



TAHOE FOREST HOSPITAL DISTRICT

# 2018-09-28 Board Governance Committee

Friday, September 28, 2018 at 10:00 a.m.

Tahoe Conference Room - Tahoe Forest Hospital

10054 Pine Avenue, Truckee, CA 96161

# Meeting Book - 2018-09-28 Board Governance Committee

09/28/18 Governance Committee

## AGENDA

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#### 6.2.2. Board Education Plan

No related materials.

#### 6.2.3. Governance Institute Leadership Conference Follow-Up

No related materials.

ITEMS 7 - 9: See Agenda



# GOVERNANCE COMMITTEE AGENDA

Friday, September 28, 2018 at 10:00 a.m.  
Tahoe Conference Room - Tahoe Forest Hospital  
10054 Pine Avenue, Truckee, CA 96161

1. **CALL TO ORDER**

2. **ROLL CALL**

Mary Brown, Chair; Randy Hill, Board Member

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

4. **INPUT – AUDIENCE**

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

5. **APPROVAL OF MINUTES OF: 06/11/2018**

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

6.1. **Policy Review**

Governance Committee will review and discuss the following policies:

- 6.1.1. **TFHD Board of Directors Bylaws** ..... ATTACHMENT
- 6.1.2. **ABD-07 Conflict of Interest Code** ..... ATTACHMENT
- 6.1.3. **ABD-17 Manner of Governance for the TFHD Board of Directors** ..... ATTACHMENT

6.2. **Board Governance**

6.2.1. **Overall Meeting Effectiveness**

Governance Committee will discuss overall meeting effectiveness, including the schedule of board presentations, review the agenda item cover sheet and review potential presentation templates.

- 6.2.1.1. **Second Quarter 2018 Meeting Evaluations** ..... ATTACHMENT
- 6.2.1.2. **Agenda Matrix** ..... ATTACHMENT
- 6.2.1.3. **Agenda Item Cover Sheet** ..... ATTACHMENT
- 6.2.1.4. **Presentation Templates** ..... ATTACHMENT

6.2.2. **Board Education Plan**

Governance Committee will develop a Board Education Plan for next quarter.

6.2.3. **Governance Institute Leadership Conference Follow-Up**

Governance Committee will follow up on the board's discussion of the Governance Institute Leadership Conference.

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

8. **NEXT MEETING DATE**

9. **ADJOURN**

Note: It is the policy of Tahoe Forest Hospital District to not discriminate in admissions, provisions of services, hiring, training and employment practices on the basis of color, national origin, sex, religion, age or disability including AIDS and related conditions.

Equal Opportunity Employer. The meeting location is accessible to people with disabilities. Every reasonable effort will be made to accommodate participation of the disabled in all of the District's public meetings. If particular accommodations for the disabled are needed (i.e., disability-related aids or other services), please contact the Executive Assistant at 582-3481 at least 24 hours in advance of the meeting.

# GOVERNANCE COMMITTEE

## DRAFT MINUTES

Monday, June 11, 2018 at 12:30 p.m.  
Tahoe Conference Room - Tahoe Forest Hospital  
10054 Pine Avenue, Truckee, CA 96161

### 1. CALL TO ORDER

Meeting was called to order at 12:31 p.m.

### 2. ROLL CALL

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

Staff in attendance: Harry Weis, Chief Executive Officer; Crystal Betts, Chief Financial Officer (*via phone*); Matt Mushet, In-House Counsel; Ted Owens, Executive Director of Governance; Martina Rochefort, Clerk of the Board

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

No changes were made to the agenda.

### 4. INPUT – AUDIENCE

No public comment was received.

### 5. APPROVAL OF MINUTES OF: 03/21/2018

Committee requested an email copy of the minutes once they are completed.

**Director Hill approved the Governance Committee minutes of March 21, 2018, seconded by Director Brown.**

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

#### 6.1. Policy Review

Governance Committee reviewed and discussed the following policies:

##### 6.1.1. TFHD Ticket and Pass Distribution Policy

In-House Counsel suggested striking “or greater” of “which no consideration of equal or greater value is provided” in section 2.1.

General Counsel noted the FPPC created this carve out specifically for tickets and passes.

Director Brown suggested the following edits:

Starting with 4.1.10 – already covered in .1

4.1.11 is it necessary?

4.1.12 “furtherance of”

4.1.13 “furtherance of”

4.1.14 covered above

4.1.16 covered in 4.1.17

##### 6.1.2. TFHD Electronic Data Retention Policy

General Counsel provided historical background on the policy. This stems from a case in San Jose back in

2016.

This policy memorializes that personal devices are not to be used for conducting district business. If a board member receives an email on their personal email, they should copy their district email when responding. District business is not to be stored.

In-House Counsel inquired about cloud/web based systems that are logged into on personal computers.

Committee asked that Chief Information Officer reviews the policy, specifically sections four and five, before it goes back to counsel.

General Counsel stated it would be against policy to download files, such as a contract, from web based systems to a personal computer.

The Board of Directors will adhere to IT policy.

Executive Director of Governance suggested bringing the IT policy to the board retreat every year for review with board members.

Governance Committee directed counsel to draft a board specific policy that references the AIT-164 policy.

### **6.1.3. ABD-12 Guidelines for Business by the TFHD Board of Directors**

The Board of Directors directed order and decorum become a board policy. Executive Director of Governance reviewed the components of Order and Decorum had been incorporated into ABD-12 policy.

The “culture” section of Order and Decorum will become a standalone document and will be reaffirmed annually at the board retreat.

Ms. Bass suggested changing “matter” to “matters” and “non essential” to “not relevant” in section H1c.

Director Hill asked to strike “There are to be no surprises.” in section 5A as it is not a policy statement. Ms. Bass agreed and suggested the following alternative statement. “This will enable proper preparation to address questions/concerns.” Executive Director of Governance felt it will be more seamless and professional.

Discussion was held about board members adding topics to the agenda. This process is covered in section H2.

Executive Director of Governance felt “Items for Next Meeting” was awkward and not a standard practice among other boards. General Counsel noted his other clients do not have this on their agendas and it is a culture question. Request for agenda items is usually dealt with offline. Executive Director of Governance would like to see it come off agenda as it is an offline discussion. Director Hill felt it is important to have a tighter process in this area.

Director Brown suggested removing item H3I. Discussion was held that there still needs to be recourse for when agenda item is not accepted from board members. Director Hill would like to keep it on the agenda so that requests are public record. Committee recommended keeping item H3I at this time.

The bold formatting will be removed in section P “Complaints Addressed to the Board”.

#### **6.1.4. ABD-17 Manner of Governance for the TFHD Board of Directors**

Committee felt the policy still needed additional work and would be reviewed at the next meeting.

Under Procedure, item B – Governing Style, Director Brown would like to incorporate the 5 foundations of excellence and add compliance. Discussion was held. Committee agreed to table it for another time.

Director Brown recommend in the interest of time that the Governance Committee review it at the next meeting.

Under Procedure, section C1, it was recommended that “assets are being managed prudently” be stricken as they are highlighted in section C3.

### **6.2. Board Governance**

#### **6.2.1. First Quarter 2018 Meeting Evaluations**

Governance Committee reviewed the results of the first quarter 2018 meeting effectiveness evaluations.

Director Brown views this as the first data point and then trends can be looked at in the future. Improvement over time is the goal. There is not an expectation that it will change overnight.

CEO suggested a change to the survey that if a question was scored “below expectations”, then a comment must be made. This would make the survey more valuable.

Governance Committee need to continue to work on this discussion.

Clerk of the Board will add this item as an attachment for Governance Committee at the next board meeting.

#### **6.2.2. Agenda Item Cover Sheet**

Governance Committee reviewed a cover sheet template for board items.

CEO suggested removing “Session” from Summary/Objectives.

Committee agreed to try the cover sheet for a quarter and work out any bugs at the next meeting.

#### **6.2.3. Board Action Plan**

Governance Committee will review and discuss the Board Action Plan.

Director Brown noted some dents have been made on the board action plan but there are some we

cannot move on until the strategic plan is completed.

The agenda item cover sheet and presentation guidelines go hand in hand.

Ms. Bass said a good next step would be to fill in the board action plan. She noted Director Brown, as Governance chair, should feel comfortable to fill it in.

*Ms. Bass departed the meeting at 2:00 p.m.*

Chair, CEO, Executive Director of Governance, and Clerk of the Board will get together and complete the board action plan.

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

- ABD-17 policy will be reviewed at the next meeting
- Review verbiage of Board “President” versus “chair”

**8. NEXT MEETING DATE**

The Governance Committee will meet as needed.

**9. ADJOURN**

**Meeting adjourned at 2:21 p.m.**

BYLAWS OF THE BOARD OF DIRECTORS  
TAHOE FOREST HOSPITAL DISTRICT



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**BYLAWS OF THE BOARD OF DIRECTORS  
OF  
TAHOE FOREST HOSPITAL DISTRICT**

Pursuant to the provisions of Sections 32104, 32125, 32128, and 32150 of the Health and Safety Code of the State of California, the Board of Directors of TAHOE FOREST HOSPITAL DISTRICT adopts these Bylaws for the government of TAHOE FOREST HOSPITAL DISTRICT.

**ARTICLE I. NAME, AUTHORITY AND PURPOSE**

Section 1. Name.

The name of this District shall be "TAHOE FOREST HOSPITAL DISTRICT".

Section 2. Authority.

A. This District, having been established May 2, 1949, by vote of the residents of said District under the provisions of Division 23 of the Health and Safety Code of the State of California, otherwise known and referred to herein as "The Local Health Care District Law", and ever since that time having been operated there under, these Bylaws are adopted in conformance therewith, and subject to the provisions thereof.

B. In the event of any conflict between these Bylaws and "The Local Health Care District Law", the latter shall prevail.

C. These Bylaws shall be known as the "District Bylaws".

D. Non-Discrimination: It is the policy of Tahoe Forest Hospital District to not discriminate in admissions, provisions of service, hiring, training and employment practices on the basis of age; race; color; creed; ethnicity; religion; national origin; marital status; sex; sexual orientation; gender identity or expression; disability; association; veteran or military status; or any other basis prohibited by federal, state, or local law.

Section 3. Purpose and Operating Policies.

A. Purpose.

Tahoe Forest Hospital District will strive to be the best mountain health system in the nation. We exist to make a difference in the health of our communities through excellence and compassion in all we do.

B. Operating Policies.

In order to accomplish the Mission of the District, the Board of Directors establishes the following Operating Policies:

1. Through planned development and responsible management, the assets of the District will be used to meet the service needs of the area in an efficient and cost effective manner, after evaluation of available alternatives and other resources available to the District. This may include the development and operation of programs, services and facilities at any location within or without the District for the benefit of the people served by the District.

2. The District shall dedicate itself to the maximum level of quality consistent with sound fiscal management, and community based needs.

