



TAHOE FOREST HOSPITAL DISTRICT

2021-03-02 Board Governance Committee

Tuesday, March 2, 2021 at 1:00 p.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 March 2, 2021 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/96038720160>

If you prefer to use your phone, you may call in using the following numbers: (346) 248 7799 or (301) 715 8592, Meeting ID: 960 3872 0160



Meeting Book - 2021-03-02 Board Governance Committee

AGENDA

2021-03-02 Board Governance Committee_FINAL Agenda.pdf

Page 3

ITEMS 1 - 4: See Agenda

5. APPROVAL OF MINUTES

2020-10-14 Board Governance Committee_DRAFT Minutes.pdf

Page 5

6. ITEMS FOR COMMITTEE DISCUSSION AND/OR RECOMMENDATION

6.1. Board Governance

6.1.1. Strategic Plan Update

Judy Newland, COO

No related materials.

6.1.2. Board Retreat Update

Ted Owens, Executive Director of Governance

No related materials.

6.1.3. 2020 Board Self-Assessment

No related materials.

6.1.4. 2021 Board Goals

No related materials.

6.2. Policy Review

6.2.1. Conflict of Interest Code, ABD-06 2020_0804.pdf

Page 9

ITEMS 7 - 9: See Agenda

GOVERNANCE COMMITTEE AGENDA

Tuesday, March 2, 2021 at 1:00 p.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 March 2, 2021 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/96038720160>

Or join by phone:

If you prefer to use your phone, you may call in using the following numbers:

(346) 248 7799 or (301) 715 8592

Meeting ID: 960 3872 0160

Public comment will also be accepted by email to 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: 10/14/2020**

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

6.1. **Board Governance**

6.1.1. **Strategic Plan Update**

Governance Committee will receive an update on the Fiscal Year 2023 Strategic Plan.

6.1.2. **Board Retreat Update**

Governance Committee will receive an update on the spring board retreat.

6.1.3. **2020 Board Self-Assessment**

Governance Committee will discuss the 2020 Board Self-Assessment.

6.1.4. 2021 Board Goals

Governance Committee will discuss possible board goals for 2021.

6.2. Policy Review

Governance Committee will review and discuss the following policies:

6.2.1. Conflict of Interest Code, ABD-06 ATTACHMENT

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, 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.

1. CALL TO ORDER

Meeting was called to order at 9:30 a.m.

2. ROLL CALL

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

Staff in attendance: Harry Weis, President & Chief Executive 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: 07/15/2020

Director Wong moved to approve the Governance Committee minutes of July 15, 2020, seconded by Director King.

6. ITEMS FOR COMMITTEE DISCUSSION AND/OR RECOMMENDATION

6.1. Policy Review

Governance Committee reviewed and discussed the following:

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

Director King shared the educational session he and Director McGarry attended with the Director of Medical Staff Services on the role of the Medical Executive Committee and Medical Staff credentialing was very useful. Both board members thought it should be added to the onboarding process.

Director Wong felt the Medical Staff Peer Review process should be added to the policy as well.

President & CEO would also like to add a review of the Grievance Committee's composition and duties. This review would be completed by the Director of Quality.

Director Wong proposed the quality items in the policy be separate and individual items in the list. Director Wong would also like the role of the Patient and Family Advisory Council to be reviewed by the Director of Quality.

Director Wong moved to bring the policy to the board with recommendations noted above, seconded by Director King.

6.1.2. Proposed Board Appointment Policy

Governance Committee discussed the Board Appointment policy. Director King had originally inquired about the board appointment process after the last vacant seat was appointed. A policy was drafted and reworked. Much of the guidelines for vacancies is defined by Government Code and outlined in the Board of Directors Bylaws. Executive Director of Governance felt the content would be better suited for Order and Decorum instead of a new policy.

Director Wong would like to reference “in accordance with the Board of Director Bylaws” in the first paragraph and to separate out the options for appointment.

Order and Decorum is usually reviewed at the annual board retreat but can be sent to the October board meeting for approval.

