRICT**

Approved by the Board of Directors April 6, 2023



Judith Bjorndal, Chair



**John Hennelly, President and Chief Executive Officer
Sonoma Valley Hospital**

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Article I Preamble

These District Bylaws are adopted by the Sonoma Valley Health Care District (the District) Board of Directors (the Board) pursuant to and consistent with Division 23 of the Health and Safety Code of the State of California, known as “The Local Health Care District Law.” These District Bylaws are established to further enable the Board to faithfully exercise its powers and fiduciary duties in accordance with applicable law. The Board-approved Policies shall be used to assist further in implementing the responsibilities of the Board.

Section 1. Mission

The Mission of the Sonoma Valley Health Care District is to maintain, improve, and restore the health of everyone in our community.

This mission is pursued subject to available financial and human resources and leadership consistent with the Local District Health Care Law of California. The District sets forth Core Values as a framework to provide operational guidance for achieving its mission.

The Core Values of the Sonoma Valley Health Care District are that those who live in Sonoma Valley will experience outstanding health care because:

- a. There will be direct access to appropriate care when needed and overall health will be coordinated in a comprehensive fashion.
- b. Care will show respect and honor the dignity of everyone.
- c. The available services will (a) match the needs of the community, (b) be fiscally sustainable, and (c) meet or exceed all quality standards.
- d. Wise stewardship will be exercised regarding the District’s financial resources to ensure stability, agility, and prudent growth.
- e. Partnerships with physicians, other healthcare providers, and payers will extend the range of available services and conserve resources.
- f. We will feel informed and proud of the quality of health care available in the District.

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Section 2. Relationships

The Board recognizes that it is most effective in maintaining, improving, and restoring the health of everyone in our community when it works in collaboration with others. Among our partners are the community, the Hospital, the medical community, other healthcare providers such as the Sonoma Valley Community Health Center and UCSF Health, and the Sonoma Valley Hospital Foundation. Although the responsibilities of the Board are set forth in our public trust as the duties of fiduciary responsibility and care and in state law, it is the intent of the Board to maximize its impact on health by building strong, cooperative relationships.

a. The Community

The Board is publicly elected to represent the collective interests of all people in the District, regardless of whether they may be patients at the Hospital. That trust is exercised by inquiring and listening to the concerns of the entire community regarding health care expectations, community resources that might be available, and matters of good organizational citizenship. It is also the Board's responsibility to ensure that the public is informed about its own health and the operations of the Hospital and other healthcare services. The public is also welcome and encouraged to monitor District operations and policy and participate in the discussion of the public actions of the Board. It is the intent of the Board to honor the full spirit of transparency in its work.

b. The Hospital

The major resource available to the Board for serving the community's health needs is Sonoma Valley Hospital. This is an Acute Care, community hospital providing emergency care, in-patient and ambulatory (inpatient) acute care, post-acute care, therapy, diagnostics, and related services. It serves the community by providing prompt response to acute health needs and coordination of care and by providing resources to the medical community.

c. The Medical Staff

Physicians are a self-governing community of peers who set standards for quality of care and professional conduct. Some of these professionals are Hospital employees; most are not. The community is best served when an appropriate mix of practitioners is free to reach professional excellence, with the Board providing required oversight and necessary resources. The physicians accredited at the Hospital are governed by the Medical Staff Bylaws which are reviewed every three years.

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d. Other Healthcare Providers

The District recognizes that maintaining, improving, and restoring the health of everyone in our community involves collaboration with the entire health care community. Individuals who have insurance plans that involve providers outside the Valley who use only the Hospital's emergency or diagnostic and support services are included in our mission. So are those who use the services of other local providers and are referred to Sonoma Valley Hospital for supportive care. Patients of the Hospital can expect that their care will include referral for advanced treatment at Bay Area hospitals that offer specialized services. The District works with local adjunctive services to ensure a supportive community environment.

e. Sonoma Valley Hospital Foundation

Though not a healthcare provider as such, the District recognizes the indispensable role being played by the Sonoma Valley Hospital Foundation as an independent and self-governed entity in funding certain capital requirements and other defined needs of the Hospital as may be determined and coordinated between the two organizations from time to time.

Article II The Board as a Legal Entity

The name of the District shall be the Sonoma Valley Health Care District (the District).

The principal office for transacting business and maintaining records of the Sonoma Valley Health Care District shall be the Sonoma Valley Hospital (the Hospital), located at 347 Andrieux Street, Sonoma, California 95476. The District also maintains a website at <http://www.sonomavalleyhospital.org>.

