



TAHOE FOREST HOSPITAL DISTRICT

2023-05-04 Board Governance Committee

Thursday, May 4, 2023 at 2:00 p.m.

Tahoe Forest Hospital - Human Resources Conference Room

10024 Pine Avenue, Truckee, CA 96161



Meeting Book - 2023-05-04 Board Governance Committee

Governance Committee

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GOVERNANCE COMMITTEE AGENDA

Thursday, May 4, 2023 at 2:00 p.m.
Tahoe Forest Hospital – Human Resources Conference Room
10024 Pine Avenue, Truckee, CA 96161

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: 02/13/2023**

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

6.1. **Board Governance**

6.1.1. **Board Self-Assessment** ATTACHMENT

Governance Committee will review the Board Self-Assessment questions and format.

6.1.2. **Board Enhancement Goals** ATTACHMENT

Governance Committee will review and discuss an action plan for goals discussed at the retreat.

6.1.3. **2023 iProtean Education Sessions**..... ATTACHMENT

Governance Committee will review a proposed list of education sessions with iProtean.

6.1.4. **Committee Charter** ATTACHMENT

Governance Committee will review its committee charter.

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 Clerk of the Board at 582-3481 at least 24 hours in advance of the meeting.

GOVERNANCE COMMITTEE

DRAFT MINUTES

Monday, February 13, 2023 at 10:00 a.m.

Pursuant to Assembly Bill 361, the Board Governance Committee meeting for February 13, 2023 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 10:00 a.m.

2. ROLL CALL

Board: Alyce Wong, Chair; Robert (Bob) Barnett, Board Member

Staff in attendance: Harry Weis, President & Chief Executive Officer; Louis Ward, Chief Operating Officer; Crystal Felix, Chief Financial Officer; Matt Mushet, In-House Counsel; Ted Owens, Executive Director of Governance; Martina Rochefort, Clerk of the Board

Other: Pam Knecht & Joel Emrich of ACCORD Limited

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: 11/15/2022

Director Barnett moved to approve the Board Governance Committee minutes of November 15, 2022, seconded by Director Wong.

6. ITEMS FOR COMMITTEE DISCUSSION AND/OR RECOMMENDATION

6.1. Board Governance

6.1.1. Board Self-Assessment

Governance Committee reviewed and discussed the results from the 2022 Board Self-Assessment with Pam Knecht and Joel Emrich of ACCORD LIMITED.

Mr. Emrich reviewed the lowest scoring items from the Board Self-Assessment. They included orientation program, strategic discussion, CEO goal setting process, and community health-needs performance review.

Governance Committee reviewed results that had increased and decreased since 2021.

Ms. Knecht felt the scores were very good and the board rated themselves highly. Mr. Emrich also noted

the culture scores are very high which is not always common among boards.

Ms. Knecht reviewed interviewee comments on the CEO annual goals. Discussion was held. Board Chair would like to have this topic at the board retreat because it is a conversation among the full board.

Governance Committee will recommend a separate session to address the CEO annual goal setting.

Director Wong would like the Ad Hoc Committee to provide a report at the board retreat. Ms. Knecht thought it would be a good topic for the second day of the retreat.

6.1.2. Board Enhancement Goals

Governance Committee discussed progress on the 2022 Board Enhancement Goals. The committee felt the goals were achieved. Governance Committee would like to see the board continue discussion of number four – Support management in expanding and fostering community partnerships (and in supporting public policy initiatives).

Governance Committee would like to continue to schedule committee meetings for the year.

Governance Committee reviewed a potential list of goals for 2023. Director Barnett would like to goals focused on measurable actions from the Community Health Ad Hoc Committee and a list of strategic topics for board discussion.

Director Wong would like the board to have more oversight of quality and patient access. She would also like more opportunities for board education on healthcare trends and governance.

Mr. Emrich recommended defining the goal so that it can be easily measured.

6.1.3. Board Retreat Update

Governance Committee reviewed board retreat objectives.

Director Barnett stated he does not believe order and decorum needs to be reviewed at the retreat since it was recently updated. Director Wong will discuss the retreat format with Executive Director of Governance.

Hurst Brooks Espinoza will begin the second day of the board retreat with a legislative update.

Ms. Knecht and Mr. Emrich departed the meeting at 11:28 a.m.

6.2. Policy Review

Governance Committee reviewed the following board policies:

6.2.1. Trade Secrets, ABD-22

Governance Committee did not have any proposed changes. Clerk of the Board will send the policy to legal for review.

6.2.2. Ticket and Pass Distribution Policy, ABD-27

Governance Committee did not have any proposed changes. Clerk of the Board will send the policy to legal for review.

7. REVIEW FOLLOW UP ITEMS / BOARD MEETING RECOMMENDATIONS

Policies will go to the full board for approval.

8. NEXT MEETING DATE

The Governance Committee will meet again after the board retreat.

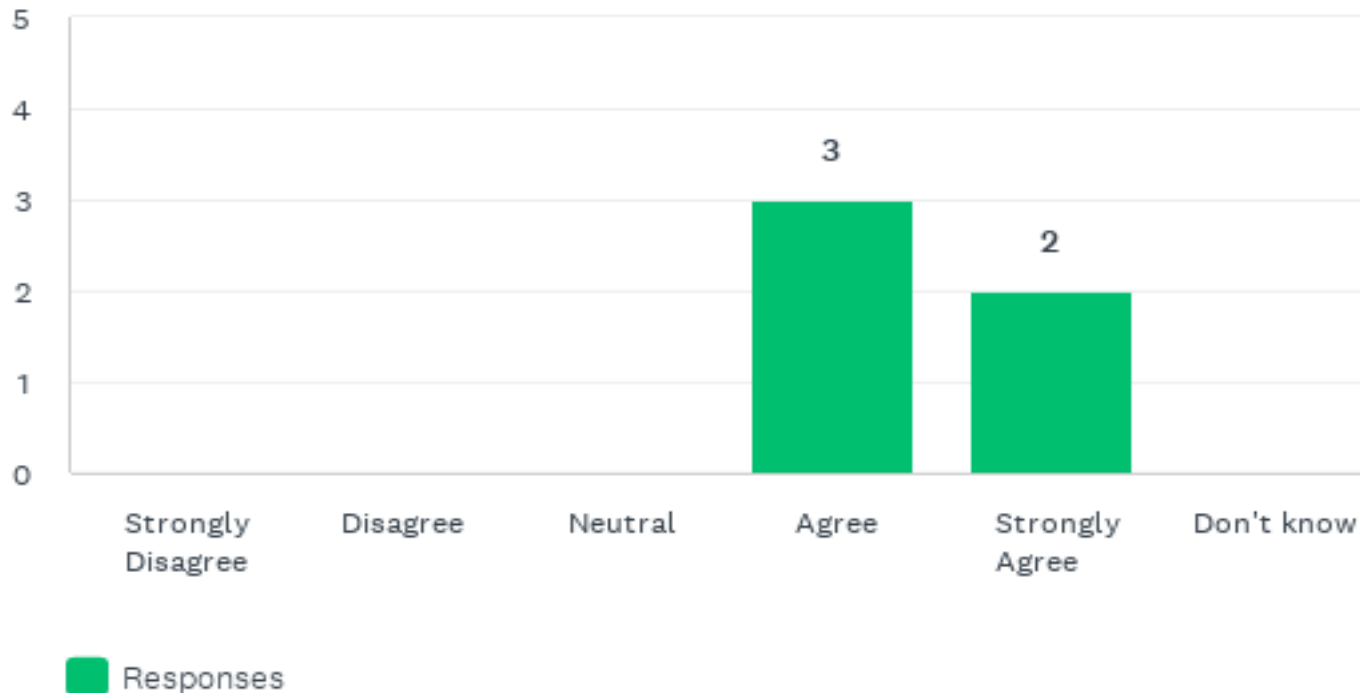
9. ADJOURN

Meeting adjourned at 11:40 a.m.

DRAFT

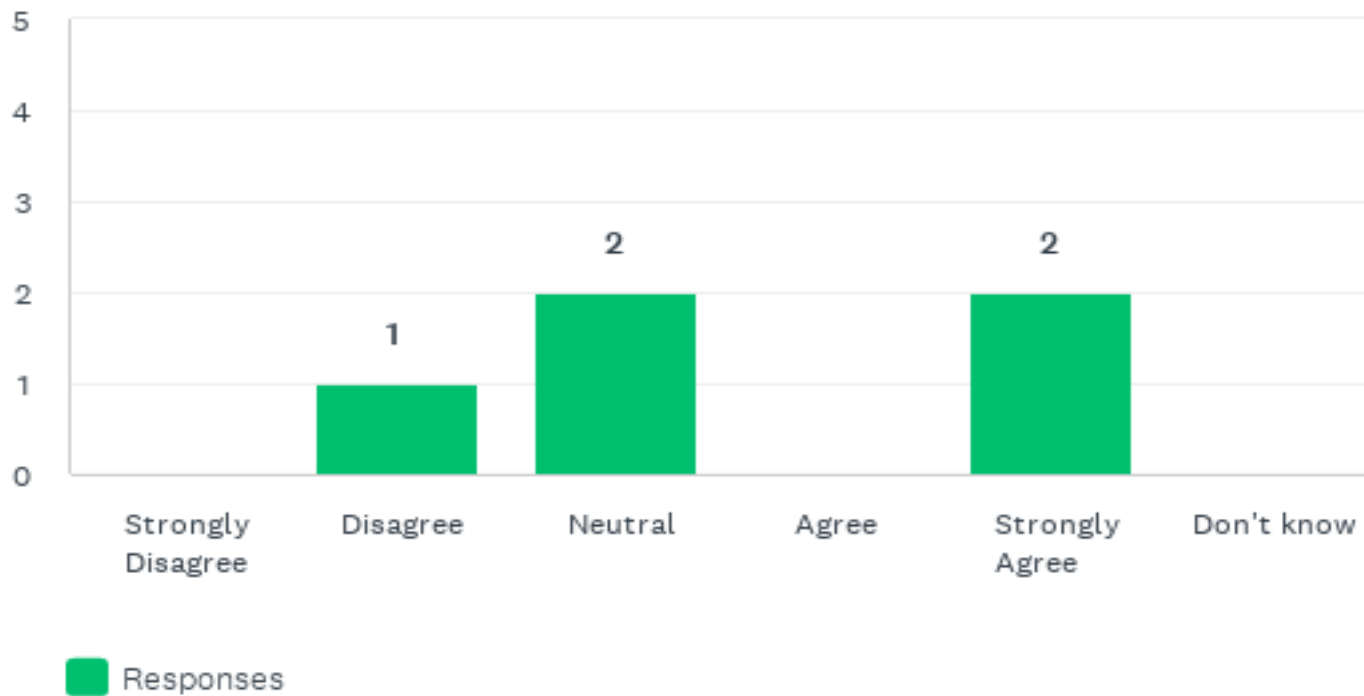
Appendix B: TFHS 2022 Board Self-Assessment Detailed Results (continued)

