



TAHOE FOREST HOSPITAL DISTRICT

2017-11-16 Board Governance Committee

Thursday, November 16, 2017 at 10:00 a.m.

Tahoe Forest Health System Foundation Conference Room

10976 Donner Pass Road, Truckee, CA 96161

Meeting Book - 2017-11-16 Board Governance Committee

11/16/17 Governance Committee

AGENDA

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ITEMS 1 - 4: See Agenda

5. APPROVAL OF MINUTES

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6. ITEMS FOR COMMITTEE DISCUSSION AND/OR RECOMMENDATION

6.1. Policy Review

6.1.1. Committee Charters

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Personnel Committee Charter FY18 DRAFT 2017_1025.pdf Page 10

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6.1.2. ABD-12 Guidelines for Conduct of Business by the TFHD Board of Directors.pdf Page 13

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ITEMS 7 - 9: See Agenda



GOVERNANCE COMMITTEE

AGENDA

Thursday, November 16, 2017 at 10:00 a.m.
Tahoe Forest Health System Foundation Conference Room
10976 Donner Pass Road, Truckee, CA 96161

1. **CALL TO ORDER**

2. **ROLL CALL**

Randy Hill, Chair; Mary Brown, Board Member

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

4. **INPUT – AUDIENCE**

This is an opportunity for members of the public to address the Committee on items which are not on the agenda. Please state your name for the record. Comments are limited to three minutes. Written comments should be submitted to the Board Clerk 24 hours prior to the meeting to allow for distribution. Under Government Code Section 54954.2 – Brown Act, the Committee cannot take action on any item not on the agenda. The Committee may choose to acknowledge the comment or, where appropriate, briefly answer a question, refer the matter to staff, or set the item for discussion at a future meeting.

5. **APPROVAL OF MINUTES OF: 10/16/2017**

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

6.1. **Policy Review**

6.1.1. **Committee Charters**..... ATTACHMENT

Governance Committee will review proposed committee charters.

6.1.2. **ABD-12 Guidelines for Business by the TFHD Board of Directors**..... ATTACHMENT

Governance Committee will review and discuss ABD-12 Guidelines for Business by the Tahoe Forest Hospital District Board of Directors.

6.1.3. **ABD-17 Manner of Governance for the TFHD Board of Directors** ATTACHMENT

Governance Committee will review and discuss ABD-17 Manner of Governance for the Tahoe Forest Hospital District Board of Directors.

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

8. **NEXT MEETING DATE**

9. **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

Monday, October 16, 2017 at 1:00 p.m.
Tahoe Conference Room - Tahoe Forest Hospital
10054 Pine Avenue, Truckee, CA 96161

1. CALL TO ORDER

Meeting called to order at 1:02 p.m.

2. ROLL CALL

Board: Randy Hill, Chair; Mary Brown, Board Member

Staff in attendance: Ted Owens, Executive Director of Governance and Community Benefit; Carl Blumberg, Patient Safety and Risk Manager; Stephanie Hanson, Compliance Analyst; Martina Rochefort, Clerk of the Board

Other: Jim Hook of The Fox Group, Karma Bass of Via Healthcare Consulting

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

No changes were made to the agenda.

4. INPUT – AUDIENCE

No public comment was received.

5. APPROVAL OF MINUTES OF: 09/18/2017

Director Brown moved approval of the September 18, 2017 Governance Committee minutes, seconded by Director Hill.

6. ITEMS FOR COMMITTEE DISCUSSION AND/OR RECOMMENDATION

6.1. Policy Review

6.1.1. Board of Director Bylaws

Governance Committee reviewed proposed revisions to Board of Directors bylaws.

Director of Governance discussed changing Article III, Section 2 and proposed deleting “two” from the terms of Board President. Karma Bass also agreed it is good to not limit the number of terms a board president can serve.

Director Brown asked about the definition of “physical presence of quorum”. Staff will have counsel review the statement.

Staff was directed to remove “ultimate” from item 2 on page 13.

Compliance Analyst stated she originally added the home health and hospice sections on page 24 and 25.

Staff was directed to leave the home health and hospice sections stricken and add them as a board

policy.

Governance Committee recommended moving the bylaws forward to the board with the changes discussed.

6.1.2. Committee Charters

Governance Committee reviewed proposed committee charters.

It was noted the responsibilities section for the Governance Committee (page 40 of the agenda packet) is broad and vague.

Director Brown prefers items to go through committees first then on to the board. There is better dialogue happening at the committee level.

Certain duties of the board are done at the committee level.

Director Hill felt items can become redundant and suggested eliminating subcommittees or better defining the committee's responsibilities.

Ms. Bass noted if the goal is to get rid of committees that it may be too far in the "other direction" for some board members. Ms. Bass suggested an approach to make the committee structure tighter for the next 6-12 months and then review if it could be tightened further.

