



TAHOE FOREST HOSPITAL DISTRICT

# 2022-11-15 Board Governance Committee

Tuesday, November 15, 2022 at 10:00 a.m.

Pursuant to Assembly Bill 361, the Board Governance Committee meeting for November 15, 2022 will be conducted telephonically through Zoom.

Please be advised that pursuant to legislation 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.

Committee 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/85217977199>

If you prefer to use your phone, you may call in using the following numbers: (346) 248 7799 or (301) 715 8592, Meeting ID: 852 1797 7199



## Meeting Book - 2022-11-15 Board Governance Committee

### Governance Committee

#### AGENDA

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#### 5. APPROVAL OF MINUTES

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

##### 6.1. Policy Review

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##### 6.2. Board Governance

6.2.1.a. 2022 BSA Board Memo 11 03 22 1p PT.pdf 28

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6.2.2. Annual Board Education Calendar  
No related materials.

6.2.3. 2023 AHA Rural Health Care Conference  
No related materials.

6.2.4. 2023 Board Retreat  
No related materials.

6.2.5. 360-Degree Feedback Evaluations of President & CEO  
No related materials.

ITEMS 7 - 9: See Agenda



# GOVERNANCE COMMITTEE AGENDA

Tuesday, November 15, 2022 at 10:00 a.m.

Pursuant to Assembly Bill 361, the Board Governance Committee meeting for November 15, 2022 will be conducted telephonically through Zoom. Please be advised that pursuant to legislation 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. Committee 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/85217977199>

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: 852 1797 7199

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: 04/19/2022**

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

6.1. **Policy Review**

Governance Committee will review the following board policies:

6.1.1. Guidelines for Business by the TFHD Board of Directors, ABD-12 ..... ATTACHMENT

6.1.2. Physician and Professional Service Agreements, ABD-21 ..... ATTACHMENT

6.1.3. Order & Decorum ..... ATTACHMENT

6.2. **Board Governance**

6.2.1. **Board Self-Assessment** ..... ATTACHMENT

Governance Committee will review and discuss the Board Self-Assessment tool and status update.

**6.2.2. Annual Board Education Calendar**

Governance Committee will discuss development of a 2023 board education calendar.

**6.2.3. 2023 AHA Rural Health Care Conference**

Governance Committee will discuss attendance at the 2023 AHA Rural Health Care Leadership Conference.

**6.2.4. 2023 Board Retreat**

Governance Committee will discuss planning of the spring 2023 board retreat.

**6.2.5. 360-Degree Feedback Evaluations of President & CEO**

Governance Committee will discuss 360-degree feedback evaluations of the President and Chief Executive Officer.

**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

Tuesday, April 19, 2022 at 9:30 a.m.

Pursuant to Assembly Bill 361, the Board Governance Committee meeting for April 19, 2022 will be conducted telephonically through Zoom. Please be advised that pursuant to legislation 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. Committee 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 Members: Alyce Wong, RN, Chair; Robert Barnett

Staff in attendance: Harry Weis, President and Chief Executive Officer; Louis Ward, Chief Operating Officer; 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: 01/19/2022

Board Governance Committee unanimously approved the minutes of January 19, 2022 as presented.

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

#### 6.1. Board Governance

##### 6.1.1. Board Self-Assessment

Governance Committee reviewed and discussed the Board Self-Assessment tool.

The committee would like to keep questions consistent so a comparison between years can be made.

Governance Committee recommended to continue with the Board Self-Assessment tool as is.

##### 6.1.2. Board Enhancement Goals

Governance Committee reviewed and discussed the Board Enhancement Goals from the retreat:

- establish a year long education plan
- establish annual committee and external education schedule
- create an ad hoc committee around community health needs
- support management in expanding and fostering community partnerships

Governance Committee discussed the formation of an ad hoc committee. The ad hoc committee will need to have a defined purpose.

Governance Committee reviewed notes from the February board retreat:

- Educate on current services offered on community health
- Inform the Board regarding the various populations in our community and their needs.
- Identify needs.
- Determine how current resources are being utilized.
- Identify three priority actions as a result of the Community Health Needs Assessment.

Board Chair will draft an email to the board asking who is willing to participate.

For the goal of supporting management with community partnerships, it would be good for board members to increase attendance at community and foundation events, and meetings such as Board of Supervisors and Association of California Hospital Districts (ACHD) if representation is needed.

President & CEO would also like to add social items to the calendar such as the company picnic.

### **6.1.3. Annual Board Education Calendar**

Governance Committee discussed development of an annual board education calendar.

The first educational topics will include:

- Cybersecurity
- Recruitment Strategy
- No Surprises Act
- Enterprise Risk Management

The board portal homepage will be updated with the topics discussed.

## **6.2. Policy Review**

Governance Committee reviewed the following board policies:

### **6.2.1. Inspection and Copying of Public Records, ABD-14**

General Counsel is currently reviewing the policy to ensure it meets all applicable laws and regulations. Governance Committee did not have any additional edits.

### **6.2.2. Onboarding and Continuing Education for Board Members, ABD-19**

Governance Committee reviewed proposed edits. Discussion was held.

Director Wong suggested the following risk statement, “Without an onboarding and orientation process, there may be a negative effect by a district director putting the District in jeopardy.”

### **6.2.3. Board of Directors Bylaws**

The Board of Directors Bylaws will be due for their biennial review in August. Discussion was held.

Governance Committee suggested the following edits:

-Under Article II, Section 5, Item A, add a provision to address November and December meetings that conflict with holidays.