**Q1: 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."**



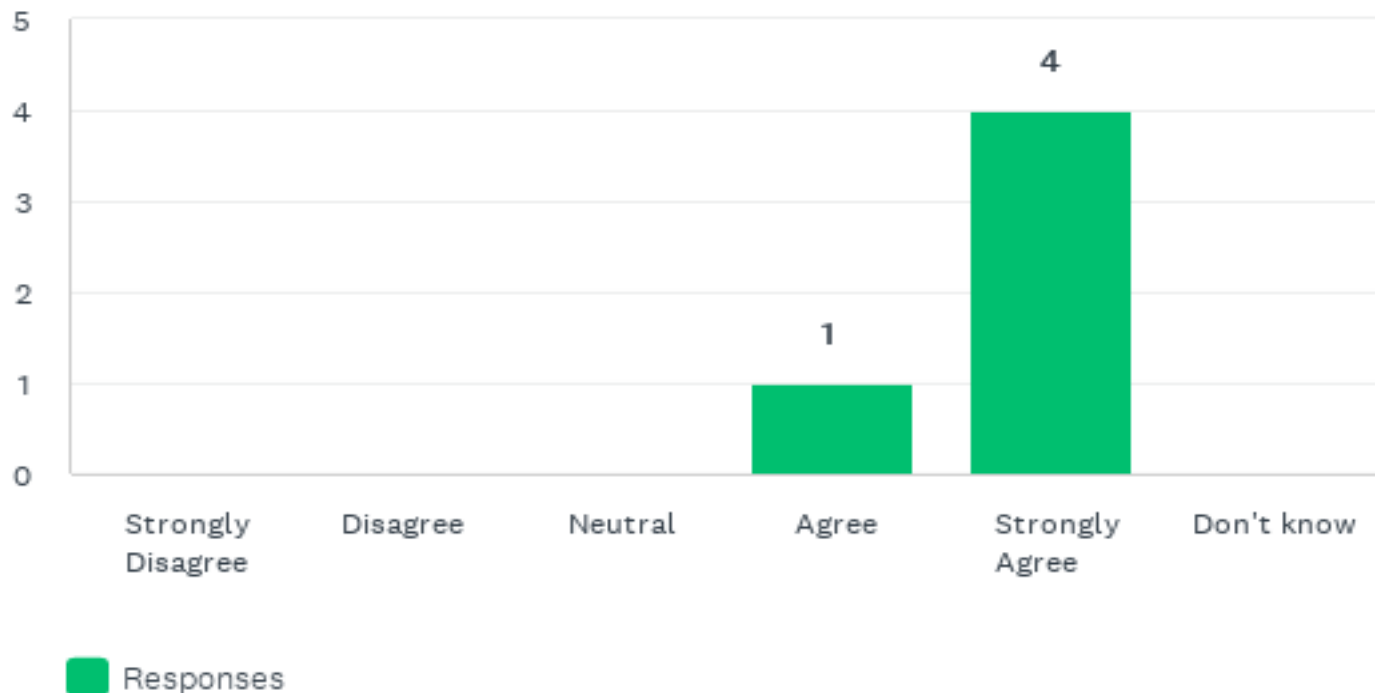
Appendix B: TFHS 2022 Board Self-Assessment Detailed Results (continued)

Q2: The Board regularly reviews the organization's performance against community health needs to ensure it is meeting its obligations as a healthcare district.



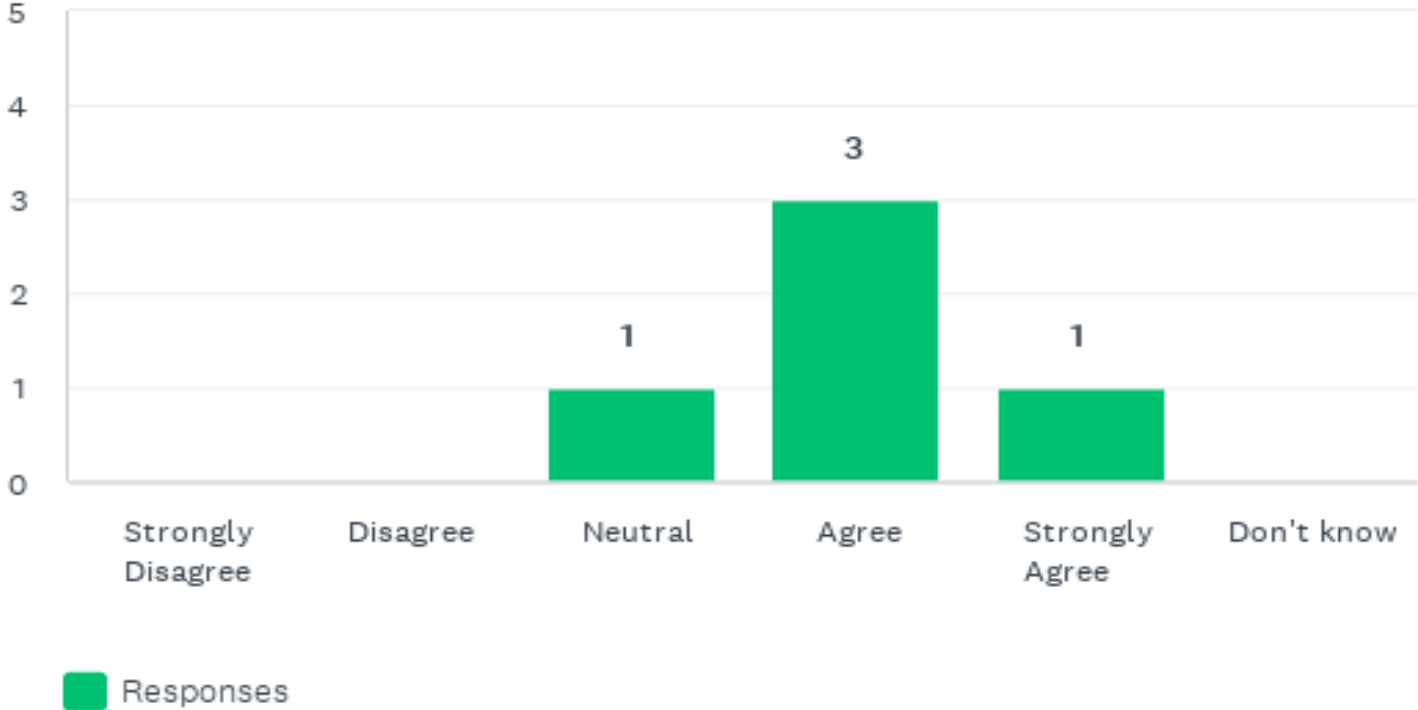
Appendix B: TFHS 2022 Board Self-Assessment Detailed Results (continued)

Q3: The Board monitors the organization's financial performance compared to its plans and relevant industry benchmarks.



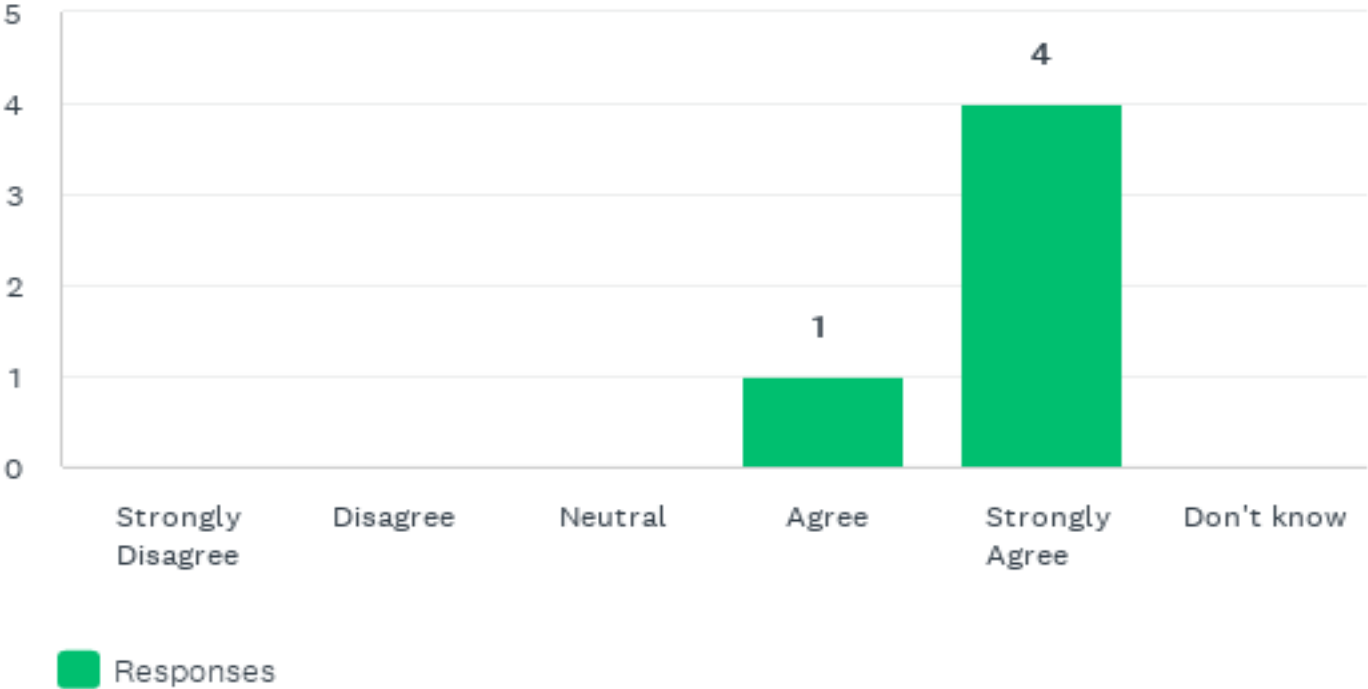
Appendix B: TFHS 2022 Board Self-Assessment Detailed Results (continued)

Q4: The Board demands corrective action in response to financial underperformance.