Governance Committee reviewed the Finance Committee charter. Meeting frequency was updated to quarterly.

Ms. Bass noted charters are a place to start and that the committees could be asked to develop a work plan (i.e. things the committee is working on). The charter tells the committees the broad scope of what they should be doing. The committees would agree on a work plan and submit it after their first meeting of the year.

Director Hill reminded Governance Committee that the board is responsible for the "what and why" and administration is responsible for the "how".

Discussion was held about adding a strategic planning committee.

Director Brown sensed board members want to get more into strategy.

Ms. Bass suggested the board could also do the same function as a committee of the whole and carve out time at board meetings.

Discussion was held about changing the name and focus of personnel committee.

Ms. Bass shared it is not common to have personnel committees. Generally, they are called executive

compensation committees.

Director Hill and Brown were encouraged to make edits to the committee charters as they see fit.

Committee discussed changing “oversee” to “review” for number 5 on page 39.

Ms. Bass suggested not using the word “fiduciary” in committee charters as “fiduciary” belongs to whole board.

Directors Brown and Hill will work on committee charters prior to the next Governance Committee meeting.

6.1.3. ABD-03 Board Compensation and Reimbursement

Governance Committee reviewed ABD-03 Board Compensation and Reimbursement policy.

Health and Safety Code for Healthcare Districts dictates the amount of compensation board members can receive.

Director Brown noted the wording in Section C in the Procedure section did not match the rest of the policy.

Governance Committee recommended striking item C. under Procedure heading.

6.2. Board Self-Assessment Discussion

The Governance Committee reviewed a sample board self-assessment tool. Committee felt the tool presented was well done. The self-assessment can be administered by Via Healthcare Consulting through SurveyMonkey. Committee would like to encourage use of the comments section.

Director Brown proposed having an esoteric question added about whether or not board members feel like they are making a difference to the community. Director Brown will wordsmith the question.

Governance Committee is a good place to put work plans (i.e. retreat follow up action plan).

7. REVIEW FOLLOW UP ITEMS / BOARD MEETING RECOMMENDATIONS

Follow up items for the next meeting will be committee charters and a policy to address the home health and hospice sections that were removed from the bylaws.

8. NEXT MEETING DATE

The Governance Committee will meet in mid-November. Exact date is to be determined.

9. ADJOURN

Meeting adjourned at 2:32 p.m.

Charter
Finance Committee
Board of Directors
Tahoe Forest Hospital District

PURPOSE: The purpose of this document is to define the charter of the Finance Committee of the Hospital's Board of Directors and, further, to delineate the Committee's duties and responsibilities.

RESPONSIBILITIES: The Finance Committee is responsible for assisting the Board in oversight of financial affairs by monitoring the organization's financial policies and the adequacy of its reporting, and recommending actions to protect and enhance the community's investment in the hospital. It will also ensure that appropriate policies and procedures are in place to safeguard and preserve the assets of the hospital.

DUTIES:

1. Review quarterly District operating, cash and capital budgets and make recommendations to the Board of Directors.
2. Monitor quarterly the District budget performance and financial management.
3. Review quarterly the monthly financial statements and expenditure reports.
4. Oversee the annual independent audit and supervision of any necessary corrective measures.
5. ~~Oversee~~ Review annually the investment of District funds.
6. Review semi-annually budgets and expenditures for facility projects.
7. Take on special projects, ~~as required in the area of financial management, or as~~ directed by the Board of Directors.
8. Review the financial plans for consistency with hospital and system-wide strategic objectives.
9. Monitor financial indicators relative to industry benchmarks and like organizations.

Commented [RM1]: Is this line even necessary?

Commented [RM2]: How? When? Should this not be part of the CEO's annual report to the board?

Commented [RM3]: How? When? Should this not be part of the CFO's annual report to the board?

COMPOSITION:

The Committee is comprised of at least two (2) members. The Board Treasurer shall serve as Chairperson of the Committee, and the second Committee member shall be appointed by the Board President.

MEETING FREQUENCY: The Committee shall meet ~~at a minimum of once annually. Quarterly.~~ A report will be made to the Board of Directors, quarterly, or otherwise as requested. ~~(Should not all financial reports to the board be made by the CFO?)~~

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Charter
Governance Committee
Board of Directors
Tahoe Forest Hospital District

Purpose:

The purpose of this document is to define the charter of the Governance Committee of the Hospital's Board of Directors and, further, to delineate the Committee's duties and responsibilities. ~~role, duty and responsibilities of the Governance Committee (the "Committee") of the Hospital District's Board of Directors.~~

Responsibilities:

The Governance Committee of the Board shall function as a standing committee of the Board responsible for addressing all governance-related issues. The Committee shall develop, maintain, and implement the necessary governance-related policies and procedures that define the Hospital's governance practices.

