



TAHOE FOREST HOSPITAL DISTRICT

Board Governance Committee

Jun 10, 2015 at 12:00 PM - 01:30 PM

Tahoe Conference Room

,

2015 Jun 10 Board Governance Committee

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6.4. Board Education Program

Materials may be distributed at the meeting.

6.5. Follow-up Retreat

No related materials.



GOVERNANCE COMMITTEE AGENDA

Wednesday, June 10, 2015 at 12:00 p.m.

Tahoe Conference Room
10054 Pine Street, Truckee, CA.

1. **CALL TO ORDER**
2. **ROLL CALL**
Karen Sessler, M.D., Chair; Greg Jellinek, M.D., Board Member
3. **CLEAR THE AGENDA/ITEMS NOT ON THE POSTED AGENDA**
4. **INPUT – AUDIENCE**
5. **APPROVAL OF MINUTES OF:** 05/13/2015
6. **ITEMS FOR COMMITTEE DISCUSSION AND/OR RECOMMENDATION**
 - 6.1. **Draft Resolution 2015-03 Intention To Maintain The Level Of Service Provided To The Community And To Maintain Best Practices Regarding Physician Compensation** ATTACHMENT
Committee will review and provide feedback related to proposed resolution.

Staff Recommendation: Committee recommendation to the full board for approval of Resolution 2015-03.
 - 6.2. **Policies** ATTACHMENT
Committee will discuss proposed project plan for completion of annual review of board policies and discuss potential updates to various policies including but not limited to:
 - 6.2.1. ABD-12 Guidelines for the Conduct of Business by the TFHD Board of Directors
 - 6.2.2. ABD-17 Manner of Governance For The Tahoe Forest Hospital District Board of Directors
 - 6.3. **Committee Goals** ATTACHMENT
The Committee will review and update the status of its 2015 committee goals and further delineate tactics and measurements as appropriate.
 - 6.3.1. **Advance Best Practices in Governance**
Committee will review certification requirement for the Association of California Healthcare Districts (ACHD) and Special District Leadership Foundation (SDLF)
 - 6.4. **Board Education Program** *ATTACHMENT
The Committee will discuss topics and options for future board education.

6.5. Follow-up Retreat

The Committee will discuss potential dates and format for follow up retreat.

8. REVIEW FOLLOW UP ITEMS / BOARD MEETING RECOMMENDATIONS

7. NEXT MEETING DATE

8. ADJOURN

*Denotes material (or a portion thereof) may be distributed later.

Note: It is the policy of Tahoe Forest Hospital District to not discriminate in admissions, provisions of services, hiring, training and employment practices on the basis of color, national origin, sex, religion, age or disability including AIDS and related conditions.

Equal Opportunity Employer. The meeting location is accessible to people with disabilities. Every reasonable effort will be made to accommodate participation of the disabled in all of the District's public meetings. If particular accommodations for the disabled are needed (i.e., disability-related aids or other services), please contact the Executive Assistant at 582-3481 at least 24 hours in advance of the meeting.



GOVERNANCE COMMITTEE

DRAFT MINUTES

Wednesday, May 13, 2015 at 12:00 p.m.
Foundation Conference Room - Tahoe Forest Health System Foundation
10976 Donner Pass Rd, Truckee, CA.

1. **CALL TO ORDER**

Meeting called to order at 12:00 p.m.

2. **ROLL CALL**

Board: Karen Sessler, M.D., Chair; Greg Jellinek, M.D., Board Member

Staff: Judy Newland, Chief Nursing/Operations Officer; Carl Blumberg, Risk Manager; Ashly Hoffman, Contracts Coordinator; Patricia Barrett, Clerk of the Day

Other: Jim Hook, Fox Group; Cindy Winn, Fox Group

3. **CLEAR THE AGENDA/ITEMS NOT ON THE POSTED AGENDA**

None.

4. **INPUT – AUDIENCE**

None.

5. **APPROVAL OF MINUTES OF:** 04/08/2015

ACTION: Motion made by Director Sessler, seconded by Director Jellinek, to approve minutes as presented. Approved Unanimously.

6. **ITEMS FOR COMMITTEE DISCUSSION AND/OR RECOMMENDATION**

6.1. **Compliance**

6.1.1. **Quarterly Contract Compliance Audit**

Jim Hook provided a review of the sample of contracts presented to the Board between Dec 2014 and Feb 2015 for approval as 2015 Corporate Compliance Work Plan, results of an audit of a sample of contracts.

Discussion took place related to inclusion of typed name references to better identify who is signing the Fair Market Value (FMV) and Commercial Reasonableness (CR) section of the contract routing form (CRF).

Discussion took place related to the accompanying contract check list referenced in the contract approval policy. The expectation is that the Compliance Committee will have an update related to the contract process as part of the next quarterly report.

6.2. **Contracts**

Discussion took place related to whether the email exchange between the Contracts Coordinator, Hooper Lundy & Bookman and ECG is still needed to be included with the contract review package.

This question will be raised to the rest of the Board to ensure everyone is on the same page.

The Contracts Coordinator will continue to include the communication from ECG confirming FMV and a final determination related to the inclusion of the communication with HLB will be discussed by the full Board.

6.2.1. MacQuarrie_dba_NTEP_Emergency_Services_Agreement_IVCH_2015

The CNO provided a review of the status and purpose of the contract. The CRF will be updated under scope of the contract to include a reference that payments are remitted back to the District. Additional clarification will be provided via an Executive Summary prepared for the Board.

Discussion took place regarding the number of FTEs required to provide coverage. Director Jellinek inquired what would happen if Dr. MacQuarrie could not recruit the required physicians needed to provide coverage. The CNO indicated that Dr. MacQuarrie is comfortable that he will be able to recruit given the increase in FMV.

Discussion took place in response to public comment related to the use of Physician Assistants (PA) and clarification was provided that the contract relates to physician *associates* versus physician assistant and that PAs are not referenced in the agreement.

ACTION: Motion made by Director Sessler, seconded by Director Jellinek, to present the agreement with noted updates to the full board via consent calendar for approval. Approved Unanimously.

6.2.2. North_Tahoe_Orthopedic_Call_Coverage_Agreement_2015

Interim CEO provided an overview related to the need for a group amendment to replace individual physician agreements previously in place. The Contracts Coordinator provided details of the confirmation provided by Hooper Lundy & Bookman (HLB) related to the appropriateness of the agreement.

Discussion took place related to what precipitated the increase in call coverage fees. The Contracts Coordinator indicated her belief that the request to revisit the compensation was made by the physicians.

It was noted that page 24 of the agreement would need to have the address filled in prior to presentation to the full board.

The Contracts Coordinator / CEO will prepare an Executive Summary to clarify why the contract has been prepared.

Director Jellinek left the meeting at 12:29 p.m.

Director Jellinek rejoined the meeting at 12:31 p.m.

ACTION: Motion made by Director Jellinek, seconded by Director Sessler, to present the agreement to the full board via consent calendar for approval with noted Executive Summary provided by the CEO/Contracts Coordinator. Approved Unanimously.

6.3. Board Goals

The Committee reviewed the 2015 Board Goals approved by the Board at the April 28, 2015 meeting for committee dissemination.

Discussion took place regarding the CEO search criteria gathering process.

Community member input:

Ronda Brooks expressed that the Personnel Committee should have its ears open to the community.

It was noted that Don Whiteside with HFS Consultants would provide a written CEO search plan at the next board meeting.

Discussion took place related to board members rounding with CEO. It was noted that this type of rounding would present a cohesive appearance between CEO and Board while providing an opportunity for board members to familiarize themselves with the hospital.

Discussion took place related to nervousness and anxiety expressed by staff when encountering board members wondering through the facility without staff. It was agreed that the increased openness by the CEO and board will result in less anxiety. The CNO expressed concerns related to the potential for circumventing the communication line if staff sees board members only rounding without the CEO present. It was agreed the Board will partner with administration when wishing to round.