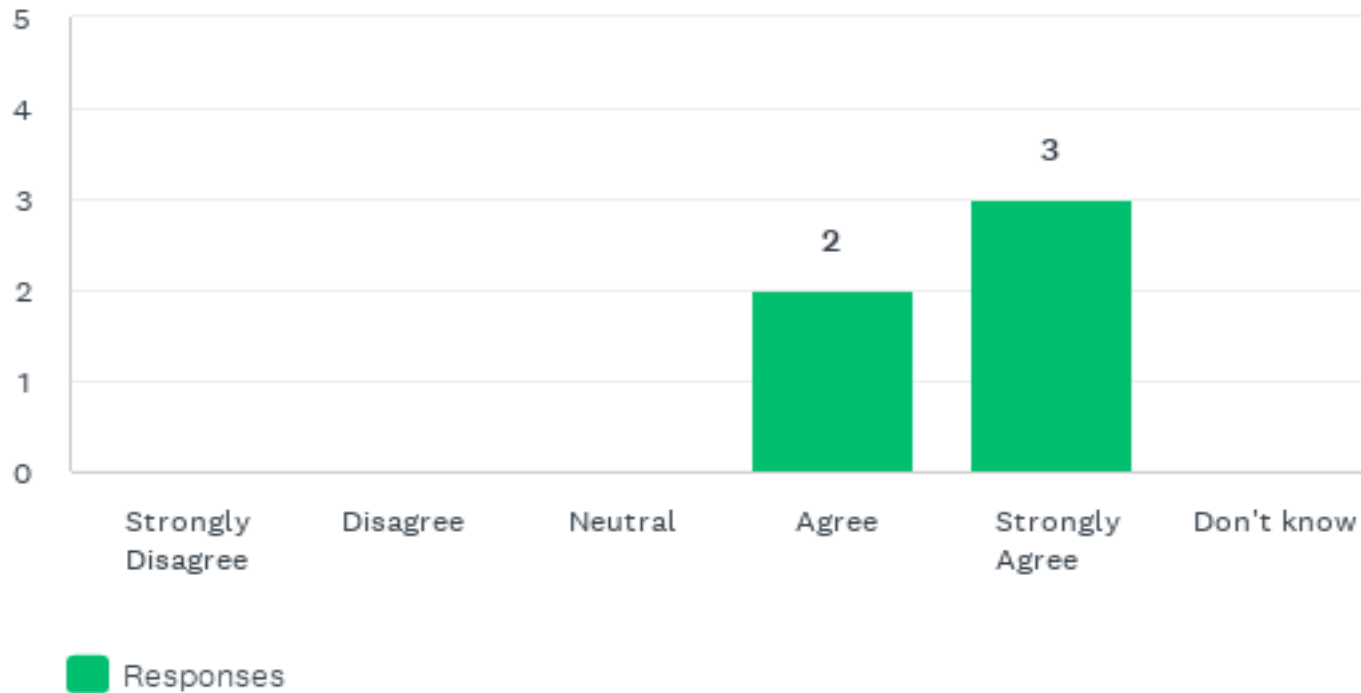
Appendix B: TFHS 2022 Board Self-Assessment Detailed Results (continued)

Q5: The Board is knowledgeable about the organization's external financial audit.



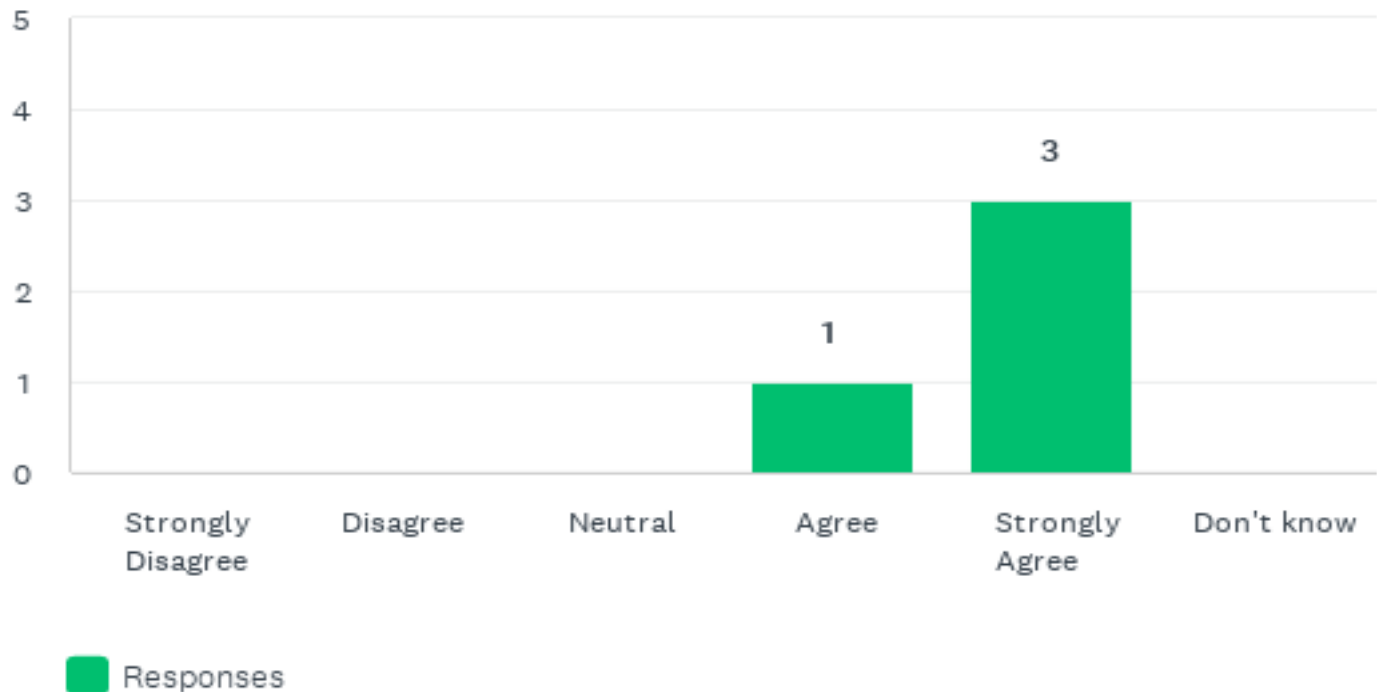
Appendix B: TFHS 2021 Board Self-Assessment Detailed Results (continued)

Q6: The Board annually approves the organization's internal compliance plan.



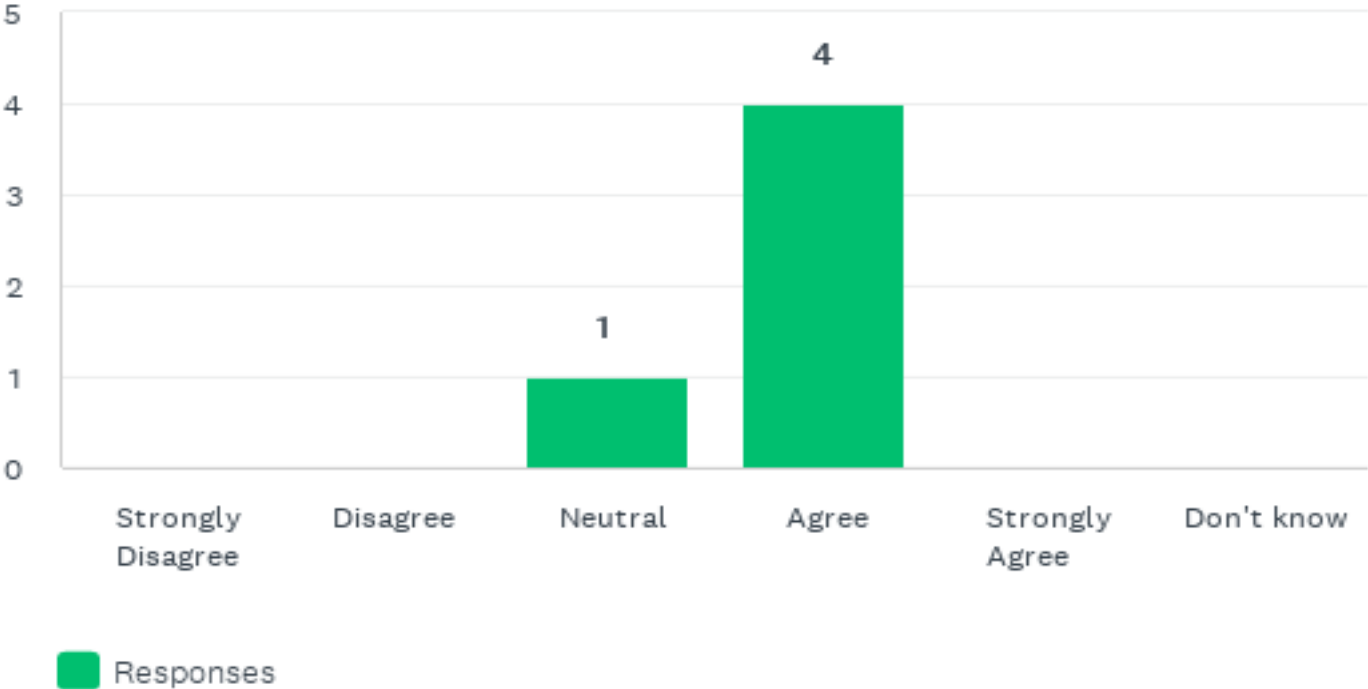
Appendix B: TFHS 2022 Board Self-Assessment Detailed Results (continued)

Q7: The Board is knowledgeable about the organization's compliance performance.



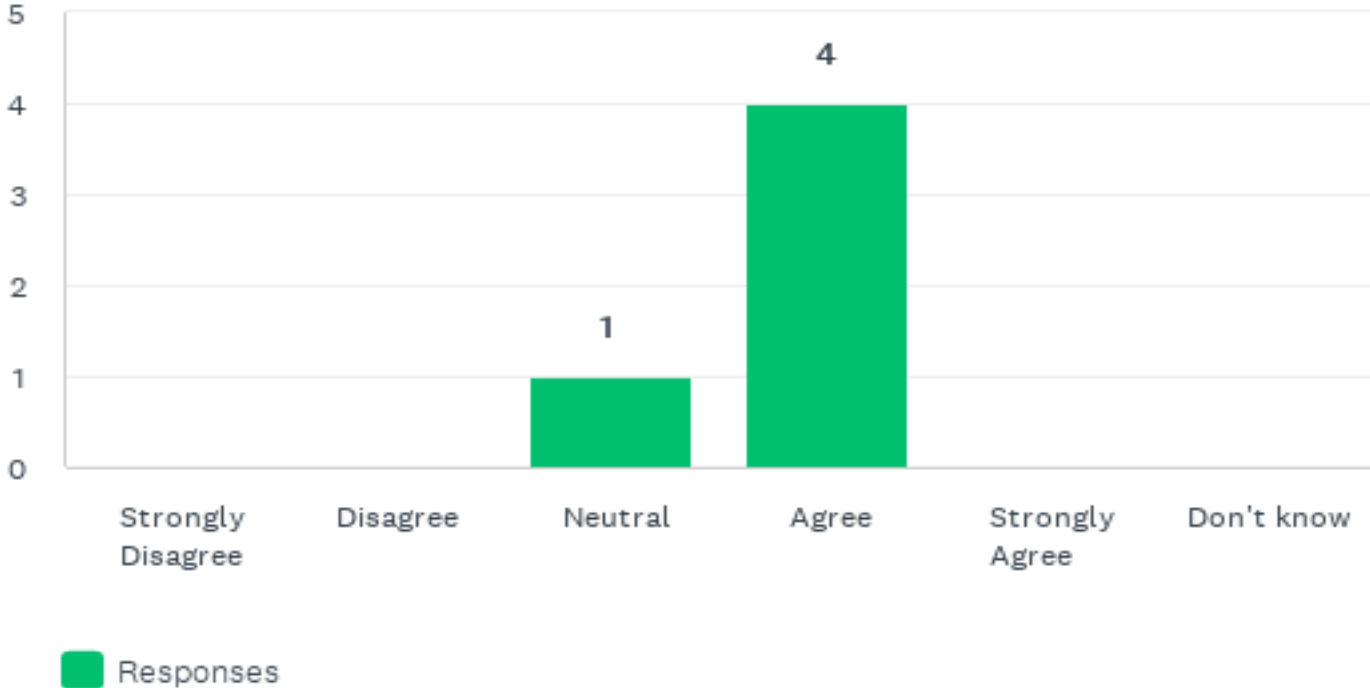
Appendix B: TFHS 2021 Board Self-Assessment Detailed Results (continued)

Q8: The Board receives education on strategic external and internal issues and trends at least once a year.