Duties:

- ~~1. Oversee the Compliance program by reviewing its activities, quality and effectiveness, and to monitor that management appropriately addresses compliance recommendations.~~
- ~~2. 1.~~ Conduct at least a biennial review of the Bylaws and Board policies.
- ~~3. 2.~~ Submit recommendations to the Board of Directors for changes to ~~the~~ Bylaws and Board policies as necessary. ~~and desirable.~~
- ~~4. 3.~~ ~~Direct creation of~~ Develop new Board policies and procedures as necessary or as directed by the Board of Directors. ~~for recommendation to the Board.~~
- ~~5. 4.~~ Advance best practices in board governance.
- ~~6. 5.~~ Conduct Assure, in conjunction with the Board Chair, the annual board self-assessment and board goal setting process. ~~is conducted.~~

6. In the event compliance issues, rise to a level requiring extraordinary consideration beyond regular review by the Board, the Governance Committee will convene to consider such issues.

OR

6. The Governance Committee, when directed by the Board of Directors, will convene to consider compliance issues as necessary.

OR

Omit 6.

Composition:

The Committee shall be comprised of at least two (2) Board members appointed by the Board

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President.

Meeting Frequency:

The Committee shall meet at needed.

Charter
Personnel Committee
Board of Directors
Tahoe Forest Hospital District

PURPOSE:

The purpose of this document is to define the charter of the Personnel Committee of the Hospital's Board of Directors and, further, to delineate the Committee's duties and responsibilities.

RESPONSIBILITIES:

The Personnel Committee is responsible for assisting the Board in oversight of Chief Executive Officer (CEO) relations and the work done through the Foundation of Excellence.

DUTIES:

1. ~~Identify~~ Oversee the identification and recruitment of the organization's CEO as directed by the Board of Directors.
2. ~~Conduct an annual CEO performance evaluation process. (This is the role of the board.)~~
3. ~~In conjunction with the CEO, annually~~ Review and ~~take action~~ recommend modifications of on the goals and objectives which will be used to ~~judge~~ evaluate the performance of the CEO.
4. Review ~~annually and take action on~~ the CEO's comprehensive compensation package, ~~and make recommendations to the Board of Directors as necessary.~~
5. ~~Regularly~~ In conjunction with the CEO, review and evaluate annually the CEO ~~job-~~ position description to ensure its continued relevance. ~~Revise when applicable.~~ Recommend revisions to the Board of Directors as necessary.
6. Review and take action on the CEO Succession Plan.
7. ~~Review employee and physician satisfaction survey results, targets and improvement plans.~~
8. Oversee the Retirement Subcommittee to the Board.

COMPOSITION:

The Committee is comprised of at least two (2) board members appointed by the Board President.

MEETING FREQUENCY:

The Committee shall meet at least once annually and then on an as needed basis.

Commented [RM1]: Define.

Commented [RM2]: This task might be better undertaken by an ad hoc committee composed of two board members specifically selected if not otherwise undertaken by the whole board.

Commented [RM3]: This may ultimately be modified depending on contract language. It should have a specific month established to assure timely consideration.

Commented [RM4]: This should be done on an annual basis as part of the annual performance review.

Commented [RM5]: This is the role of the board.

Commented [RM6]: Personnel Committee decided a few months back to remove this as a board subcommittee. The retirement plan committee will become an administrative committee (standard in industry) which will report to board. Brian Montanez of Multnomah Group will be bringing forward a change in the plan document to reflect this once the bylaws are approved.

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Charter
Quality Committee
Board of Directors
Tahoe Forest Hospital District

PURPOSE:

The purpose of this document is to define the charter of the Quality Committee of the Hospital's Board of Directors and, further, to delineate the Committee's duties and responsibilities.

RESPONSIBILITIES:

The Quality Committee shall function as the standing committee of the Board responsible for providing oversight for Quality Assessment and Performance Improvement,

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~~overseeing the~~ of monitoring the hospital's quality of care, patient safety, and patient experience.

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DUTIES:

~~1. Provide oversight for the organization-wide Quality Assessment and Performance Improvement.~~

~~2.1. Set Recommend to the Board, as necessary,~~ policies and procedures governing quality care, patient safety, environmental safety, and performance improvement throughout the organization.

~~3.2. Ensure Monitor~~ the provision of organization-wide quality of care, treatment, and service provided and prioritization of performance improvement throughout the organization.

Commented [A1]: Eliminate if this is duplicative of what is presented to the Board.

~~4.3. Monitor~~ the improvement of care, treatment, and services to ensure that it is safe, beneficial, patient-centered, customer-focused, timely, efficient, and equitable.

~~5.4. Oversee Monitor and be accountable for~~ the organization's participation and performance in national quality measurement efforts, accreditation programs, and subsequent quality improvement activities.

Commented [A2]: Is this not the role of the CEO?