Director Wong moved to approve adding language about board vacancies to Order and Decorum, seconded by Director King.

6.2. Board Governance

6.2.1. 2021 Board Education Plan

Governance Committee reviewed and discussed the board education plan for 2021.

CEO said price transparency would be a good topic for December or January. CFO noted the final guidelines have not been issued yet so the end of the year would be a good time. Governance Committee agreed January would be the best month. CFO can add the chargemaster presentation to price transparency presentation.

The board retreat is scheduled for February and will be an educational session in itself. Governance Committee felt a good topic for March could be vaccines. June would be a good month for a legislative update to the board.

President & CEO would like to review all of the changes to healthcare in Reno. There is a lot going on but the discussion may be better for a different setting.

President & CEO would like to have the Annual Accomplishments report as the educational presentation for September and suggested moving the September board meeting date to accommodate board member attendance at the 2021 ACHD conference in Squaw Valley.

Governance Committee would like to poll the entire board for educational topics. Clerk will send the list of topics as discussed to the board for their feedback.

Director Wong would like to hear about physician burnout. President & CEO noted the Joy of Medicine Committee could give a report. Director Wong would like to hear a high level report on what items burn providers out and how other health systems address them.

Governance Committee would like to complete the education list by the November board meeting.

6.2.2. Framework for Board Member Response to Complaints

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

Director Wong felt a recent newspaper article was not favorable to the Board of Directors because it was noted the board did not respond even though they did. The District's Communications Department prepared a well written response but the media outlet chose not to print it. The media outlet is trying to get board members to speak off the cuff.

Governance Committee discussed the District's policy on responding to media and the process of complaints.

The topic of speaking to the media should be added to the board orientation and revisited annually with board members.

It would be good to resend a reminder to the Board of Directors about not speaking to the media. President & CEO will resend his original email to board members.

6.2.3. Extension of Strategic Plan

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

President & CEO felt it is important to have a formal action of the extension by the Board.

Director Wong moved to present an extension of the Strategic Plan through June 30, 2022 to the Board of Directors, seconded by Director King.

Work on the next strategic plan will begin in 2021.

7. REVIEW FOLLOW UP ITEMS / BOARD MEETING RECOMMENDATIONS

Per the Governance Committee charter, the Board Self-Assessment will be distributed before December 1.

8. NEXT MEETING DATE

The Governance Committee will meet again as needed. Director Wong would like to meet in February after the board retreat. Review of the committee charter will be added to the next agenda.

9. ADJOURN

Meeting adjourned at 10:34 a.m.

DRAFT

Conflict of Interest Code, ABD-06

PURPOSE:

- A. The Political Reform Act (Government Code Section 81000, et seq.) requires state and local government agencies to adopt and promulgate conflict-of-interest codes. The Fair Political Practices Commission has adopted a regulation (2 California Code of Regulations Section 18730) that contains the terms of a standard conflict-of-interest code, which can be incorporated by reference in an agency's code. After public notice and hearing, the standard code may be amended by the Fair Political Practices Commission to conform to amendments in the Political Reform Act. Therefore, the terms of 2 California Code of Regulations Section 18730 and any amendments to it duly adopted by the Fair Political Practices Commission are hereby incorporated by reference. This regulation and the attached Appendices, designating positions and establishing disclosure categories, shall constitute the conflict-of-interest code of the **Tahoe Forest Hospital District (District)**.
- B. Individuals holding designated positions shall file their statements of economic interests with the **District**, which will make the statements available for public inspection and reproduction. (Gov. Code Sec. 81008.) All statements will be retained by the **District**.