- Under Article III, Section 3, Item A, add “The Board Chair will serve as the chairperson of the Board Governance Committee.”
- Under Article III, Section 3, Item A, replace “as the chairperson of” with “on”.
- Under Article II, Section 4, add “The Board may appoint an individual of its choosing, or seek candidates from which to make a selection.

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

No discussion was held.

**8. NEXT MEETING DATE**

The Governance Committee will tentatively meet on November 10, 2022.

**9. ADJOURN**

Meeting adjourned at 11:08 a.m.

DRAFT

## Guidelines for Business by the Tahoe Forest Hospital District Board of Directors, ABD-12

### **RISK:**

### **PURPOSE:**

~~Failure to~~ explain the guidelines for the Board of Directors in conducting business for the Tahoe Forest Hospital District.

~~To~~ and clarify the requirements of state law for public meetings while conducting business and meetings on behalf of the District could result in noncompliance with the Tahoe Forest Hospital District Bylaws and/or the Ralph M. Brown Act, hereinafter referred to as Brown Act.

### **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. Officers Of The Board of Directors**

1. The officers of the Board of Directors are: Chair, Vice Chair, 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 Chair of the Board of Directors may serve successive terms by unanimous vote taken at a regularly scheduled meeting. The office of Chair, Vice Chair, Secretary and Treasurer shall be filled by members of the Board of Directors.

#### **B. 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 4:00 PM at a location within the Hospital District boundaries. The regular meeting shall begin in Open Session in accordance with the Brown Act and may adjourn to closed session in compliance with law. The notice for meetings of the Board of Directors and Board standing committees ("Committee(s)") shall be posted per the requirements of the Brown Act.
2. It is the duty, obligation, and responsibility of the Board Chair 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 Chair 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 Chair 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 communication~~ 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 President & Chief Executive Officer (~~CEO~~) pursuant to the required notice and the restriction of subject matter as defined in the Brown Act and the Local Health Care District Law.

a. 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:

i. 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.

ii. The conversion of any District health care facility to any other form of ownership by the District.

iii. The dissolution of the District.

b. Documentation for Closed Session ~~will~~may be provided on the board portal at least 72 hours prior to the session for regular meetings and 24 hours before special closed session meetings. Once the session has been completed, all documentation will be removed from the portal. Hard copy documentation ~~will~~may be made available during the actual closed session but will be returned by all board members at the completion of the closed session.

c. As a best practice, closed session will be attended by General Counsel.

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. All votes taken by teleconference must be taken by roll call.~~
- ~~b. Agendas must be posted at all teleconference locations.~~
- ~~c. Each teleconference location must be identified in the agenda.~~
- ~~d. Each teleconference location must be accessible to the public.~~
- ~~e. At least a quorum of the Board must participate from locations within the District boundaries.~~
- ~~f. 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: Chair, Vice Chair, and Secretary or in the absence of all officers, another director selected by the Board to do so at the meeting in question.

### **C. 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 Committee will annually establish Committee goals, and such goals will be presented to the Board of Directors for approval.

### **D. Meetings Open to the Public**

All meetings of the Board of Directors and Board Committees are open to the public with the exception of the Closed Session portion of such meetings and Ad Hoc Committee meetings.

### **E. Notices of Meetings of the Board of Directors and Board Committees Supplied to the Public**

Notices of any Regular or Special ~~M~~meeting of the Board of Directors and Board 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. Board and Board Committee Agenda Packets for Members of the Public**

1. Board and Board Committee agendas and agenda materials are available for review ~~by any interested party at the administrative offices~~ on the District website or at the Board or Board Committee meeting itself.
2. Any requests from the public for Board and Board Committee agenda packets shall be filled within a reasonable amount of time. Any member of the public requesting a Board or Board Committee agenda packet with all attachments shall be charged \$.10 per page in accordance with the Inspection and Copying of Public Records, ABD-14 policy for such material. The charge is only intended to capture direct costs associated with complying with public requests for documents provided by the California Public Records Act. In no way does the District profit from this activity; but only seeks 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 Committee meetings. Agenda packets in whole or in part may also posted to the District's website.

### **G. Public Input at Meetings of the Board of Directors and Board Committee Meetings**

On each agenda of Regular and Special Meetings of the Board of Directors and Board Committee

meetings, there shall be a provision made for input from the audience. The Board of Directors or Board 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 members of the Board of Directors or Board Committee present at the meeting, or, if less than two-thirds of the members are present, a unanimous vote of those members present, agree an item requires immediate action and the need for action came to the District's attention 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. Preparation Of The Agenda For Board or Board Committee Meetings**

1. Placing of Items On The Agenda:
  - a. As provided for in the 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 Chair of the Board of Directors, a Director of the Board or the President & Chief Executive Officer at least two weeks prior to the meeting of the Board of Directors at which they wish to have an item placed on the agenda for discussion/action. Requests to Directors of the Board will be referred to the President & 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 agendaize a matter requested by a member of the public. If a matter is not agendaized, the person seeking to discuss it may raise it in the public comment portion of a meeting.
  - c. No matters shall be placed on the agenda that are beyond the jurisdiction and authority of a Local Health Care District or that are not relevant to hospital district governance.
  - d. Last minute supporting documents by staff put Board members at a disadvantage by diluting the opportunity to study the documents. All late submission of supporting documents must be justified in writing stating the reasons for the late submission. The Clerk will notify the Board of late submissions and their justification when appropriate. Bona fide emergency items involving public health and safety requiring Board action will be excluded.
2. The President & Chief Executive Officer and Board Chair, with input from members of the Board, shall prepare the agendas for the meetings of the Board of Directors. The President & Chief Executive Officer or his or her designee and the Board Committee chairperson shall prepare the agendas for the meetings of the Board Committees. Items to be placed on an agenda should be submitted to the President & Chief Executive Officer or the Clerk of the Board no later than 10 days prior to the Board meeting.
3. In addition to discussing with the Board Chair or President & Chief Executive Officer, a

Board ~~M~~ember can ask that a topic be placed on next month's agenda for discussion during the appropriate time at a Board meeting. An item will be placed on next month's agenda if a majority of the Board concurs. No more than two items per board member will be considered at a board meeting.