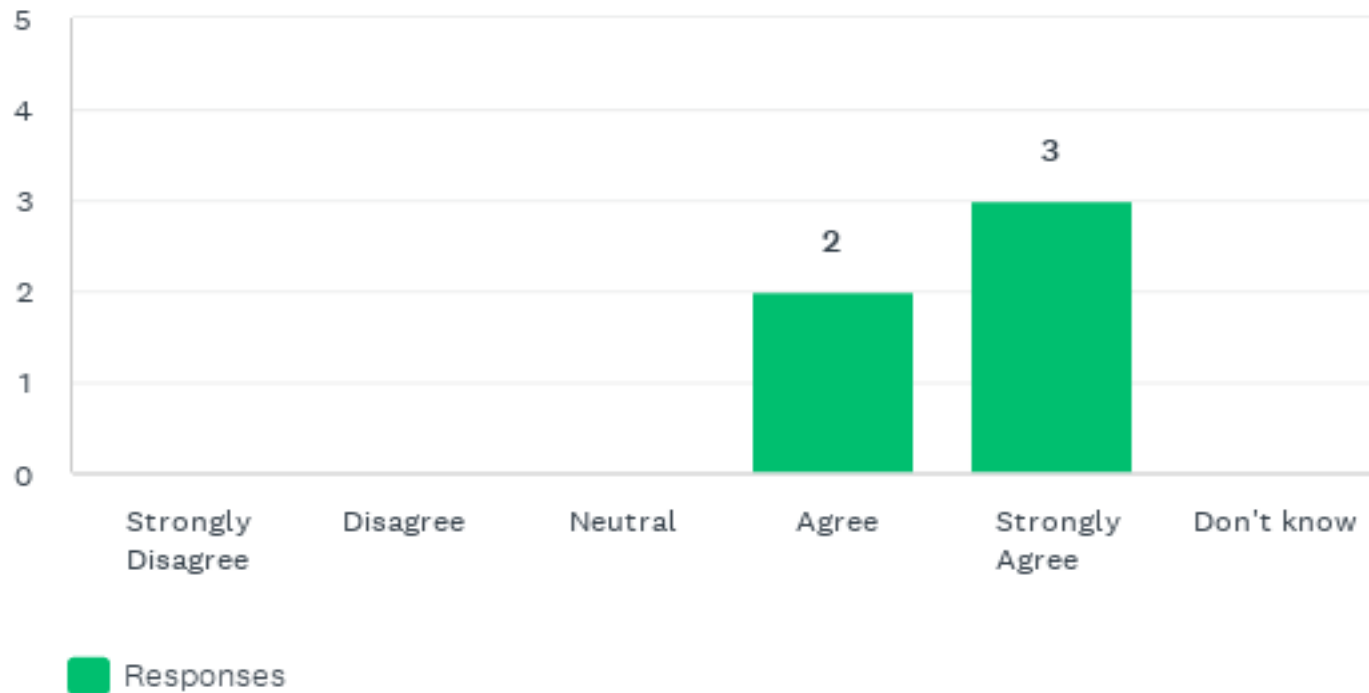
Appendix B: TFHS 2022 Board Self-Assessment Detailed Results (continued)

Q9: The Board is provided sufficient opportunities to engage in strategic discussion (e.g., in retreats, mini-retreats, educational sessions).



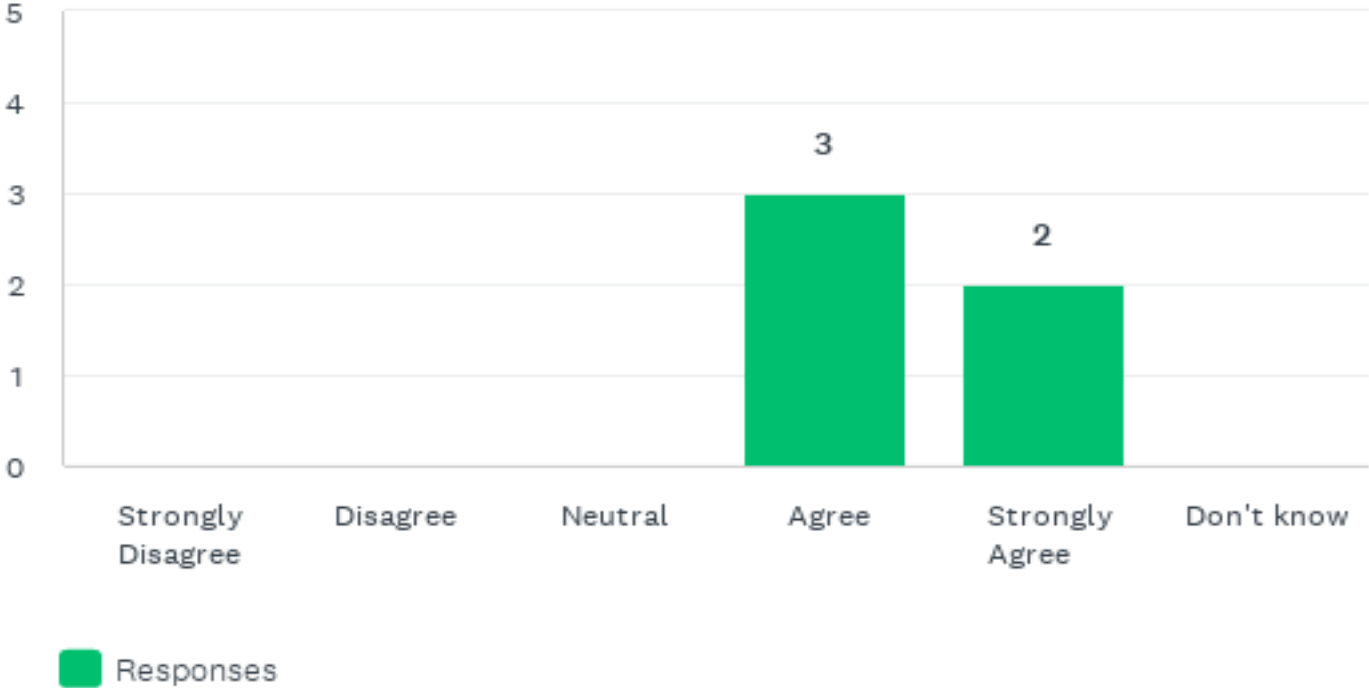
Appendix B: TFHS 2022 Board Self-Assessment Detailed Results (continued)

Q10: The Board approves quality, safety, and satisfaction goals.



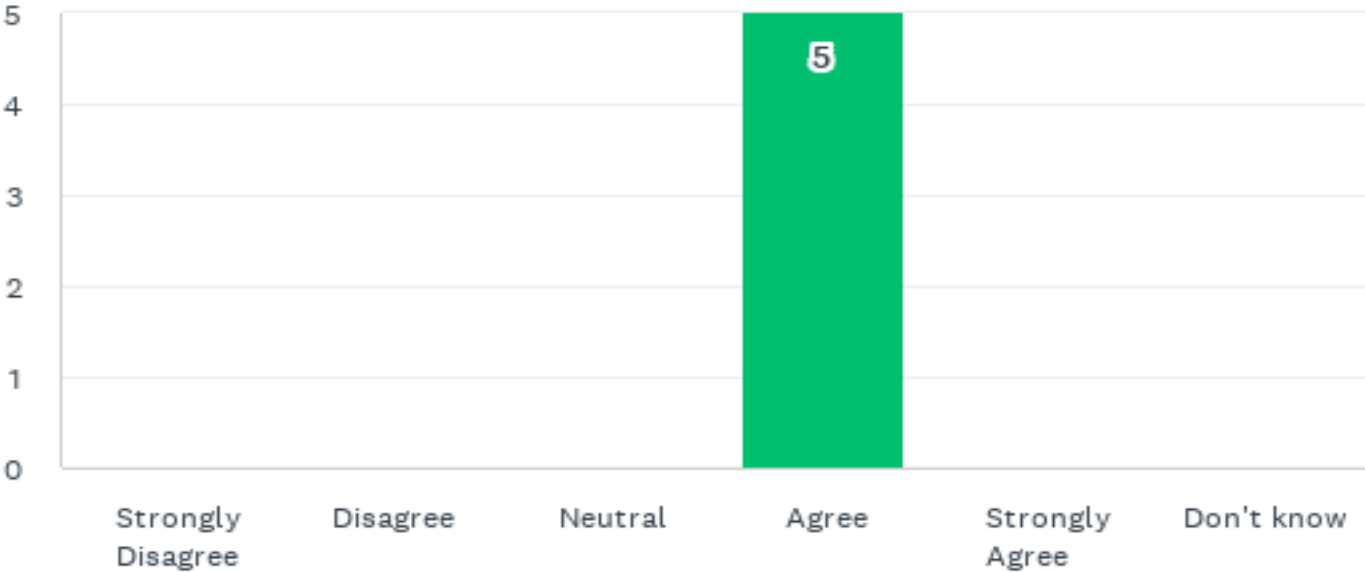
Appendix B: TFHS 2022 Board Self-Assessment Detailed Results (continued)

Q11: The Board demands corrective action in response to underperformance on the quality, safety and satisfaction goals (e.g., patient experience).