3. Improvement of the health status of the area will be the primary emphasis of services offered by the District. In addition, the District may elect to provide other programs of human service outside of the traditional realm of health care, where unmet human service needs have been identified through the planning process.

## **ARTICLE II. BOARD OF DIRECTORS**

The Board of Directors:

### **Section 1. Election.**

There shall be five members of the Board of Directors who shall be elected for four year terms as provided in "The Local Health Care District Law".

### **Section 2. Responsibilities.**

Provides oversight for planning, operation, and evaluation of all District programs, services and related activities consistent with the District Bylaws.

#### **A. Philosophy and Objectives.**

Considers the health requirements of the region and the responsibilities that the District should assume in helping to meet them.

#### **B. Programs and Services.**

1. Takes action on recommendations of the Chief Executive Officer or designee with regard to long and short range plans for the development of programs and services.

2. Provides oversight to the Chief Executive Officer in the implementation of programs and service plans.

3. Takes action on board policies and other policies brought forth by the Chief Executive Officer or designee.

4. Evaluates the results of programs and services on the basis of previously

established objectives and requirements. Receives reports from the Chief Executive Officer or designees and directs the Chief Executive Officer to plan and take appropriate actions, where warranted.

C. Organization and Staffing.

1. Selects and appoints the Chief Executive Officer.
2. Evaluates the continuing effectiveness of the organization.

D. Medical Staff.

1. Appoints all Medical Staff members.
2. Ensures that the District Medical Staff is organized to support the objectives of the District.
3. Reviews and takes final action on appeals involving Medical Staff disciplinary action.
4. Approves Medical Staff Bylaws and proposed revisions.

E. Finance.

1. Assumes responsibility for the financial soundness and success of the District and its wholly owned subsidiaries.
2. Assumes responsibility for the appropriate use of endowment funds and of other gifts to the District. Exercises trusteeship responsibility to see that funds are used for intended purposes.
3. Adopts annual budgets of the District, including both operating and capital expenditure budgets.
4. Receives and reviews periodic financial reports. Considers comments and recommendations of its Finance Committee or management staff.
5. Receives and reviews reports of the District's auditors.
6. Approves policies which govern the financial affairs of the District.
7. Authorizes officers of the District to act for the District in the execution of financial transactions.

F. Grounds, Facilities and Equipment.

1. Approves plans for development, expansion, modernization and replacement of the District's grounds, facilities, major equipment and other tangible assets.

2. Approves the acquisition, sale and lease of real property.

G. External Relations.

Assumes ultimate responsibility for representing the communities served by the District and representing the District to the communities served.

H. Assessment And Continuous Improvement Of Quality Of Care

Ensures that the proper organizational environment and systems exist to continuously improve the quality of care provided. Responsible for a system wide quality assessment and performance improvement program that reflects all departments and services. Reviews Quality Assessment Reports focused on indicators related to improving health outcomes and the prevention and reduction of medical errors. Provides oversight to and annually approves the written Quality Assurance / Process Improvement plan.

I. Strategic Planning.

1. Oversees the strategic planning process.
2. Establishes long range goals and objectives for the District's programs and facilities.

Section 3. Powers.

A. Overall Operations.

The Board of Directors shall determine policies and shall have control of, and be responsible for, the overall operations and affairs of this District and its facilities.

B. Medical Staff.

The Board of Directors shall authorize the formation of a Medical Staff to be known as "The Medical Staff of Tahoe Forest Hospital District". The Board of Directors shall determine membership on the Medical Staff, as well as the Bylaws for the governance of said Medical Staff, as provided in ARTICLE VIII of these Bylaws.

C. Auxiliary.

The Board of Directors may authorize the formation of service organizations from time to time as needed ("Auxiliary"), the Bylaws of which shall be approved by the Board of Directors.

D. Other Affiliated or Subordinate Organizations.

The Board of Directors may authorize the formation of other affiliated or subordinate organizations which it may deem necessary to carry out the purposes of the District; the Bylaws of such organizations shall be approved by the Board of Directors.

E. Delegation of Powers.

The Medical Staff, Auxiliary, and any other affiliated or subordinate organizations shall have those powers set forth in their respective Bylaws. All powers and functions not set forth in their respective Bylaws are to be considered residual powers still vested in the Board of Directors.

F. Provisions to Prevail.

These District Bylaws shall override any provisions to the contrary in the Bylaws, or Rules and Regulations of the Medical Staff, Auxiliary or any affiliated or subordinate organizations. In case of conflict, the provisions of these District Bylaws shall prevail.

G. Resolutions and Ordinances.

From time to time, the Board of Directors may pass resolutions regarding specific policy issues, which resolutions may establish policy for the operations of this District.

H. Residual Powers.

The Board of Directors shall have all of the other powers given to it by "The Local Health Care District Law" and other applicable provisions of law.

I. Grievance Process

The Board of Directors may delegate the responsibility to review and resolve grievances.

Section 4. Vacancies.

Any vacancy upon the Board of Directors shall be filled by appointment by the remaining members of the Board of Directors within sixty (60) days of the vacancy. Notice of the vacancy shall be posted in at least three (3) places within the District at least fifteen (15) days before the appointment is made. The District shall notify the elections officials for Nevada and Placer Counties of the vacancy no later than fifteen (15) days following either the date on which the District Board is notified of the vacancy or the effective date of the vacancy, whichever is later, and of the appointment no later than fifteen (15) days after the appointment. In lieu of making an appointment, the remaining members of the Board of Directors may within sixty (60) days of the vacancy call an election to fill the vacancy. If the vacancy is not filled by the Board of Directors or an election called within sixty (60) days, the Board of Supervisors of the County representing the larger portion of the Hospital District area in which an election to fill the vacancy would be held may fill the vacancy, within ninety (90) days of the vacancy, or may order the District to call an election. If the vacancy is not filled or an election called for within ninety (90) days of the vacancy, the District shall call an election to be held on the next available election date. Persons appointed to fill a vacancy shall hold office until the next District general election that is scheduled 130 or more days after the date the District and the elections officials for Nevada and Placer Counties were notified of



the vacancy and thereafter until the person elected at such election to fill the vacancy has been qualified, but persons elected to fill a vacancy shall hold office for the unexpired balance of the term of office.

#### Section 5. Meetings.

##### A. Regular Meetings.

Unless otherwise specified at the preceding regular or adjourned regular meeting, regular meetings of the Board of Directors shall be held on the fourth Thursday of each month at 4:00 PM at a location within the Tahoe Forest Hospital District Boundaries. The Board shall take or arrange for the taking of minutes at each regular meeting.

##### B. Special Meetings.

Special meetings of the Board of Directors may be held at any time and at a place designated in the notice and located within the District, except as provided in the Brown Act, upon the call of the President, or by not fewer than three (3) members of the Board of Directors, and upon written notice to each Director specifying the business to be transacted, which notice shall be delivered personally or by mail and shall be received at least twenty-four (24) hours before the time of such meeting, provided that such notice may be waived by written waiver executed by each member of the Board of Directors. Notice shall also be provided within such time period to local newspapers and radio stations which have requested notice of meetings. Such notice must also be posted twenty-four (24) hours before the meeting in a location which is freely accessible to the public. In the event of an emergency situation involving matters upon which prompt action is necessary due to disruption or threatened disruption of District services (including work stoppage, crippling disaster or other activity which severely impairs public health, safety or both), the Board may hold a special meeting without complying with the foregoing notice requirements, provided at least one (1) hour prior telephone notice shall be given to local newspapers and radio stations which have requested notice of meetings, and such meetings shall otherwise be in compliance with the provisions of Government Code Section 54956.5. The Board shall take or arrange for the taking of minutes at each special meeting.

##### C. Policies and Procedures.

The Board may from time to time adopt policies and procedures governing the conduct of Board meetings and District business. All sessions of the Board of Directors, whether regular or special, shall be open to the public in accordance with the Brown Act (commencing with Government Code Section 54950), unless a closed session is permitted under the Brown Act or Health and Safety Code Sections 32106 and 32155 or other applicable law.

#### Section 6. Quorum.

The presence of a majority of the Board of Directors shall be necessary to

constitute a quorum to transact any business at any regular or special meeting, except to adjourn the meeting to a future date.

Section 7. Medical Staff Representation.

The Chief of the Medical Staff shall be appointed as a special representative to the Board of Directors without voting power and shall attend the meetings of the Board of Directors. In the event the Chief of Staff cannot attend a meeting, the Vice-Chief of the Medical Staff or designee shall attend in the Chief of Staff's absence.

Section 8. Director Compensation and Reimbursement Of Expenses.

The Board of Directors shall be compensated in accordance with ABD-03 Board Compensation and Reimbursement policy.

Each member of the Board of Directors shall be allowed his or her actual necessary traveling and incidental expenses incurred in the performance of official business of the District as approved by the Board or Chief Executive Officer, per Board policy.

Section 9. Board Self-Evaluation.

The Board of Directors will monitor and discuss its process and performance at least annually. The self-evaluation process will include comparison of Board activity to its manner of governance policies.

**ARTICLE III. OFFICERS**

Section 1. Officers.

The officers of the Board of Directors shall be President, Vice-President, Secretary and Treasurer who shall be members of the Board.

Section 2. Election of Officers.

The officers of the Board of Directors shall be chosen every year by the Board of Directors in December of the preceding calendar year and shall serve at the pleasure of the Board. The person holding the office of President of the Board of Directors shall not serve successive terms, unless by unanimous vote of the Board of Directors taken at a regularly scheduled meeting. In the event of a vacancy in any office, an election shall be held at the next regular meeting following the effective date of the vacancy to elect the officer to fill such office.

Section 3. Duties of Officers.

A. President. Shall preside over all meetings of the Board of Directors. Shall

sign as President, on behalf of the District, all instruments in writing which he/she has been authorized and obliged by the Board to sign and such other duties as set forth in these Bylaws.

B. Vice-President. The Vice-President shall perform the functions of the President in case of the President's absence or inability to act.

C. Secretary. The Secretary shall ensure minutes of all meetings of the Board of Directors are recorded and shall see that all records of the District are kept and preserved.

D. Treasurer. The Treasurer will serve as the chairperson of the Board Finance Committee and shall ensure the Board's attention to financial integrity of the District.

#### **ARTICLE IV. COMMITTEES**

No Committee shall have the power to bind the District, unless the Board provides otherwise in writing.

##### **Section 1. Ad Hoc Committees.**

Ad Hoc Committees may be appointed by the President of the Board of Directors from time to time as he/she deems necessary or expedient. No Committee shall have the power to bind the District, unless the Board provides otherwise in writing, but shall perform such functions as shall be assigned to them by the President, and shall function for the period of time specified by the President at the time of appointment or until determined to be no longer necessary and disbanded by the President of the Board of Directors. The President shall appoint each Committee chair.