It was agreed that the CSDA and ACHD certification programs will be looked at more closely for District participation.

Discussion took place related to the board meeting feedback form and options for moving it to an electronic format.

The Clerk of the Board will upload the Board Goals Dashboard to main page of the Board Portal for ease of reference by the Board.

6.4. Committee Goals

The Committee reviewed and provided updates to the status of its 2015 committee goals. Goals and tactics will be revisited at the next meeting.

6.5. Board Education Program

Topic was deferred to the next meeting.

7. **CLOSED SESSION**

Discussion held on a privileged matter

8. **OPEN SESSION**

9. **REVIEW FOLLOW UP ITEMS / BOARD MEETING RECOMMENDATIONS**

- Committee Goals
- Board Education
- CSDA and ACHD certification programs

8. **NEXT MEETING DATE**

The next meeting of the Board Governance Committee will take place on June 10, 2015.

9. **ADJOURN**

Meeting adjourned at 1:14 p.m.

DRAFT



Board Executive Summary

By: Ted Owens
Director Governance and
Community Development

DATE: June 8, 2015

ISSUE:

The Board directed staff at the May 26, 2015 regular meeting of the Board of Directors to prepare a Resolution reflecting the Board's intention to maintain the level of service provided to the community and to maintain best practices regarding physician compensation

BACKGROUND:

With the input and assistance of legal counsel, Michael Coluntuono, staff has prepared a draft resolution reflecting the Board's intention to maintain the level of service provided to the community and to maintain best practices regarding physician compensation as indicated by the Board at the May 26, 2015 meeting of the Board of Directors.

ACTION REQUESTED:

Committee review and feedback related to the draft resolution with recommendation for adoption by the full board.

Alternatives:

None; Board directed.

**TAHOE FOREST HOSPITAL DISTRICT
RESOLUTION NO. 2015-03**

**INTENTION TO MAINTAIN THE LEVEL OF SERVICE PROVIDED
TO THE COMMUNITY AND TO MAINTAIN BEST PRACTICES REGARDING
PHYSICIAN COMPENSATION**

WHEREAS, TAHOE FOREST HOSPITAL DISTRICT (“District”) is a hospital district duly organized and existing under the “Local Health Care District Law” of the State of California; and

WHEREAS, a regularly scheduled meeting of the Tahoe Forest Hospital District Board of Directors was held on Tuesday, May 26, 2015; and

WHEREAS, the Tahoe Forest Hospital District Board of Directors heard concerns presented by physicians, community members and staff related to potential changes to the services provided by the District and to the District’s policies regarding physician compensation; and

WHEREAS, the existing range of services, including both general medicine and a range of speciality practices, have been determined to be financially viable and not to negatively impact the District.

NOW THEREFORE BE IT RESOLVED, by the Board of Directors of Tahoe Forest Hospital District as follows:

1. The Board hereby resolves that the District doesnot intend to reduce the level of service provided to the community or to reduce its commitment to both general medicine and an appropriate range of specialty practice.
2. The Board hereby further resolves that its existing policy for compensating physicians reflects best practices to ensure the District can attract and retain competent physicians in all practice areas offered by the District and that it gets fair value for patients, taxpayers and third-party payors.
3. The District will continue to review its services and compensation systems in light of new information to ensure the fullest possible range of services that is financial viable in this community and to continue to balance effective recruitment and retention of physicians and the need to get value for the compensation paid.

PASSED AND ADOPTED at the meeting of the Tahoe Forest Hospital District Board of Directors held on the ___ day of ___, 20__ by the following vote:

AYES: _____, _____, _____,

NOES: _____

ABSENT: _____, _____

ABSTAIN: _____, _____

Karen Sessler, M.D.
President, Board of Directors
Tahoe Forest Hospital District

ATTEST:

Greg Jellinek, M.D.
Secretary, Board of Directors
Tahoe Forest Hospital District

DRAFT



Board Executive Summary

By: Patricia Barrett
Clerk of the Board

DATE: June 8, 2015

ISSUE:

The Governance Committee reviews board policies annually and identifies updates as appropriate. Once reviewed by Governance Committee, policies are recommended to the full board for approval.

BACKGROUND:

Committee will discuss and identify a proposed project plan for completion of the annual review of board policies.

ACTION REQUESTED:

Committee input and direction.

Alternatives:

Policies are not reviewed and submitted to the full board for approval as they currently exist.

2015 Policy and Procedure Annual Review

Policy	Policy #	New	STATUS			✓	Note/Content / Substantive Revisions	Non-Substantive Revisions
			Pending	Deadline Dec 2015 Governance	Board Approval			
1	Board CEO And Employee Performance Evaluation	ABD-01	✓				Obtain HR review/recommended updates	
2	Board Compensation and Reimbursement	ABD-03	✓					
3	Board of Directors Qualifications	ABD-04	✓					
4	Bond Fiscal Policy	ABD-05	✓				Obtain CFO review/recommended updates	
5	Conflict of Interest Code	ABD-06	✓				With FPPC for review/approval – will be included in annual policy group approval by board	
6	Conflict of Interest Policy	ABD-07	✓	Jul-2015			last reviewed 12/2014 w/edits from General Counsel. May require further legal counsel review/input	
7	Credit and Collection Policy	ABD-08	✓				Obtain CFO review/recommended updates	
8	Emergency On Call Policy	ABD-10	✓					
9	Financial Assistance Program Full Charity Care and Discount Partial Charity Care	ABD-09	✓				Obtain CFO review/recommended updates	
10	Fiscal Policy	ABD-11	✓				Obtain CFO review/recommended updates	
11	Guidelines for the Conduct of Business By the TFHD Board of Directors	ABD-12	✓	Jul-2015	*			
12	Innovation Policy	ABD-13	✓					
13	Inspection and Copying of Public Records	ABD-14	✓					
14	Investment Policy	ABD-15	✓				Obtain CFO review/recommended updates	
15	Malpractice Policy	ABD-16	✓					
16	Manner of Governance For TFHD Board of Directors	ABD-17	✓	Jul-2015	*			
17	New Programs and Services	ABD-18	✓				Obtain CFO review/recommended updates	
18	Orientation and Continuing Education	ABD-19				Oct-2014	✓ Policy was reviewed, updated and approved in October 2014	
19	Patient Satisfaction	ABD-20	✓					
20	Physician and Professional Service Agreements	AVD-21	✓	Jul-2015	target 7/28/2015		Policy is being reviewed by Compliance Committee and staff. Will be significantly updated. Needs to go to board as soon as ready.	
21	TFHD Chief Executive Compensation	ABD-02	✓				Obtain Personnel Committee review/recommended updates	
22	Trade Secrets	ABD-22	✓					

* NOTE: Updates to ABD 12 and ABD 17 may require changes to the Bylaws. Bylaws require two readings (with no changes) at regularly scheduled board meetings before approval

2015 Policy and Procedure Annual Review

Policy	Policy #	New	STATUS			✓	Note/Content / Substantive Revisions	Non-Substantive Revisions
			Pending	Deadline Dec 2015 Governance	Board Approval			

	Tahoe Forest Health System				
	Title: Guidelines For The Conduct Of Business By The Tahoe Forest Hospital District Board of Directors			Policy/Procedure #: ABD-12	
	Responsible Department: Board of Directors				
Type of policy		Original Date:	Reviewed Dates:	Revision Dates:	
<input checked="" type="checkbox"/>	Board	8/90	3/08; 1/12; 1/14	1/10	
<input type="checkbox"/>	Medical Staff				
<input type="checkbox"/>	Departmental				
Applies to: <input checked="" type="checkbox"/> System <input type="checkbox"/> Tahoe Forest Hospital <input type="checkbox"/> Incline Village Community Hospital					

PURPOSE:

To explain the guidelines for the Board of Directors in conducting business for the District.

