



**SONOMA VALLEY HEALTH CARE DISTRICT
GOVERNANCE COMMITTEE
REGULAR MEETING AGENDA**
Monday, November 26, 2012
9:00 a.m.

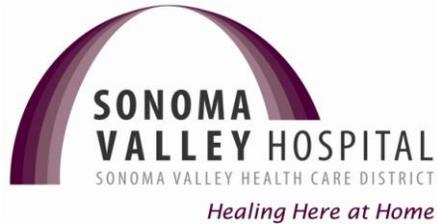
**Location: Schantz Conference Room
Sonoma Valley Hospital
347 Andrieux Street, Sonoma, CA 95476**

AGENDA ITEM	RECOMMENDATION	
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	Carruth	
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 that 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 for Committee consideration. At all times please use the microphone.</i>	Carruth	
3. CONSENT CALENDAR: A. Prior Meeting Minutes for October 24, 2012	Carruth	Inform/Action
4. GOVERNANCE COMMITTEE REPORT TO THE BOARD FOR 2012	Carruth	Inform/Action
5. DEVELOP GOVERNANCE COMMITTEE WORK PLAN FOR 2013	Carruth	Inform/Action
6. REVIEW CHARTER FOR RECOMMENDED CHANGES	Carruth	Inform/Action
7. UPDATE – BOARD POLICY ON CEO EVALUATION, COMPENSATION, SCHEDULE, ETC.	Hohorst	Action
8. CEO CHANGE ORDER AUTHORITY	Carruth	Inform/Action
9. ACKNOWLEDGEMENT CONCERNING CONFIDENTIAL INFORMATION	Carruth	Inform
10. CLOSING COMMENTS	Carruth	Inform
11. ADJOURN		

3.A.

MINUTES

10.24.12



**SONOMA VALLEY HEALTH CARE DISTRICT
GOVERNANCE COMMITTEE
REGULAR MEETING MINUTES
Wednesday, October 24, 2012
Schantz Conference Room**

Committee Members Present	Committee Members Absent	Administrative Staff Present
Kevin Carruth, Chair Peter Hohorst Paula Davis		

AGENDA ITEM	DISCUSSION	CONCLUSIONS/ ACTION	FOLLOW-UP/ RESPONSIBLE PARTY
MISSION AND VISION STATEMENTS	<p><i>The mission of the SVHCD is to maintain, improve, and restore the health of everyone in our community.</i></p> <p><i>The vision of the SVHCD is that: SVH will be a nationally recognized, compassionate place of healing and known for excellence in clinical quality. We serve as the guide and indispensable link for our community's health care journey.</i></p>		
1. CALL TO ORDER	4:00 p.m.		
2. PUBLIC COMMENT <i>At this time, members of the public may comment on any item not appearing on the agenda. It is recommended that 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 for Committee consideration. At all times please use the microphone.</i>	There was no public comment.		
3. CONSENT CALENDAR: A. Prior Meeting Minutes 9.26.12		MOTION: by Carruth; second by Hohorst to approve the Consent Calendar and carried. All in favor; none opposed.	
4. BOARD ORIENTATION UPDATE	<i>Paula Davis</i>		

AGENDA ITEM	DISCUSSION	CONCLUSIONS/ ACTION	FOLLOW-UP/ RESPONSIBLE PARTY
	Ms. Davis brought up reading materials that was mentioned from last month's Minutes for the Board and Committee members, which included magazine/journal subscriptions.		
5. BOARD POLICY REGARDING BOARD CHAIR AND BOARD MEMBERS, THE LIMITATIONS OF POWER, AND AUTHORITY OF THE BOARD	<i>Kevin Carruth, Chair</i>	MOTION: by Carruth; second by Hohorst amending the Board policy regarding Board Chair and Board Members' limitations of power and authority of the Board and brought to the Board. All in favor; none opposed.	
	Mr. Hohorst suggested adding a paragraph that read, "The Board speaks with one voice. It is the responsibility of each Board member to investigate, discuss, and evaluate issues brought to the Board before making decisions. It is also the responsibility that each Board member is expected to support the decisions made, unless the issue was brought back to the Board for review. "		
6. QUALITY TRAINING FOR THE BOARD AND THE COMMITTEE	<i>Kevin Carruth, Chair</i>		
	Mr. Carruth announced that this would be presented at the Quality Committee meeting on October 24, 2012.		
7. GOVERNANCE COMMITTEE CHARTER REVIEW AND ANNUAL REPORT	<i>Kevin Carruth, Chair</i>		
	Mr. Carruth suggested amending the Governance Committee Charter. He also suggested the Board Committee members, specifically Finance, Quality, and CBOC, provide bios. Last recommendation was putting together the following items for next year: 1) A monthly Board development task; 2) Draft policy decisions regarding governance performance; 3) Compliance work plan issues; and 4) Annual assessments of all Board policies' decisions regarding this year's report. Mr. Carruth recommended writing an annual report.		
8. UPDATE – BOARD POLICY ON CEO EVALUATION, COMPENSATION, SCHEDULE, ETC.	<i>Peter Hohorst</i>		
	Mr. Hohorst explained the difference between the CEO objectives and		