##### **Section 2. Standing Committees.**

Standing Committees and their respective charters will be affirmed annually by resolution, duly adopted by the Board of Directors.

The President shall recommend appointment of the members of these committees and the Chair thereof, subject to the approval of the Board by majority of Directors present. Committee appointments shall be for a period of one (1) year and will be made annually at the December Board meeting, following the election of Board Officers.

#### **ARTICLE V. MANAGEMENT**

##### **Section 1. Chief Executive Officer.**

The Board of Directors shall select and employ a Chief Executive Officer who

shall act as its executive officer in the management of the District. The Chief Executive Officer shall be given the necessary authority to be held responsible for the administration of the District in all its activities and entities, subject only to the policies as may be adopted from time to time, and orders as may be issued by the Board of Directors or any of its committees to which it has delegated power for such action by a writing. The Chief Executive Officer shall act as the duly authorized representative of the Board of Directors.

Section 2. Authority and Responsibility.

The duties and responsibilities of the Chief Executive Officer shall be outlined in the Employment Agreement and job description. Other duties may be assigned by the Board. Chief Executive Officer, personally or through delegation, hires, assigns responsibility, counsel, evaluates and (as required) terminates all District employees.

**ARTICLE VI. TAHOE FOREST HOSPITAL**

Section 1. Establishment

The District owns and operates Tahoe Forest Hospital (TFH), which shall be primarily engaged in providing, including but not limited to, Emergency Services, Inpatient/Observation Care, Critical Care, Diagnostic Imaging Services, Laboratory Services, Surgical Services, Obstetrical Services and Long Term Care Services.

**ARTICLE VII. INCLINE VILLAGE COMMUNITY HOSPITAL**

Section 1. Establishment

The District owns and operates Incline Village Community Hospital (IVCH), which shall be primarily engaged in providing, including but not limited to, Emergency Services, Inpatient/Observation Care, Diagnostic Imaging Services, Laboratory Services, and Surgical Services to patients.

**ARTICLE VIII. MEDICAL STAFF**

Section 1. Nature of Medical Staff Membership.

Membership on the Medical Staff of Tahoe Forest Hospital District is a privilege which shall be extended only to professionally competent practitioners who continuously meet the qualifications, standards and requirements set forth herein and in the Bylaws of the Medical Staff.

## Section 2. Qualifications for Membership.

### A. Only physicians, dentists or podiatrists who:

1. Demonstrate and document their licensure, experience, education, training, current professional competence, good judgment, ethics, reputation and physical and mental health status so as to establish to the satisfaction of the Medical Staff and the Board of Directors that they are professionally qualified and that patients treated by them can reasonably expect to receive high quality medical care;
2. Demonstrate that they adhere to the ethics of their respective professions and that they are able to work cooperatively with others so as not to adversely affect patient care or District operations;
3. Provide verification of medical malpractice insurance coverage;
4. Establish that they are willing to participate in and properly discharge those responsibilities determined according to the Medical Staff Bylaws and shall be deemed to possess basic qualifications for membership on the Medical Staff. No practitioner shall be entitled to membership on the Medical Staff, assignment to a particular staff category, or be able to exercise particular clinical privileges solely by virtue of the fact that he/she is duly licensed to practice in California, Nevada, or any other state, or that he/she is a member of any particular professional organization, or is certified by any particular specialty board, or that he/she had or presently has, membership or privileges at this or another health care facility, or requires a hospital affiliation in order to participate on health plan provider panels, to obtain or maintain malpractice insurance coverage, or to pursue other personal or professional business interests unrelated to the treatment of patients at this facility and the furtherance of this facility's programs and services.

## Section 3. Organization and Bylaws.

The Bylaws, Rules and Regulations, and policies of the Medical Staff shall be subject to approval of the Board of Directors of the District, and amendments thereto shall be effective only upon approval of such amendments by the Board of Directors, which shall not be withheld unreasonably. Neither the Medical Staff nor the Board of Directors may unilaterally amend the Medical Staff Bylaws or Rules and Regulations. The Bylaws of the Medical Staff shall set forth the procedure by which eligibility for Medical Staff membership and establishment of clinical privileges shall be determined, including standards for qualification. Such Bylaws shall provide that the Medical Staff, or a committee or committees thereof, shall study the qualifications of all applicants and shall establish and delineate clinical privileges and shall submit to the Board of Directors recommendations thereon and shall provide for reappointment no less frequently than biennially. The Medical Staff shall also adopt Rules and Regulations or policies that provide associated details consistent with its Bylaws, as it deems necessary to implement more specifically the general principles established in the Bylaws.

#### Section 4. Appointment to Medical Staff

All appointments and reappointments to the Medical Staff shall be made by the Board of Directors as provided by the standards of the Healthcare Facility Accreditation Program. Final responsibility for appointment, reappointment, new clinical privileges, rejection or modification of any recommendation of the Medical Staff shall rest with the Board of Directors.

All applications for appointment and reappointment to the Medical Staff shall be processed by the Medical Staff in such manner as shall be provided by the Bylaws of the Medical Staff and, upon completion of processing by the Medical Staff, the Medical Staff shall make a report and recommendation regarding such application to the Board of Directors. This recommendation will also include the request by the practitioner for clinical privileges, and the Medical Staff's recommendation concerning these privileges.

Upon receipt of the report and recommendation of the Medical Staff, the Board of Directors adopt, reject or modify a favorable recommendation of the Medical Executive Committee, or shall refer the recommendation back to the Medical Executive Committee for further consideration, stating the reasons for the referral and setting a time limit within which the Medical Executive Committee shall respond.

If the Board of Directors is inclined to reject or modify a favorable recommendation, the Board shall refer the matter back to the Medical Executive Committee for further review and comments, which may include a second recommendation. The Executive Committee's response shall be considered by the Board before adopting a resolution.

If the Board's resolution constitutes grounds for a hearing under Article VII of the Medical Staff Bylaws, the Chief Executive Officer shall promptly inform the applicant, and he/she shall be entitled to the procedural rights as provided in that Article.

In the case of an adverse Medical Executive Committee recommendation or an adverse Board decision, the Board shall take final action in the matter only after the applicant has exhausted or has waived his/her procedural rights under the Medical Staff Bylaws. Action thus taken shall be the conclusive decision of the Board, except that the Board may defer final determination by referring the matter back for reconsideration. Any such referral shall state the reasons therefore, shall set a reasonable time limit within which a reply to the Board of Directors shall be made, and may include a directive that additional hearings be conducted to clarify issues which are in doubt. After receiving the new recommendation and any new evidence, the Board shall make a final decision.

**Conflict Resolution.** The Board of Directors shall give great weight to the actions and recommendations of the Medical Executive Committee and in no event shall act in an arbitrary and capricious manner.

The Governing Body may delegate decision-making authority to a committee of the Governing Body; however, any final decision of the Governing Body committee must be subject to ratification by the full Governing Body at its next regularly scheduled meeting.

#### Section 5. Staff Meetings: Medical Records

The Medical Staff shall be self-governing with respect to the professional work performed in the Hospital. The Medical Staff shall meet in accordance with the minimum requirements of the Healthcare Facility Accreditation Program. Accurate, legible and complete medical records shall be prepared and maintained for all patients and shall be the basis for review and analysis.

For purposes of this section, medical records include, but are not limited to, identification data, personal and family history, history of present illness, review of systems, physical examination, special examinations, professional or working diagnosis, treatment, gross and microscopic pathological findings, progress notes, final diagnosis, condition on discharge and other matters as the Medical Staff shall determine.

#### Section 6. Medical Quality Assurance

The Medical Staff shall, in cooperation with the administration of the District, establish a comprehensive and integrated quality assurance and risk control program for the District which shall assure identification of problems, assessment and prioritization of such problems, implementation of remedial actions and decisions with regard to such problems, monitoring of activities to assure desired results, and documentation of the undertaken activities. The Board of Directors shall require, on a quarterly basis, reports of the Medical Staff's and District's quality assurance activities.

#### Section 7. Hearings and Appeals

Appellate review of any action, decision or recommendation of the Medical Staff affecting the professional privileges of any member of, or applicant for membership on, the Medical Staff is available before the Board of Directors. This appellate review shall be conducted consistent with the requirements of Business and Professions Code Section 809.4 and in accordance with the procedures set forth in the Medical Staff Bylaws. Nothing in these Bylaws shall abrogate the obligation of the District and the Medical Staff to comply with the requirements of Business and Professions Code Sections 809 through 809.9, inclusive. Accordingly, discretion is granted to the Medical Staff and Board of Directors to create a hearing process which provides for the least burdensome level of formality in the process while still providing a fair review and to interpret the Medical Staff Bylaws in that light. The Medical Staff, Board of Directors, and their officers, committees and agents hereby constitute themselves as peer review bodies under the Federal Health Care Quality Improvement Act of 1986 and the California peer review hearing laws and claim all privileges and immunities afforded by the federal and state laws.

If adverse action as described in these provisions is taken or recommended, the practitioner must exhaust the remedies afforded by the Medical Staff Bylaws before resorting to legal action.

The rules relating to appeals to the Board of Directors as set forth in the Medical Staff Bylaws are as follows; capitalized terms have the meaning defined by the Medical Staff Bylaws:

#### A. Time For Appeal

Within ten (10) days after receipt of the decision of the Hearing Committee, either the Practitioner or the Medical Executive Committee may request an appellate review. A written request for such review shall be delivered to the Chief Executive Officer and the other party in the hearing. If a request for appellate review is not received by the Chief Executive Officer within such period, the decision of the Hearing Committee shall thereupon become final, except if modified or reversed by the Board of Directors.

It shall be the obligation of the party requesting appellate review to produce the record of the Hearing Committee's proceedings. If the record is not produced within a reasonable period, as determined by the Board of Directors or its authorized representative, appellate rights shall be deemed waived

In the event of a waiver of appellate rights by a Practitioner, if the Board of Directors is inclined to take action which is more adverse than that taken or recommended by the Medical Executive Committee, the Board of Directors must consult with the Medical Executive Committee before taking such action. If after such consultation the Board of Directors is still inclined to take such action, then the Practitioner shall be so notified. The notice shall include a brief summary of the reasons for the Board's contemplated action, including a reference to any factual findings in the Hearing Committee's Decision that support the action. The Practitioner shall be given ten (10) days from receipt of that notice within which to request appellate review, notwithstanding his or her earlier waiver of appellate rights. The grounds for appeal and the appellate procedure shall be as described below. However, even if the Practitioner declines to appeal any of the Hearing Committee's factual findings, he or she shall still be given an opportunity to argue, in person and in writing, that the contemplated action which is more adverse than that taken or recommended by the Medical Executive Committee is not reasonable and warranted. The action taken by the Board of Directors after following this procedure shall be the final action of the Hospital.