To clarify the requirements of state law for public meetings while conducting business and meetings on behalf of the District.

POLICY:

In an effort to make known to any interested party the general guidelines for the conduct of business by the Board of Directors of the Tahoe Forest Hospital District, the following compendium of provisions from the Tahoe Forest Hospital District Bylaws and the Ralph M. Brown Act, hereinafter referred to as Brown Act, is hereby established.

PROCEDURE:

1.0 Officers Of The Board of Directors

- 1.1 The officers of the Board of Directors are: President, Vice President, Secretary and Treasurer.
- 1.2 The officers shall be chosen every year by the Board of Directors at the first meeting of such calendar year and each officer shall hold office for a one year term or until such officer's successor shall be elected and qualified or until such officer is otherwise disqualified to serve. The person holding the office of President of the Board of Directors shall not serve two successive terms. The office of President, Vice President, Secretary and Treasurer shall be filled by members of the Board of Directors. The office of Clerk shall be filled by the Chief Executive Officer.

2.0 Meetings Of The Board of Directors

- 2.1 **Regular Meetings:** Regular meetings of the Board of Directors shall be held the 4th Tuesday of each month at 6:00 PM at a location within the Hospital District Boundaries. The regular meeting shall begin with Open Session business in accordance with California Open Meeting Laws. Regular meetings will adjourn by 10:00 PM unless extended by a majority vote of Board Members present. The

- notice for meetings of the Board of Directors and Board Committees shall be posted per the requirements of the Ralph M. Brown Act.
- 2.2 It is the duty, obligation, and responsibility of the Board President and Board Committee chairpersons to call for Board of Directors and Board Committee meetings and meeting locations. This authority is vested within the office of the Board President or the Board Committee chair and is expected to be used with the best interests of the District, Directors, staff and communities we serve.
 - 2.3 Special Meetings: Special meetings of the Board of Directors may be held from time to time as specified in the District Bylaws and with the required 24 hours notice as stated in the Brown Act.
 - 2.3.1 If there is a determination by the President of the Board, or by two-thirds of the Board, that there is a need to take immediate action upon an item(s) requiring Board approval, and the need for action comes prior to a regular meeting, then a special meeting shall be called and conducted in accordance with the notice and posting provisions of the Brown Act in order to obtain Board approval.
 - 2.3.2 Special meetings shall be called by delivering written notice to each Board member and to the public in compliance with the Brown Act (to each local newspaper of general circulation and radio or television station requesting notice in writing), including providing a description of the business to be transacted. Board members may dispense with the written notice provision if a written waiver of notice has been filed with the Clerk prior to the time a meeting convenes.
 - 2.3.3 No business other than the purpose for which the special meeting was called shall be considered, discussed, or transacted at the meeting.
 - 2.4 Emergency Meetings: Emergency meetings may be called in the event of an emergency situation, defined as a crippling disaster, work stoppage or other activity which severely impairs public health, safety or both, as determined by a majority of the Board, or in the event of a dire emergency, defined as a crippling disaster, mass destruction, terrorist act, or threatened terrorist activity so immediate and significant that requiring one hour notice before holding an emergency meeting may endanger the public health, safety, or both as determined by a majority of the board.
 - 2.4.1 In the case of an emergency situation involving matters upon which prompt action is necessary due to the disruption or threatened disruption of public facilities, then a one (1) hour notice provision as prescribed by the Brown Act is required. In the event telephone services are not working, notice must be given as soon as possible after the meeting.
 - 2.4.2 No business other than the purpose for which the emergency meeting was called shall be considered, discussed, or transacted at the meeting.
 - 2.5 Closed Session Meetings: Closed Session meetings of the Board of Directors and Board committees may be held as deemed necessary by members of the Board of Directors or the Chief Executive Officer pursuant to the required notice and the restriction of subject matter as defined in Government Code Section 54950 (Brown Act). Under no circumstances shall the Board of Directors order a closed session meeting for the purposes of discussing or deliberating, or to

permit the discussion or deliberation in any closed meeting of any proposals regarding:

- 2.5.1 The sale, conversion, contract for management, or leasing of any District health care facility or the assets thereof, to any for-profit or nonprofit entity, agency, association, organization, governmental body, person, partnership, corporation, or other district.
- 2.5.2 The conversion of any District health care facility to any other form of ownership by the District.
- 2.5.3 The dissolution of the District.
- 2.6 Teleconferencing: Any regular, special, or emergency meeting at which teleconferencing is utilized shall be conducted in compliance with the provisions of the Brown Act. These include:
 - 2.6.1 Teleconferences must comply with the rest of the Brown Act
 - 2.6.2 All votes taken by teleconference must be taken by roll call
 - 2.6.3 Agendas must be posted at all teleconference locations
 - 2.6.4 Each teleconference location must be identified in the agenda
 - 2.6.5 Each teleconference location must be accessible to the public
 - 2.6.6 At least a quorum of the Board must participate from locations within the District boundaries (a Board member outside the geographical location of the District may be counted toward the quorum if fifty percent (50%) of the number of members that would establish the quorum is present within the geographical boundaries)
 - 2.6.7 The agenda must provide for public comment at each teleconference location.
- 2.7 All meetings of the Board of Directors shall be chaired by members of the Board of Directors in the following order: President, Vice President or Secretary.

3.0 Activities/Meetings of Board Committees

- 3.1 Board committees will undertake the activities of the committee as outlined in the Tahoe Forest Hospital District Bylaws. In addition, each standing committee will annually establish committee goals, and such goals will be presented to the Board of Directors.
- 3.2 In order that Board standing committees function in the most efficient manner, the length of committee meetings will be kept to a reasonable length. Further, the most critical topics will be placed at the beginning of committee agendas to ensure their review in a timely manner.

4.0 Meetings Open to the Public

All meetings of the Board of Directors and Board standing committees are open to the public with the exception of the Closed Session portion of such meetings.

5.0 Notices of Meetings of the Board of Directors and Board Standing Committees Supplied to the Public

Notices of any Regular or Special meeting of the Board of Directors and Board standing committees shall be mailed to any interested party who has filed a written request for such notice. The request must be renewed annually in writing.

6.0 Board and Board Standing Committee Agenda Packets for Members of the Public

6.1 Board and Board standing committee agendas and agenda materials are available for review by any interested party at the administrative offices or at the Board or Board standing committee meeting itself.

6.2 Any requests from the public for Board and Board standing committee agenda packets shall be filled within a reasonable amount of time. Any member of the public requesting a Board or Board standing committee agenda packet with all attachments shall be charged \$.10 per page for such material. The charge is only intended to capture direct costs associated with complying with public requests for documents. In no way do we attempt to profit from this activity; but only seek to remain fiscally prudent and provide equity of service while maintaining easy access. Additionally, any members of the public being able to demonstrate true indigence shall be exempted from the fee per page charges. An agenda packet with all attachments shall be made available for use by any interested party at all Regular and Special meetings of the Board of Directors and Board standing committee meetings.

7.0 Public Input at Meetings of the Board of Directors and Board Standing Committee Meetings

On each agenda of Regular and Special meetings of the Board of Directors and Board standing committee meetings there shall be a provision made for input from the audience. The Board of Directors or Board standing committee may impose a time limit for such public input. Pursuant to the Brown Act, items which have not previously been posted on the meeting agenda may not be discussed or acted upon at that meeting by the Board of Directors with the following exceptions:

7.1 If a majority of the Board of Directors determines that an emergency situation exists as defined under the "Emergency Meetings" section of this policy, or

7.2 If two-thirds of the Board of Directors' full membership is present and agree an item needs to be placed on the agenda for action after the agenda was posted, or

7.3 If the item was previously posted in connection with a meeting which occurred no more than 5 days prior to the date on which the proposed action will be taken.