~~5. Ensure Monitor~~ the development and implementation of ongoing education focusing on service excellence, performance improvement, risk-reduction/safety enhancement, and healthcare outcomes.

Commented [A3]: It is not the role of the committee to participate in the development and implementation of....

Commented [A4]: TO THE EXTENT THAT THESE EFFORTS ARE REPORTED TO THE BOARD ON A REGULAR BASIS, THEY SHOULD NOT BE DUPLICATED IN COMMITTEE.

COMPOSITION:

The Committee is comprised of at least two (2) board members as appointed by the Board President and two (2) members of the Tahoe Forest Hospital Medical Staff as appointed by the Medical Executive Committee (Recommend Chief of Staff or designee and Chairperson of the Quality Assessment and Improvement Committee).

MEETING FREQUENCY:

The Committee shall meet ~~four (4) times per calendar year~~ quarterly.

Draft 10-04-2017



Board Executive Summary

By: Ted Owens
Executive Director of Governance
and Business Development

Martina Rochefort
Clerk of the Board

DATE: November 14, 2017

ISSUE:

During our review of policy ABD-17 Manner of Governance for the Tahoe Forest Hospital District Board of Directors, we noted the majority of the policy conflicted with the Board of Directors Bylaws as well as other board policies.

ASSESSMENT:

Pertinent sections were removed from ABD-17 Manner of Governance for the Tahoe Forest Hospital District Board of Directors and added to ABD-12 Conduct for the Business of the Tahoe Forest Hospital District Board of Directors to streamline policies.

ACTION REQUESTED:

The Board of Directors is being asked to retire policy ABD-17 Manner of Governance for the Tahoe Forest Hospital District Board of Directors and approve the proposed policy changes to ABD-12 Conduct for the Business of the Tahoe Forest Hospital District Board of Directors.

ABD-12 Guidelines for Governance and Business by the Tahoe Forest Hospital District Board of Directors

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.

To outline basic fiduciary duties under state law.

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

We exist to make a difference in the health of our communities

through excellence and compassion in all we do.

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

To serve our region by striving to be the best

mountain health system in the nation.

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:

A. General Principals of Governance

1. The Directors' Role. The Board of Directors are those persons responsible for the policy-making and oversight of the District's authority and affairs. The Board does not manage day-to-day affairs of the District, but must exercise reasonable and prudent oversight with respect to District Chief Executive Officer. In the performance of its duties, members of the Board of Directors may act in reliance upon information and reports received from senior management, professional advisors and consultants whom the Board regards as reliable and competent.

a. Additional Duties

a. The Directors assumes full legal authority and responsibility for the management of the hospice, the provision of all hospice services, its fiscal operations, and continuous quality assessment and performance improvement. A qualified administrator appointed by and reporting to the governing body is responsible for the day-to-day operation of the hospice. The administrator must be a hospice employee and possess education and experience required by the hospice's governing body.

b. The Directors assumes full legal authority and responsibility for the management of the home health, the provision of all the home health, its fiscal operations, and continuous quality assessment and performance improvement. A qualified administrator appointed by and reporting to the governing body is responsible for the day-to-day operation of the home health

2. Governance Commitment. The Board of Directors will govern the District with a strategic perspective through a commitment to the vision and values set forth in the mission.

3. Core Fiduciary Duties. The Board of Directors will affect the following core fiduciary duties:

a. 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.

b. 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.

c. 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.

B. Governing 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.

—The Board shall guide the organization through careful establishment of broadly written policies. 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, practice and volunteer

Finance -- Provide superior financial performance

Growth – Meet the needs of the community

A. C. Officers Of The Board of Directors

1. The officers of the Board of Directors are: President, Vice President, Secretary and Treasurer.
2. The officers shall be chosen every year by the Board of Directors at a Board Meeting in December 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 may serve ~~two~~ successive terms by unanimous vote taken at a regularly scheduled meeting. 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.

B.D. Meetings Of The Board of Directors

1. Regular Meetings: Regular meetings of the Board of Directors shall be held the fourth Thursday 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. 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.
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.
 - a. The President of the Board, or three directors, may call a special meeting in accordance with the notice and posting provisions of the Brown Act.
 - b. 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 before a meeting convenes.
 - c. No business other than the purpose for which the special meeting was called shall be considered, discussed, or transacted at the meeting.
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.
 - a. 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.
 - b. No business other than the purpose for which the emergency meeting was called shall be considered, discussed, or transacted at the meeting.
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 et seq. (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:
 - a. 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.
 - b. The conversion of any District health care facility to any other form of ownership by the District.
 - c. The dissolution of the District.
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:
 - a. Teleconferences must comply with the rest of the Brown Act
 - b. All votes taken by teleconference must be taken by roll call
 - c. Agendas must be posted at all teleconference locations
 - d. Each teleconference location must be identified in the agenda
 - e. Each teleconference location must be accessible to the public

- f. At least a quorum of the Board must participate from locations within the District boundaries
 - g. The agenda must provide for public comment at each teleconference location.
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 Secretary or in the absence of all officers, another director selected by the Board to do so at the meeting in question.