Appendix B: TFHS 2022 Board Self-Assessment Detailed Results (continued)

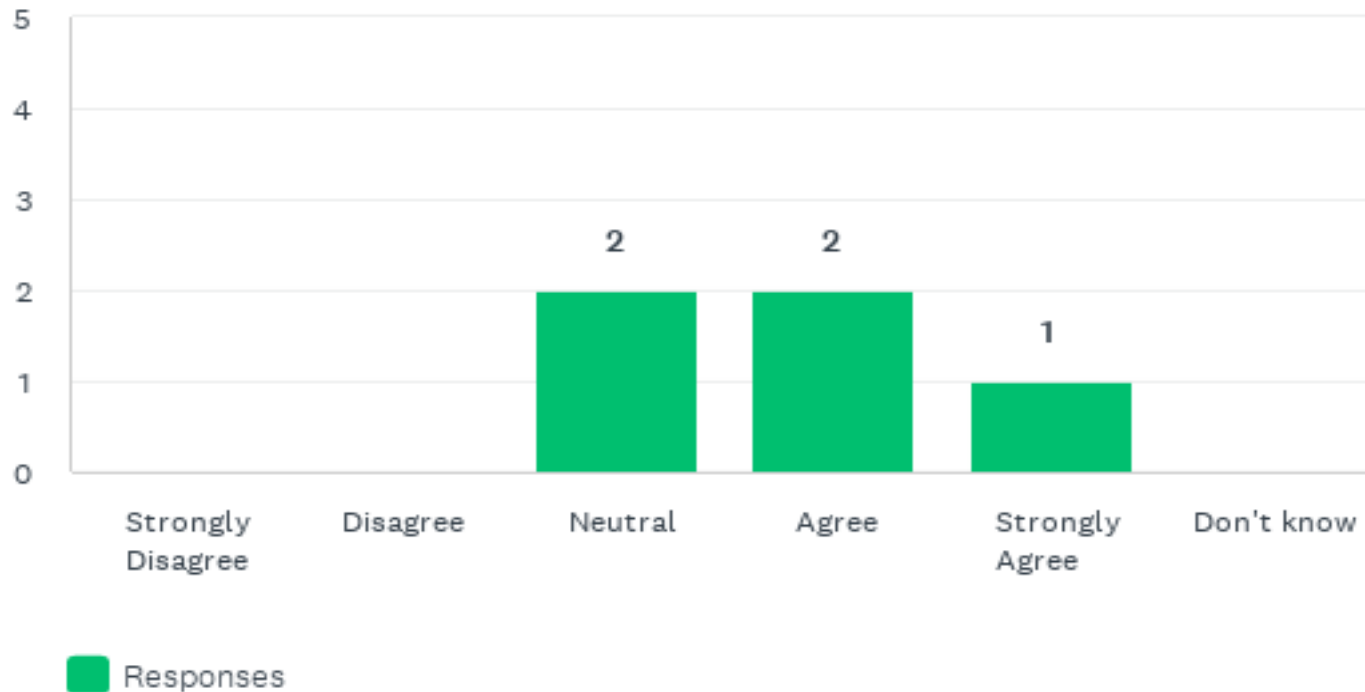
Q12: The Board is kept up to date on the results of Enterprise Risk Management (“ERM”) assessments (e.g., fire, cybersecurity, reputational, regulatory, operational).



■ Responses

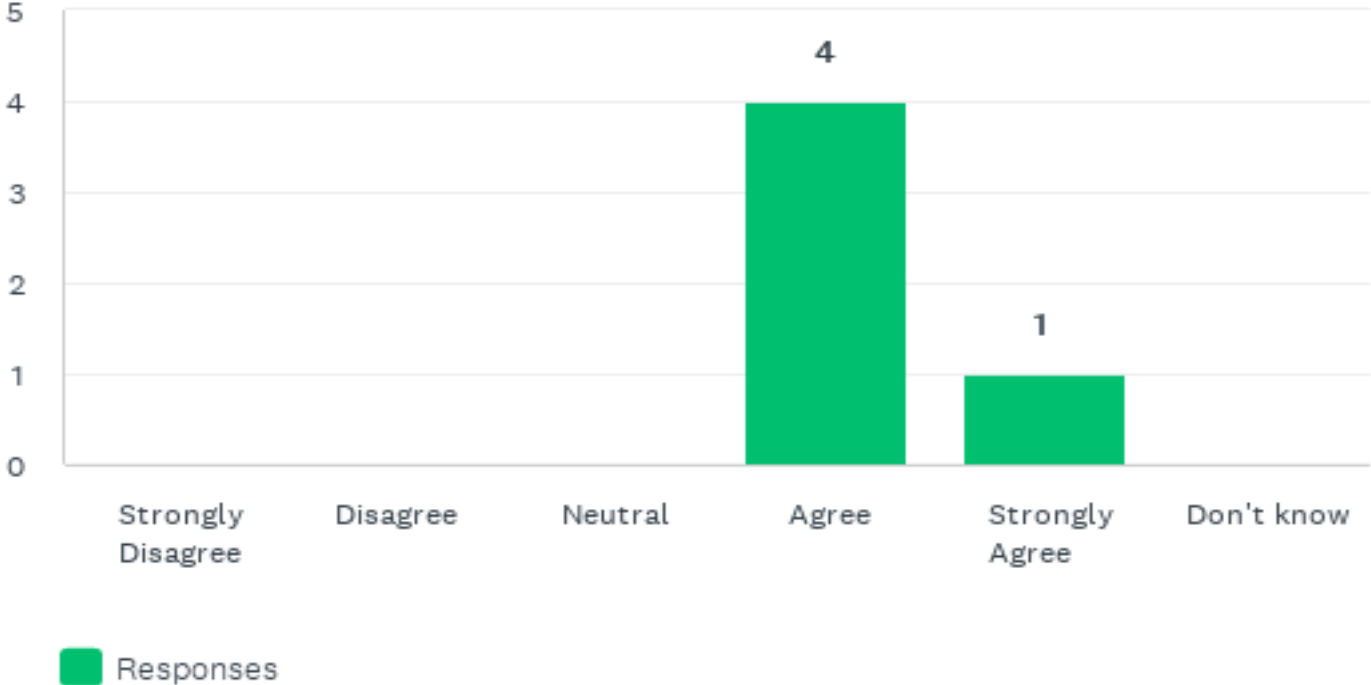
Appendix B: TFHS 2022 Board Self-Assessment Detailed Results (continued)

Q13: There is a clear process in place for setting the CEO's annual goals



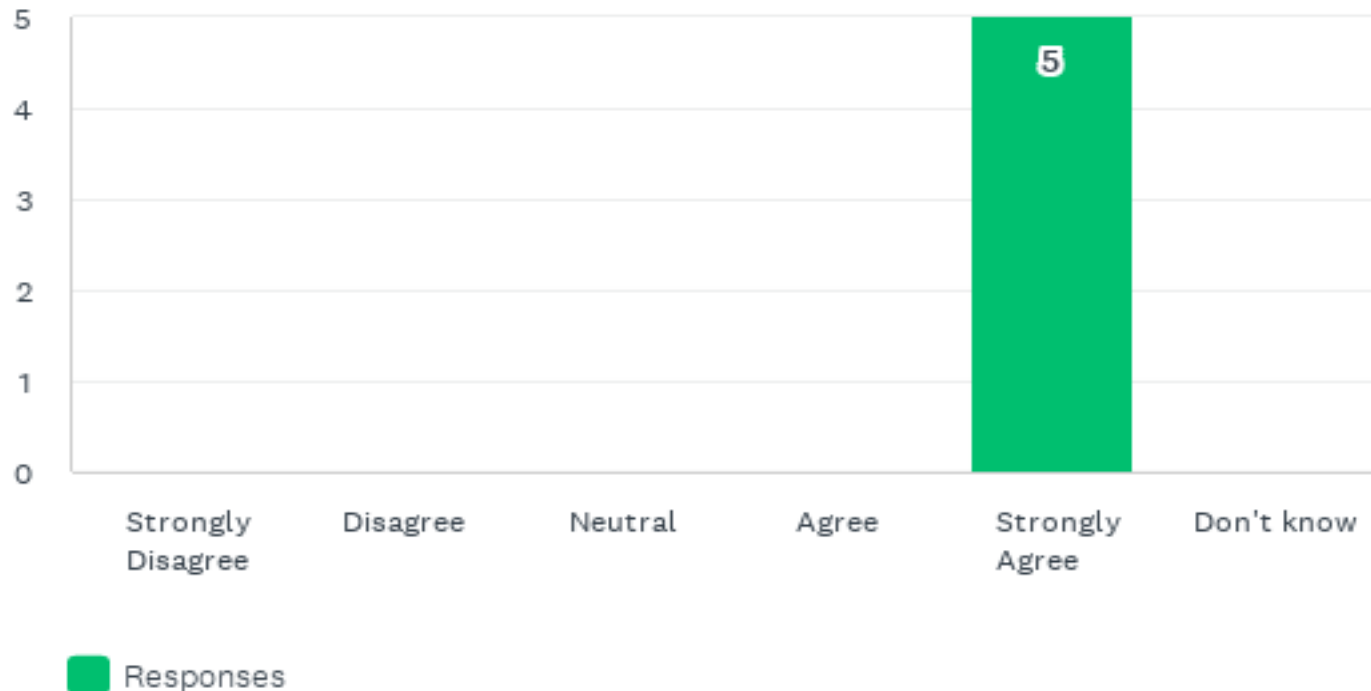
Appendix B: TFHS 2022 Board Self-Assessment Detailed Results (continued)

Q14: The Board holds the CEO accountable for the organization's performance.



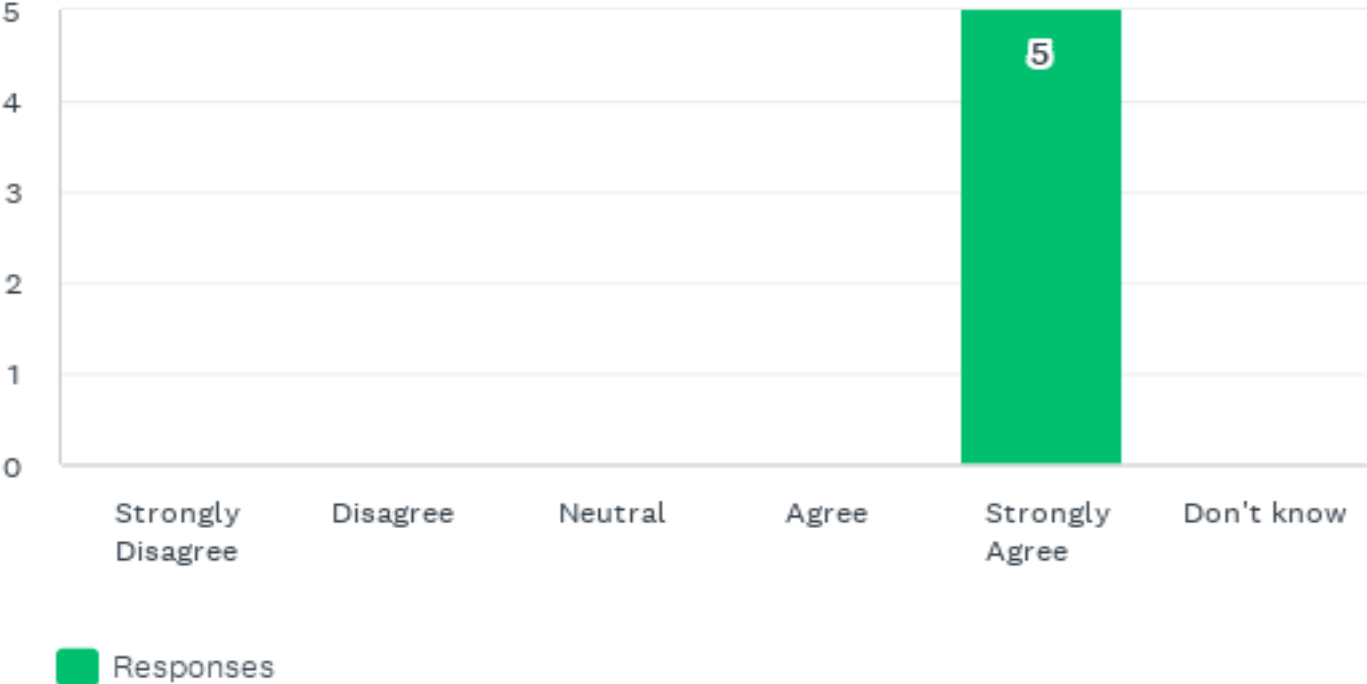
Appendix B: TFHS 2022 Board Self-Assessment Detailed Results (continued)

Q15: The Board Chair runs Board meetings effectively.