4. The format for agendas of meetings of the Board of Directors will be as follows unless the Board or President & Chief Executive Officer otherwise directs:
  - a. Call to Order
  - b. Roll Call
  - c. Deletions/Corrections to the Posted Agenda
  - d. Input – Audience
  - e. Closed Session, if necessary
  - f. Acknowledgments (if any)
  - g. Medical Staff Executive Committee
  - h. Consent Calendar
  - i. Items for Board Action
  - j. Items for Board Discussion
  - k. Discussion of Consent Calendar Items Pulled, if necessary
  - l. Board Members Reports/Closing Remarks
5. 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.
6. The Board Chair and the President & 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 do so on their behalf, or may provide public comment on a particular item before the Board votes on the consent calendar.
  - a. Board ~~m~~Members are encouraged to notify the Board Chair and President & Chief Executive Officer prior to a meeting if there is intent to pull an item and/or provide questions and concerns. This will enable proper preparation to address questions and concerns.
  - b. Department Heads, or their designated representative, will be present during the consent calendar to answer any questions. If the Department Head is unable to attend, the President & Chief Executive Officer will respond to questions and/or the item may be postponed until later in the meeting or a following meeting if

necessary.

~~7. If available, minutes of Board Committee meetings will be included in Board agenda packets. If not available, the agenda for the Committee meeting will be included. Recommendations from a Board Committee to the Board of Directors will be highlighted at the beginning of the minutes for ease of presentation.~~

~~8.7.~~ The Chair of the Board of Directors will approve the agenda before its distribution.

#### **I. 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 written or electronic notification to the Clerk of the Board with information including the dates of absence and, 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. Minutes Of Meetings Of The Board Of Directors And Board Committees**

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

#### **~~K. Special Rules/Robert's Rules Of Order~~**

~~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.K. Discussion/Debate**

1. As is practical, staff oral summaries shall precede motions and public comment on an agendized item.
2. Invited outside presenters, such as our auditors, accountants, and legal counsel shall offer their comments and documentation prior to a motion being introduced by one of the Board Members and public comment on an agendized item.
3. *Brief* questions to fill in knowledge gaps or to provide clarification should be posed prior to motion language being introduced and public input/comments on an agendized item. 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 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 Committee meetings. Public input/comments regarding agendized items will be sought during the consideration of these items, before action is taken, at Board/Board Committee meetings. It is noted that presentations from outside organizations

may be referred to a Board Committee by the Board Chair for the formulation of a recommendation to the Board of Directors.

6. Requests by Board Members during a meeting for the opportunity to speak, for public input, or for additional staff input, should be made through the Board Chair.

### **M.L. Voting/Motions**

1. Any member of the Board of Directors may introduce or second a motion, including the Board Chair or other currently presiding officer. All members, including the Board Chair, 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, the vote shall be recorded as in favor of the motion.
2. Amendment of a motion may only be amended by the motion maker with the concurrence of the second.
3. No more than one motion can be considered at a time.
4. 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.
5. Three votes of the Board, unless a greater number is required by law, are required to constitute a Board action. A tie vote on a motion affecting the merits of any matter shall be deemed to be a denial of the matter.
6. Motion of Reconsideration: When additional information has surfaced at a meeting after a motion has duly passed or failed, a motion for reconsideration may be accepted only if advanced or seconded by a Board Member on the original motion. The Board Chair may reschedule an item if the participating public was present when originally considered and departed before reconsideration. Questions from the Board will occur prior to public comment. Items will not be debated by the Board until after public comment has been closed.
7. "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.
8. 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~~ compliance with 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.M. 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 Chair of the Board, or a majority of the Board members, may call a special or emergency board meeting ~~or an emergency meeting~~ to take action.

### **O.N. 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 President & 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.

### **P.O. Complaints Addressed to the Board**

Written comments or complaints addressed to any or all members of the Board that are received by ~~B~~board ~~m~~Members or ~~a~~n 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 President & CEO and/or Health System's Patient-Advocate Experience Specialist.

### **Q.P. 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 President & CEO will review the request to determine material availability, sensitivity, necessary resources and anticipated cost (if any) of production.
  - b. Should the President & CEO determine that materials are not readily available, sensitive in nature or costly to produce, the President & CEO may defer to a decision of the Board of Directors to fulfill the request.
  - c. All approved requests by the President & CEO and/or the Board of Directors will be produced and distributed to each member of the Board of Directors.

## **Related Policies/Forms:**

Board of Directors Information Request Form

## **References:**

Ralph M. Brown Act (CA Govt Code §54950)

# Physician and Professional Service Agreements ABD-21

## RISK:

In the absence of clear guidelines for entering into Professional Service Agreements with physicians and other health professionals, Tahoe Forest Hospital District (“TFHD” or “District”) could be exposed to significant legal and/or financial liability.

## SCOPE:

This policy provides Tahoe Forest Hospital District’s Chief Executive Officer (“CEO”) a framework for professional services contracting, to ensure the professional service provider meets the needs of Tahoe Forest Hospital District (“TFHD” or “District”) and the communities that it serves.

This policy provides no guidance or authority for employed physicians or other providers.