8.0 Preparation Of The Agenda For Board or Board Standing Committee Meetings

8.1 Placing of Items On The Agenda By Members Of The Public:

8.1.1 As provided for in Government Code Sections 54950-54962 (Brown Act) pertaining to public input, the District will provide an opportunity for members of the public to address the Board on any matter within their subject matter jurisdiction. It is the desire of the Board of Directors to adhere to legislative requirements and conduct the business of the District in a manner so as to address the needs and concerns of members of the public.

- 8.1.2 Members of the public are directed to contact the President of the Board of Directors, a Director of the Board or the Chief Executive Officer at least two weeks prior to the meeting of the Board of Directors at which they wish to have an items placed on the agenda for discussion/action. Requests to Directors of the Board will be referred to the Chief Executive Officer for follow up.
- 8.2 The Chief Executive Officer and Executive Assistant, with input from members of the Board, shall prepare the agendas for the meetings of the Board of Directors or Board standing committees. Items to be placed on the Board agenda should be submitted to the Chief Executive Officer or the Executive Assistant no later than 10 days prior to the Board meeting.
- 8.3 The format for agendas of meetings of the Board of Directors will be as follows:
 - 8.3.1 6:00 PM Call to Order
 - 8.3.2 Roll Call
 - 8.3.3 Clear the Agenda/ Items Not on the Posted Agenda
 - 8.3.4 Input – Audience
 - 8.3.5 Medical Staff Report
 - 8.3.6 Consent Calendar
 - 8.3.7 Chief Executive Officer’s Report
 - 8.3.8 Additional Administrative Reports
 - 8.3.9 Presentations/ Staff Reports
 - 8.3.10 Board Committee Reports/Recommendations
 - 8.3.11 Items for Board Discussion And/Or Action
 - 8.3.12 Agenda Input For Upcoming Committee Meetings
 - 8.3.13 Items for Next Meeting
 - 8.3.14 Board Members Reports/Closing Remarks
 - 8.3.15 Closed Session if necessary
- 8.4 The Board of Directors to facilitate input from members of the Medical Staff. When possible, items of concern to the members of the Medical Staff will be placed as early in the agenda as appropriate within the format as detailed above.
- 8.5 The Board President and the Chief Executive Officer will create a "Consent Calendar" for those items on the agenda which are reasonably expected to be routine and non-controversial. The Board of Directors shall consider all of the items on the agenda marked Consent Calendar at one time by vote after a motion has been duly made and seconded. If any member of the Board of Directors, hospital staff or any interested person in the audience requests that a consent item be removed from the list of consent items prior to the vote on the Consent Calendar, such item shall be taken up for consideration and disposition following action on the remaining items on the Consent Calendar.
- 8.6 If available, minutes of Board standing committee meetings will be included in Board agenda packets. If not available, the agenda for the meeting will be

included. Recommendations from the Board standing committee to the Board of Directors will be highlighted at the beginning of the minutes for ease of presentation.

8.7 The President of the Board of Directors will approve the finalized agenda prior to its distribution.

9.0 Notification by Board Member of Anticipated Absences

In the event a Board Member will be out of the area or unable to participate in a meeting, the Board Member is requested to provide notification to the Executive Assistant with information including the dates of absence, best method of contact, applicable telephone and fax numbers, and, if possible, a mailing address. If you do not wish to be contacted in the event of an emergency, you must waive your right to be contacted in writing.

10.0 Minutes Of Meetings Of The Board Of Directors And Board Standing Committees

Minutes of meetings of the Board of Directors and Board standing committees shall be taken by the Executive Assistant. The minutes shall be transcribed by the Executive Assistant and reviewed by the Chief Executive Officer prior to submittal to the Board of Directors or Board committees for review and approval at their next regularly scheduled meeting.

11.0 Special Rules/Robert's Rules Of Order

Introduction: The Board of Directors has adopted Robert's Rules Of Order, Revised as the framework to guide discussion and actions within the Board of Directors' meetings and its subsidiary committee structure. With acknowledgement that the Tahoe Forest Hospital Board of Directors is somewhat different in form, membership and objective than is captured in Robert's Rules, the placement of "Special Rules" is appropriate to facilitate superior deliberation and decision making. With Robert's Rules providing the basis for debate and action, the following procedures and/or expectations shall take precedence over Robert's Rules of Order, Revised:

12.0 Discussion/Debate

12.1 As is practical, staff oral summaries shall precede motions.

12.2 Invited outside presenters, such as our auditors, accountants, legal counsel shall offer their comments and documentation prior to a motion being introduced by one of the Board Members.

12.3 *Brief* questions to fill in knowledge gaps or to provide clarification should be posed prior to motion language being introduced.

12.4 Any Board committee input or recommendations should be presented prior to a motion. Again, *brief* questioning for clarification may be engaged in prior to motions.

12.5 Public input/comments regarding items not on the agenda will be sought at the beginning of Board/Board standing committee meetings. Public input/comments regarding agenda items will be sought during the consideration of these items, before action is taken, at Board/Board standing committee meetings. It is noted that presentations from outside organizations may be referred to a Board Committee by the Board President for the formulation of a recommendation to the Board of Directors.

- 12.6 At any point during a Board of Directors meeting any member may request, by motion that the Board go into "Committee of the Whole" to discuss any item on the agenda. Structurally, a motion is made to "go into Committee of the Whole to discuss item "x", a second is received, and a vote is taken. Simple majority rules on the matter. Such discussions are intended to act as an opportunity to present opinions and a fact, and/or receive input from other Board members in the absence of an "action" motion directly under consideration. To leave "Committee of the Whole" discussions and return to the agenda, or to present a motion for action, the Chair can pose that we have exhausted the topic, and by consent adjourn the Committee of the Whole and return to the Board agenda.
- 12.7 Or, if any member wishes to close the Committee of the Whole discussion, he/she can ask for such action, by motion, and receiving a second the request to move on will be voted upon. Again, simple majority rules on the matter.
- 12.8 A separate and distinct area of the agenda shall be devoted to discussion items. This section is intended to serve the function of allowing the Directorship an opportunity to engage in free flowing information and opinion exchanges without the necessity of relating one's thoughts to a pending action item or motion. When the Chair calls for this section of the meeting, we are in de-facto "Committee Of The Whole" discussion. Topics such as emerging trends, long range plans, events and the like are most appropriately considered within this format. On each Board agenda there will be, under this section, an "agendized" item asking for member input for future topics.
- 12.9 A member can ask that a topic be placed on next month's agenda for discussion. The item will be placed on next month's agenda unless another Board Member objects, in which case the simple majority rules.

13.0 Voting/Motions

- 13.1 Any member of the Board of Directors may introduce or second a motion, including the Board President or other currently presiding officer. All members, including the Board President, are obliged to vote on all motions presented while in attendance.
- 13.2 Recording of the vote shall be first done by voice vote, with exception going to resolutions that require a roll call vote. Any member may request a roll call vote on any motion; such requests will not require a second and shall be performed at once.
- 13.3 "Secret ballots" or any other means of casting anonymous or confidential votes are strictly prohibited per law. All votes shall be recorded and be available for public review.
- 13.4 Unless otherwise noted, all Board related business, whether in committee or Board session (open or closed) shall be conducted in a fashion conversant with Robert's Rules of Order, Revised. The Board formally adopts this method of conducting business to ensure that all Board affairs are conducted in an equitable, orderly and timely fashion. Parliamentary procedures are seen as a valuable tool for proper conduct in meetings, and should provide a degree of standardization in regards to other governmental interests, facilitating the public's understanding (and other governmental bodies' understanding) our actions.