Appendix A

Designated Positions	Category
1. Members of the Board of Directors	1, 2
2. President & Chief Executive Officer	1, 2
3. Chief Nursing Officer	1, 2
4. Chief Human Resources Officer	1, 2
5. Chief Information and Innovation Officer	1, 2
6. Administrator, Incline Village Community Hospital (IVCH)/ Chief Operations Officer	1, 2
7. Chief Medical Officer	1, 2
8. In-House Counsel	1, 2
9. General Counsel	1, 2
10. Consultants	*
11. Buyer	1
12. Compliance Officer	3
13. Controller	3
14. Coordinator, OR Materials Coordinator	3
15. Director, Children's Center	3
16. Executive Director, Governance and Business Development	3
17. Director, Diagnostic Imaging	3
18. Director, Emergency Services	3
19. Director, Facilities Management <u>& Construction</u>	2, 3
20. Director, Health Information Management	3
21. Director, Information Technology Operations	3
22. Director, IVCH Patient Care Services	3
23. Director, Laboratory Services	3
24. Director, Marketing & Communications	3
25. Director, Materials Management	1
26. Director, Medical Staff Services	3
27. Director, Nutrition Services, TFH & IVCH	3
28. Director, Pharmacy	3

29.	Director, Quality & Regulations	3
30.	Director, Rehabilitation Services	3
31-30.	Director, Support Services & Respiratory Care	2, 3
32-31.	Director, Surgical Services	3
33-32.	Executive Director, Foundations – TFH & IVCH	3
34-33.	Vice President, Provider Services	3
35-34.	Administrative Director, Transitions	3
36-35.	Director, Acute Care Services	3
37-36.	Manager, Information Technology Operations	3
38-37.	Manager, Nursing Informatics	3
39-38.	Director, Revenue Cycle	3
40-39.	Director, Access Center	3

Commented [RM1]: No longer have this position.

~~40.~~ ~~Director of Finance, Provider Services~~ ~~3~~

~~41.~~ ~~Director, Occupational Health and Wellness~~ ~~3~~

~~44-42.~~ ~~Director, Patient Access~~ ~~3~~

Commented [RM2]: TFHD General Counsel reviewed these job descriptions and felt their duties warranted them being added to our list of filers.

- Consultants/new positions are included in the list of designated positions and shall disclose pursuant to the broadest disclosure category in the code, subject to the following limitation:

The **President &** Chief Executive Officer may determine in writing that a particular consultant or new position, although a "designated position," is hired to perform a range of duties that is limited in scope and thus is not required to fully comply with the disclosure requirements in this section. Such written determination shall include a description of the consultant's or new position's duties and, based upon that description, a statement of the extent of disclosure requirements. The **President &** Chief Executive Officer's determination is a public record and shall be retained for public inspection in the same manner and location as this conflict-of-interest code. (Gov. Code Section 81008.)

Note: The positions of General Counsel and Compliance Officer are filled by outside consultants, but act in a staff capacity.

Officials Who Manage Public Investments

It has been determined that the positions listed below manage public investments and will file a statement of economic interests pursuant to Government Code Section 87200. These positions are listed for informational purposes only:

- Chief Financial Officer

An individual holding one of the above-listed positions may contact the Fair Political Practices Commission for assistance or written advice regarding their filing obligations if they believe their position has been categorized incorrectly. The Fair Political Practices Commission makes the final determination whether a position is covered by Government Code Section 87200.

Appendix B

Disclosure Categories

1. An individual holding a designated position in this category must report investments, business positions in business entities and income (including receipt of gifts, loans and travel payments) from sources of the type to provide:

- medical/health care treatment, facilities, services, products, equipment, machines

- medical insurance products and services
- and other products and services utilized (or planned to be utilized) by the District including telecommunications and information technology, janitorial, and legal.

The medical/health care sources include the full range of products and services including: medical providers, hospitals, pharmaceutical products/facilities, transportation companies and consultants.

2. All interests in real property within 2,000 feet from property owned or used by the District or that may be acquired by the District for its use.

3. All investments, business positions, and sources of income, including receipt of loans, gifts, and travel payments, from sources that provide, or have provided, in the last two years, services, supplies, materials, machinery, or equipment of the type utilized by designated employee's department or division.

All disclosure required herein shall be in accordance with the Political Reform Act and the regulations of the Fair Political Practices Commission.

Related Policies/Forms:

[ABD-07 Conflict of Interest Policy](#)

References:

Government Code Section 81000, et seq