



TAHOE FOREST HOSPITAL DISTRICT

# 2020-10-14 Board Governance Committee

Wednesday, October 14, 2020 at 9:30 a.m.

Pursuant to Section 3 of Executive Order N-29-20, issued by Governor Newsom on March 17, 2020, the Board Governance Committee meeting for October 14, 2020 will be conducted telephonically through Zoom.

Please be advised that pursuant to the Executive Order, and to ensure the health and safety of the public by limiting human contact that could spread the COVID-19 virus, the Eskridge Conference Room will not be open for the meeting.

Board Members will be participating telephonically and will not be physically present in the Eskridge Conference Room.

If you would like to speak on an agenda item, you can access the meeting remotely: Please use this web link  
<https://tfhd.zoom.us/j/92070745622>

If you prefer to use your phone, you may call in using the following numbers: (346) 248 7799 or (301) 715 8592

# Meeting Book - 2020-10-14 Board Governance Committee

10/14/20 Governance Committee

## AGENDA

2020-10-14 Board Governance Committee\_FINAL Agenda.pdf Page 3

ITEMS 1 - 4: See Agenda

## 5. APPROVAL OF MINUTES

2020-07-15 Board Governance Committee\_DRAFT Minutes.pdf Page 5

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

### 6.1. Policy Review

6.1.1. Onboarding and Continuing Education of Board Members, ABD-19 2020\_0928.pdf Page 8

6.1.2. Board Appointment Procedure v3 2020\_09.pdf Page 10

### 6.2. Board Governance

6.2.1. DRAFT 2021 Board Education.pdf Page 12

6.2.2. Framework for Board Member Response to Complaints  
Discussion item only.

6.2.3. Extension of Strategic Plan  
Discussion item only.

ITEMS 7 - 9: See Agenda



# GOVERNANCE COMMITTEE AGENDA

Wednesday, October 14, 2020 at 9:30 a.m.

Pursuant to Section 3 of Executive Order N-29-20, issued by Governor Newsom on March 17, 2020, the Board Governance Committee meeting for October 14, 2020 will be conducted telephonically through Zoom. Please be advised that pursuant to the Executive Order, and to ensure the health and safety of the public by limiting human contact that could spread the COVID-19 virus, the Eskridge Conference Room will not be open for the meeting. Board Members will be participating telephonically and will not be physically present in the Eskridge Conference Room.

If you would like to speak on an agenda item, you can access the meeting remotely:

Please use this web link: <https://tfhd.zoom.us/j/92070745622>

Or join by phone:

If you prefer to use your phone, you may call in using the numbers below.

(346) 248 7799 or (301) 715 8592

Meeting ID: 920 7074 5622

Public comment will also be accepted by email to [mrochefort@tfhd.com](mailto:mrochefort@tfhd.com). Please list the item number you wish to comment on and submit your written comments 24 hours prior to the start of the meeting.

Oral public comments will be subject to the three minute time limitation (approximately 350 words). Written comments will be distributed to the board prior to the meeting but not read at the meeting.

1. **CALL TO ORDER**

2. **ROLL CALL**

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: 07/15/2020**

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

6.1. **Policy Review**

Governance Committee will review and discuss the following:

6.1.1. Onboarding and Continuing Education for Board Members, ABD-19 ..... ATTACHMENT

6.1.2. Proposed Board Appointment Policy ..... ATTACHMENT

6.2. **Board Governance**

6.2.1. **2021 Board Education Plan**..... ATTACHMENT

Governance Committee will review and discuss a board education plan for 2021.

**6.2.2. Framework for Board Member Response to Complaints**

Governance Committee will discuss the framework for board members to respond to patient/employee/community complaints.

**6.2.3. Extension of Strategic Plan**

Governance Committee will discuss extension of the Fiscal Year 2019-2021 Strategic Plan.

**7. REVIEW FOLLOW UP ITEMS / BOARD MEETING RECOMMENDATIONS****8. NEXT MEETING DATE**

The Governance Committee will meet again as needed.

**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 telephonic 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 or a reasonable modification of the teleconference procedures are necessary (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, July 15, 2020 at 10:00 a.m.

Pursuant to Section 3 of Executive Order N-29-20, issued by Governor Newsom on March 17, 2020, the Board Governance Committee meeting for July 15, 2020 will be conducted telephonically through Zoom. Please be advised that pursuant to the Executive Order, and to ensure the health and safety of the public by limiting human contact that could spread the COVID-19 virus, the Eskridge Conference Room will not be open for the meeting. Board Members will be participating telephonically and will not be physically present in the Eskridge Conference Room.

### 1. CALL TO ORDER

Meeting was called to order at 10:02 a.m.