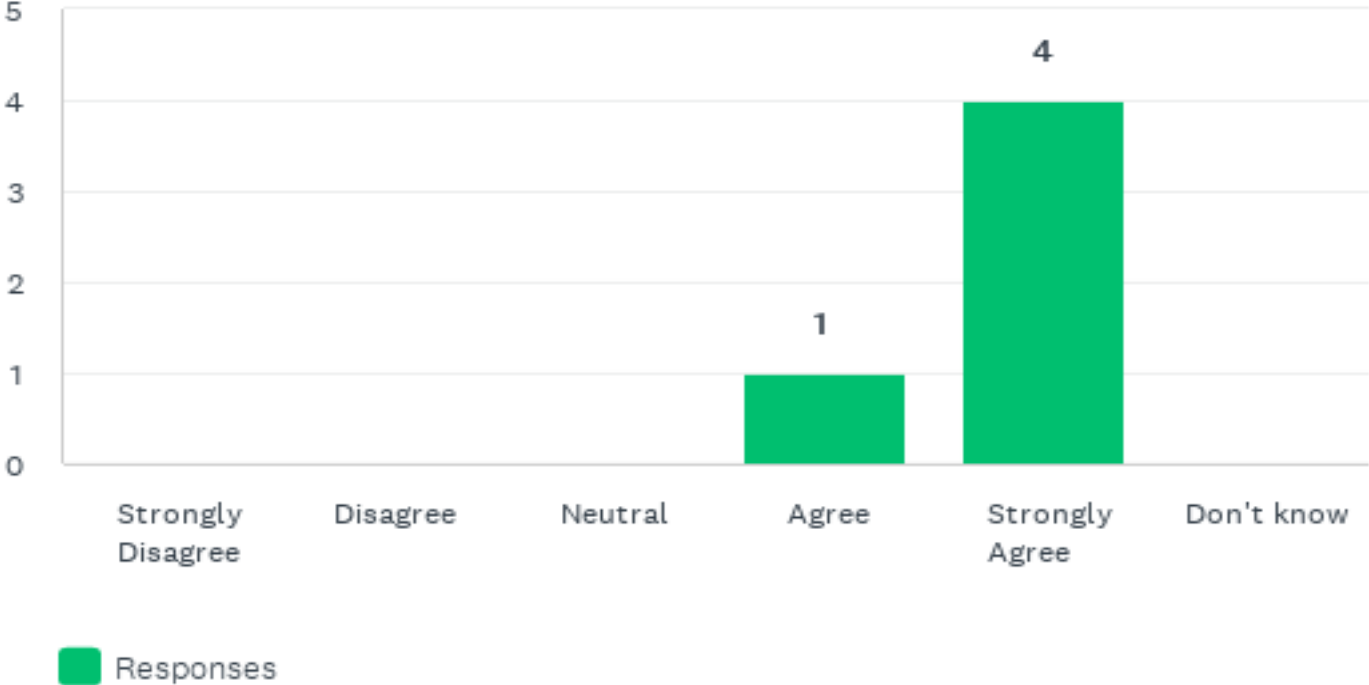
Appendix B: TFHS 2022 Board Self-Assessment Detailed Results (continued)

Q16: Board meetings are run respectfully, taking into consideration internal and external stakeholders (e.g., board members, management, the public).



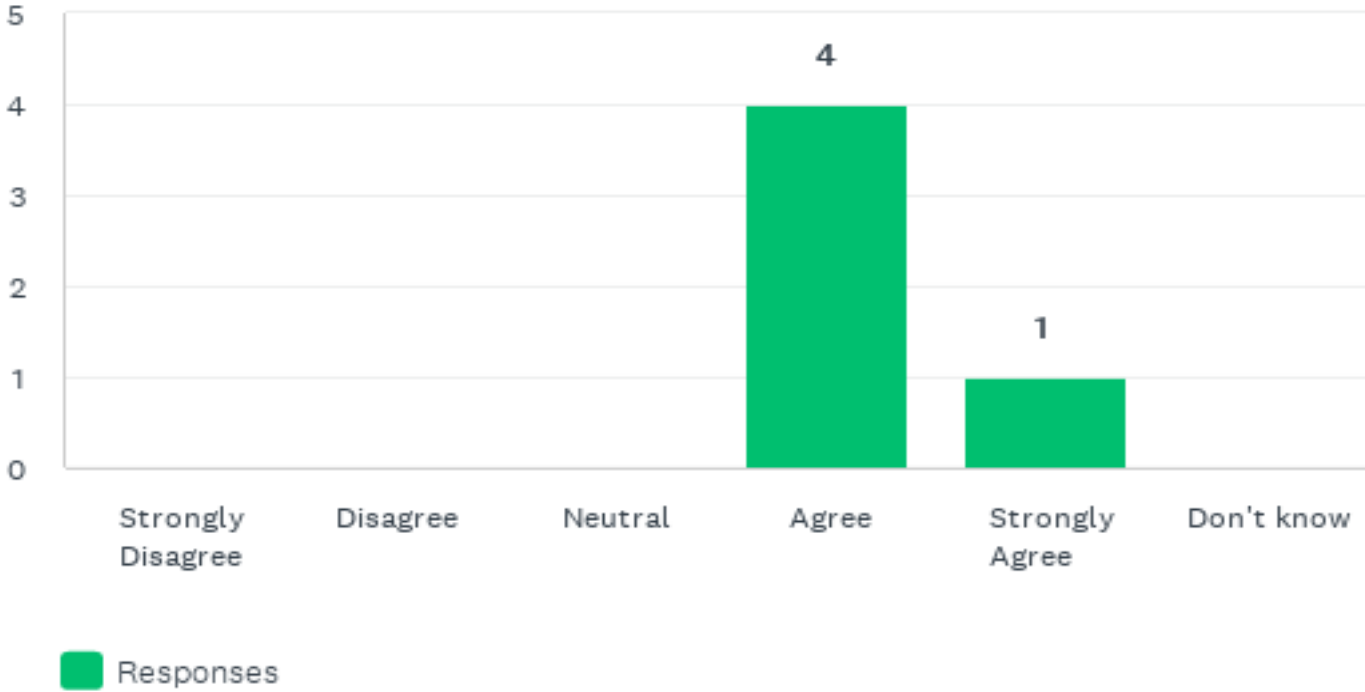
Appendix B: TFHS 2022 Board Self-Assessment Detailed Results (continued)

Q17: 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).



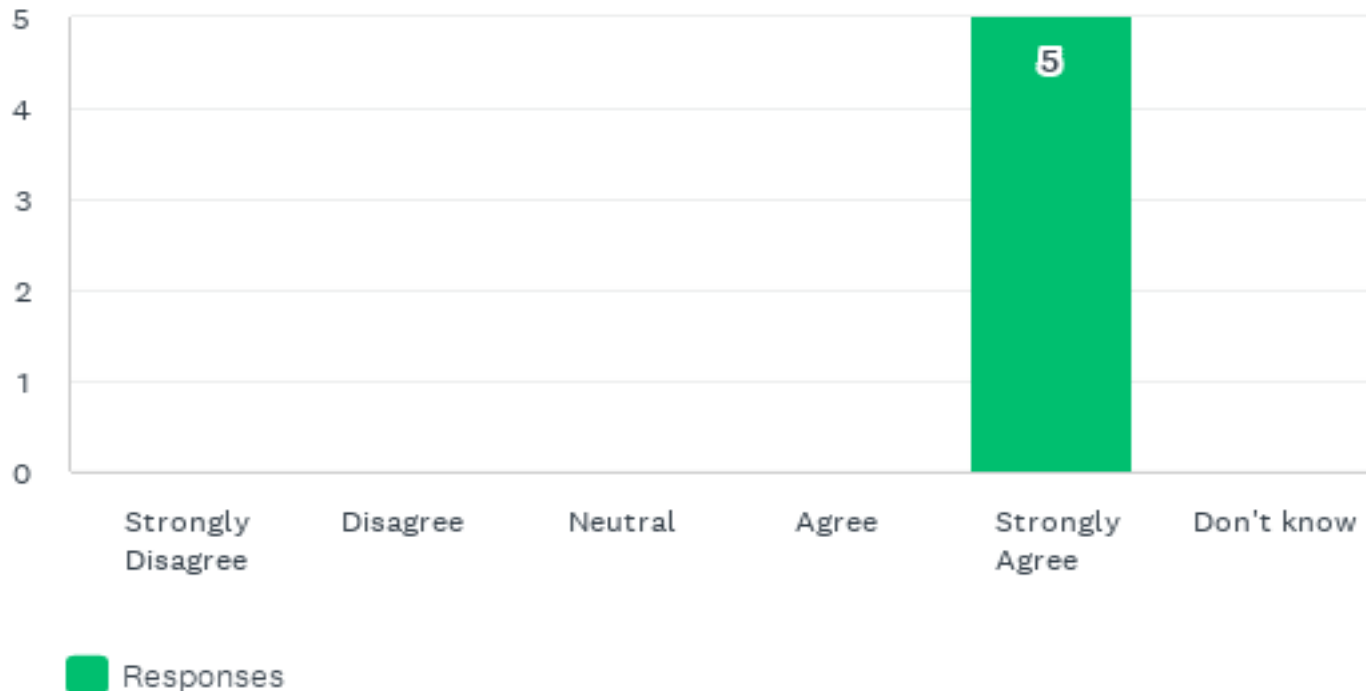
Appendix B: TFHS 2022 Board Self-Assessment Detailed Results (continued)

Q18: 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)