## POLICY:

- A. Written professional service agreements (which do not include employment offers) will be prepared for all health professionals who qualify as independent contractors under IRS guidelines and provide diagnostic or therapeutic services to TFHD’s patients or provide certain medico-administrative duties within a hospital department or service.
- B. The following health professionals may be covered by this policy:
  1. Anesthesiologists
  2. Medical Directors
  3. Medical Staff officers
  4. Physicians providing services in the District’s Multi-Specialty Clinics, Cancer Center or other professional practice settings operated by TFHD (collectively, “TFHD Practice Settings”).
  5. Physicians serving in medical-administrative roles or on District committees
  6. Nuclear Medicine specialists
  7. Emergency Services physicians
  8. Occupational therapists
  9. Pathologists
  10. Physical therapists
  11. Radiologists
  12. Speech pathologists



13. Emergency and urgent care providers
14. Physical Therapists
15. Hospitalists
16. Other contracted health or medical service providers

C. Any physician who is employed by the District may not simultaneously work under a professional services agreement.

## **PROCEDURES:**

A. All professional service agreements will be developed between the CEO, or the CEO's designee, and the health professional.

1. Health professionals are not permitted to provide professional services until an agreement has been approved by the District prior to the agreement effective date. All PSAs and offers of employment will be reviewed by in-house legal counsel and compliance prior to offering to a physician. Signatures will be obtained prior to the agreement effective date or in accordance with current Stark Law. Agreements containing amendments to the terms and conditions of the agreement must also be executed prior to the effective date and prior to the provision of professional services under the amended agreement.
2. New and renewal agreements shall utilize the template agreement for the type of service required from the contracting professional. (See Exhibit A, attached, for a list of available model agreements.)
3. All agreements shall be reviewed by the Compliance Department. Agreements not utilizing the template agreement shall also be reviewed by legal counsel.
  - a. Agreements committing \$400,000.00 or more in any twelve-month period:
    - i. Once agreement is reached between the CEO and health professional, CEO will present the provider-signed professional services agreement to the Board of Directors with the Contract Routing Form (or equivalent data summary report) with principal terms and conditions for their consideration. Principal terms and conditions include, but are not limited to, justification, term, compensation, scope of duties, total cost of contract, and other pertinent information, as applicable.
    - ii. Upon review and consideration, the Board of Directors may request specific changes be made to the proposed terms and conditions or direct a designated Board committee to review and make a recommendation to the Board of Directors.
    - iii. Board approval of a professional services agreement constitutes direction to CEO to execute the professional service agreement.
  - b. Agreements committing less than \$400,000 in any twelve-month period may be authorized by the CEO without Board approval.
4. Professional service agreements due for renewal may be held over for up to twelve months with no change in terms at the discretion of the CEO and in accordance with the Stark Law and applicable regulations. Note: Stark Law regulations currently permit unlimited

holdover of physician professional service agreements when the contract stays within the fair market value.

5. Urgent Services: At the discretion of the CEO, a professional service agreement required for urgent services may be executed if a quorum for a Special Meeting of the Board of Directors cannot be assembled.

## B. Compensation under Professional Service Agreements (PSA) With Physicians Only

1. New and renewal agreement will specify the financial arrangements related to the provision of physician professional services.
  - a. In no case shall compensation to physicians take into account the volume or value of anticipated or actual referrals physicians make to TFHD.
  - b. Management shall strive to create financial terms that are aligned with the following organizational goals, recognizing that simultaneous achievement of all goals may not be possible in all cases; however the first of these goals (paying within fair market value) cannot be compromised in any circumstance.
    - i. Pay within constraints of fair market value
    - ii. Maintain internal equity within and between specialties
    - iii. Provide sufficient compensation to recruit and retain physicians
    - iv. Encourage quality and productivity
    - v. Be clear and understandable to all parties
2. The methodologies in the following section may be utilized to determine compensation with physicians.
  - a. Hourly rates or “per shift” rates with hours of coverage and response time specified.
    - i. Physicians shall be required to document and attest to the date, hours worked or shifts covered.
    - ii. In addition, a description of work completed or meetings attended will be provided for all administrative duties.
  - b. Rate per unit of production.
    - i. The Work Relative Value Unit (WRVU) is the preferred measure of physician productivity and should be used as the unit of production whenever feasible.
    - ii. An alternate measure of productivity such as visits may be used as deemed necessary by management.
  - c. Fixed Stipend.
    - i. The scope of work performed in exchange for the fixed stipend shall be clearly defined. The definition may include an agreed number of days of work and/or hours of clinical availability per period of time

- ii. A production-based bonus and/or value-based incentive may be offered in addition to the fixed stipend, to align with organizational objectives.
  
- d. Payment per service. Payment at a specified rate per service is a permitted method for limited scope agreements in which the physician is providing clearly delineated clinical services. Examples include EKG interpretations, audiology reviews, and other services that are billed on a global basis by the hospital.
  
- e. Specialty call activation fee. In specialties where a regular on-call panel is either infeasible due to the number of physicians on the medical staff within that specialty or the low incidence of emergency need for that specialty, a specialty activation fee may be offered in the event that physician is called in to respond to an emergency.
  
- f. Reimbursed expenses
  - i. A contracted physician's direct expenses associated with the performance of duties under the professional services agreement may be reimbursed. These may include, but are not limited to: malpractice insurance expense, IRS-allowable travel expenses, temporary lodging, medical staff application fees / annual dues, medical licenses, and continuing medical education.
  
- g. Fair Market Value. In all cases, physician's total compensation must be within fair market value and must be determined to be commercially reasonable.