14.0 Urgent Decisions

In the event that an urgent or emergent decision or action is required by the Board prior to a regularly scheduled meeting, the President of the Board, or a majority of the Board members, may call a special board meeting or an emergency meeting to take action.

15.0 Contingent Approval

15.1 In the event the Board approves an item at a Board meeting in which all of the terms, conditions, restrictions, commitments, etc. are clearly defined, but which such provisions have not been formalized in contracts or other appropriate documentation, the Board may give preliminary approval to the Chief Executive Officer to execute the contract or other appropriate documentation, contingent upon the following:

15.1.1 the terms are not substantively altered from those previously approved,

15.1.2 all involved parties to the transaction or agreement are notified in writing of the contingent approval of the terms pending ratification by the Board, and

15.1.3 the final terms and documentation are approved or rejected by the Board at its next regularly scheduled Board meeting.

15.2 If the terms of the supporting documentation are substantively different than those previously approved at the public meeting, then approval must be obtained at the next regular board meeting, or a special meeting may be called.

Related Policies/Forms: Inspection And Copying of Public Records ABD-14
References: Ralph M. Brown Act (CA Govt Code §54950), Governance Institute
Policy Owner: Michelle Cook, Clerk of the Board
Approved by: Robert Schapper, Chief Executive Officer

	Tahoe Forest Health System				
	Title: Manner of Governance For The Tahoe Forest Hospital District Board of Directors			Policy/Procedure #: ABD-17	
	Responsible Department: Board of Directors				
Type of policy		Original Date:	Reviewed Dates:	Revision Dates:	
<input checked="" type="checkbox"/>	Board	11/94	1/12; 1/14	8/04;3/08;1/10	
<input type="checkbox"/>	Medical Staff				
<input type="checkbox"/>	Departmental				
Applies to: <input checked="" type="checkbox"/> System <input type="checkbox"/> Tahoe Forest Hospital <input type="checkbox"/> Incline Village Community Hospital					

PURPOSE:

To provide the framework within which the members of the Board of Directors of Tahoe Forest Hospital District will be guided in the execution of their fiduciary duties on behalf of the District.

To help assure awareness by the members of the Board of Directors of their basic fiduciary duties under state law, and that the actions, decisions and conduct of the members of the Board of Directors of the District are at all times consistent with their duties and obligations.

To assist the Board of Directors in the Board’s exercise of oversight, by establishing confidentiality obligations of Board Members to protect and preserve the confidentiality of District information.

To create an environment of open and honest communication, mutual respect and clearly defined responsibilities among Board Members, administration, all employees, physicians, affiliates, customers and the community we serve.

To incorporate into the governance process the tenets of the Tahoe Forest Hospital District’s Mission Statement:

Devoted to Excellence

Your Health

Your Life

Our Passion

To incorporate into the governance process the tenets of the Tahoe Forest Hospital District’s Vision Statement:

To be the Best Mountain
Community Health System
in the Nation

POLICY:

Members of the Board shall act in accordance with the highest standards of personal integrity, avoiding any conflict of interest, all the while maintaining the letter, as well as the spirit, of California's Open Meeting Law, with due deference to information of a privileged or confidential nature.

PROCEDURE:

1.0 General Principals of Governance:

- 1.1 The Directors' Role.** The Directors are those persons responsible for the operation of the District; all District authority and affairs are to be managed by or under the direction of the Board of Directors. The Directors do not manage the day-to-day affairs of the District, but must exercise reasonable and prudent oversight with respect to District Chiefs, agents, and employees. In the performance of its duties, members of the Board of Directors may act in reliance on information and reports received from senior management as well as professional advisors and consultants whom the Board of Directors regard as reliable and competent with respect to the subject matter at issue.
- 1.2 Governance Commitment.** The Board of Directors, on behalf of the beneficiaries of the mission of the District, will govern the District with a strategic perspective through a continuously improving commitment to the vision and values set forth in that mission.
- 1.3 Core Fiduciary Duties.** The Board of Directors will effect its prescribed role and commitment in a manner consistent with all relevant law, and with the following core fiduciary duties:
 - 1.3.1 Duty of Care.** Each Director is obligated to exercise the proper level of care in the decision-making process, by acting (a) in "good faith" (i.e., in the absence of any personal benefit or self-dealing); (b) with that level of care that an ordinary prudent person would exercise in like circumstances (e.g., the obligations to be informed and to exercise reasonable inquiry); and (c) in a manner the Director reasonably believes is in the best interests of the District.
 - 1.3.2 Duty of Loyalty.** Each Director is obligated to exercise his/her obligations and powers in the best interests of the District and its mission, not in his/her own interest or in the interest of another entity or person. Each Director is obligated to affirmatively protect the interests of the District committed to his/her charge, and to refrain from doing anything that would work injury to the District, or to deprive it of profit or advantage which the Director's skill or ability might bring to it, or enable it to make in the reasonable and lawful exercise of its powers. Each Director is obligated to exercise an undivided and unselfish loyalty to the District and in doing so not to allow any conflict between duty and self-interest.
 - 1.3.3 Duty of Obedience.** Each Director is charged with the obligation to further the mission of the District as set forth in its Bylaws, to be faithful to its articulated purposes and goals, and to act in conformity with all laws affecting the District.

- 2.0 Governing Style, Focus.** The Board will govern with an emphasis on outward vision rather than internal preoccupation; encouragement to express diversity in viewpoints;

and a proactive style. The Board will exercise its governance obligations in a manner that emphasizes candor; transparency; fairness; good citizenship; a commitment to compliance; and dedication to the mission of the District. In so doing, the Board of Directors shall foster a governance culture stressing constructive scrutiny and an active, independent oversight role.

2.1 The Board, with educated leadership, shall direct and inspire the organization through careful establishment of broadly written policies. The Board's major policy focus will be on the intended long-term impacts of policy decisions on the organization, not on the administrative functions. Policies will be statements of organizational values incorporating the Five Foundations of Excellence:

Quality – Provide excellence in clinical outcomes

Service – Best place to be cared for

People – Best place to work and practice

Finance – Provide superior financial performance

Growth – Meet the needs of the community

2.2 The Board will enforce upon itself whatever discipline is needed to govern with excellence. Self-discipline will apply to matters such as attendance, preparation for meetings, respect of individual and organizational roles, and ensuring continuance of governance capability. Any hospital employee, physician, affiliate, customer or community member may approach the Chief Executive Officer or President of the Board to express concerns related to an individual Board Member's conduct as it relates to this policy without fear of reprisal.

3.0 Board of Directors' Duties. In addition to the core duties set forth above, and in accordance with standards of California State law applicable to the Directors of a public agency, including districts, the Directors collectively shall perform and fulfill the following acts and duties in view of the manner in which persons of ordinary prudence, diligence, discretion, and judgment would act in the management of their own affairs. The Directors shall:

3.1 Oversee the implementation of the District's policies and procedures and take all steps necessary to ensure that the District is being managed in a manner consistent with its mission, and that its assets are being managed prudently and only for the District's stated purpose.

3.2 Establish, review, and monitor the implementation of substantive strategic policies affecting the administration of the District such as its healthcare and financial objectives and other major plans and actions.

3.3 Oversee and monitor the management of the District's finances as described in the Bylaws, periodically reviewing financial projections, establishing and implementing fiscal controls, and evaluating the performance of the District and the degree of achievement of Board-approved objectives and plans. Particular oversight shall be made with respect to the integrity and clarity of the District's financial statements and financial reporting.

3.4 Acting as prudent fiduciaries of an institution requiring a professional and managerial expertise, exercise reasonable care, skill, and caution in selecting the CEO; and in accordance with the Bylaws, establishing, the scope and terms of CEO's duties; periodically reviewing CEO's actions in order to monitor his/her

performance and compliance with board directives, and fix the compensation of, and where appropriate, hire or replace the CEO,.