#### B. Grounds For Appeal

A written request for an appeal shall include an identification of the grounds of appeal, and a clear and concise statement of the facts in support of the appeal. The recognized grounds for appeal from a Hearing Committee decision are:

1. substantial noncompliance with the standards or procedures required by the Bylaws, or applicable law, which has created demonstrable prejudice; or



2. the factual findings of the Hearing Committee are not supported by substantial evidence based upon the hearing record or such additional information as may be permitted pursuant to this section; or

3. The Hearing Committee's failure to sustain an action or recommendation of the Medical Executive Committee that, based on the Hearing Committee's factual findings, was reasonable and warranted.

#### C. Time, Place and Notice

The appeal board shall, within thirty (30) days after receipt of a request for appellate review, schedule a review date and cause each side to be given notice of time, place and date of the appellate review. The appellate review shall not commence less than thirty (30) or more than sixty (60) days from the date of notice. The time for appellate review may be extended by the appeal board for good cause.

#### D. Appeal Board

The Board of Directors may sit as the appeal board, or it may delegate that function to an appeal board which shall be composed of not less than three (3) members of the Board of Directors. Knowledge of the matter involved shall not preclude any person from serving as a member of the appeal board so long as that person did not take part in a prior hearing on the action or recommendation being challenged. The appeal board may select an attorney to assist it in the proceeding, but that attorney shall not be entitled to vote with respect to the appeal.

#### E. Appeal Procedure

The proceedings by the appeal board shall be in the nature of an appellate review based upon the record of the proceedings before the Hearing Committee. However, the appeal board may accept additional oral or written evidence, subject to a foundational showing that such evidence could not have been made available to the Hearing Committee in the exercise of reasonable diligence, and subject to the same rights of cross-examination or confrontation that are provided at a hearing. The appeal board shall also have the discretion to remand the matter to the Hearing Committee for the taking of further evidence or for clarification or reconsideration of the Hearing Committee's decision. In such instances, the Hearing Committee shall report back to the appeal board, within such reasonable time limits as the appeal board imposes. Each party shall have the right to be represented by legal counsel before the appeal board, to present a written argument to the appeal board, to personally appear and make oral argument and respond to questions in accordance with the procedure established by the appeal board. After the arguments have been submitted, the appeal board shall conduct its deliberations outside the presence of the parties and their representatives.

#### F. Decision

Within thirty (30) days after the submission of arguments as provided above, the appeal board shall send a written recommendation to the Board of Directors. The appeal board may recommend, and the Board of Directors may decide, to affirm, reverse or modify the decision of the Hearing Committee. The decision of the Board shall constitute the final decision of the Hospital and shall become effective immediately upon notice to the parties. The parties shall be provided a copy of the appeal board's recommendation along with a copy of the Board of Director's final decision.

#### G. Right To One Hearing

No practitioner shall be entitled to more than one (1) evidentiary hearing and one (1) appellate review on any adverse action or recommendation.

#### H. Exception to Hearing Rights

##### 1. Exclusive Contracts

The hearing rights described in this Article shall not apply as a result of a decision to close or continue closure of a department or service pursuant to an exclusive contract or to transfer an exclusive contract, or as a result of action by the holder of such an exclusive contract.

##### 2. Validity of Bylaw, Rule, Regulation or Policy

No hearing provided for in this article shall be utilized to make determinations as to the merits or substantive validity of any Medical Staff bylaw, rule, regulation or policy. Where a Practitioner is adversely affected by the application of a Medical Staff bylaw, rule, regulation or policy, the Practitioner's sole remedy is to seek review of such bylaw, rule, regulation or policy initially by the Medical Executive Committee. The Medical Executive Committee may in its discretion consider the request according to such procedures as it deems appropriate. If the Practitioner is dissatisfied with the action of the Medical Executive Committee, the Practitioner may request review by the Board of Directors, which shall have discretion whether to conduct a review according to such procedures as it deems appropriate. The Board of Directors shall consult with the Medical Executive Committee before taking such action regarding the bylaw, rule, regulation or policy involved. This procedure must be utilized prior to any legal action.

##### 3. Department, Section or Service Formation or Elimination

A Medical Staff department, section, or service can be formed or eliminated only following a review and recommendation by the Medical Executive Committee regarding the appropriateness of the department, section, or service elimination or formation. The Board of Directors shall consider the recommendations of the Medical Executive Committee prior to making a final determination regarding the formation or elimination.

The Medical Staff Member(s) who's Privileges may be adversely affected by department, section, or service formation or elimination are not afforded hearing rights pursuant to Article VII.

### **ARTICLE IX. AUXILIARY**

The formation of Auxiliary organizations Bylaws shall be approved by the Board of Directors.

### **ARTICLE X. REVIEW AND AMENDMENT OF BYLAWS**

Section 1. At intervals of no more than two (2) years, the Board of Directors shall review these Bylaws in their entirety to ensure that they comply with all provisions of the Local Health Care District Law, that they continue to meet the needs of District Administration and Medical Staff, and that they serve to facilitate the efficient administration of the District.

These Bylaws may from time to time be amended by action of the Board of Directors. Amendments may be proposed at any Regular meeting of the Board of Directors by any member of the Board. Action on proposed amendments shall be taken at the next Regular meeting of the Board of Directors following the meeting at which such amendments are proposed.

### **ADOPTION OF BYLAWS**

Originally passed and adopted at a meeting of the Board of Directors of the TAHOE FOREST HOSPITAL DISTRICT, duly held on the 9th day of January, 1953 and most recently revised on the 30th day of November 2017.

### **REVISION HISTORY**

1975

Revised – March, 1977

Revised – October, 1978

Revised – April, 1979

Revised – March, 1982

Revised – May, 1983

Revised – February, 1985

Revised – July, 1988

Revised – March, 1990

Revised – November, 1992

Revised – February, 1993

Revised – May, 1994

Revised – April, 1996

Revised – September, 1996

Revised – April, 1998

Revised – September, 1998

Revised – March, 1999

Revised – July, 2000  
Revised – January, 2001  
Revised – November, 2002  
Revised – May, 2003  
Revised – July, 2003  
Revised – September, 2004  
Revised – March, 2005  
Revised – December, 2005  
Revised – October, 2006  
Revised – March, 2007  
Revised – April, 2008  
Revised – January, 2009  
Revised – September, 2010  
Revised – September, 2012  
Revised – November, 2014  
Revised – December, 2015  
Revised – November, 2017

## ABD-07 Conflict of Interest

### PURPOSE:

- A. To protect the interests of Tahoe Forest Hospital District (TFHD) when it is contemplating entering into a transaction or arrangement that has the potential for benefiting the private interests of a member of the Board of Directors ("Director"), committee member or other "Interested Person," as defined below.
- B. To educate and guide Directors and staff on the statutory Conflict of Interest policy which requires that public officials, whether elected or appointed, should perform their duties in an impartial manner, free from bias caused by their own financial interests or the financial interests of persons who have supported them, (Political Reform Act Cal. Gov. Code §§ 81000-81016 and Cal. Gov. Code §§1090-1098), and to supplement the multiple laws that govern conflicts of interest for public officials.
- C. To guide, assist and protect TFHD in determining whether a conflict exists under these laws and what required steps, if any, must be taken.
- D. To ensure that all individuals who, due to their position, can influence decisions affecting the business, operations, ethical, and/or competitive position of TFHD, perform their duties in an impartial manner free from any bias created by personal interests of any kind.
- E. To clarify the duties and obligations of public officials, in the context of potential conflicts of interest and to provide them with a method for disclosing and resolving potential conflicts of interest.
- F. To establish general principles for the management of conflicts of interest in order to protect against situations that could prevent a public official from acting in the best interest of the organization.

### DEFINITIONS:

A. **Conflict of Interest:** An Interested Person has a Conflict of Interest with respect to a governmental decision, contract, transaction, or arrangement in which the District is (or would be, if approved) a party if the person has, directly or indirectly, through a business, investment, family, or other relationship:

1. an ownership or investment interest in any entity involved in such contract, transaction, or arrangement.
2. a compensation arrangement with an individual or entity involved in such contract, transaction, or arrangement.
3. a potential ownership or investment interest in, or compensation arrangement with, an individual or entity with which the District is negotiating such contract, transaction, or arrangement.
4. a fiduciary position (e.g., member, officer, Director, committee member) with respect to an entity involved in such contract, transaction, or arrangement.
5. a non-economic affiliation or relationship, directly (or indirectly, through a third party) with an individual or entity with which the District is negotiating or maintains a contract, transaction, or arrangement such that the affiliation or relationship could render the Director-Interested Person incapable of making a decision with only the best interests of the District in mind.

A conflict of interest may exist when an obligation or situation resulting from an individual's personal activities or financial interest may adversely influence, or reasonably be perceived as influencing, the individual's judgment in the performance of duties to the District. For purposes of this policy, personal activities or financial interests include, but are not limited to, a business, commercial or financial interest, either of the Director or staff deriving from family or marital relationships, from friends, or from former, existing or prospective business associations.

B. **Interested Persons:** For purposes of applying this Policy to any contract, transaction, or arrangement involving TFHD, "Interested Person" shall mean any person in a position to exercise substantial influence over the District in the twelve month period ending on the date the proposed contract, transaction or arrangement is formally presented to the Board for approval. Interested Person includes, but is not limited to, Directors, any executive leader or manager, or members of a committee with board-delegated powers. The Board may also determine, based upon all the facts

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and circumstances (with the advice of legal counsel, if necessary) that a person other than an Interested Person shall be treated as an Interested Person with respect to a particular contract, transaction or arrangement.

#### POLICY:

- A. It is the policy of TFHD to comply with all laws, including all conflict of interest rules and regulations.
- B. Each person who is a Board Director, or all employees of TFHD shall exercise good faith and best efforts in the performance of his or her duties to TFHD and all entities affiliated with TFHD. In all dealings with and on behalf of TFHD or any affiliated entity, each such person shall be held to a strict rule of honest and fair dealing with TFHD and its affiliated entities, and no such person shall use his or her position, or knowledge gained thereby, in such a manner as to create a conflict, or the appearance of a conflict, between the interest of TFHD or any affiliated entity and the interest of such person. The appearance of a conflict of interest is present if a reasonable person would conclude there is a potential for the personal interests of an individual to clash with his/her fiduciary duties. It is the policy of TFHD to require that any individual subject to this Policy promptly and fully disclose a written description of the material facts of the actual, apparent, or potential Conflict of Interest to the Board of Directors. The disclosure requirement is an ongoing responsibility as conditions change. An oral statement reflected in the minutes of a meeting constitutes a written disclosure under this policy.
- C. TFHD will not make a governmental decision or engage in any contract, transaction, or arrangement involving a Conflict of Interest unless the disinterested members of the Board of Directors (acting at a duly constituted meeting thereof) (with the advice of legal counsel, if necessary) determine that appropriate safeguards to protect TFHD have been implemented, and if allowed by law, the disinterested members approve the governmental decision, contract, transaction, or arrangement by a majority vote of a quorum of the Board or consistently with a rule of necessity provided under the Political Reform Act or applicable law.
- D. No person who is a Director, Chief, or employee of TFHD shall accept any (material) compensation, gift, or other favor which could influence or appear to a reasonable person to influence such person's actions affecting TFHD or any affiliated entity.
- E. In compliance with the law, all Interested Persons and individuals occupying designated positions on TFHD's Conflict of Interest Code shall complete and file Statements of Economic Interest (Form 700) annually with TFHD. Disclosure is required as determined by the individual's Disclosure Category, which is listed in the Conflict of Interest Code.