### C. Multiple Agreements

- 1. Nothing in this policy shall prohibit TFHD from entering into multiple agreements with health professionals, provided the designated hours and types of service are clearly segregated.
  - a. Physicians whose professional duties under a PSA are during regular Monday through Friday daytime hours may have a separate agreement for on-call coverage during evenings, weekends, and scheduled days off and/or for administrative duties performed during lunch or after regular clinic hours.
  
  - b. Physicians working in a TFHD Practice Setting who provide hospitalist, on-call, or administrative services during normal scheduled clinic time shall receive WRVU credit in lieu of cash payment.
  
  - c. A physician may perform administrative duties while on call, as long as clinical duties are not needed. If a physician is needed for clinical duties, they may not bill administrative time when performing clinical duties.
  
  - d. Fair market valuations shall take into account the existence of multiple agreements with one contracting physician.

### D. Physician Qualifications

- 1. Professional service agreements with physicians shall require:
  - a. A valid and unrestricted license to practice medicine in the state issued by the applicable state Medical Board.
  
  - b. Physician must achieve Board certification when eligible and/or maintain Board

certification.

- c. The physician is not suspended or excluded from participating in any federal health program.
- d. All appropriate certifications, registrations and approvals from the Federal Drug Enforcement Administration and any other applicable federal or state agency necessary to prescribe and dispense drugs under applicable federal and state laws and regulations, in each case without restriction.
- e. Prompt disclosure of the commencement, resolution or pendency of any action, proceeding, investigation or disciplinary proceeding against or involving physician, including, without limitation, any medical staff investigation or disciplinary action.
- f. Prompt written notice of any threat, claim, or legal proceeding against TFHD that physician becomes aware of, and cooperation with TFHD in the defense of any such threat, claim, or proceeding and in enforcing the rights (including rights of contribution or indemnity) that TFHD may have against other parties or through its insurance policies.
- g. No discrimination against a patient based on race, color, creed, religion, national origin, gender, sexual orientation, disability (including, without limitation, the condition(s) for which the patient seeks professional services from physician), marital status, age, ability to pay or payment source, or any other unlawful basis.

## 2. Physician Qualifications In Coordination With Medical Staff Bylaws:

- a. Professional service agreements with physicians shall require their membership on the respective hospital's Medical Staff with appropriate privileges pertinent to the duties and responsibilities described by the professional service agreement.
- b. Termination of the agreement will cause the physician to lose the contractual "right" to provide the services which are described in the agreement. However, this would not mean that the physician would lose Medical Staff membership and privileges; he/she would simply lose the right to gain access to the service or department which is the subject of the exclusive agreement.

## 3. Contract Termination Clause

- a. In all cases, professional service agreements shall provide for a termination clause which allows for termination by either party without cause upon prior written notice.
- b. The following language will be utilized:
  - i. "For cause" termination of a physician contract at any time during the term;
  - ii. "No cause" termination during the initial or subsequent term. In the event a "no cause" termination occurs during the first year of the agreement, the parties may not enter into a new agreement for substantially the same services until after the expiration of the initial one-year term of the agreement.
  - iii. The time-frame for prior written notice may range from 60–180 days. Further, termination of the agreement does not afford the physician the right to request a medical staff hearing or any other review under the Medical

Staff By-Laws or rules and regulations, based on termination of the agreement.

#### E. Provisions For Non-Physician Health Professional Service Agreements

1. In all cases, the contract will specify the financial arrangements related to the provision of professional services. It is desirable that remuneration be based upon a set professional fee schedule rather than a percentage of gross or net patient charges. However, it is recognized that a wide variety of other mechanisms may be utilized and such other mechanisms are left to the discretion of the CEO and Board of Directors.
2. Compensation for health professional service agreements shall not exceed fair market value of the services.
3. Professional Fee Schedule
  - a. When reimbursement is based upon professional fee schedules, the fee schedule will be made a part of the agreement with the health professional. When provided for by agreement, professional fee schedule revisions will be considered once annually in a time-frame that coincides with the District's operating budget.
  - b. Requests for revisions should be submitted to the CEO by April of each year for implementation by July. The request should provide sufficient detail to fully describe the professional services, relevant code numbers and professional fees requested. The CEO determines whether the proposed changes are acceptable.
4. Health Professional Qualifications in Coordination with Medical Staff By-Laws:
  - a. Professional service agreements may require certain health professionals to be members of the District's allied health professional staff with appropriate privileges pertinent to the duties and responsibilities described by the professional service agreement.
  - b. Should a health services agreement be cancelled involving an allied health professional, termination of the agreement will cause the health professional to lose the contractual "right" to provide the services which are described in the agreement. However, this would not mean that the health professional would lose allied health professional appointment or related privileges.
5. Contract Termination Clause
  - a. In all cases, professional service agreements shall provide for a termination clause which allows for termination by either party without cause upon written notice.
  - b. The time frame for prior written notice may range from 60–180 days. When the health professional is required to be an allied health professional, termination of the agreement will not afford the allied health professional the right to request a due process hearing under any Medical Staff bylaw, rule, or regulation for allied health professionals, based on termination of the agreement.
  - c. In all cases, professional service agreements will provide for termination "for cause" at any time during the contract term.

#### F. Physician and Health Professional Service Agreement Contract and Service Review

1. At a minimum of every five years, the CEO or CEO's designee will conduct a service

review of the contract service provided by the physician, physician group and/or other professional service.