- 3.5 Review and approve significant District actions.
- 3.6 Advise management on significant financial, operational, and mission-based issues facing the District.
- 3.7 Set limits on the means with which the CEO and District staff operate by establishing principles of prudence and ethics, forming the parameters for all management and staff practices, activities, circumstances, and methods.
- 3.8 Monitor Board directives to the CEO and professional consultants retained by the Board to ensure implementation in accordance with such directives.
- 3.9 Hold the CEO and senior leadership team accountable for ensuring compliance with applicable federal and state laws and regulations and court orders regarding the administration of the District, and for minimizing exposure to legal action.
- 3.10 Uphold and act in accordance with the provisions of the California Health and Safety Code §§32000 et seq, (the "Local Health Care District Law), upon which the District was established, with Government Code §§54950 et seq. (the "Ralph M. Brown Act") regarding open meetings, and with any and all other laws and regulations relating thereto.
- 3.11 The Directors will not have day-to-day responsibility for the management of the District.
- 3.12 **Chairperson's Role.** The Chairperson will be selected by the Board of Directors by majority vote. The Chairperson's primary role is the integrity of the Board's process and, secondarily, occasional representation of the Board to outside parties. The Chairperson is generally the Director authorized to speak for the Board (beyond simply reporting Board decisions). The job of the Chairperson is to ensure the Board behaves consistently with its own policies and rules.

4.0 **Board Composition, Commitment.**

- 4.1 **Structure.** The size, election, term and vacancy guidelines for the Board of Directors is defined in the Bylaws, and as prescribed by The Local Health Care District Law (CA Health & Safety Code Section 32100) and Vacancies of Public Officers (CA Govt Code Section 1780).
- 4.2 **Officers.** The officers of the District are members of the Board and are chosen as defined in the Bylaws. An officer may resign at any time or be removed by the majority vote of the other Directors then in office at any regular or special meeting of the Board of Directors. Reason for action shall be given to the Board members ten (10) days prior to that action.
- 4.3 **Director Removal.**
 - 4.3.1 A Board member may be removed by recall vote as set forth in CA Elections Code Section 2700, or as provided in The Local Health Care District Law (CA Health & Safety Code Section 32100.2) regarding meeting absences (See Section 4.4.2 below).
 - 4.3.2 In accordance with CA Govt Code Sections 3000-3001, a Director forfeits his/her office upon conviction of designated crimes as specified in the Constitution and laws of the State. Additionally, a Director intoxicated

while discharging the duties of his/her office, or by reason of intoxication is disqualified from discharging or neglects his/her duties, is guilty of a misdemeanor. On conviction of such misdemeanor the Director forfeits his/her office, and the vacancy shall be filled in the same manner as if the Director had filed a resignation.

4.3.3 An accusation in writing against a Director for willful or corrupt misconduct in office, may be presented by the grand jury of the county in which the accused Director is selected or appointed. Prior to removal, the Director shall be entitled to due process in accordance with the provisions of CA Govt Sections 3060-3075. Removal shall occur only upon a conviction and court pronounced judgment. A Director may be removed from office for willful or corrupt misconduct in office occurring at any time within the six years immediately preceding the presentation of an accusation by the grand jury.

4.4 Expectations of Commitment.

4.4.1 Directors of the District shall be expected to expend such amounts of time and energy in support of the oversight of the District's affairs as may be necessary for them to fully satisfy their fiduciary obligations as set forth above. Directors shall be entitled to maintain outside business and volunteer activities in a manner consistent with the District's policies on conflicts of interest and outside business opportunities.

4.4.2 Directors shall adhere to board and/or committee meeting attendance requirements. In accordance with The Local Health Care District Law, the term of any Director shall expire if he or she is absent from three consecutive regular meetings, or from three of any five consecutive meetings of the Board *and* the Board by resolution declares that a vacancy exists on the Board.

4.4.3 In the event a Board Member will be out of the area or unable to participate in a meeting, the Board Member is requested to provide notification to the Executive Assistant as described in the [Guidelines For the Conduct of Business By the TFHD Board of Directors](#).

4.5 Director Orientation and Continuing Education. Refer to [Orientation and Continuing Education](#) .

4.6 Self-Evaluation. Refer to [Board, Chief Executive Officer, & Employee Performance Evaluation](#).

4.7 Compensation. Refer to [Board Compensation and Reimbursement Policy](#).

5.0 Committee Principles. Notwithstanding the basic obligations of the Directors as set forth in this Policy, it is an appropriate exercise of the Board's fiduciary duty to delegate responsibility for certain matters to committees designated by the Board of Directors for such purposes.

5.1.1 The Bylaws define and establish the Standing Committees, including composition, appointment term, and purpose, as well as the procedure for establishing Special Committees, formed to perform a specific or limited function.

5.1.2 A committee is a Board committee only if its existence and charge come from the Board, regardless of whether Directors sit on the committee. The

only Board committees are those which are set forth in the bylaws of the District or as appointed by the President of the Board.

- 5.1.3 Board committees are to assist the Board of Directors in the performance of its duties, not to help the staff perform its duties. Committees ordinarily will assist the Board by preparing policy alternatives and implications for Board deliberation. Board committees are not to be created by the Board to advise staff.
- 5.1.4 Board committees may not speak or act for the Board except when formally given such authority for specific and time-limited purposes. Expectations and authority will be carefully stated in order not to conflict with authority delegated to the CEO.
- 5.1.5 Board committees cannot exercise authority over staff. Because the CEO works for the full Board, he or she will not be required to obtain approval of a Board committee before taking an executive action. In keeping with the Board's broader focus, Board committees will not normally have direct dealings with current staff operations although Board committees may include staff members.

6.0 Board Operations.

- 6.1 Refer to [Guidelines for the Conduct of Business by the TFHD Board of Directors](#).
- 6.2 **Agenda for Board Meetings.** It shall be the responsibility of the Chairman of the Board of Directors to set forth and distribute (and, to the extent practical, in advance) the agenda established for each meeting of the Board of Directors. The agenda shall set forth with sufficient clarity the topics and issues to be addressed at the meeting, those non-board members who will be in attendance, and specific action which may be requested to be taken by the Board of Directors.
- 6.3 **Board Materials.** It shall be the responsibility of senior executive management of the District to assure distribution of all materials, information, and data relevant for consideration by the Board of Directors at its next meeting, with sufficient advance notice and with a degree of clarity as to enable each Director to be informed with respect to all items scheduled to come before the Board. In the event that a meeting of the Board of Directors is called in exigent circumstances (e.g., a special meeting), such as to preclude advance distribution, the President of the Board of Directors shall allot such time as necessary during the course of the meeting to the review and discuss all materials, information, and data.
- 6.4 **Disclose Matters.** Members of the Board of Directors shall recognize and fulfill an obligation to disclose to the Board of Directors information and analysis of which they become aware which relates to the decision- making and oversight functions of the Board. Similarly, members of the senior executive management of the District shall also recognize and fulfill an obligation to disclose, to a supervising officer, the general counsel or to the Board of Directors or Committee thereof, information and analysis relevant to the decision making and oversight functions of the Board.
- 6.5 **Media.** Board Members will maintain positive media and public relations through professional responses with all contacts, the following procedure will be followed in Board Member communications with the public and media:

- 6.5.1 When a member of the Board of Directors is addressing any audience, either through community involvement or media contact, it is essential that the Board Member clarify whether they are speaking as an individual or a spokesperson for the entire Board of Directors.
- 6.5.2 Any media/community interaction addressed to the Board of Directors as a whole should be directed to the President of the Board of Directors or Chief Executive Officer and Director of Marketing/Media Relations.
- 6.5.3 If a member of the media approaches an individual member of the Board of Directors they are free to interact with the media, but the media contact also should be referred to the President of the Board of Directors or Chief Executive Officer and Director of Marketing/Media Relations. The Chief Executive Officer or their designee can address the media in reference to standing policies of the Board of Directors.
- 6.5.4 As a courtesy, the Chief Executive Officer or their designee in the Chief Executive Officer's absence, should be informed by Board Members of contact from, or discussion with, the media or members of the community on District issues.
- 6.5.5 All proactive media contact should be reviewed with the Chief Executive Officer and Director of Marketing/Media Relations prior to contact with the media.