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#### PROCEDURE:

##### A. Duty to Disclose.

- 1. An Interested Person has a continuing obligation to disclose (in the manner provided in this Policy) the existence and nature of any actual, apparent or potential conflict of interest he/she may have.
- 2. Whenever an Interested Person has a financial or personal interest, whether or not said matter is an actual, apparent or potential conflict of interest, in any matter coming before the Board of Directors, the affected person shall fully disclose the nature of the interest to the Board of Directors, and such disclosure shall be recorded in the minutes of the meeting, including enough of the material facts to adequately reflect the nature of the actual, apparent, or potential conflict of interest. The Statement of Disclosure may be oral or written.
  - a. **TFHD Board of Director as an Interested Person.** If the Interested Person is a member of the TFHD Board of Directors, the Director:
    - i. Must publicly announce at a duly scheduled TFHD public meeting the specific financial interest that is the source of the disqualification, and
    - ii. After announcing the financial interest, must leave the room during any discussion or deliberations on the matter in question, and may not participate in the decision or be counted for purposes of a quorum; as consent calendar items are not the subject of discussion or deliberation, a

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- Director need not leave the room as to such items unless they are pulled from the consent calendar for discussion;
- iii. In the case of a closed session, the Director still must publicly declare his or her conflict in general terms but may do so in a way that does not disclose closed session information;
- iv. A disqualified Director may not attend a closed session or obtain any confidential information from the closed session.
  - All of these restrictions are separate and apart from the Director's right to appear in the same manner as any other member of the general public before an agency in the course of its prescribed governmental function solely to represent himself or herself on a matter which is related to his or her personal interests provided that such participation is permitted under applicable rules of the Fair Political Practices Commission.
- b. **All Other Interested Persons.** All other Interested Persons, at the discretion of the Board of Directors, may be required to leave either the room or refrain from discussion during any discussion or deliberations on the matter in question or while the proposed governmental decision, contract, transaction or arrangement is discussed, and may not attend a closed session or obtain any confidential information from the closed session. The Interested Person shall leave the room while the matter is voted on and only disinterested Directors may vote to determine whether to approve the transaction or arrangement. No duty to leave the room shall apply to matters on the consent calendar which are not pulled from that calendar for discussion.
- 3. In determining whether and when to require an Interested Person to leave the room during discussion of the proposed governmental decision, contract, transaction or arrangement, the disinterested Directors shall balance the need to facilitate the discussion by having such person on hand to provide additional information with the need to preserve the independence of the Board's decision.

**B. Determining Whether a Conflict Exists.**

1. Generally, it is the legal responsibility of the Interest Person to comply with conflict of interest laws. However, when it has information that an Interest Person has an actual or potential conflict of interest with respect to one of its decisions and have not voluntarily abstained, the Board shall examine each transaction under its consideration in light of the relevant laws mandating impartiality and freedom from bias, and conduct an analysis of all the facts to determine if a conflict of interest exists which triggers a disqualification requirement.
2. At any time that an actual, apparent, or a potential Conflict of Interest is identified to the Board of Directors, whether through the voluntary submission of a Disclosure Statement, or by a disclosure by a person other than the subject Interested Person, the disinterested Board members shall review the matter and determine by majority vote whether a Conflict of Interest exists. While the Board may not have the power to bar an interested Boardmember from participating in a discussion due to its conclusion he or she has a disqualifying conflict of interest, it can instruct its Clerk not to record the vote of a Director the Board determines on the advice of legal counsel to be disqualified from voting on a matter.
3. The Board shall evaluate whether a conflict of interest exists under the multiple laws governing conflicts by first applying the four-step analysis promulgated by the Fair Political Practices Commission.
  - STEP 1:** Is it reasonably foreseeable that the decision will have an effect on a financial interest of a public official?
  - STEP 2:** If yes, is that effect material?
  - STEP 3:** Will the official make, participate in making, or use his or her official position to attempt to influence the decision?
  - STEP 4:** If the answers to steps 1 and 2 are both yes, is the effect on the public official's material financial interest the same as its effect on the interests of the public generally?
  - STEP 4:** If the effects are not the same on the public generally, will the public

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official be making, participating in the making of, or using their position to influence the making of the governmental decision that will cause those effects?

**If the answer to the first ~~three~~ two of these questions is "yes," the answer to the third question is "no," and ~~unless~~ the answer to the fourth question is also "yes," then the official may have a conflict of interest and be required to disqualify him/herself from all participation in that decision.**

4. If disqualification of the Interested Individual is not required as a result of this analysis, the Board shall further evaluate whether a conflict exists or has arisen out of matters other than a financial interest, e.g., friendship, blood relationship, or general sympathy for a particular viewpoint. The potential for a conflict arises when a Board Member (or committee member) has, directly or through a family member, a material personal interest in a proposed contract, transaction, arrangement, or affiliation to which TFHD may be a party.
5. To the extent that other Federal or State laws may impose more restrictive conflict-of-interest standards (including more extensive disclosures of actual or potential conflicts of interest), the Board of Directors, the District and any Interested ~~person~~ Person shall also comply with such additional standards.
6. The following is a non-exclusive list of the *types of questions* the Board may use as part of its efforts to determine whether an Interested Person's interest constitutes a conflict of interest:
  - a. With respect to an **ownership or investment interest**:
    - i. The dollar value of the interest;
    - ii. The dollar value of the interest as a percentage of ownership interest in the entity;
    - iii. The perceived importance of the transaction or arrangement to TFHD and to the entity, respectively;
    - iv. Whether the transaction or arrangement can reasonably be expected to have a materially favorable impact on the value of the ownership or investment interest;
    - v. The extent to which the ownership or investment interest might reasonably be expected to influence the entity in connection with its performance under the transaction or arrangement; and
    - vi. Other similar factors.
  - b. With respect to a **compensation arrangement**:
    - i. The dollar value of the arrangement;
    - ii. The nature of the underlying compensation arrangement.
  - c. With respect to **public office and campaign contributions**:
    - i. Whether a single official holds two public offices simultaneously;
    - ii. Whether jurisdiction overlaps;
    - iii. Whether there is a pending issuance of a license, permit or entitlement;
    - iv. Whether there is a receipt of contributions of more than \$250 from any affected person in the twelve months before the decision;
    - v. There is a receipt of gift(s);
    - vi. The date of contribution(s).
  - d. For **Vendors**:
    - i. The dollar value of the services;
    - ii. The dollar value of the goods or services relative to the overall volume of goods or services: (i) purchased by TFHD in general; (ii) purchased by TFHD for this particular good or service, i.e., legal services, etc.; or (iii) provided by the Interested Person or Interested Person's affiliated entity in general;
    - iii. The Interested Person's position within the vendor entity, i.e., owner, partner, or employee;
    - iv. The impact the business relationship with TFHD has on the Interested Person's compensation from or career advancement within this entity;
    - v. Whether the Interested Person provides the services directly, supervises the delivery of services, or has no connection to the delivery of services; and

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- vi. Where in the TFHD organizational hierarchy lays the decision to authorize the goods or services to be purchased from the Interested Person/vendor directly or indirectly.
- e. With respect to **non-financial interests**:
  - i. The materiality of the interest;
  - ii. The nature of the interest;
  - iii. The presence of specific factors that may prevent the Interested Person from acting in the best interests of TFHD in connection with the transaction or arrangement;
  - iv. With respect to multiple board memberships, the presence of specific factors indicating a potential whereby the Interested Person may subordinate his/her duty to TFHD to his/her duty to the other entity for which he serves as a board member; and
  - v. Other similar factors.
- 7. Common *examples of financial interests* which could potentially create a conflict of interest, include, but are not limited to the following:
  - a. An ownership or investment interest in a business involved in a contract, transaction or arrangement with TFHD;
  - b. A compensation arrangement with an individual or entity involved in a contract, transaction or arrangement with TFHD;
  - c. A potential ownership or investment in, or compensation arrangement with, an individual or entity with which the non-profit organization is negotiating a contract, transaction, or arrangement for services
- 8. Some *examples of non-financial interests* which could potentially create a conflict of interest, include, but are not limited to the following:
  - a. Director A serves on the board of a hospital, which is considering an expansion of its community ambulatory surgery centers, while simultaneously serving on the board of a local community college, which plans on establishing medical clinics to serve the needs of students, faculty, employees and those living in the area;
  - b. Foundation Director B simultaneously serves on the board of a Museum, both of which are considering the commencement of a capital campaign that will target the same community of potential donors;
  - c. The brother of Hospital Director A serves as the uncompensated chairman of the board of physician group, which is considering an affiliation with the hospital.

A finding of conflict of interest is not contingent on willful wrongdoing, or upon whether an individual's judgment has actually been affected. A conflict of interest may exist regardless of whether a monetary advantage has been or may have been given to an individual.
- 9. The Board may request additional information from all reasonable sources and may involve General Counsel in its deliberations.
- 10. Once all necessary information has been obtained, the Board shall make a finding by majority vote as to whether a conflict of interest indeed exists.

**C. Addressing the Conflict of Interest.**

- 1. Once the disinterested members of the Board of Directors have determined that an actual conflict of interest exists with respect to a particular transaction or arrangement:
  - a. The disinterested members of the Board of Directors shall exercise due diligence to determine whether TFHD could obtain a more advantageous contract, transaction or arrangement with reasonable efforts under the circumstances and, if appropriate, shall appoint a non-Interested Person or committee to investigate lawful alternatives to the proposed contract, transaction or arrangement.
  - b. In considering whether to enter into the proposed contract, transaction or arrangement, the Board of Directors may approve such a contract, transaction or arrangement by a majority vote only if the disinterested Directors determine that:
    - i. The proposed contract, transaction or arrangement is in TFHD's best interests and for TFHD's own benefit; and
    - ii. The proposed transaction is fair and reasonable to TFHD, taking into

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account, among other relevant factors, whether TFHD could obtain a more advantageous contract, transaction or arrangement with reasonable efforts under the circumstances.