C.E. Activities/Meetings of Board Committees

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 for approval.
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.

D.F. 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.

E.G. 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.

F.H. Board and Board Standing Committee Agenda Packets for Members of the Public

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.
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. Agenda packets are also posted to the District's website.

G.I. 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:

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
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 prompt action and that fact came to the attention of the District after the agenda was posted, or
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.

H.J. Preparation Of The Agenda For Board or Board Standing Committee Meetings

1. Placing of Items On The Agenda By Members Of The Public:
 - a. 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 at monthly, regularly scheduled meetings. 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.

- b. 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. While the District values public input, the Board and District staff control meeting agendas and the District has no obligation to agendize a matter requested by a member of the public. If a matter is not agendized, the person seeking to discuss it may raise it in the public comment portion of a meeting.
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. The power of Directors to place matters on an agenda is noted in section 12.9 of this Policy.
3. The format for agendas of meetings of the Board of Directors will be as follows unless the Board or Chief Executive Officer otherwise directs:
 - a. Call to Order
 - b. Roll Call
 - c. Clear the Agenda/ Items Not on the Posted Agenda
 - d. Input – Audience
 - e. Medical Staff Report
 - f. Consent Calendar
 - g. Chief Executive Officer's Report
 - h. Additional Administrative Reports
 - i. Presentations/ Staff Reports
 - j. Board Committee Reports/Recommendations
 - k. Items for Board Discussion ~~A~~and/~~O~~r Action
 - l. Agenda Input For Upcoming Committee Meetings
 - m. Items for Next Meeting
 - n. Board Members Reports/Closing Remarks
 - o. Closed Session if necessary
4. The Board of Directors wishes 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 a timed item in the agenda as appropriate within the format as detailed above to minimize the demands on the time of the Medical Staff members.-
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 or hospital staff 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 separate consideration and disposition. Members of the public may request a Board Member to do so on their behalf.
6. If available, minutes of Board standing committee meetings will be included in Board agenda packets. If not available, the agenda for the committee 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.
7. The President of the Board of Directors will approve the agenda before its distribution.

I.K. 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~~Clerk of the Board 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 acknowledge that written notices will be provided to your permanent address.

J.L. 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~~Clerk of the Board. The minutes shall be transcribed by the ~~Executive Assistant~~Clerk of the Board and reviewed by the Chief Executive Officer prior to submittal to the Board of Directors or Board ~~Ce~~ommittees for review and approval at their next regularly scheduled meeting.

K.M. 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:

L.N. Discussion/Debate

1. As is practical, staff oral summaries shall precede motions.
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.
3. *Brief* questions to fill in knowledge gaps or to provide clarification should be posed prior to motion language being introduced. This is not an opportunity for Board Members to state their views on the substance of a matter.
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; this is not an opportunity for ~~B~~board members to state their views on the substance of a matter.
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 agendized 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.
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.
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.
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.

9. On each Board agenda there will be an "agendized" item asking for member input for future topics. 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.

M.O. Voting/Motions

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 encouraged to vote on all motions presented while in attendance unless required to abstain by a conflict of interest or other law. If a Director's vote is not discernible, it ~~the~~ shall be recorded as in favor of the motion.
2. Recording of the vote shall be first done by voice vote, with exception going to resolutions that require a roll call vote as a matter of law. Any member may request a roll call vote on any motion; such requests will not require a second and shall be performed at once.
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.
4. Unless otherwise noted, all Board related business, whether in committee or Board session (open or closed) shall be conducted in a fashion compliant with Robert's Rules of Order, Revised as modified by this Policy. 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.

N.P. 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.

O.Q. Contingent Approval

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:
 - a. the terms are not substantively altered from those previously approved,
 - b. 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
 - c. the final terms and documentation are approved or rejected by the Board at a subsequent Board meeting.
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 a subsequent board meeting.

R. Complaints Addressed to the Board

2. Written comments or complaints addressed to any or all members of the Board that are received by board members or any Health System staff member must be forwarded immediately to the Clerk of the Board. The Clerk of the Board will deliver copies of complaints to the Health System's Patient Advocate.