#### G. General Contract Inclusion Terms: Physician and Health Professional Service Agreements

1. Professional Service Duties and Responsibilities: Each agreement will include a detailed and specific delineation of the duties and responsibilities to be performed by the health professional as well as the District. For example, extensive detail will be provided regarding:
  - a. Diagnostic and therapeutic services to be provided
  - b. Medico-administrative services to be provided
  - c. Coverage obligations to be assumed
  - d. The rights and obligations of the District and the health professional with regard to providing space, equipment, supplies, personnel and technicians.
2. Standards of Practice: Each agreement shall specify that the health professional will provide the service in accordance with the Hospital Bylaws; Medical Staff Bylaws, Rules and Regulations, and if applicable, standards established by the Executive Committee of the Medical Staff;
3. Medicare and Medicaid Enrollment: Each agreement shall specify that the health professional is duly enrolled in the federal Medicare program and the applicable State Medicaid program (unless excepted by the District) and eligible to seek reimbursement under such programs for covered services rendered by the provider to beneficiaries of such programs. Every agreement must contain a provision in which the health professional agrees to notify TFHD in the event participation terminates.
4. Quality Assessment: Professional service agreements shall require the health professional to participate in the Health System Quality Improvement Program to ensure that the quality, safety and appropriateness of healthcare services are monitored and evaluated and that appropriate actions based on findings are taken to promote quality patient care. Furthermore, each agreement shall specify a process designed to assure that all individuals who provide patient care services under service agreements, but who are not subject to the Medical Staff privilege delineation process, are competent to provide such services. Whenever possible, information from customer satisfaction surveys shall be incorporated into the Quality Improvement Program for the service. Agreements which provide for Directorship responsibilities over a department or service shall require the health professional "Director" to be responsible for implementing a monitoring and evaluation process designed to improve patient care outcomes and which is integrated with the Health System Quality Improvement Program.
5. Assignability: It is desirable that all professional service agreements be non-assignable unless important to the successful negotiation of a contract where higher priority objectives may be achieved. Where assignability becomes necessary, assignability shall be allowed only with the condition that prior written consent of the District be obtained.
6. Contract Term: Professional service agreements shall specify an effective date that is later than all requirements, including credentialing, being met. In considering the term of the agreement, the termination date of related agreements should be considered by the CEO so as to minimize the likelihood of multiple agreements coming due on the same date or year. The length of the term shall be negotiable. Professional service contracts will typically range from one to four years in duration.

7. **Professional Liability:** In all cases, the health professional will be responsible for providing adequate professional liability insurance coverage at the health professional's expense. Limits of coverage for physicians will be a minimum of \$1,000,000 per occurrence, \$3,000,000 aggregate. For non-physicians, the minimum limits of coverage may vary depending on the standard established for that health profession in consultation with the District's risk manager. The agreement shall also specify that the contracting health professional will, in turn, either require or arrange for professional liability insurance coverage for all sub-contracting health professionals. Furthermore, the professional liability insurance policy must be obtained from a professional liability insurer which is authorized to transact the business of insurance in the State of California (or Nevada in the case of professional services provided at the District's Nevada-based facilities). Also, the professional services agreement must require that the selected insurer will be responsible for notifying the District of any cancellation or reduction in coverage within thirty days of such action.
8. **Regulatory Compliance:** The agreement should include provisions in which both the District and the health professional commit to full compliance with all federal, state, and local laws. The contracting party should agree to keep confidential any financial, operating, proprietary, or business information relating to the District and to keep confidential, and to take the usual precautions to prevent the unauthorized use and disclosure of any and all Protected Health Information. The agreement should include provisions for amendment to the agreement in furtherance of maintaining compliance in the event of the adoption of subsequent legislation and/or regulations.
9. **Recitals:** Exclusive professional service agreements should include a carefully developed description of the rationales for exclusivity in a particular clinical service or department. Furthermore, if the agreement does assign exclusive responsibility for a particular service, it should state so expressly not leaving this to inference or interpretation.
10. **Professional Relationships:** The agreement should specify that the health professional is an independent contractor and is not an employee of the District.
11. **Government Audit:** The agreement should include the standard provision recognizing that the agreement and certain other materials will be subject to audit and inspection by certain federal authorities with regard to payments made for Medicare services.
12. **Standard Contractual Language:** The agreement should include certain standard provisions to the effect that the provisions of the contract are severable and, therefore, the ruling that any one of them is void does not invalidate the entire agreement, and that the waiver of breach of one provision does not constitute a continuing waiver, and that the written agreement constitutes the entire contract between the parties.
13. **Managed Care:** The physician or health professional agrees to participate as a preferred provider with all of the managed healthcare plans (PPOs and HMOs) that the District has agreements with including agreements with insurance companies, health maintenance organizations and direct contracting with self-funded employers. Any deviation of this policy must be approved by the CEO and the Board of Directors.

## **ORDER & DECORUM OF BOARD BUSINESS FOR 2022**

### **1. PUBLIC PARTICIPATION IN BOARD MEETINGS**

The public is encouraged to provide thoughtful comment regarding the health system's operation. The Board Chair reserves the privilege to recognize members of the public subject to reasonable rules of decorum. Board members are permitted to call attention to public members who wish to comment.

The following rules of decorum will guide participation in the meetings:

- A. Address the Board from the lectern. Speakers are encouraged but not required to give their name and city of residence before addressing the Board. Speakers shall direct their comments to the Board, not the audience or staff.
- B. Comment on specific matters before the Board with reasons for the position taken.
- C. Public comment is limited to (3) minutes per speaker, however, the Chair may, at his or her discretion, allow up to (5) minutes for those who are serving as a spokesperson for a group or organization in lieu of individual speakers.
- D. A speaker may not yield time to another speaker.
- E. No individual may speak more than once during the Public Comment period or on an item on the agenda unless recognized by the Chair as having new information.
- F. In the interest of civil discourse, the rules specified in the Order and Decorum of Board Business and Robert's Rules of Order, to the extent such Rules are not in conflict with the Brown Act, shall apply at all Board meetings. It shall be the responsibility of the Chair to ensure public comments are conducted in a reasonable manner that avoids disruptive activity, promotes mutual respect, keeps comments focused on issues, and avoids personal attack and abusive behavior.
- G. The Chair may call for a recess to maintain Order and Decorum.