**D. Violations of the Conflicts of Interest Policy.**

1. If the Board of Directors or committee has reason to believe that an Interested Person has failed to comply with the disclosure obligations of this Policy, the Board of Directors shall inform that person of the basis for its belief and provide that person an opportunity to address the alleged failure to disclose.
2. After hearing the response of such person and conducting such further investigation as may be warranted under the circumstances, the Board of Directors shall determine whether such person has, in fact, violated the disclosure requirements of this conflicts of interest policy.
3. If the Board determines that there has been a violation of the conflict of interest policy, the Board shall take appropriate disciplinary and corrective action, which may include removal from a Committee, if the Interested Person is a Board or committee member, or disciplinary action up to and including termination, if the Interested Person is an employee.
4. Board of Director violations of the conflict of interest policy may result in various consequences, such as citizen recall or criminal or civil sanctions or penalties imposed by the Fair Political Practices Commission (FPPC) for violations of the Political Reform Act.

**E. Records of Proceedings.**

The minutes of meetings of the Board of Directors and any committee with board delegated powers shall include:

1. the names of persons who disclosed or were otherwise found to have actual, apparent, or potential interests relevant to any matter under discussion at the meeting, a general statement as to the nature of such interest (e.g., employment arrangement, equity interest or board membership or officer position in another corporation), any action taken to determine whether a conflict of interest existed, and the board or committee's conclusion as to whether a conflict exists; and
2. the names of the persons (other than members of the general public) present for the discussions and votes relating to the transaction, or arrangement, a summary of the content of these discussions that contains the type of information regularly reported in board or committee minutes and identifies whether any alternatives were considered, and a record of any vote taken in connection therewith.

**F. Annual Statements**

1. Statement of Economic Interests (Form 700):
  - a. The Human Resources Department shall notify all designated positions of the requirements for completion of the Statement of Economic Interests. For more information, access the form and user instructions at [fppc.ca.gov](http://fppc.ca.gov).  
<http://fppc.ca.gov/index.php?id=755>
  - b. Each individual will complete the form as required and return to Administration or the Human Resources Department as requested;
  - c. All forms are maintained by Administration and/or the Human Resource Department as required by regulation.
2. Form 700 Filing Deadlines
  - a. Individuals required to complete and file Statements of Economic Interest (Form 700) must do so:
    - i. Within thirty (30) days after the effective date of the adoption of the Conflict of Interest Code;
    - ii. Within thirty (30) days after assuming a position requiring filing such Statement;
    - iii. Within thirty (30) days after leaving a position requiring filing of such Statement; and,
    - iv. Annually, no later than April 1st, each year in which the individual occupies a position requiring filing of such Statement.
  - b. In the event the Statement of Economic Interest is not filed when due, the FPPC may impose fines or other civil and criminal sanctions for non-compliance.
3. Conflict-of-Interest Policy Acknowledgement:

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Each person who is required to fill out a Form 700 shall review this Conflict of Interest Policy. Each of those individuals shall annually acknowledge that he/she:

- a. has received a copy of this Policy;
- b. has read and understands the Policy;
- c. agrees to comply with the Policy;
- d. understands that the Policy applies to members of committees and subcommittees;
- e. agrees to report to the Board any change to matters disclosed on the Form 700.

The Conflict-of-Interest Disclosure Questionnaire is an available resource.

4. Monitoring and Auditing

The Corporate Compliance Officer shall conduct or oversee periodic auditing and monitoring of:

- a. Timely filing of Form 700s and Conflict-of-Interest Policy Acknowledgement; and
- b. Submitted Statements of Economic Interests to determine if disclosures of actual, potential, or perceived conflicts of interest have been brought to the attention of the Board of Directors, and have been addressed, resolved, or removed.

Related Policies/Forms: [Conflict of Interest Code](#); [Statement of Economic Interests \(Form 700\)](#); Conflict-of-Interest Disclosure Questionnaire

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References: Political Reform Act (Cal Gov. Code, §§ 87100 et seq.)

The Brown Act (Cal Gov. Code, §§ 54950 et seq.)

~~The Bagley Keene Open Meeting Act (Cal Gov. Code §§ 11120 et seq.)~~

Public Reporting of Financial Interests Political Reform Act (Cal Gov. Code, §§ 87200-87313)

Financial Interests in Contracts (Cal Gov. Code, §§ 1090 et seq.)

Conflict of Interest Resulting from Campaign Contributions (Cal Gov. Code, § 84308)

Prohibitions Applicable to Specified Officers (Cal Gov. Code §§ 1090-1099)

[Local Health Care District Law Conflict of Interest Provisions \(Health & Saf. Code, §§ 32110–32111\)](#)

Receipt of Direct Monetary Gain or Loss (Cal Gov. Code, § 8920)

Transportation, Gifts or Discounts Cal. Const., art. XII, § 7

Incompatible Activities (Cal Gov. Code, §§ 1125 et seq.) (local officials); (Cal Gov. Code, § 19990) (state officials)

Former State Officials and Their Former Agencies Political Reform Act (Cal Gov. Code, §§ 87400-87405)

The Governance Institute

Policy Owner: Corporate Compliance Officer

Approved by: Chief Executive Officer

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# TAHOE FOREST HEALTH SYSTEM

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

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

### PURPOSE:

- A. To provide the framework within which the members of the Board of Directors of Tahoe Forest Hospital District will be guided in the execution of their fiduciary duties on behalf of the District.
- B. To help assure awareness by the members of the Board of Directors of their basic fiduciary duties under state law, and that the actions, decisions and conduct of the members of the Board of Directors of the District are at all times consistent with their duties and obligations.
- C. To assist the Board of Directors in the Board's exercise of oversight, by establishing confidentiality obligations of Board Members to protect and preserve the confidentiality of District information.
- D. To create an environment of open and honest communication, mutual respect and clearly defined responsibilities among Board Members, administration, all employees, physicians, affiliates, customers and the community we serve.
- E. To incorporate into the governance process the tenets of the Tahoe Forest Hospital District's Mission Statement:

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

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

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

### POLICY:

Members of the Board are expected to act in accordance with the highest standards of personal integrity, avoiding any conflict of interest, all the while maintaining the letter, as well as the spirit, of California's Open Meeting Law, with due deference to information of a privileged or confidential nature.

### PROCEDURE:

- A. **General Principals of Governance:**
  - 1. **The Directors' Role.** The Directors are those persons responsible for the policy-making and

oversight of the District; all District authority and affairs are to be managed by or under the direction of the Board of Directors. The Directors do not manage the day-to-day affairs of the District, but must exercise reasonable and prudent oversight with respect to District Chiefs, agents, and employees. In the performance of its duties, members of the Board of Directors may act in reliance on information and reports received from senior management as well as professional advisors and consultants whom the Board of Directors regard as reliable and competent with respect to the subject matter at issue.

2. **Governance Commitment.** The Board of Directors, on behalf of the beneficiaries of the mission of the District, will govern the District with a strategic perspective through a continuously improving commitment to the vision and values set forth in that mission.
3. **Core Fiduciary Duties.** The Board of Directors will effect its prescribed role and commitment in a manner consistent with all relevant law, and with the following core fiduciary duties:
  - a. **Duty of Care.** Each Director is obligated to exercise the proper level of care in the decision-making process, by acting (a) in "good faith" (i.e., in the absence of any personal benefit or self-dealing); (b) with that level of care that an ordinary prudent person would exercise in like circumstances (e.g., the obligations to be informed and to exercise reasonable inquiry); and (c) in a manner the Director reasonably believes is in the best interests of the District.
  - b. **Duty of Loyalty.** Each Director is obligated to exercise his/her obligations and powers in the best interests of the District and its mission, not in his/her own interest or in the interest of another entity or person. Each Director is obligated to affirmatively protect the interests of the District committed to his/her charge, and to refrain from doing anything that would work injury to the District, or to deprive it of profit or advantage which the Director's skill or ability might bring to it, or enable it to make in the reasonable and lawful exercise of its powers. Each Director is obligated to exercise an undivided and unselfish loyalty to the District and in doing so not to allow any conflict between duty and self-interest.
  - c. **Duty of Obedience.** Each Director is charged with the obligation to further the mission of the District as set forth in its Bylaws, to be faithful to its articulated purposes and goals, and to act in conformity with all laws affecting the District.

B. **Governing Style, Focus.** The Board will govern with an emphasis on outward vision rather than internal preoccupation; encouragement to express diversity in viewpoints; and a proactive style. The Board will exercise its governance obligations in a manner that emphasizes candor; transparency; fairness; good citizenship; a commitment to compliance; and dedication to the mission of the District. In so doing, the Board of Directors shall foster a governance culture stressing constructive scrutiny and an active, independent oversight role.

1. The Board, with educated leadership, shall direct and inspire the organization through careful establishment of broadly written policies. The Board's major policy focus will be on the intended long-term impacts of policy decisions on the organization, not on the administrative functions. Policies will be statements of organizational values incorporating the Five Foundations of Excellence:
  - Quality** – Provide excellence in clinical outcomes
  - Service** – Best place to be cared for
  - People** – Best place to work and practice
  - Finance** – Provide superior financial performance
  - Growth** – Meet the needs of the community
2. The Board will enforce upon itself whatever discipline is needed to govern with excellence. Self-

discipline will apply to matters such as attendance, preparation for meetings, respect of individual and organizational roles, and ensuring continuance of governance capability. Any hospital employee, physician, affiliate, customer or community member may approach the Chief Executive Officer or President of the Board to express concerns related to an individual Board Member's conduct as it relates to this policy without fear of reprisal.

C. **Board of Directors' Duties.** In addition to the core duties set forth above, and in accordance with standards of California State law applicable to the Directors of a public agency, including districts, the Directors collectively shall perform and fulfill the following acts and duties in view of the manner in which persons of ordinary prudence, diligence, discretion, and judgment would act in the management of their own affairs. The Directors shall:

1. Oversee the implementation of the District's policies and procedures and take all steps necessary to ensure that the District is being managed in a manner consistent with its mission, that its assets are being managed prudently and only for the District's stated purpose, and that those policies are administered so as to provide quality health care in a safe environment.
2. Establish, review, and monitor the implementation of substantive strategic policies affecting the administration of the District such as its healthcare and financial objectives and other major plans and actions.
3. Oversee and monitor the management of the District's finances as described in the Bylaws, periodically reviewing financial projections, establishing and implementing fiscal controls, and evaluating the performance of the District and the degree of achievement of Board-approved objectives and plans. Particular oversight shall be made with respect to the integrity and clarity of the District's financial statements and financial reporting.
4. Acting as prudent fiduciaries of an institution requiring a professional and managerial expertise, exercise reasonable care, skill, and caution in selecting the CEO; and in accordance with the Bylaws, establishing, the scope and terms of CEO's duties; periodically reviewing CEO's actions in order to monitor his/her performance and compliance with Board directives, and fix the compensation of, and where appropriate, hire or replace the CEO.
5. Review and approve significant District actions.
6. Advise management on significant financial, operational, and mission-based issues facing the District.
7. Set limits on the means with which the CEO and District staff operate by establishing principles of prudence and ethics, forming the parameters for all management and staff practices, activities, circumstances, and methods.
8. Monitor Board directives to the CEO and professional consultants retained by the Board to ensure implementation in accordance with such directives.
9. Hold the CEO accountable for ensuring compliance with applicable federal and state laws and regulations and court orders regarding the administration of the District, and for minimizing exposure to legal action.
10. Uphold and act in accordance with the provisions of the California Health and Safety Code §§32000 et seq, (the "Local Health Care District Law), under which the District was established, with Government Code §§54950 et seq. (the "Ralph M. Brown Act") regarding open meetings, and with any and all other laws and regulations relating thereto.
11. The Directors do not have day-to-day responsibility for the management of the District and shall not

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

12. **Chairperson's Role.** The Chairperson will be selected by the Board of Directors by majority vote. The Chairperson's primary role is the management of the Board's meetings and, secondarily, occasional representation of the Board to outside parties. The Chairperson is generally the Director authorized to speak for the Board (beyond simply reporting Board decisions). The job of the Chairperson is to ensure the Board behaves consistently with its own policies and rules.