Section 1. Powers

The Board shall have accountability and authority for those powers set forth in the Local Health Care District Law of California [California Health and Safety Code (H&S) 32,000] that are necessary for fulfilling its mission. These shall include, but are not limited to the following abilities to:

- a. Form a medical staff to be known as "The Medical Staff of Sonoma Valley Hospital"; such medical staff shall be self-governing, subject to the District Board's final approval

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- of members and their privileges, hospital rules for quality of patient health and safety, indemnification of practice, and Medical Staff Bylaws [California Health and Safety Code (H&S) 32128, 32129].
- b. Recruit and manage such volunteers from the community, serving without compensation, as may be needed from time to time to support the Hospital and the District.
 - c. Hire, direct, evaluate, and terminate if necessary, the President and Chief Executive Officer of the Hospital and any other individuals neither working for the Hospital or reporting directly to the Chief Executive Officer but necessary for meeting the Mission of the District [H&S 32121].
 - d. Enter into contracts for provision of health care and make certain resources are available to medical staff members who are serving the community [H&S 32121, 32129].
 - e. Establish and maintain standards for quality of care in facilities under the District's direction [H&S 32125].
 - f. Create entities or enter into contractual relationships with existing entities useful for promoting the District's Mission [H&S 32121, 32131].
 - g. Acquire, lease, manage, and dispose of real assets for the purpose of meeting its Mission [H&S 32121, 32123, 32126].
 - h. Authorize the purchase, lease, management, and disposal of capital and other equipment needed to meet its Mission [California Health and Safety Code 32122, 32132].
 - i. Place before the public for vote parcel tax and bond measures to finance healthcare services and facilities [H&S 32127].
 - j. Sue and be sued and exercise related actions as a corporate entity [H&S 32121].
 - k. Manage its financial assets in a responsible fashion, including authorization for borrowing funds and letting of contracts [H&S 32127, 32130, 32132, 32133, 32136, 32138].
 - l. Create committees, develop policy, and take other actions necessary to enhance the mission of the District [H&S 32121].
 - m. Receive input from the public and inform the public regarding matters related to the operation of the District.

The Board exercises its responsibilities through setting goals conducting periodic self-evaluations, assessing the healthcare environment and performance of the hospital, and when appropriate, initiating responsive action. All District powers shall only be exercised pursuant to specific delegation by the Board of Directors.

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Section 2. District Bylaws as Basis of Authority

a. Amendment

These District Bylaws shall be reviewed bi-annually at the beginning of even numbered years. They may be changed by an affirmative vote of at least three Board members at a regularly scheduled board meeting.

b. Relationship to Other Bylaws

The Bylaws of the Sonoma Valley Health Care District Medical Staff (the Medical Staff) are understood to be a subset of the District Bylaws with respect to their relationship with the District. Any action or procedure that is required, allowed, or prohibited in the Medical Staff Bylaws will also be required, allowed, or prohibited in the District Bylaws. The District Board and the Medical Staff shall consult on any proposed changes in either document that may affect both groups. Changes in the Medical Staff Bylaws shall be approved by the District Board; changes in District Bylaws that may affect the Medical Staff require corresponding revision of the Medical Staff Bylaws. In any case where there is a conflict between the Medical Staff Bylaws and the District Bylaws, the District Bylaws shall be controlling.

Article III Board of Directors

Section 1. Members

a. Selection

The Board shall consist of five members, having permanent residence in the District and elected by the public from registered voters of the District in accordance with California Health and Safety Code Section 32100. Three members shall be elected in years evenly divisible by four and two members shall be elected in alternating even-numbered years. In the event of a Board vacancy, a new Board member shall be appointed to fill the vacated position from applying individuals who meet qualification for election by vote of the remaining Board members in a publicly noticed and open meeting. The appointed Board member shall serve until the next general election returns are certified by the registrar of voters unless the vacancy occurs in the first half of the director's term, but less than 130 days prior to the next general election. In this case the appointed director shall serve the balance of the term. (Section 1780 of the California Government Code)

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b. Fiduciary Responsibilities

Board members have fiduciary responsibilities to the District. Those living in the District trust the Board to act on their behalf.