AGENDA ITEM	DISCUSSION	CONCLUSIONS/ ACTION	FOLLOW-UP/ RESPONSIBLE PARTY
	<p>evaluation. He said that the starting point for the CEO objectives is the day the budget is approved. The objectives should be associated with what the budget is. The evaluation is when the fiscal year accounting is completed. Therefore, the objectives should be set before the evaluation and begin on July 1 when the budget would be passed by then. Utilize the Quality Committee to help establish what the Dashboard should be for all of the quality items and the Finance Committee contribute the objectives for the finance side of the business during the month of July and provide recommendations to the Governance Committee to present at the August Board meeting to approve the objectives.</p> <p>As for the evaluation, Mr. Hohorst thought having a two-Board member committee to summarize the evaluation was a good idea for the September Board meeting to complete for Board approval.</p> <p>Mr. Hohorst recommended having this brought back at next month's meeting.</p>		
9. 2012 GOVERNANCE COMMITTEE WORK PLAN	<i>Paula Davis</i>		
	<p>Mr. Carruth and Mr. Hohorst quickly reviewed and discussed the 2012 Governance Committee Work Plan.</p>		
10. NOVEMBER AND DECEMBER MEETING DATES	<i>Kevin Carruth, Chair</i>		
	<p>Mr. Carruth suggested rescheduling the November and December meeting dates, due to the holidays. Therefore, November's meeting was scheduled on Monday, November 26 at 9:00 a.m. and December's meeting was scheduled on Thursday, December 20 at 9:00 a.m.</p>		
11. CLOSING COMMENTS	<i>Kevin Carruth, Chair</i>		
	<p>There was no closing comment.</p>		
12. ADJOURN	<p>4:50 p.m.</p>		

6.

REVIEW CHARTER
FOR RECOMMENDED
CHANGES



SUBJECT: Governance Committee Charter	POLICY #
DEPARTMENT: Board of Directors	PAGE 1 OF 5
APPROVED BY: Board of Directors (1/5/12)	EFFECTIVE: 1/5/12
	REVISED:

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 ends, 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 executive 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.
- Take action on behalf of the Board when prompt action is necessary regarding pending legislation (state or federal) that affects the District/Hospital. The GC Chair shall report such action, and provide copies of correspondence with legislators, to the Board at the next regular Board meeting.

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.

Policy:



SUBJECT: Governance Committee Charter	POLICY #
DEPARTMENT: Board of Directors	PAGE 2 OF 5
APPROVED BY: Board of Directors (1/5/12)	EFFECTIVE: 1/5/12
	REVISED:

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 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.](#)

Board Development

- **New Member Orientation**
 - Design our Board’s new-member orientation process and reassess it bi-annually before elections.
- **Continuing Education of the Board**
 - Plan the two annual board retreats—one in and one away from Sonoma. 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.
 - Direct and oversee our Board’s continuing education and development activities for both the Board and its Standing Committees.
- **Board Self Assessment**



SUBJECT: Governance Committee Charter	POLICY #
	PAGE 3 OF 5
DEPARTMENT: Board of Directors	EFFECTIVE: 1/5/12
APPROVED BY: Board of Directors (1/5/12)	REVISED:

- Direct and oversee the annual assessment of our Board, Standing Committees, and individual Board members; reviewing these assessments; and making recommendations to the Board regarding ways in which its performance and contributions can be enhanced.