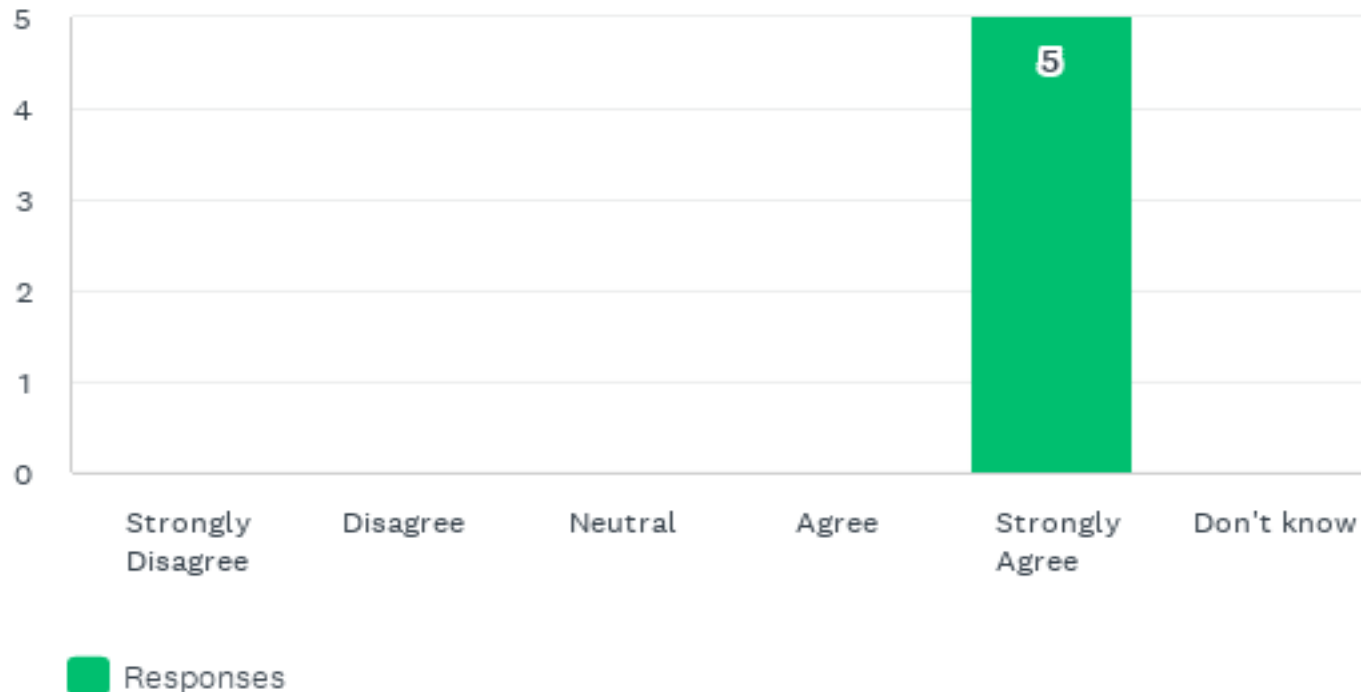
Appendix B: TFHS 2022 Board Self-Assessment Detailed Results (continued)

Q19: The Board is an effective working group (e.g. listens well, uses consensus decision making, is respectful of one another in deliberations, etc.).



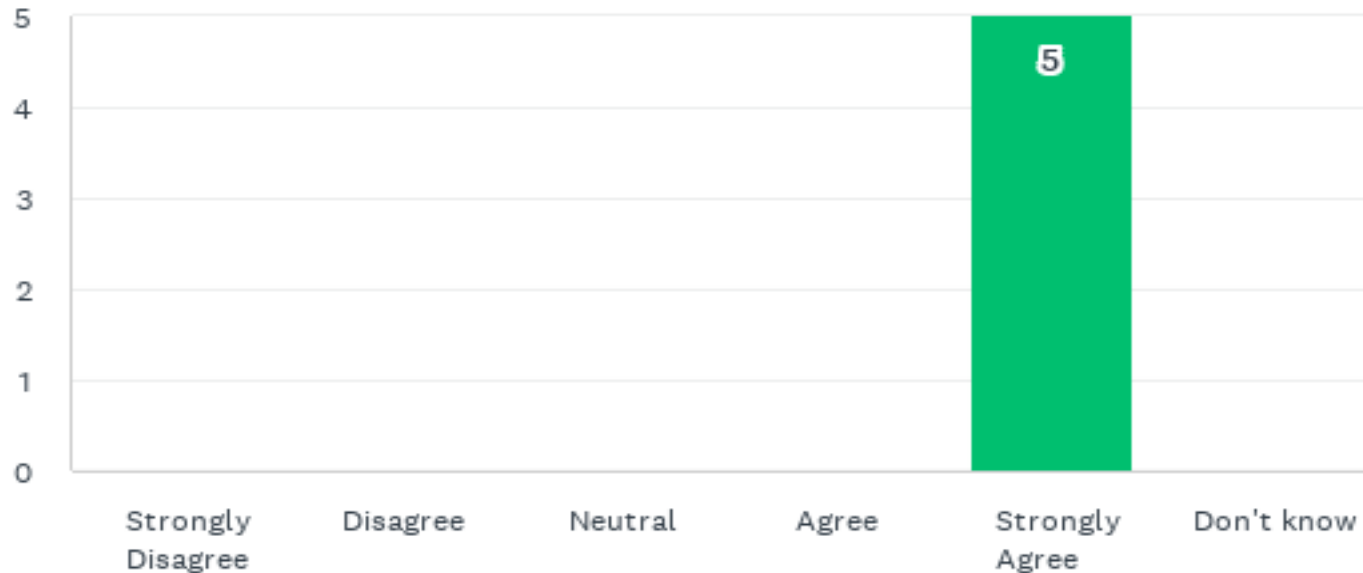
Appendix B: TFHS 2022 Board Self-Assessment Detailed Results (continued)

Q20: Board members respect the distinction between the role of the Board and the role of management.



Appendix B: TFHS 2022 Board Self-Assessment Detailed Results (continued)

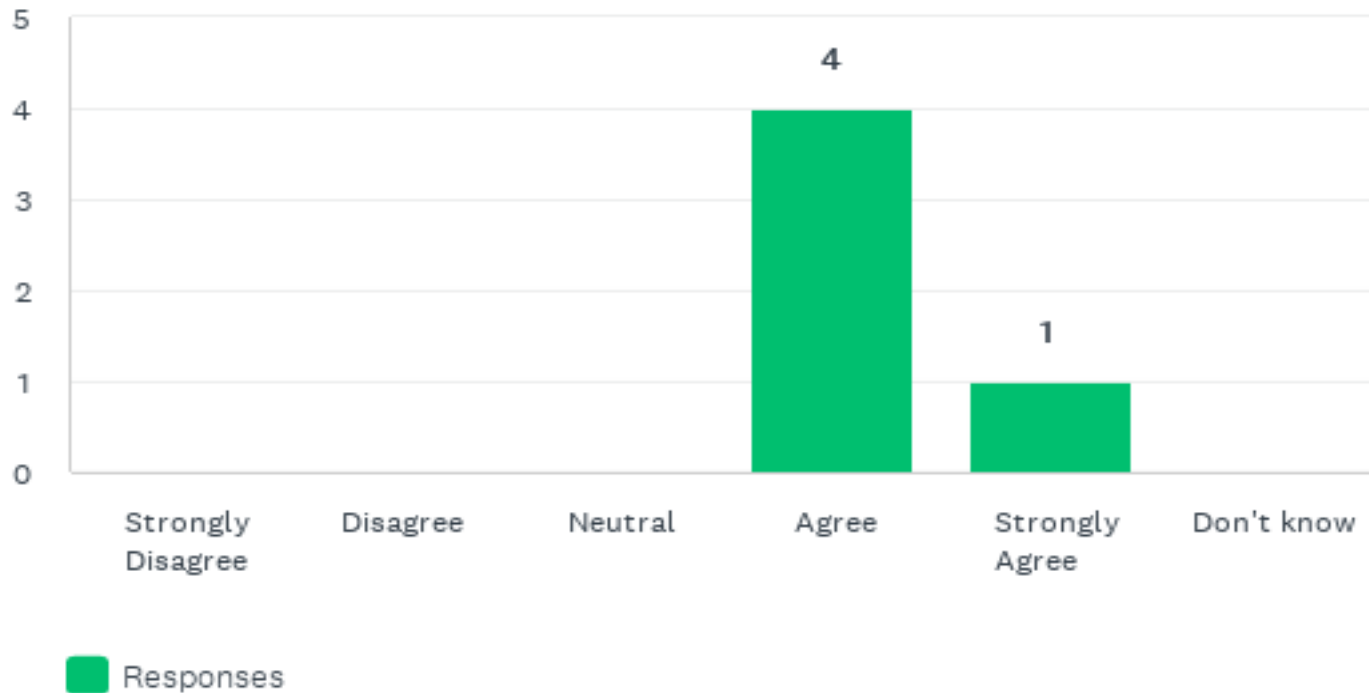
Q21: The Board has in place sufficient written Board-level policies and procedures (e.g. expectations, conflict of interest, code of conduct including confidentiality)



 Responses

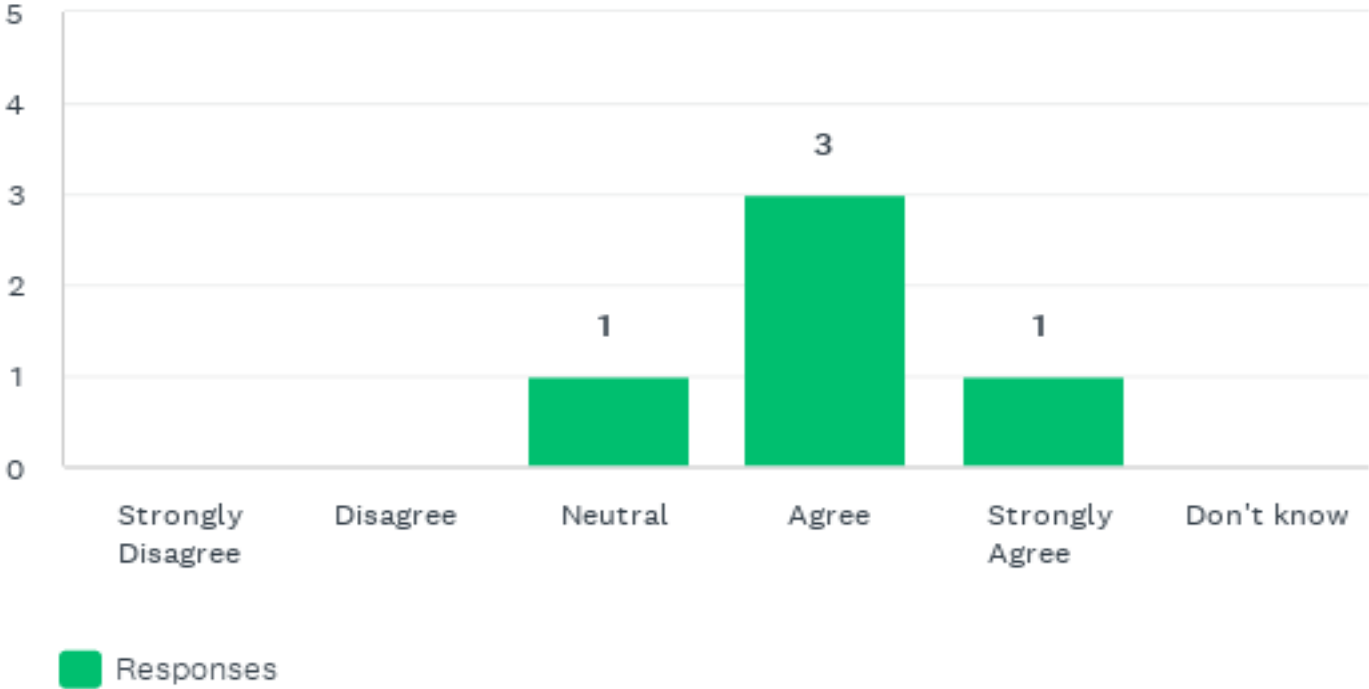
Appendix B: TFHS 2022 Board Self-Assessment Detailed Results (continued)