### **2. PROMPTNESS AT MEETING TIME**

Board members are requested to observe timely appearance at Board functions in respect to the public, staff and Board. With assistance of the Board Clerk, staff and other presenters will be scheduled in order to support the timely work of the Board. Board members are requested to notify the Clerk of the Board relative to their absence or anticipated late arrival as soon as such situation is known.

### **3. AGENDA ITEMS**

No issues shall be placed on the agenda that are beyond the jurisdiction and authority of a California Health System Special District or that are non-essential to hospital district governance.

### **4. USE OF E-COMMUNICATION AT PUBLIC MEETINGS**

Board members shall not use e-communication during a public meeting of the Board at which he or she is in attendance. In the event of an urgent family matter, a Board Member



wishing to respond to a telephone or call during the meeting may do so during a recess or shall excuse him or herself from the meeting to place the return call or text in a manner that does not disrupt the meeting. E-communication is defined as “electronic text or visual communication and attachments distributed via e-mail, websites, instant messaging, text messaging, twitter or comparable services.”

**5. LAST MINUTE SUPPORTING DOCUMENTS**

Last minute supporting documents by staff put Board members at a disadvantage by diluting the opportunity to study the documents. All late submission of supporting documents must be justified in writing stating the reasons for the late submission. The Clerk will notify the Board of late submissions and their justification when appropriate. Bona fide emergency items involving public health and safety requiring Board action will be excluded.

**6. REQUESTS FOR INPUT OR DIALOGUE**

Requests by Board members during a meeting for the opportunity to speak, for public input, or for additional staff input, should be made through the Chair.

**7. INDIVIDUAL BOARD MEMBER AGENDA REQUESTS**

All individual Board items should be discussed with the Chair and CEO before agenda review. All items will be reviewed for completeness. Sufficient supporting documents must be provided in a timely manner so that appropriate staff may become involved. Items must meet scheduling requirements. No more than two items per board member will be considered at a board meeting.

**8. ROLE OF THE CHAIR**

- Run meetings and associated duties within meetings
- Preside over ceremonial situations
- Make committee appointments
- Approve agendas for completeness
- Speaks for the board to the media

**9. BOARD VACANCIES**

Board vacancies will be handled in accordance with applicable Government Code and Board of Director Bylaws.

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 chooses to appoint, the Board may:

1. Appoint an individual of its choosing, or;
2. Seek candidates from which to make a selection.

If the board fails to act within (90) days, the County Board of Supervisors may appoint the position.

## **10. CULTURE: EXPECTATIONS REGARDING ORGANIZATIONAL CULTURE**

### **Expectations of Board Members**

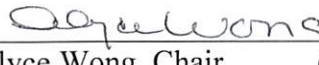
- A. Always focus on what is best for Tahoe Forest Health System and the community it serves.
- B. Maintain good board relationships and visibly demonstrate respect for, and fairly represent each other.
- C. Be sensitive to your public image and conduct at all times.
- D. Be respectful, open, candid, honest and fair:
  - 1. Explain your perspective, rationale and reasoning.
  - 2. Remember that respect for debate, differing opinions and reasoning mitigates polarization.
  - 3. Demonstrate that it is fine to disagree but not be disagreeable.
  - 4. Don't be inhibiting or limiting.
  - 5. Value the staff as individuals and demonstrate mutual respect.
  - 6. Let staff know of questions you have on an agenda item or staff's recommendation with grace.
- E. Do your homework, be prepared when bringing an item to the Board, be as concise as possible, and don't repeat comments made by another Director.
- F. Recognizing that the Board is the staff's first priority:
  - 1. Provide clear direction to the President & CEO.
  - 2. Prioritize the level of importance of issues and feel free to go directly to the President & CEO or the Executive Team.
  - 3. Go to the President & CEO's office and/or Executive Team and not to a front line employee on any issue, especially as it relates to committee meeting business
  - 4. Recognize that discussions with staff are welcome but do not constitute policy direction, which only comes from the full Board.
  - 5. Recognize the sensitivity of personnel matters, direct all personnel concerns or complaints to the President & CEO's office and do not publicly discuss them.
  - 6. **No Surprises.** Keep each other informed through the President & CEO and/or Board Chair.

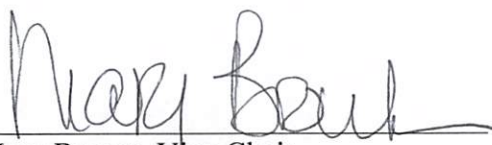
### **Expectations of Staff**

- A. Provide good services and show respect to the public.
- B. Present good staff reports: pros and cons
  - 1. Give pros and cons, alternatives, and a recommendation.
  - 2. Present accurate and quality visuals.
  - 3. Don't raise more questions than you can answer in a staff report.


4. Stay well organized and manage the time.
- C. Apprise the Board in advance of:
1. Meetings and special projects within the District.
  2. Any controversial issues or conversations; don't surprise the Board, especially on any "hot button" issues.
  3. Any "bad news."
  4. Deadlines that are slipping and why.
  5. Problems facing the staff.
- D. Set realistic deadlines, be proactive with regard to issues that need resolving, and produce timely documents.
- E. Work cooperatively, demonstrate cooperation among staff, support each other, and be sensitive to each other's workloads.
- F. Be loyal to the Hospital and be sensitive to your public image and conduct at all times.
- G. Feel comfortable communicating with Board members.
- H. Do not participate in political activity while on duty or on TFHD campus.