- (1) The duty of care requires that Board members act toward the District with the same watchfulness, attention, caution, and prudence that a reasonable person in the circumstances would. The duty of loyalty requires that Board members not place their personal interests above those of the District.
- (2) Board members shall comply with the District's Conflict of Interest Code as detailed in the Board Policies.
- (3) The only actions of the Board are those agreed by a majority of Board members in publicly noticed meetings that are consistent with state law and regulations. Diversity of informed and well-articulated opinion among Board members is expected while questions are open before the Board.
- (4) Board members respect privacy of information by not requesting or seeking to obtain information that is not authorized or necessary for conducting the business of the Board. Board members respect confidentiality by not revealing information to others who are not legally authorized to have it or which may be prejudicial to the good of the District. Board members respect information security by requesting and monitoring policies that protect the privacy of individuals served by or doing business with the District.

c. Personal Qualifications

In their service to the District, Board members are expected to

- (1) Actively promote the mission of the District: to maintain, improve, and restore the health of everyone in our community.
- (2) Devote sufficient time to their duties to ensure they are fully knowledgeable regarding matters about which the Board deliberates
- (3) Provide respectful, positive, independent input into the group decision making process
- (4) Seek input from the community and represent the District to the community as ambassadors
- (5) Maintain a high level of personal integrity

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Section 2. Officers

The officers of the Board and their duties shall consist of the following:

a. Chair

- (1) Serve as the Board's primary liaison with the Chief Executive Officer and with the press and the public
- (2) Prepare the Board agenda and request necessary support materials for meetings
- (3) Conduct meetings of the Board
- (4) Sign documents as authorized by the Board
- (5) Appoint members to committees subject to approval by a majority of the Board
- (6) Coordinate the Board's performance evaluation of the President and Chief Executive Officer
- (7) Coordinate the Board's annual self-evaluation and annual retreat process

b. First Vice Chair

- (1) Serve in the capacity of the chair when necessary or as delegated
- (2) Serve as the permanent Board representative on the Joint Conference Committee of the Medical Executive Committee

c. Second Vice Chair

- (1) Serve as chair or member of the Board Quality Committee
- (2) Serve in the capacity of the chair when necessary or as delegated

d. Secretary

- (1) Direct that minutes, records, and other support material are prepared and made available in a timely fashion
- (2) Serve or cause to be served all notices of the board
- (3) Sign documents as authorized by the Board
- (4) Serve as chair or member of the Board Governance Committee

e. Treasurer

- (1) Serve as chair or member of the Board Finance Committee

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Section 3. Elections

Officers will be elected at the first regular Board meeting in December of each year for a term of one year. Election is by majority vote of the members of the newly-installed Board in even numbered years and by majority vote of existing members in odd numbered years. Officers may be elected to consecutive terms. In the event that the Board fills a vacant position, it may decide either to confirm the new Board member in the previous Board member's office or conduct a new set of elections.

Section 4. Committees

The Board may create committees in order to facilitate its business and to ensure access to expertise and citizen input. All committees shall be advisory to the Board and have no authority to make decisions or take actions on behalf of the Board unless specifically delegated by the Board. A committee is created or disbanded by majority vote of the Board.

a. Types of Committees

- (1) Standing Committees assist the Board by gathering information, evaluating proposals and policies, and making recommendations regarding key and continuous or regularly recurring functions of the District, and are subject to Ralph M. Brown Act provisions. The Board Standing Committees shall be:
 - i. Finance & Audit Committee
 - ii. Quality Committee
 - iii. Governance Committee
 - iv. Affiliation Oversight Committee
- (2) Advisory Committees ("Ad Hoc") may be established to study and make recommendations to the Board on specific matters. The scope of such committees shall be limited and shall not be of continuous or on-going nature. Upon determination by the Board that the period for advice has passed or upon acceptance of the Advisory Committee's written report by the Board, the Advisory Committee shall be disbanded. Advisory Committees shall be comprised of two Board members and are not subject to Brown Act provisions.
- (3) Members of Standing Committees and Advisory Committees shall be residents of the District or practitioners or business owners having their primary activity within the District.

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- (4) Community members of Advisory Committees may serve up to four years with the option to be reappointed.

b. Types of Meetings

Meetings of the Board and its standing Committees are conducted in accordance with the Ralph M. Brown Act (the Brown Act). A quorum for the Board or for its standing committees shall consist of a majority. Agendas for regular Board and standing committee meetings will be available 72 hours in advance of meetings, and for special meetings 24 hours in advance, giving the date, time and location of meetings. No action will be taken concerning an item not previously noticed on the published agenda. Exceptions exist in the case of an emergency where the majority of the Board determines that an emergency exists (Government Code 54956.5), in which case there is a need to take immediate action. The other exception is if a regular or special meeting is appropriately noticed and the need for urgent action came to the attention of the District subsequent to the agenda being posted. In that case, if two-thirds of the Board members present vote (or there is a unanimous vote if less than two-thirds are present) that there is a need to take immediate action. Public comment will be invited and considered at all open meetings (regular, emergency and special Board meetings and standing committee meetings), and meeting agendas, support materials, and minutes will be available to the public.