Monthly Board Development

- Plan a systematic reading program for the Board, designed to increase Board knowledge in issues of interest and important to the District. The GC shall consult with the other Board members and the CEO in developing the program.

Develop Policies and Recommend Decisions

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

Oversight

- **Compliance**
 - Recommend quantitative measures to be employed by the Board to assess governance performance and contributions.
 - Conduct the annual review of governance performance measures and submit an analysis to the Board for deliberation and action.
- Conduct an annual assessment of all Board policies and decisions regarding governance performance.

Legislation

- Review, draft, and/or recommend legislative proposals to the Board for deliberation and action.

Perform other tasks related to governance as assigned by the Board.

Annual GC Calendar

- In April, in advance of the budget process, review the adequacy of financial and human resources currently allocated for the Board and its Standing Committees to meet their obligations and comply with their Charters. This includes but is not limited to the financial and human resources necessary to support the Board, for a Compliance Officer and related support funding, and Continuing Education Board retreat and local offsite, the annual Board self assessment, and new Board member orientation, and Board monthly development.
- Annually review and assess all board policies regarding governance, specifically



SUBJECT: Governance Committee Charter	POLICY #
	PAGE 4 OF 5
DEPARTMENT: Board of Directors	EFFECTIVE: 1/5/12
APPROVED BY: Board of Directors (1/5/12)	REVISED:

including the GC and all other Standing Committee Charters, and make recommendations to the Board for action in December.

- The CY GC work plan shall be submitted to the CEO no later than November for input and resource assessment and shall be submitted to the Board for action no later than December.
- The GC shall report on the status of its prior year's work plan accomplishments by December.
- The GC shall establish the next CY meeting schedule no later than December.
- The CEO shall develop and provide a rolling 12 month calendar of all scheduled Regular and Special Board Meetings, Board Standing Committee meetings, and Standing Committee Work Plan due dates, update it monthly, and include it on each regular Board meeting Consent Calendar.
- The CEO shall develop and submit proposed legislative changes annually at the first meeting **after the** legislature has adjourned its regular session for the next calendar year—typically September, October at the latest. The GC shall make its recommendations to the Board for action no later than December.
- 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.
- The CEO shall promptly submit to the GC all reports, assessments, audits by external organizations and the Hospital's responses that are not submitted to the Audit Committee or the Quality Committee as required by their Charters. In those cases the GC shall determine the appropriate reviewing body and make that referral or conduct the review and referral to the Board itself.

Even Numbered 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 2 members. The GC shall be staffed by the Hospital's CEO at the request of the GC Chair until there is a Compliance Director who shall attend all QC meetings. The CEO may attend all GC meetings and shall be a resource at the GC meetings upon request of the GC chair. GC membership is the Board Chair and the Board Secretary. Generally, the GC Chair shall be the Board Chair, at the Chair's discretion.

Frequency of QC Meetings

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



SUBJECT: Governance Committee Charter	POLICY #
DEPARTMENT: Board of Directors	PAGE 5 OF 5
APPROVED BY: Board of Directors (1/5/12)	EFFECTIVE: 1/5/12
	REVISED:

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 annually, or more often if required. If revisions are needed, they will be taken to the Board for action.

9.

ACKNOWLEDGEMENT
CONCERNING
CONFIDENTIAL
INFORMATION



POLICY CONCERNING CONFIDENTIAL INFORMATION

State and Federal laws, as well as ethical obligations, require that information concerning the care, condition and treatment of our patients be treated as confidential matters.

Accordingly, other hospital information including departmental, operational, statistical and financial data should be held in similar confidence. No confidential information may be used by any individual connected with the hospital for their own purposes.

Any and all inquiries by members of the media concerning the Hospital and/or its patients should be referred to the office of the President/CEO. Confidential material is not to be shared or communicated to the press, public or staff. Documents subject to disclosure pursuant to the California Public Records Act will not be deemed to be subject to this Policy. Questions concerning the applicability of the California Public Records Act to a document will be submitted to Administration for legal review.

Board members, committee members and staff are reminded that failure to adhere to this policy may result in possible employment or legal ramifications.

ACKNOWLEDGEMENT

I acknowledge that I understand my obligation to keep information concerning hospital business and patient information confidential.

Signature

Date

Print Name