P.S. Board Member Request for Information

1. Individual Board Members may request data from the District by completing a Board of Directors Information Request Form indicating the specific information requested.
 - a. The CEO will review the request to determine material availability, sensitivity, necessary resources and anticipated cost (if any) of production.
 - b. Should the CEO determine that materials are not readily available, sensitive in nature

or costly to produce, the CEO may defer to a decision of the Board of Directors to fulfill the request.

c. All approved requests by the CEO and/or the Board of Directors will be produced and distributed to each member of the Board of Directors.

e:

Related
Policies/Forms:
Inspection And
Copying of
Public Records
ABD-14,
Board of
Directors
Information
Request Form

References:
Ralph M.
Brown Act
(CA Govt
Code §54950),
Governance
Institute

Policy Owner:
Clerk of the
Board

Approved by:
Chief
Executive
Officer



TAHOE FOREST HEALTH SYSTEM

Origination Date:	11/1994
Last Approved:	01/2016
Last Revised:	01/2016
Next Review:	12/2018
Department:	Board - ABD
Applies To:	System

Manner of Governance for the Tahoe Forest Hospital District Board of Directors, ABD-17

PURPOSE:

- A. 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.
- B. 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.
- C. 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.
- D. 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.
- E. To incorporate into the governance process the tenets of the Tahoe Forest Hospital District's Mission Statement:

We exist to make a difference in the health of our communities
through excellence and compassion in all we do.

- A. To incorporate into the governance process the tenets of the Tahoe Forest Hospital District's Vision Statement:

To serve our region by striving to be the best
mountain health system in the nation.

POLICY:

Members of the Board are expected to 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:

A. General Principals of Governance:

1. **The Directors' Role.** The Directors are those persons responsible for the policy-making and

oversight 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.

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.
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:
 - a. **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.
 - b. **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.
 - c. **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.

B. 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.

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. 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.

- C. 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:
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, that its assets are being managed prudently and only for the District's stated purpose, and that those policies are administered so as to provide quality health care in a safe environment.
 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. 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.
 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.
 5. Review and approve significant District actions.
 6. Advise management on significant financial, operational, and mission-based issues facing the District.
 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.
 8. Monitor Board directives to the CEO and professional consultants retained by the Board to ensure implementation in accordance with such directives.
 9. Hold the CEO 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.
 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), under 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.
 11. The Directors do not have day-to-day responsibility for the management of the District and shall not

interfere with the CEO's management of the District. Directors shall not give direction to District employees and shall limit interactions with them to obtaining information. Individual boardmembers may take no action on behalf of the District unless authorized by the Board, in writing, to do so. Rather, Directors exercise authority only as a Board meeting as a body consistently with the Ralph M. Brown Act.

12. **Chairperson's Role.** The Chairperson will be selected by the Board of Directors by majority vote. The Chairperson's primary role is the management of the Board's meetings 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.

D. Board Composition, Commitment.

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).
2. **Officers.** The officers of the District are members of the Board and are chosen as defined in the Bylaws, although the Secretary may be the CEO. An officer may resign at any time or be removed by the majority vote 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.
3. **Director Removal.**
 - a. 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).
 - b. 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.
 - c. 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.
4. **Expectations of Commitment.**
 - a. 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.
 - b. 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.
 - c. 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](#).
5. **Director Orientation and Continuing Education.** Refer to [Orientation and Continuing Education](#) .

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

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

E. **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.

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.
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.
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.
4. Board committees may not speak or act for the Board except when formally given such authority by the Board in writing 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. 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.

F. **Board Operations.**

1. Refer to [Guidelines for the Conduct of Business by the TFHD Board of Directors](#).
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.
3. **Board Materials.** It shall be the responsibility of senior executive management of the District to ensure 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.
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.

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5. **Media.** Board Members are expected to 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:
- a. 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 and shall not speak for the Board unless the Board has specifically authorized them to do so in a meeting of the Board conducted consistently with the Ralph M. Brown Act.
 - b. 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.
 - c. If a member of the media approaches an individual member of the Board of Directors he or she is 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.
 - d. 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.
 - e. All proactive media contact should be reviewed with the Chief Executive Officer and Director of Marketing/Media Relations prior to contact with the media.
6. **Complaints Addressed to the Board.** Written comments or complaints addressed to any or all members of the Board that are received by Board members or any Health System staff member must be forwarded *immediately* to the Clerk of the Board. The Clerk of the Board will deliver copies of complaints to the Health System Patient Advocate, the Risk Manager and each member of the Board of Directors in a timely manner. The Clerk of the Board will coordinate with the Chair of the Board an appropriate response. Complaints shall be addressed in accordance with the Health System Patient and Family Complaints/Grievances policy and procedure by either the Patient Advocate or the Risk Manager, as appropriate. Each member of the Board must be copied on complaint resolution correspondence to the complaining party.

G. **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)

H. **Delegation To The Chief Executive Officer:**

1. The Board delegates professional and administrative responsibility to the Chief Executive Officer for overall management of the organization, its licensed facilities, and its personnel. 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.
 - a. 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.
 - b. 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. The Chief Executive Officer has responsibility for oversight of the established policies and procedures.