#### D. **Board Composition, Commitment.**

1. **Structure.** The size, election, term and vacancy guidelines for the Board of Directors is defined in the Bylaws, and as prescribed by The Local Health Care District Law (CA Health & Safety Code Section 32100) and Vacancies of Public Officers (CA Govt Code Section 1780).
2. **Officers.** The officers of the District are members of the Board and are chosen as defined in the Bylaws, although the Secretary may be the CEO. An officer may resign at any time or be removed by the majority vote at any regular or special meeting of the Board of Directors. Reason for action shall be given to the Board members ten (10) days prior to that action.
3. **Director Removal.**
  - a. A Board member may be removed by recall vote as set forth in CA Elections Code Section 2700, or as provided in The Local Health Care District Law (CA Health & Safety Code Section 32100.2) regarding meeting absences (See Section 4.4.2 below).
  - b. In accordance with CA Govt Code Sections 3000-3001, a Director forfeits his/her office upon conviction of designated crimes as specified in the Constitution and laws of the State.
  - c. An accusation in writing against a Director for willful or corrupt misconduct in office, may be presented by the grand jury of the county in which the accused Director is selected or appointed. Prior to removal, the Director shall be entitled to due process in accordance with the provisions of CA Govt Sections 3060-3075. Removal shall occur only upon a conviction and court pronounced judgment.
4. **Expectations of Commitment.**
  - a. Directors of the District shall be expected to expend such amounts of time and energy in support of the oversight of the District's affairs as may be necessary for them to fully satisfy their fiduciary obligations as set forth above. Directors shall be entitled to maintain outside business and volunteer activities in a manner consistent with the District's policies on conflicts of interest and outside business opportunities.
  - b. Directors shall adhere to board and/or committee meeting attendance requirements. In accordance with The Local Health Care District Law, the term of any Director shall expire if he or she is absent from three consecutive regular meetings, or from three of any five consecutive meetings of the Board *and* the Board by resolution declares that a vacancy exists on the Board.
  - c. In the event a Board Member will be out of the area or unable to participate in a meeting, the Board Member is requested to provide notification to the Executive Assistant as described in the [Guidelines For the Conduct of Business By the TFHD Board of Directors](#).
5. **Director Orientation and Continuing Education.** Refer to [Orientation and Continuing Education](#) .

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

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

E. **Committee Principles.** Notwithstanding the basic obligations of the Directors as set forth in this Policy, it is an appropriate exercise of the Board's fiduciary duty to delegate responsibility for certain matters to committees designated by the Board of Directors for such purposes.

1. The Bylaws define and establish the Standing Committees, including composition, appointment term, and purpose, as well as the procedure for establishing Special Committees, formed to perform a specific or limited function.
2. A committee is a Board committee only if its existence and charge come from the Board, regardless of whether Directors sit on the committee. The only Board committees are those which are set forth in the bylaws of the District or as appointed by the President of the Board.
3. Board committees are to assist the Board of Directors in the performance of its duties, not to help the staff perform its duties. Committees ordinarily will assist the Board by preparing policy alternatives and implications for Board deliberation. Board committees are not to be created by the Board to advise staff.
4. Board committees may not speak or act for the Board except when formally given such authority by the Board in writing for specific and time-limited purposes. Expectations and authority will be carefully stated in order not to conflict with authority delegated to the CEO.
5. Board committees cannot exercise authority over staff. Because the CEO works for the full Board, he or she will not be required to obtain approval of a Board committee before taking an executive action. In keeping with the Board's broader focus, Board committees will not normally have direct dealings with current staff operations, although Board committees may include staff members.

F. **Board Operations.**

1. Refer to [Guidelines for the Conduct of Business by the TFHD Board of Directors](#).
2. **Agenda for Board Meetings.** It shall be the responsibility of the Chairman of the Board of Directors to set forth and distribute (and, to the extent practical, in advance) the agenda established for each meeting of the Board of Directors. The agenda shall set forth with sufficient clarity the topics and issues to be addressed at the meeting, those non-board members who will be in attendance, and specific action which may be requested to be taken by the Board of Directors.
3. **Board Materials.** It shall be the responsibility of senior executive management of the District to ensure distribution of all materials, information, and data relevant for consideration by the Board of Directors at its next meeting, with sufficient advance notice and with a degree of clarity as to enable each Director to be informed with respect to all items scheduled to come before the Board. In the event that a meeting of the Board of Directors is called in exigent circumstances (e.g., a special meeting), such as to preclude advance distribution, the President of the Board of Directors shall allot such time as necessary during the course of the meeting to the review and discuss all materials, information, and data.
4. **Disclose Matters.** Members of the Board of Directors shall recognize and fulfill an obligation to disclose to the Board of Directors information and analysis of which they become aware which relates to the decision-making and oversight functions of the Board. Similarly, members of the senior executive management of the District shall also recognize and fulfill an obligation to disclose, to a supervising officer, the general counsel or to the Board of Directors or Committee thereof, information and analysis relevant to the decision making and oversight functions of the Board.



5. **Media.** Board Members are expected to maintain positive media and public relations through professional responses with all contacts, the following procedure will be followed in Board Member communications with the public and media:
  - a. When a member of the Board of Directors is addressing any audience, either through community involvement or media contact, it is essential that the Board Member clarify whether they are speaking as an individual or a spokesperson for the entire Board of Directors and shall not speak for the Board unless the Board has specifically authorized them to do so in a meeting of the Board conducted consistently with the Ralph M. Brown Act..
  - b. Any media/community interaction addressed to the Board of Directors as a whole should be directed to the President of the Board of Directors or Chief Executive Officer and Director of Marketing/Media Relations.
  - c. If a member of the media approaches an individual member of the Board of Directors he or she is free to interact with the media, but the media contact also should be referred to the President of the Board of Directors or Chief Executive Officer and Director of Marketing/Media Relations. The Chief Executive Officer or their designee can address the media in reference to standing policies of the Board of Directors.
  - d. As a courtesy, the Chief Executive Officer or their designee in the Chief Executive Officer's absence, should be informed by Board Members of contact from, or discussion with, the media or members of the community on District issues.
  - e. All proactive media contact should be reviewed with the Chief Executive Officer and Director of Marketing/Media Relations prior to contact with the media.
6. **Complaints Addressed to the Board.** Written comments or complaints addressed to any or all members of the Board that are received by Board members or any Health System staff member must be forwarded *immediately* to the Clerk of the Board. The Clerk of the Board will deliver copies of complaints to the Health System Patient Advocate, the Risk Manager and each member of the Board of Directors in a timely manner. The Clerk of the Board will coordinate with the Chair of the Board an appropriate response. Complaints shall be addressed in accordance with the Health System Patient and Family Complaints/Grievances policy and procedure by either the Patient Advocate or the Risk Manager, as appropriate. Each member of the Board must be copied on complaint resolution correspondence to the complaining party.

G. **Board Powers and Authority.** The powers and authority of the Board are as defined in the Bylaws and the Local Health Care District Law (CA Health and Safety Code Sections 32121-32137)

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

1. The Board delegates professional and administrative responsibility to the Chief Executive Officer for overall management of the organization, its licensed facilities, and its personnel. The Board will instruct the Chief Executive Officer through written policies which prescribe the organizational goals to be achieved, and describe organizational situations and actions to be avoided, allowing the Chief Executive Officer to use any reasonable interpretation of these policies.
  - a. The Board will develop policies instructing the Chief Executive Officer to achieve certain results. These policies will be developed systematically from the broadest, most general level, to more defined levels.
  - b. As long as the Chief Executive Officer uses a reasonable interpretation of the Board's policies, the Chief Executive Officer is authorized to establish organizational policies, make decisions,

take actions, establish practices and develop activities. The Chief Executive Officer has responsibility for oversight of the established policies and procedures.

- c. The Chief Executive Officer shall be the principal or administrator responsible to fulfill State licensing and certification disclosure and reporting obligations for changes in dissolution and ownership, management, and medical staff leadership. (See Appendix A)
  - d. The Board may review and change the boundary between Board and Chief Executive Officer domains; and by doing so the Board changes the latitude of choice given to the Chief Executive Officer. But, as long as a particular delegation is in place, the Board will respect and support the Chief Executive Officer's choices.
2. To ensure that the Board's vision and goals are being carried out, and to identify discrepancies between policy and implementation, the Board will be provided all appropriate information by staff to ensure adequate implementation of Board policies and strategic plans. Such information can be utilized to promote the distinction between Board and staff roles. Simply, the Board expects full information, from which it develops policies, and based upon which staff will carry out the goals and policies of the Board.
- I. **Indemnification.** To the fullest extent permissible under California law, the District shall indemnify and provide a defense to its current and former Board members with respect to any civil action or proceeding brought against him or her on account of an act or omission in the scope of employment or other duties with the District, provided that the District need not provide a defense when it determines that the member acted or failed to act because of actual fraud or corruption.
- J. **Confidentiality.** District information includes, but is not limited to, protected health information, proprietary, trade secret, personal, privileged, closed session or otherwise sensitive data and information (collectively "Confidential Information").
1. Board Members shall be given access to Confidential Information for District purposes only and may not use or disclose Confidential Information for any purpose other than to conduct the business of the District in a manner consistent with its mission and corporate compliance plan.
  2. Board Members shall be responsible for maintaining privacy of health information as specified in the privacy provisions of the Health Insurance Portability and Accountability Act of 1996 (HIPAA), and any subsequent statutes, regulations, and amendments thereto.
  3. Board Members shall not disclose, share, copy, or transmit Confidential Information to those not authorized to receive it.
  4. At all times, Board Members shall protect the integrity, security, and confidentiality of Confidential Information which they may have access to or come into contact with which could be used in any reasonable way to negatively impact the District, its reputation, strategic position, or operations.
  5. Information shall not be considered Confidential Information if it:
    - a. is publicly known other than through acts or omissions attributable to the disclosing party;
    - b. as demonstrated by prior written records, is already known to the disclosing party at the time of the disclosure;
    - c. is disclosed in good faith to a recipient party by a third party other than a Director having a lawful right to do so;
    - d. is subject of written consent to the District authorizing disclosure; or
    - e. was independently developed by the disclosing party without reference to the District's

Confidential Information.