7.0 Board Powers and Authority The powers and authority of the Board are as defined in the Bylaws and the Local Health Care District Law (CA Health and Safety Code Sections 32121-32137)

8.0 Delegation To The Chief Executive Officer:

- 8.1 The Board will instruct the Chief Executive Officer through written policies which prescribe the organizational goals to be achieved, and describe organizational situations and actions to be avoided, allowing the Chief Executive Officer to use any reasonable interpretation of these policies.
 - 8.1.1 The Board will develop policies instructing the Chief Executive Officer to achieve certain results. These policies will be developed systematically from the broadest, most general level, to more defined levels.
 - 8.1.2 As long as the Chief Executive Officer uses a reasonable interpretation of the Board's policies, the Chief Executive Officer is authorized to establish organizational policies, make decisions, take actions, establish practices and develop activities.
 - 8.1.3 The Board may review and change the boundary between Board and Chief Executive Officer domains; and by doing so the Board changes the latitude of choice given to the Chief Executive Officer. But, as long as a particular delegation is in place, the Board will respect and support the Chief Executive Officer's choices.
- 8.2 To ensure that the Board's vision and goals are being carried out, and to identify discrepancies between policy and implementation, the Board will be provided all appropriate information by staff to assure adequate implementation of Board policies and strategic plans. Such information can be utilized to promote the distinction between Board and staff roles. Simply, the Board expects full

information, from which it develops policies, and based upon which staff will carry out the goals and policies of the Board.

- 9.0 Indemnification.** To the fullest extent permissible under California law, the District shall indemnify and provide a defense to its current and former Board members with respect to any civil action or proceeding brought against him or her on account of an act or omission in the scope of employment or other duties with the District, provided that the District need not provide a defense when it determines that the member acted or failed to act because of actual fraud or corruption.
- 10.0 Confidentiality.** District information includes, but is not limited to, protected health information, proprietary, trade secret, personal, privileged, or otherwise sensitive data and information (collectively “Confidential Information”).
- 10.1** Board Members shall be given access to Confidential Information for District purposes only and may not use or disclose Confidential Information for any purpose other than to conduct the business of the District in a manner consistent with its mission and corporate compliance plan.
- 10.2** Board Members shall be responsible for maintaining privacy of health information as specified in the privacy provisions of the Health Insurance Portability and Accountability Act of 1996 (HIPAA), and any subsequent statutes, regulations, and amendments thereto.
- 10.3** Board Members shall not disclose, share, copy, or transmit Confidential Information to those not authorized to receive it.
- 10.4** At all times, Board Members shall protect the integrity, security, and confidentiality of Confidential Information which they may have access to or come into contact with which could be used in any reasonable way to negatively impact the District, its reputation, strategic position, or operations.
- 10.5** Information shall not be considered Confidential Information if it:
- 10.5.1** is publicly known other than through acts or omissions attributable to the disclosing party;
 - 10.5.2** as demonstrated by prior written records, is already known to the disclosing party at the time of the disclosure;
 - 10.5.3** is disclosed in good faith to a recipient party by a third party having a lawful right to do so;
 - 10.5.4** is subject of written consent to the District authorizing disclosure; or
 - 10.5.5** was independently developed by the disclosing party without reference to the District’s Confidential Information.
- 10.6** Any action by a Board Member in violation of this policy may subject such individual to criminal and civil liability
- 10.7** Board Members should be referred to Legal Counsel of the District for any questions they may have with respect to the application of this Policy in general or whether a particular item is Confidential Information.
- 10.8** Each Board Member shall sign a Pledge of Confidentiality (Attached) as acknowledgement and confirmation of the obligations contained herein.

Related Policies/Forms: [Guidelines For the Conduct of Business By the TFHD Board of Directors ABD-12](#); [Board, Chief Executive Officer, & Employee Performance Evaluation ABD-01](#); [Board Compensation and Reimbursement ABD-03](#); [Orientation and Continuing Education ABD-19](#)

References: Governance Institute; Local Health Care District Law (CA Health and Safety Code §§32121-32137); Ralph M. Brown Act (CA Govt Code §§54950 et seq): Resignations and Vacancies (CA Govt Code §§1750-1782); Removal From Office (CA Government §§3000-3075); Uniform District Election Law (CA Elections Code §§10500-10556); Recall of Local Officers (CA Elections Code §§11200-11227); Liability of Public Employees (CA Govt Code §§820-825.6)

Policy Owner: Michelle Cook, Clerk of the Board

Approved by: Robert Schapper, Chief Executive Officer

Tahoe Forest Hospital District Board of Directors Pledge of Confidentiality

In my role as a Member of the Board of Directors of Tahoe Forest Hospital District, I acknowledge that I am given access to Confidential Information.

“Confidential Information” means any non-public information related to the operations of the District, which is identified as confidential, or that by the nature of the information or the circumstances surrounding the disclosure of information, ought reasonably to be treated as confidential. Without limiting the generality of the foregoing, Confidential Information will be deemed to include, without limitation, information about the District’s business, healthcare operations, protected health information, services, employees, finances, costs, expenses, financial or competitive condition, trade secrets, policies practices, and other privileged, or otherwise sensitive data and information.

I agree to treat all such confidential and proprietary information as strictly confidential, and shall use the utmost care to prevent disclosure of such.

I acknowledge that I am given access to this Confidential Information for District purposes only and may not use or disclose Confidential Information for any purpose other than to conduct the business of the District in a manner consistent with its mission and corporate compliance plan.

I agree to protect the integrity, security, and confidentiality of Confidential Information which I have, or may have access to or come into contact with, and I shall not disclose, share, copy, or transmit Confidential Information to those not authorized to receive it.

I recognize that I may obtain access to patient protected health information provided under an assurance of confidentiality. I understand that I am prohibited from disclosing or otherwise releasing any personally identifying information, either directly or indirectly, about any individual or the individual’s health record. I acknowledge and understand that Tahoe Forest Hospital District has established written policies and procedures containing provisions for the security of personal health information and that I am bound by these policies and procedures. I acknowledge that I have reviewed the Tahoe Forest Hospital District privacy requirements

I acknowledge that I am responsible for maintaining privacy of health information as specified in the privacy provisions of the Health Insurance Portability and Accountability Act of 1996 (HIPAA), and any subsequent statutes, regulations, and amendments thereto.

I have been informed that I may direct any questions I have about my obligations under this Pledge of Confidentiality to the to Legal Counsel of the District with respect to the application of this Policy in general or whether a particular item is Confidential Information.

Should I be responsible for any breach of confidentiality, I understand that civil and/or criminal penalties may be brought against me. I acknowledge that my responsibility to maintain and protect Confidential Information and to ensure the privacy of protected health information contained in any electronic records, paper documents, or verbal communications to which I may gain access shall not expire, even after my term or affiliation with the District has terminated.

By my signature, I acknowledge that I have read, understand, and agree to comply with the terms, conditions, and obligations of this Confidentiality Agreement.