- c. The Chief Executive Officer shall be the principal or administrator responsible to fulfill State licensing and certification disclosure and reporting obligations for changes in dissolution and ownership, management, and medical staff leadership. (See Appendix A)
 - d. 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.
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 ensure 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.
- I. **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.
- J. **Confidentiality.** District information includes, but is not limited to, protected health information, proprietary, trade secret, personal, privileged, closed session or otherwise sensitive data and information (collectively "Confidential Information").
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.
 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.
 3. Board Members shall not disclose, share, copy, or transmit Confidential Information to those not authorized to receive it.
 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.
 5. Information shall not be considered Confidential Information if it:
 - a. is publicly known other than through acts or omissions attributable to the disclosing party;
 - b. as demonstrated by prior written records, is already known to the disclosing party at the time of the disclosure;
 - c. is disclosed in good faith to a recipient party by a third party other than a Director having a lawful right to do so;
 - d. is subject of written consent to the District authorizing disclosure; or
 - e. was independently developed by the disclosing party without reference to the District's

Confidential Information.

6. Any action by a Board Member in violation of this policy may subject such individual to criminal and civil liability.
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.
8. Each Board Member shall sign a Pledge of Confidentiality (Appendix B) 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;

[42 CFR 485.627 - Condition of Participation: Organizational Structure](#)

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)

[Cal. Code. Regs. Title 22 Division 5 §70125](#); [§70127](#); [NRS 449.001Nevada Administrative Code \(NAC\) Chapter 449.0114](#)

Policy Owner: Clerk of the Board

Approved by: CEO

	Type of Change	CALIFORNIA: Required Notifications/ Disclosures submitted to the California Department of Public Health (CDPH) Licensing and Certification local office	NEVADA: Required Notifications/Disclosures submitted to the Nevada Division of Public Health Bureau of Health Care Quality and Compliance.
DEFINITIONS:		<p>"Governing body" means the person, persons, board of trustees, directors or other body in whom the final authority and responsibility is vested for conduct of the hospital. (22 CA ADC § 70035)</p> <p>"Principal officer" means the officer designated by an organization who has legal authority and responsibility to act for and in behalf of that organization. (22 CA ADC § 70057)</p> <p><i>Skilled Nursing Facility:</i> "Administrator" means a person licensed as a nursing home administrator by the California Board of Examiners of Nursing Home</p>	<p>"Administrator" means the person responsible for the day-to-day management of a facility. (NAC 449.0022)</p> <p><i>Hospice:</i> "Governing body" means the person or group of persons responsible for carrying out and monitoring the administration of a program of hospice care or for the operation of a facility for hospice care. (NAC 449.0173)</p>

	Type of Change	CALIFORNIA: Required Notifications/ Disclosures submitted to the California Department of Public Health (CDPH) Licensing and Certification local office	NEVADA: Required Notifications/Disclosures submitted to the Nevada Division of Public Health Bureau of Health Care Quality and Compliance.
		<p>Administrators or a person who has a state civil service classification or a state career executive appointment to perform that function in a state facility (Cal. Admin. Code tit. 22, § 72007).</p> <p><i>Home Health Agency:</i> "Administrator" means a person who is appointed in writing by the governing body of the home health agency to organize and direct the services and functions of the home health agency (Cal. Admin. Code tit. 22, § 74613).</p> <p>Primary Care Clinic: No "administrator" definition provided, but content of original application must contain name of the administrator and a description of the administrator's experience and background and, where the same person is the administrator of more than one licensed clinic, the name of, and the number of hours spent in, each licensed clinic per week, and such other necessary information as may be required by CDPH. (Cal. Admin. Code tit. 22, § 75022)</p>	
GENERAL ACUTE CARE HOSPITAL (CAH)	Change in Ownership, Services, and Location	<p>Notify CDPH in writing 30 days prior to change of ownership any time a <i>dissolution or transfer of ownership</i> occurs. (Cal Code of Reg §70125) Notify CDPH in writing any time a change of stockholder owning ten percent or more of the non-public corporate stock occurs. Such notice shall include the name and principal mailing address of the new stockholder. The notice must include the name and principal mailing address of a new owner. (Cal Code of Reg §70127) Notify CDPH in writing within ten (10) days prior to any change of the mailing address. (Cal Code of Reg §70127)</p>	<p>Notify the Health Division immediately of any change in the ownership of, the location of, or the services provided at, the facility. (NAC 449.0114(5))</p>

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	Change in Administrative Leadership	Notify CDPH in writing within ten (10) days of any change in the <i>principal officer</i> . Include the name and principal business address. (Cal Code of Reg §70127)	Notify the Bureau in writing within ten (10) days a change of administrator occurs. (NAC 449.0114(4)) (The notification must provide evidence that the new administrator is currently licensed pursuant to chapter 654 of NRS and the related regulations. For failure to notify the Health Division and submit an application for a new license within 10 days after the change, must pay to the Health Division a fee in an amount equal to 150 percent of the fee required for a new application.)
SKILLED NURSING FACILITY	Change in Administrative Leadership	<p><i>Report of Changes:</i></p> <p>a. Notify CDPH in writing of any changes in the information provided pursuant to Sections 1265 and 1267.5, Health and Safety Code, within 10 days of such changes. This notification shall include information and documentation regarding such changes.</p> <p>b. When a change of <i>administrator</i> occurs, notify CDPH in writing within 10 days. Include the name and license number of the new administrator.</p> <p>c. Notify CDPH within 10 days in writing of any change of the <i>mailing address</i>. Include the new mailing.</p>	N/A