- (1) Emergency Board meetings can be called on one hour's notice by the Chair or any Board member. News media that has submitted a prior written request for notification of emergency meetings shall be notified in advance of the meeting.
- (2) Special Board meetings may be called by any two Board members with 24 hours' notice and are subject to rules applying to regular meetings. News media that has submitted a prior written request for notification of special meetings shall be notified in advance of the meeting.
- (3) Closed Board meetings may be held for purposes of considering the appointment, employment, evaluation of performance, discipline, dismissal or to hear complaints or charges concerning a Hospital employee or member of the Medical Staff; in consideration of pending litigation; or in matters of negotiations concerning real property, labor contracts, or discussion of trade secrets. Closed meetings shall be announced, conducted, and reported in accordance with the Brown Act, and the public may not participate. Standing committees may hold closed meetings if their charter or Board delegation includes issues allowing closed meetings.

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c. Participation of Directors on Standing Committees

No more than two Board members shall be appointed to serve on any Standing Committee at one time. Other Board members may attend standing Committee Meetings as members of the public at any time. In the event of the absence of a regular Board member on a Standing Committee, the Chair of the Board, or in succession, the Chair of the Standing Committee may designate other Directors to serve in the capacity of absent Board committee members. All appointed members of Board committees, including *ex officio* appointments and recognized alternates shall be voting members and shall count toward establishing a quorum. Board members who attend standing committee meetings as members of the public may not participate in the discussions to avoid a possible violation of the Brown Act.

Section 5. Compensation

Each member of the Board of Directors shall be allowed his/her necessary traveling and incidental expenses incurred in the performance of official business of the District pursuant to the Board's policy.

Section 6. Indemnification

a. Any person made or threatened to be made a party to any action or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he/she, his/her estate, or his/her personal representative is or was a Director, officer or employee, of the District, or an individual (including a medical staff appointee or committee appointee) acting as an agent of the District, or serves or served any other corporation or other entity or organization in any capacity at the request of the District while acting as a Director, officer, employee or agent of the District shall be and hereby is indemnified by the District, as provided in Sections 825 et. seq. of the California Government Code.

b. Indemnification shall be against all judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's fees actually and necessarily incurred, as a result of any such action or proceeding, or any appeal therein, to the fullest extent permitted and in the manner prescribed by the laws of the State of California, as they may be amended from time to time, or such other law or laws as may be applicable to the extent such other law or laws is not inconsistent with the law of California, including Sections 825 et. seq. of the California government Code.

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c. Nothing contained herein shall be construed as providing indemnification to any person in any malpractice action or proceeding arising out of or in any way connected with such person's practice of his or her profession

Article IV Delegation of Authority

The Board honors the distinction between governance and management. The Board shall exercise its responsibilities for oversight by operating at the policy level, setting strategic direction and goals, monitoring key outcomes, and taking corrective action where needed.

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. The Board delegates to the President and CEO the authority to perform the following functions:

- a. 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
- b. Manage the activities and resources of the Sonoma Valley Hospital
- c. Ensure that the hospital complies with applicable laws, regulations, and standards
- d. Provide supporting resources to the Board and its committees as requested
- e. Support the operations of the Board by providing reports, general information, staff support, and other resources
- f. Annually, create a draft update on the District's rolling Three -Year Strategic Plan and the Budget
- g. Promote awareness of the hospital, good will in the community, and philanthropic support
- h. Serve as the contact executive in affiliation agreements with other district hospitals, physician foundations, and other healthcare partners
- i. Negotiate, sign, monitor, and terminate or renegotiate contracts.
- j. Sign checks to meet the District's financial obligations in accordance with Board Policy.
- k. Execute and sign borrowing notes as authorized by the Board.
- l. Discharge these functions in a positive, legal, and ethical fashion so as to bring respect to the District
- m. Carry out directives from the Board

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Section 2. Medical Staff

a. Establishment of a Medical Staff

There shall be a Medical Staff for the Hospital established in accordance with the requirements of the Local Healthcare District Law [California Health and Safety Code (H&S) 32,000], whose membership shall be comprised of all physicians, dentists and podiatrists who are duly licensed and privileged to admit or care for patients in the Hospital. The Medical staff shall be an integral part of the Hospital. The District shall appoint the Medical Staff by approving their credentialing. The Medical Staff shall function in accordance with the Medical Staff Bylaws, Rules and Regulations and Policies that have been approved by the Medical Staff and by the District.