### 2. ROLL CALL

Board: Art King, Chair; Alyce Wong, RN, Board Member

Staff in attendance: Harry Weis, Chief Executive Officer; Judy Newland, Chief Operating Officer; Crystal Betts, Chief Financial Officer; Matt Mushet, In-House Counsel; Ted Owens, Executive Director of Governance; Martina Rochefort, Clerk of the Board

### 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: 02/12/2020

Director Wong moved to approve the Governance Committee minutes of February 12, 2020, seconded by Director King.

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

#### 6.1. Policy Review

Governance Committee reviewed and discussed the following policies:

##### 6.1.1. ABD-14 Inspection and Copying of Public Records

General Counsel provided edits to ABD-14 in accordance with AB 1819 which amended the Public Records Act to allow a requestor to use their own equipment to make a copy.

The policy was also edited to reflect recent case law changes on the definition of extraction.

Discussion was held. No additional edits were made.

Director Wong moved to recommend the policy go to the July board meeting for approval, seconded by Director King.

### **6.1.2. ABD-27 Ticket and Pass Distribution**

General Counsel provided edits to the policy after the Fair Political Practices Commission (FPPC) made the following changes to the regulations governing ticket and pass distribution:

1. Added language requiring an agency's ticket distribution policy to include a provision prohibiting the disproportionate use of tickets or passes by the members of the agency's governing board or chief administrative officer (2 CCR 18944.1(b)(4));
2. Added language requiring a written inspection report that includes findings and recommendations where the public purpose cited for the use of tickets involves the oversight or inspection of facilities; and
3. Replaced the term "face value" with "fair value" throughout the regulation, in accord with an amendment to the regulation governing valuation of gifts.

Discussion was held. No additional edits were proposed.

Director Wong moved to recommend the policy go to the July board meeting for approval, seconded by Director King.

### **6.1.3. Board of Directors Bylaws**

Governance Committee reviewed the Board of Directors Bylaws. General Counsel reviewed and provided edits since the February Governance Committee meeting.

Governance Committee added the following changes:

- pg.5, item H, make "The" of The Local Health Case District Law lower case to match the edits counsel made on pages 1 and 2
- pg.9, strike "to patients" from Article VII so it is consistent with Article VI.

Director Wong moved to recommend the bylaws go to the Board of Directors for a first reading, seconded by Director King.

### **6.1.4. Proposed Board Appointment Policy**

Ted Owens, Executive Director of Governance, noted after the last board appointment, board members expressed having a policy around the appointment process. Discussion was held.

The current Board of Director Bylaws outline the Government Code on board appointments. Governance Committee agreed the bullets under the Policy section could be deleted.

The policy will be reformatted to the District's policy template. Governance Committee would like verbiage added that "when a vacancy is known, the Board of Directors will take action to determine how to move forward."

Director King asked if background checks should be done on potential board members. Matt Mushet, In-House Counsel, noted the District's vendor used by Human Resources screens staff monthly. CEO said a form would be needed for interested candidates.

Director Wong moved to recommend policy go to the August board meeting as amended, seconded by Director King.

## **6.2. Board Governance**

### **6.2.1. Board Retreat Update**

Executive Director of Governance provided an update on the board retreat. The fall months are unknown with the current COVID-19 pandemic. The tentative dates for the board retreat is February 3-4, 2021. It is anticipated the retreat will be two full days.

### **6.2.2. Board Self-Assessment Update**

Per the Governance Committee charter, the Board Self-Assessment will be distributed in November prior to the change of any board members.

### **6.2.3. Extension of Strategic Plan**

Judy Newland, COO, discussed extension of the Fiscal Year 2019-2021 Strategic Plan. The COVID-19 pandemic has taken a lot of resources and the recommendation from Administration is to extend the strategic plan for another fiscal year. The end date would be June 30, 2022.

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

-Review educational calendar

## **8. NEXT MEETING DATE**

The Governance Committee is scheduled to meet on October 14, 2020.

## **9. ADJOURN**

Meeting adjourned at 11:12 a.m.

## **PURPOSE:**

The purpose of the onboarding and orientation process is to provide a new board member the information necessary to begin the governing work of the Board of Directors. Further development as a board member is through continuing education.

## **POLICY:**

Tahoe Forest Hospital District will provide essential knowledge of the District to all incoming board members within thirty (30) days of election or appointment.

Board members will be provided opportunities for continuing education to expand their knowledge on key healthcare issues and governance.

## **PROCEDURE:**

When onboarding, new board members complete the following steps:

### Human Resources

1. Completes and signs necessary paperwork with Human Resources.
2. Reviews benefit package with Benefits Coordinator.

### Clerk of the Board

3. Receives tablet, user ID and email.
4. Reviews board portal.
5. Completes FPPC Statement of Economic Interests Form 700.
6. Initiates required regulatory training (i.e. AB1234 Ethics training, Sexual Harassment Prevention training).