Q22: The Board has a formal plan for ongoing Board education



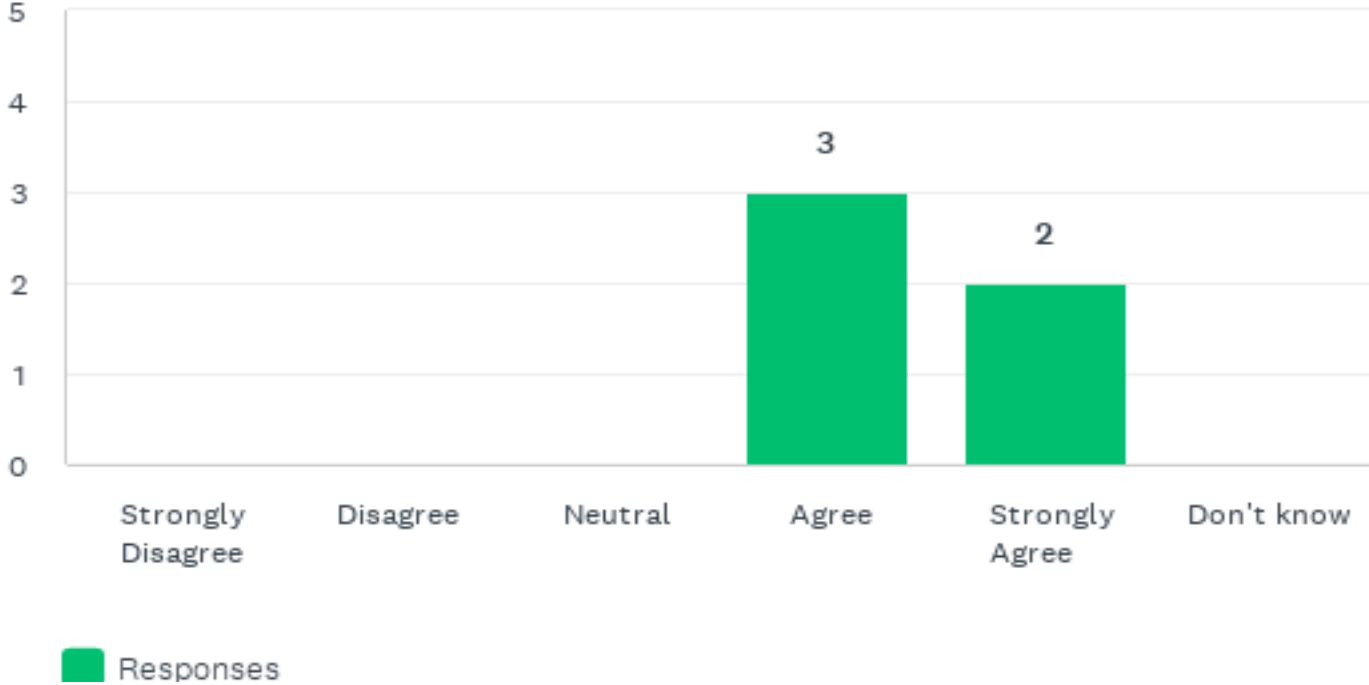
Appendix B: TFHS 2022 Board Self-Assessment Detailed Results (continued)

Q23: The Board has an effective orientation program in place for new Board members



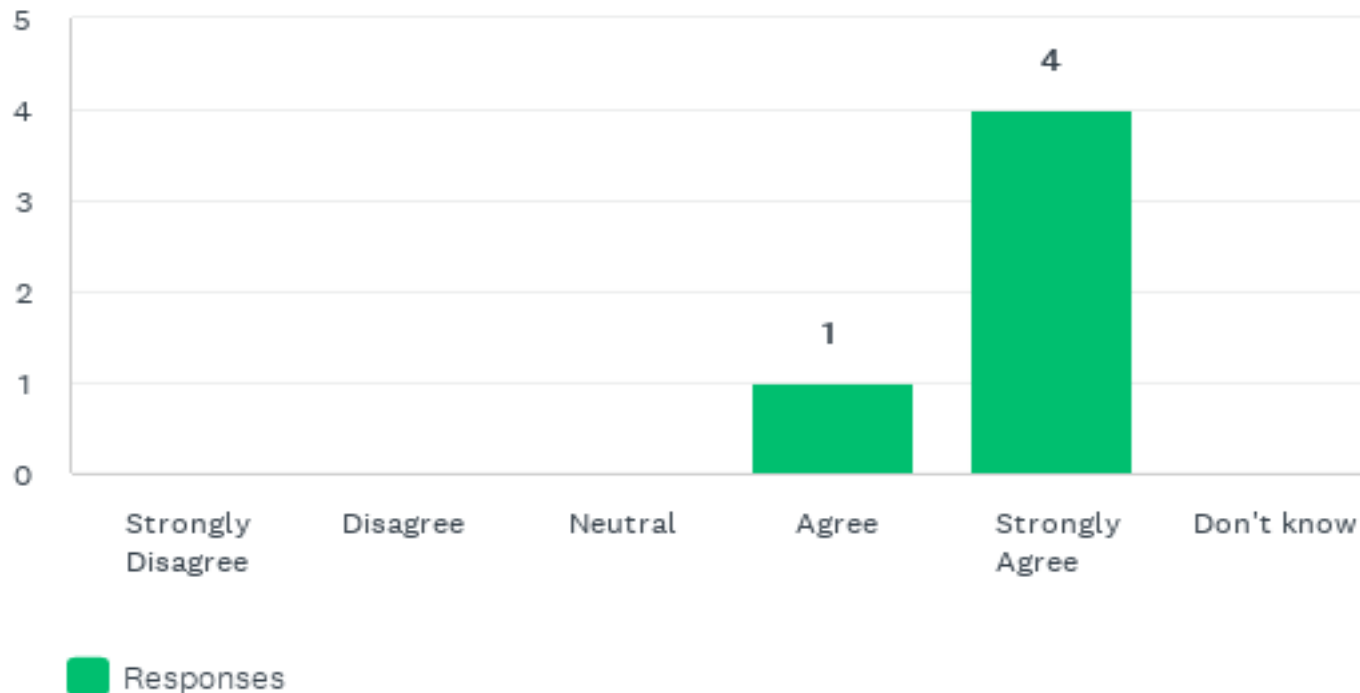
Appendix B: TFHS 2022 Board Self-Assessment Detailed Results (continued)

Q24: I feel comfortable voicing opinions of concern to the Board regardless of how sensitive the issue may be



Appendix B: TFHS 2022 Board Self-Assessment Detailed Results (continued)

Q25: I am comfortable with the time commitment associated with Board and committee service (e.g., meeting frequency; meeting duration)



2023 Board of Directors Goals

Refine the process for CEO's goals and incentive compensation
Executive Compensation Committee Role

Convene at least two (2) Board Retreats each year.
Retreats are at least one (1) full day.
On Governance Issues and key strategic issues

Ad Hoc Committee to make a recommendation to the Board by the end of
June 2023 regarding next steps

If there are Gap(s) in services that can be provided

Should the Ad Hoc committee become a standing committee

Purpose

Title

Membership

Increase individual Board members' participation in community
partnerships and public policy

Possible iProtean Educational Sessions - 2023

Governance

- Becoming an Excellent Health System Board vs Hospital Board
- Board Effectiveness
- Committee Effectiveness
- ~~Starting the Conversation: DE&I and the Board~~ (assigned in April)
- The Emergence of the Diversity, Equity, & Inclusion Imperative
- Governance in an Era of Population Health

Quality

- How to Create High Reliability Part 1
- How to Create High Reliability Part 2
- Credentialing and Privileging Part 1: Board Oversight of the Organized Medical Staff
- Credentialing and Privileging Part2: Board Oversight of the Organized Medical Staff
- Credentialing and Privileging Part 3: Consequences of Negligence
- Employing Physicians
- Hospital-Physician Alignment

Finance Course

- Integrating Population Health Management into Your Strategic and Financial Plans
- The New Healthcare Business Model

Mission and Strategy Course

- Community Partnerships: A Strategic Imperative - Part 1
- Community Partnerships: A Strategic Imperative - Part 2

Technology and Innovation

- Tech Disruptors Part 1: Opportunities for Disruption in Healthcare
- Tech Disruptors Part 2: Preparing for the Future

Power Lesson

- What is a Critical Access Hospital
- What is Unique about Critical Access Hospital Status?

Charter
Governance Committee
Board of Directors
Tahoe Forest Hospital District

Purpose:

~~The purpose of this document is to define the~~The charterCharter of the Governance Committee of the District's Board of Directors ~~and, further, to delineate~~s the Committee's duties and responsibilities.

Responsibilities:

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

Duties:

1. Conduct at least a biennial review of the Bylaws and submit recommendations to the Board of Directors for changes to Bylaws- as necessary. ~~and Board policies.~~
2. ~~Submit recommendations to the Board of Directors for changes to Bylaws and~~ 2. Conduct at least a triennial review of Board policies and submit recommendations to the Board of Directors for changes to the ~~Board~~ policies as necessary.
3. Develop new Board policies and procedures as necessary or as directed by the Board of Directors.
4. Advance best practices in board governance.
5. Ensure the annual board self-assessment is conducted no later than December 1.
6. Participate in the development of the Agenda for scheduled Board Retreats
- ~~6~~7. Ensure a board goal setting process is conducted no later than April 30 and reviewed at the October board retreat.

Composition:

The Committee shall be comprised of two (2) Board members appointed by the Board Chair.

Meeting Frequency:

The Committee shall meet as needed.