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HOME HEALTH	Change in Ownership and/or Administrative Leadership: Disclosure and Report of Changes	<p>d. Notify CDPH in writing within ten (10) days when a <i>change in the principal officer</i> of a corporate licensee (chairman, president or general manager) occurs. Include the name and business address of such officer.</p> <p>e. Notify CDPH in writing of any <i>decrease in licensed bed capacity</i> of the facility (result: in the issuance of a corrected license).</p> <p>(22 CA Cal Code of Reg § 72211)</p> <p><i>Disclosure:</i> Disclose the following information to CDPH at the time of the home health agency's initial request for licensure, <i>at the time of each survey, and at the time of any change in ownership or management:</i></p> <p>a. The name and address of each person with an ownership or control interest of five percent or greater in the home health agency.</p> <p>b. The name and address of each person who is an officer, a director, an agent, or a managing employee of the home health agency.</p> <p>c. The name and address of the person, corporation, association, or other company that is responsible for the management of the home health agency, and the name and address of the chief executive officer and the chairman of the board of directors of the corporation, association or other company responsible for the management of the home health agency.</p> <p>d. If any person described in (a), (b), or (c) has served as or currently serves</p>	Same as for Hospital

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		<p>as an administrator, general partner, trustee or trust applicant, sole proprietor or any applicant or licensee who is a sole proprietorship, executor, or corporate officer or director of, or has held a beneficial ownership interest of 5 percent or more in any other home health agency, health facility, clinic, hospice, Pediatric Day Health and Respite Care Facility, Adult Day Health Care Center, or any facility licensed by the Department of Social Services, the applicant shall disclose the relationship to the Department, including the name and current or last address of the facility and the date such relationship commenced and, if applicable, the date it was terminated. (22 CA Cal Code of Reg § 74665)</p> <p><i>Report of Changes:</i></p> <p>a. Changes Requiring New Application. An application shall be submitted to the Department within 10 working days whenever a <i>change of ownership</i> occurs. A change of ownership shall be deemed to have occurred where, among other things, when compared with the information contained in the last approved license application of the licensee, there has occurred a transfer of 50 percent or more of the issued stock of a corporate licensee, a transfer of 50 percent or more of the assets of the licensee, a change in partners or partnership interests of 50 percent or greater in terms of capital or share of profits, or a relinquishment by the licensee of the management of the</p>	

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	<p>agency.</p> <p>b. Changes Requiring Written Notice. The licensee shall, within 10 days, notify the Department in writing of the following:</p> <ol style="list-style-type: none"> 1. Change of name of home health agency. 2. Change of location and/or address of home health agency. 3. Change in the licensing information required by subsection (a) of Section 74661. 4. Change of the mailing address of the licensee. 5. Change in the principal officer (chairman, president, general manager) of the governing board. Such written notice shall include the name and principal business address of each new principal officer. 6. Change of the administrator including the name and mailing address of the administrator, the date the administrator assumed office and a brief description of qualifications and background of the administrator. 7. Change of Director of Patient Care Services including the name and mailing address of the Director of Patient Care Services, the date the Director of Patient Care Services assumed office and a brief description of qualifications and background of the Director of Patient Care Services. 	

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		8. Addition or deletion of services. (22 CA Cal Code of Reg § 74667)	
HOSPICE	Change in Ownership/ Administrative Leadership: Disclose/ Changes	Same as for Home Health	Immediately advise/notify the Health Division of any change in the ownership of the program and the address of the principal office of the program. NAC 449.0183
PRIMARY CARE CLINICS	Change in Administrative Leadership	<p><i>Report of Changes:</i></p> <p>a. Any change in the principal officer such as chairperson, president, or general manager of the governing board shall be reported to CDPH in writing immediately, but in no case later than 10 days following such change. The notice shall include the name and principal business address of each new principal officer.</p> <p>b. When a change of administrator occurs, notify CDPH in writing immediately, but in no case later than five (5) days following such change. The notification shall include the name of the new administrator, the mailing address, the date of assuming office and a brief description of his or her background and qualifications.</p> <p>(Cal. Admin. Code tit. 22, § 75025)</p>	Same as for Hospital
MEDICAL STAFF	Change in Med Staff Leadership	N/A	N/A

All revision dates:

01/2016, 06/2014, 01/2014, 01/2012, 01/2010

Attachments:

[B: Pledge of Confidentiality](#)