### President & Chief Executive Officer

7. Meets with President & CEO to review the Mission, Vision, Values, Organizational Chart, Strategic Plan and Master Plan of the District.

### General Counsel

8. Meets with General Counsel to review Brown Act, public meeting procedures, etc.

### Corporate Compliance Officer

9. Reviews District's Corporate Compliance Program and Work Plan.

### Executive Director of Governance

10. Reviews Order & Decorum, board policies, etc.

### Chief Financial Officer



11. Reviews most recent audited financials, budget and 10 year forecast.

12. Reviews monthly financial report package.

Director of Quality

13. Reviews Quality Assurance Performance Improvement Plan (QA/PI), Quality Dashboard and CMS Star Ratings.

Director of Medical Staff Services

14. Reviews structure and duties of Medical Executive Committee.

15. Reviews current process for Medical Staff credentialing

Additional materials on governance, quality and finance topics will be distributed electronically.

Appropriate external continuing education and conference will be suggested by administration. Outside education costs will be paid in accordance with [Board Compensation and Reimbursement, ABD-03](#) policy.

## Appointing a Vacant Board of Directors Seat, ~~ABD-xx~~ (To be added to Order & Decorum)

### PURPOSE

To provide the Tahoe Forest Hospital District (“District”) Board of Directors guidance when appointing a new director to fill a vacancy on the board.

### POLICY

In the event a member of the Board of Directors vacates their position, remaining members of the District board may fill the vacancy either by appointment or by calling an election. If the board fails to act within ninety (90) days, the County Board of Supervisors may appoint the position.

~~The Board may appoint an individual of its choosing or seek candidates from which to make a selection. The timing of a vacancy may determine how the board wishes to proceed.~~

### PROCEDURE

~~Once~~ When a board resignation is received, the remaining board members will be notified of the vacancy. The remaining board members will call a Special Meeting or add to the agenda of a Regular Meeting an action item determining whether to appoint the vacant seat or call for an election.

If the board chooses to ~~seek candidates for~~ appointment, a Notice of Vacancy will be posted in accordance with applicable Government Code.

~~The Board may appoint an individual of its choosing or seek candidates from which to make a selection. The timing of a vacancy may determine how the board wishes to proceed.~~

~~The following language may be used to announce the vacancy and selection process:~~

~~A vacancy on the Tahoe Forest Hospital District Board of Directors will occur effective XX/XX/XXX. Pursuant to the District’s Bylaws and applicable California law, the remaining Directors considered appointing a District resident to fill the vacant seat at a Board of Directors meeting on XX/XX/XXXX. This appointment would be effective through XX/XX/XXXX. If interested, the appointed member would need to run for election in the XX/XX/XXXX General District Election to maintain the seat.~~

Any registered voter who is a resident of the Tahoe Forest Hospital District in Eastern Nevada County or Placer County ~~interested in being~~ may be considered for such an appointment ~~shall prepare a Letter of Interest and Qualifications. Please note the~~ The restrictions on Board membership under California Health and Safety Code section 32110. ~~A Letter of Interest and Qualifications~~ must satisfy ~~include~~ the following ~~information~~ requirements:

1. Name as it appears on ~~your~~ voter registration record;
2. Address of residence;
3. ~~Phone number;~~
4. ~~Email address;~~
5. ~~Reason(s) for interest in serving as a Board Member; and~~
6. ~~Details of experience, training, education, and/or background that would bring value to the Board.~~

~~Completed Letters of Interest and Qualifications may be mailed, emailed or hand delivered to:~~

~~Clerk of the Board  
Tahoe Forest Hospital District  
c/o Administration  
10121 Pine Avenue  
P.O. Box 759  
Truckee, CA 96161  
xxxxx@tfhd.com~~

~~Letters of Interest and Qualifications must be received no later than XX/XX/XXXX to be considered for this vacancy. The Board of Directors will make a decision on who to appoint within 60 days of the effective date of the vacancy."~~

~~The Board of Directors shall be provided the Letters of Interest and Qualifications of those candidates for review. The Board may schedule at its discretion a Special Meeting, or include time in a Regular Meeting for the purposes of interviewing the qualifying candidates prior to nominations and selection.~~

DRAFT 2021 Board Education Topics

January	XXXXXXXXXXXXXXXXXXXXXXXXXXXX
February	XXXXXXXXXXXXXXXXXXXXXXXXXXXX
March	Nation’s Opioid Crisis – what is TFHS doing about it?
April	Consumerism/AI – Health Care Trends (Update)
May	Telemedicine
June	ACHD Presentation – Healthcare District Certification
July	High Deductible Health Plans
August	State and Federal Legislative Update (Guest Presenter)
September	Chargemaster – What it is, what it is not
October	Behavioral Health - Placer/Nevada
November	Community Needs Assessment/Population Health - Update
December	Legislative Update - Final on New Laws