Printed Name Board of Director

Signature

Date

2015 Governance Committee Goals - DASHBOARD

Stated Goal:	Tactic	Measurement	Owner	Status
1. Advance best practices in governance	a. Gain ACHD Certification	Investigage the CAHD cerfication	Dir. Governance & Community Development	
	b. Evaluate CSDA certification			
	c. Develop and implement board order and decorum documents	Board policy review/update. Bylaw clarification related to committees	Chair / Dir. Governance & Community Development	
2. Assure organization has an effective compliance program	Quarterly Reports from Compliance Committee	Quarterly	Committee	
	Annual Plan and Report	Annual	Compliance Committee	
	Committee Education	2 times per year	Compliance Committee	
3. Establish a board education program	Board Education	Regularly scheduled board presentations		
	Conferences (e.g. Estes Park, ACHD, etc.)	Governance Institute		
4. Develop a board and committee leadership development program	Create outside resource calendar		Committee	
	Create internal board meeting education calendar			
	6 month retreat follow up	early to mid-september - 1 full day	Ted/Clerk to facilitate	
5. Improve governance transparency	Identify specific goals from ACHD or CAHD.		Committee	
	Develop process to Identify problems/issues for response		Governance Committee	

STATE/LOCAL AGENCY REPORTING



**California Special Districts
are subject to LAFCo reviews**

- Provide a copy of your most recent LAFCo report and responses to the report

FINANCIAL



Reimbursable Expenses

- Provide a copy of board policy on reimbursable expenses
Government Code 53232.2 (b)

Policies on purchasing signature authority should be established

- Provide a copy of the policy

Annual Audit

- Provide a copy of most current audit
Government Codes 26909 and 12410.6

The District should have a written policy and procedure for requesting public funds

- Provide a copy of the policy and procedure

EXECUTIVE COMPENSATION AND BENEFITS



The District should have a written policy that defines the process for determining executive compensation, including any and all benefits

- Provide a copy of the board policy on executive compensation
- Provide a listing of the positions considered to be executive positions

TRANSPARENCY



Completion of Ethics Training

- Provide copies of completion for each Board Member
Government Code 53235, AB 1234

Ralph M. Brown Act

- Provide a copy of board policy on Brown Act compliance
Government Code 54950

Public Records Request

- Provide a copy of board policy on responding to requests for public records

Conflict-of-Interest Policy

- Provide a copy of the current policy
- Provide a copy of the list of Fair Political Practices Commission required filers

State Controller's Compensation Report

- Provide a copy of current filing confirmation
Government Code 538911

WEBSITE CONTENT



- Districts Mission Statement
- A map of the district boundaries
- ACHD definition of a Healthcare District
- Link to ACHD webpage
- District contact information
- Board Member biography and contact information
- The District's annual report
- Board meeting information including meeting dates, agendas and minutes (12 months)
- Programs and services provided by the District
- District's annual operating budget
- Districts annual audit
- District election procedure and filing process information, to include appointments to fill vacancies on the Board

District Transparency Certificate of Excellence *checklist*

Showcase your district's commitment to transparency

BASIC REQUIREMENTS

- Current Ethics Training for all Board Members**
(Government Code Section 53235)
 - Provide copies of training certificates along with date completed
- Compliance with the Ralph M. Brown Act**
(Government Code Section 54950 et. al)
 - Provide copy of current policy related to Brown Act compliance
 - Provide copy of a current meeting agenda (including opportunity for public comment)
- Adoption of policy related to handling Public Records Act requests**
 - Provide copy of current policy
- Adoption of Reimbursement Policy, if district provides any reimbursement of actual and necessary expenses**
(Government Code Section 53232.2 (b))
 - Provide copy of current policy
- Annual disclosure of board member or employee reimbursements for individual charges over \$100 for services or products. This information is to be made available for public inspection. "Individual charge" includes, but is not limited to: one meal, lodging for one day, or transportation.** (Government Code Section 53065.5)
 - Provide copy of the most recent document and how it is accessible
- Timely filing of State Controller's Special Districts Financial Transactions Report - includes compensation disclosure.** (Government Code Section 53891)
 - Provide copy of most recent filing
SDLF staff will verify that district is not listed on the State Controller's 'non-compliance list'
- Conduct Annual Audits**
(Government Code Section 26909 and 12410.6)
 - Provide copy of most recent audit and management letter and a description of how/where documents were made available to the public
- Other Policies – have current policies addressing the following areas** (provide copies of each):
 - Conflict of Interest
 - Code of Ethics/Values/Norms or Board Conduct
 - Financial Reserves Policy

WEBSITE REQUIREMENTS

- Maintain a district website with the following items**
(provide website link; all are required)
 - Names of Board Members and their terms of office
 - Name of general manager and key staff along with contact information
 - Election procedure and deadlines
 - Board meeting schedule (Regular meeting agendas must be posted 72 hours in advance pursuant to Government Code Section 54954.2 (a) (1) and Government Code Section 54956 (a))
 - District's mission statement
 - Description of district's services/functions and service area
 - Authorizing statute/enabling act (Principle Act or Special Act)
 - Current district budget
 - Most recent financial audit
 - Archive of Board meeting minutes for at least the last 6 months
 - List of compensation of Board Members and staff and/or link to State Controller's webpage with the data
- Website also must include at least 4 of the following items:**
 - Post Board Member ethics training certificates
 - Picture, biography and email address of board members
 - Last 3 years of audits
 - Reimbursement and Compensation Policy
 - Financial Reserves Policy
 - Online/downloadable Public Records Act request form
 - Audio or video recordings of board meetings
 - Map of district boundaries/service area
 - Link to California Special Districts Association mapping program
 - Most recent Municipal Service Review (MSR) and Sphere of Influence (SOI) studies (full document or link to document on another site)

Continued on reverse



checklist continued

OUTREACH/BEST PRACTICES REQUIREMENTS

Must complete at least 2 of the following items:

- Regular district newsletter or communication** (*printed and/or electronic*) that keeps the public, constituents and elected officials up-to-date on district activities (*at least twice annually*)
 - Provide copy of most recent communication and short description on the frequency of the communication, how it's distributed and to whom
- Community notification through press release to local media outlet announcing upcoming filing deadline for election and process for seeking a position on the district board, prior to that election** (*or prior to the most recent deadline for consideration of new appointments for those districts with board members appointed to fixed-terms*)
 - Provide copy of the press release (*and the printed article if available*)
- Complete salary comparison/benchmarking for district staff positions using a reputable salary survey** (*at least every 5 years*)
 - Provide brief description of the survey and process used as well as the general results
- Special Community Engagement Project**

Designed and completed a special project promoting community engagement with the district (potential projects may be broad in nature or focus on specific issues such as rate-setting, recycled water, identifying community needs, etc.)

 - Submit an overview of the community engagement project, reviewing the process undertaken and results achieved
- Hold annual informational public budget hearings that engage the public** (*outreach, workshops, etc.*) **prior to adopting the budget**
 - Provide copy of most recent public budget hearing notice and agenda
- Community Transparency Review**

The district would be required to obtain a completed overview checklist from at least 2 of the following individuals* (*the district may choose to conduct the overview with these individuals simultaneously or separately*):

 - Chair of the County Civil Grand Jury
 - Editor of a reputable local print newspaper (only one may count toward requirement)
 - LAFCo Executive Officer
 - County Auditor-Controller
 - Local Legislator (only one may count toward requirement)
 - Executive Director or President of local Chamber of Commerce
 - General Manager of a peer agency (special district, city or county)

* Provide proof of completion signed by individuals completing Community Transparency Review

How do I proceed?

- Step 1: Complete the requirement checklist
- Step 2: Send checklist and all supporting materials or contact the SDLF staff on how to submit all materials electronically:
 - SDLF
 - 1112 I Street, Suite 200
 - Sacramento, CA 95814
- Step 3: Approval process review performed by SDLF staff
- Step 4: Receive your certificate and recognition

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SDLF is supported by



The Special District Leadership Foundation (SDLF) is an independent, non-profit organization formed to promote good governance and best practices among California's special districts through certification, accreditation and other recognition programs. SDLF is supported through the California Special Districts Association and Special District Risk Management Authority.