Approved: March 24, 2022

  
Alyce Wong, Chair

  
Mary Brown, Vice Chair

  
Michael McGarry, Secretary

  
Dale Chamblin, Treasurer

  
Robert Barnett, Board Member

## MEMORANDUM

Date: TBD (after November 15, 2022)  
To: Tahoe Forest Health System Board of Directors  
From: Pam Knecht, CEO, **ACCORD LIMITED**  
Re: TFHS 2022 Board Self-Assessment (“BSA”)

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Dear Board Members,

I’m pleased to share that **ACCORD LIMITED (ACCORD)** has been reengaged to help initiate the 2022 BSA.

In 2021, we worked with the Governance Committee to streamline the number of questions, sharpen assessment focus, incorporate best practices, and enhance assessment scope through the addition of several new questions. A key part of this process was to ensure benchmarking against previous assessment results, which we will continue to do in 2022.

**Please be advised that Board members will receive a link to the 2022 Board Self-Assessment on Thursday, December 1, 2022. We ask that you complete the BSA by Friday, December 16<sup>th</sup>.**

The BSA should take approximately 20 minutes to finish, and all responses will be received confidentially by **ACCORD**. A results report will be shared with the Governance Committee in February 2023. Findings will be presented as part of a discussion facilitated by **ACCORD** at the March 2023 Board Retreat.

If you have any initial questions about this process, please contact either Pam Knecht at [pknecht@accordlimited.com](mailto:pknecht@accordlimited.com) or Ted Owens at [towens@tfhd.com](mailto:towens@tfhd.com)

Thank you again for taking the time to enhance the Board’s effectiveness.

**TAHOE FOREST HEALTH SYSTEM  
2022 BOARD SELF-ASSESSMENT  
DECEMBER 1, 2022**

**Email Message**

The purpose of this survey is to enable the assessment of the Tahoe Forest Health System (TFHS) Board's performance as a whole and to benchmark against the 2021 and 2020 results.

Please click on the link below to access the Board Self-Assessment ("BSA") which has been developed in SurveyMonkey:

*(link to be inserted here)*

**We ask that you complete this survey by Friday, December 16<sup>th</sup>** using the following scale to answer each question:

- 1 – Strongly Disagree
- 2 – Disagree
- 3 – Neutral
- 4 – Agree
- 5 – Strongly Agree
- 0 – Don't know

There will also be an opportunity to add comments and suggestions for enhancement.

The survey should be taken by current Board members only and should take approximately 20 minutes to complete. All responses are considered confidential.

Please contact Pam Knecht at [pknecht@accordlimited.com](mailto:pknecht@accordlimited.com) with any questions.

Thank you for your attention to this important initiative.

**Survey Questions** (to be inserted into SurveyMonkey)

1. The Board uses the following Mission statement to guide its decision making:  
*“We exist to make a difference in the health of our communities through excellence and compassion in all we do.”*
2. The Board regularly reviews the organization’s performance against community health needs to ensure it is meeting its obligations as a healthcare district.
3. The Board monitors the organization’s financial performance compared to its plans and relevant industry benchmarks.
4. The Board demands corrective action in response to financial under-performance.
5. The Board is knowledgeable about the organization’s external financial audit.
6. The Board is knowledgeable about the organization’s internal audit and compliance performance (i.e., non-financial).
7. The Board annually approves the organization’s compliance plan.
8. The Board receives education on strategic external and internal environmental issues and trends at least once a year.
9. The Board is provided sufficient opportunities to engage in strategic discussion (e.g., in retreats, mini-retreats, educational sessions).
10. The Board approves quality, safety, and satisfaction goals.
11. The Board demands corrective action in response to underperformance on the quality, safety and satisfaction goals (e.g., patient experience).
12. The Board is kept up to date on the results of Enterprise Risk Management (“ERM”) assessments (e.g., fire, cybersecurity, reputational, regulatory, operational).
13. There is a clear process in place for setting the CEO’s annual goals.
14. The Board holds the CEO accountable for the organization’s performance.
15. The Board Chair runs Board meetings effectively.
16. Board meetings are run respectfully, taking into consideration internal and external stakeholders (e.g., board members, management, the public).

17. Board members receive materials with sufficient time for review prior to meetings (e.g., in alignment with best practice of 4-7 days prior to meetings).
18. Committees contribute effectively to the work of the Board (e.g., committee work is aligned with Board priorities; committees tee up discussions for the Board).
19. The Board is an effective working group (e.g., listens well, uses consensus decision making, is respectful of one another in deliberations, etc.)
20. Board members respect the distinction between the role of the Board and the role of management.
21. The Board has in place sufficient written Board-level policies and procedures (e.g., expectations, conflict of interest, code of conduct including confidentiality).
22. The Board has a formal plan for ongoing Board education.
23. The Board has an effective orientation program in place for new Board members.
24. I feel comfortable voicing opinions of concern regardless of how sensitive the issue may be.
25. I am comfortable with the time commitment associated with Board and committee service (e.g., meeting frequency; meeting duration).
26. On a scale of 1 to 10, my experience as a Board member has been positive, meaningful, and engaging (10 being the highest). Please explain your rating in the comment box below.
27. What specific suggestions do you have for improving the effectiveness and efficiency of the Board or its committees?
28. What additional information or education do you need to help you as a Board member?