The Medical Staff shall be represented as described in Article IV of these Bylaws and shall be afforded full access to the District through the Board's regular meetings and committees as described herein. The Medical Staff, through its officers, department chiefs, and committees, shall be responsible and accountable to the District for the discharge of those duties and responsibilities set forth in the Medical Staff's Bylaws, Rules and Regulations, and Policies and as delegated by the District from time to time.

b. Bylaws, Rules, and Regulations

The Medical Staff is responsible for the development, adoption, and periodic review of the Medical Staff Bylaws and Rules and Regulations, consistent with these District Bylaws, applicable laws, government regulation, and accreditation standards. The Medical Staff Bylaws, Rules and Regulations and all amendments thereto, shall become effective upon approval by the Medical Staff and the District. Whenever there is a reference in the Medical Staff Bylaws, Rules and Regulations, to the "Board of Directors" or "the District," that term shall refer to and be considered as the Sonoma Valley Health Care District as described in Article I of these Bylaws.

c. District Action on Membership and Clinical Privileges

- (1) **Medical Staff Responsibilities:** The Medical Staff is accountable to the District for the quality of care, treatment and services rendered to patients in the Hospital. The Medical Staff shall be responsible for investigating and evaluating matters relating to Medical Staff membership status, clinical privileges, and corrective action, except as provided in Article 4 of the Medical Staff bylaws. The Medical Staff shall adopt and forward to the District specific written recommendations, with appropriate supporting documentation, that will allow the District to take informed action. When the District does not concur with a Medical Staff recommendation, the matter shall be processed in accordance with the Medical Staff Bylaws and

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applicable law before the District renders a final decision. The District shall act on recommendations of the Medical Staff within the period of time specified in the Medical Staff Bylaws or Rules and Regulations, or if no time is specified, then within a reasonable period of time. However, at all times the final authority for appointment to membership on the Medical Staff of the Hospital remains the sole responsibility and authority of the District.

- (2) Criteria for District Action: The process and criteria for acting on matters affecting Medical Staff membership status and clinical privileges shall be as specified in the Medical Staff Bylaws.
- (3) Terms and Conditions of Staff Membership and Clinical Privileges: The terms and conditions of membership status in the Medical Staff, and the scope and exercise of clinical privileges, shall be as specified in the Medical Staff bylaws unless otherwise specified in the notice of individual appointment following a determination in accordance with the Medical Staff Bylaws.
- (4) Initiation of Corrective Action and Suspension: Where in the best interests of patient safety, quality of care, or the Hospital staff, the District may take action subject to the standards and procedures in the Medical Staff Bylaws, Rules and Regulations and applicable law.
 - i. The Chief Executive Officer may summarily suspend or restrict clinical privileges of any Medical Staff member subject to the standards and procedures in the Medical Staff Bylaws, Rules and Regulations and applicable law.
- (5) Fair Hearing and Appellate Procedures: The Medical Staff Bylaws shall establish fair hearing and appellate review mechanisms in connection with Staff recommendations for the denial of Staff appointments, as well as denial of reappointments, or the curtailment suspension or revocation of privileges. The hearing and appellate procedures employed by the District upon referral of such matters shall be consistent with the Local Healthcare District Law [California Health and Safety Code (H&S) 32,150, and those specified in the Medical Staff Bylaws, Rules and Regulations.

d. Accountability to the District

The Medical Staff shall conduct and be accountable to the District for conducting activities that contribute to the preservation and improvement of quality patient care and safety in the Hospital.

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e. Documentation

The District shall receive and act upon the findings and recommendations emanating from the activities required by Article IV, Section 2(d). All such findings and recommendations shall be in writing and supported and accompanied by appropriate documentation upon which the District can take appropriate action.

Section 6. Contractual, Collaborative and Affiliation Relationships

The District may enter into contractual, collaborative and affiliation relationships with other Districts, provider organizations, or consortia in order to share resources and improve access to care to better serve the needs of those in the Valley.