6. Any action by a Board Member in violation of this policy may subject such individual to criminal and civil liability.
7. Board Members should be referred to Legal Counsel of the District for any questions they may have with respect to the application of this Policy in general or whether a particular item is Confidential Information.
8. Each Board Member shall sign a Pledge of Confidentiality (Appendix B) as acknowledgement and confirmation of the obligations contained herein.

Related Policies/Forms: [Guidelines For the Conduct of Business By the TFHD Board of Directors ABD-12](#); [Board, Chief Executive Officer, & Employee Performance Evaluation ABD-01](#); [Board Compensation and Reimbursement ABD-03](#); [Orientation and Continuing Education ABD-19](#)

References: Governance Institute;

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

Local Health Care District Law (CA Health and Safety Code §§32121-32137); Ralph M. Brown Act (CA Govt Code §§54950 et seq); Resignations and Vacancies (CA Govt Code §§1750-1782); Removal From Office (CA Government §§3000-3075); Uniform District Election Law (CA Elections Code §§10500-10556); Recall of Local Officers (CA Elections Code §§11200-11227); Liability of Public Employees (CA Govt Code §§820-825.6)

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

Policy Owner: Clerk of the Board

Approved by: CEO

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

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

|                          | Type of Change                      | CALIFORNIA: Required Notifications/ Disclosures submitted to the California Department of Public Health (CDPH) Licensing and Certification local office  | NEVADA: Required Notifications/Disclosures submitted to the Nevada Division of Public Health Bureau of Health Care Quality and Compliance.  |
|--------------------------|-------------------------------------|--|---|
|                          | Change in Administrative Leadership | Notify CDPH in writing within ten (10) days of any change in the <i>principal officer</i> . Include the name and principal business address. ( <a href="#">Cal Code of Reg §70127</a> )  | Notify the Bureau in writing within ten (10) days a change of administrator occurs. ( <a href="#">NAC 449.0114(4)</a> ) (The notification must provide evidence that the new administrator is currently licensed pursuant to <a href="#">chapter 654</a> of NRS and the related regulations. For failure to notify the Health Division and submit an application for a new license within 10 days after the change, must pay to the Health Division a fee in an amount equal to 150 percent of the fee required for a new application.) |
| SKILLED NURSING FACILITY | Change in Administrative Leadership | <p><i>Report of Changes:</i></p> <ul style="list-style-type: none"> <li>a. Notify CDPH in writing of any changes in the information provided pursuant to Sections 1265 and 1267.5, Health and Safety Code, within 10 days of such changes. This notification shall include information and documentation regarding such changes.</li> <li>b. When a change of <i>administrator</i> occurs, notify CDPH in writing within 10 days. Include the name and license number of the new administrator.</li> <li>c. Notify CDPH within 10 days in writing of any change of the <i>mailing address</i>. Include the new mailing.</li> </ul> | N/A   |

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

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

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



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

All revision dates:

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

**Attachments:**

[B: Pledge of Confidentiality](#)

## Applicability

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Tahoe Forest Hospital District

COPY

Create better surveys faster. Upgrade to add users and get team collaboration tools. [View pricing »](#)

# Apr/May/June 2018 Meeting Evaluation

0

SUMMARY → DESIGN SURVEY → PREVIEW & SCORE → COLLECT RESPONSES → **ANALYZE RESULTS** → PRESENT RESULTS NEW!

CURRENT VIEW

RESPONDENTS: 5 of 5

SAVE AS

+ FILTER + COMPARE + SHOW

**QUESTION SUMMARIES**

DATA TRENDS

INDIVIDUAL RESPONSES

No rules applied

Rules allow you to FILTER, COMPARE and SHOW results to see trends and patterns.

Page 1

Learn more »

SAVED VIEWS (1)

EXPORTS

PAID FEATURE

Export your survey data in .PDF, .XLS, .CSV, .PPTX, or SPSS format.

UPGRADE

Learn more »

SHARED DATA

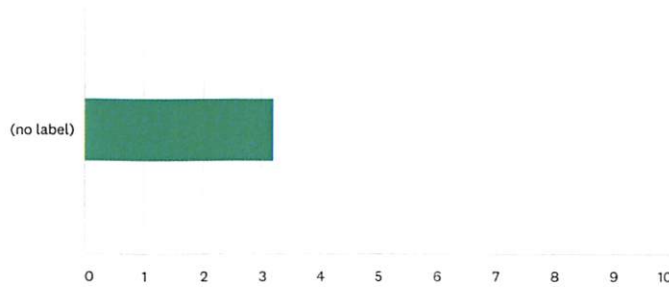
Q1

Customize

Save As

Overall, the meeting agendas were clear and included appropriate topics for board consideration.

Answered: 5 Skipped: 0



|            | EXCEEDED EXPECTATIONS | (NO LABEL) | MEETS EXPECTATIONS | (NO LABEL) | BELOW EXPECTATIONS | N/A   | TOTAL | WEIGHTED AVERAGE |
|------------|-----------------------|------------|--------------------|------------|--------------------|-------|-------|------------------|
| (no label) | 0.00%                 | 20.00%     | 80.00%             | 0.00%      | 0.00%              | 0.00% | 5     | 3.20             |
|            | 0                     | 1          | 4                  | 0          | 0                  | 0     |       |                  |

Comments (1)

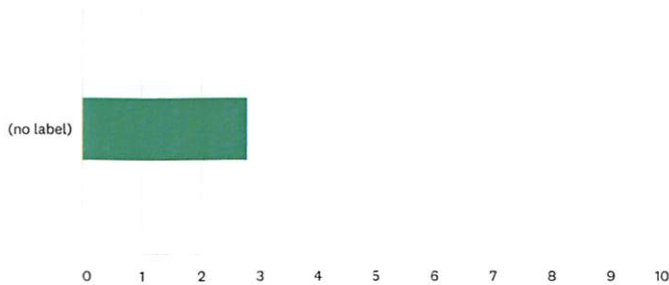
Q2

Customize

Save As

The board packet & handout materials were at a 'governance level' and an appropriate number of pages.

Answered: 5 Skipped: 0



|            | EXCEEDED EXPECTATIONS | (NO LABEL) | MEETS EXPECTATIONS | (NO LABEL) | BELOW EXPECTATIONS | N/A   | TOTAL | WEIGHTED AVERAGE |
|------------|-----------------------|------------|--------------------|------------|--------------------|-------|-------|------------------|
| (no label) | 0.00%                 | 0.00%      | 80.00%             | 20.00%     | 0.00%              | 0.00% | 5     | 2.80             |
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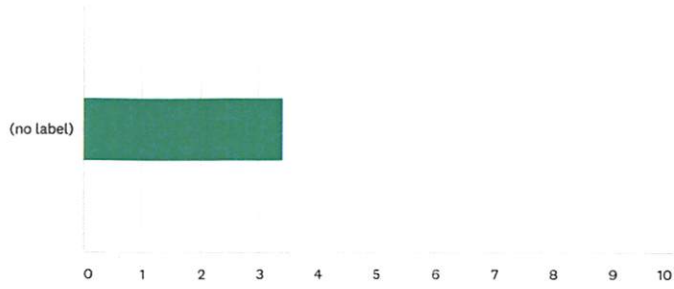
Comments (3)

Q3

Customize Save As

The board packet was distributed far enough in advance to allow sufficient time to review.

Answered: 5 Skipped: 0



|            | EXCEEDED EXPECTATIONS | (NO LABEL) | MEETS EXPECTATIONS | (NO LABEL) | BELOW EXPECTATIONS | N/A   | TOTAL | WEIGHTED AVERAGE |
|------------|-----------------------|------------|--------------------|------------|--------------------|-------|-------|------------------|
| (no label) | 0.00%                 | 40.00%     | 60.00%             | 0.00%      | 0.00%              | 0.00% | 5     | 3.40             |
|            | 0                     | 2          | 3                  | 0          | 0                  | 0     |       |                  |

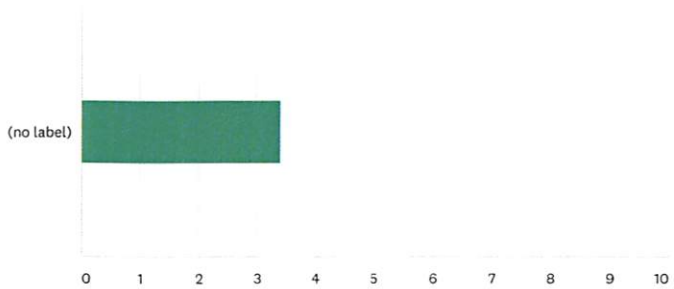
Comments (3)

Q4

Customize Save As

The board packet & handout materials were easy to access and review.

Answered: 5 Skipped: 0



|            | EXCEEDED EXPECTATIONS | (NO LABEL) | MEETS EXPECTATIONS | (NO LABEL) | BELOW EXPECTATIONS | N/A   | TOTAL | WEIGHTED AVERAGE |
|------------|-----------------------|------------|--------------------|------------|--------------------|-------|-------|------------------|
| (no label) | 0.00%                 | 40.00%     | 60.00%             | 0.00%      | 0.00%              | 0.00% | 5     | 3.40             |
|            | 0                     | 2          | 3                  | 0          | 0                  | 0     |       |                  |

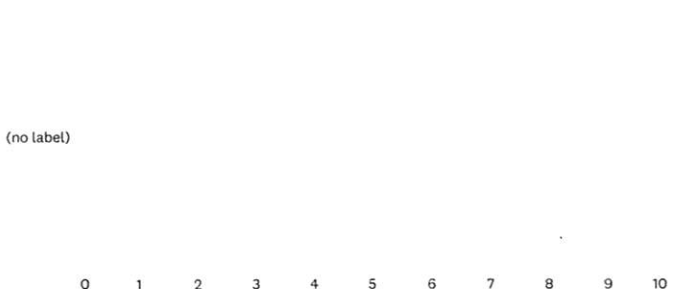
Comments (0)

Q5

Customize Save As

There was enough time to discussion at the meetings.

Answered: 5 Skipped: 0



|            | EXCEEDED EXPECTATIONS | (NO LABEL) | MEETS EXPECTATIONS | (NO LABEL) | BELOW EXPECTATIONS | N/A   | TOTAL | WEIGHTED AVERAGE |
|------------|-----------------------|------------|--------------------|------------|--------------------|-------|-------|------------------|
| (no label) | 0.00%                 | 20.00%     | 60.00%             | 20.00%     | 0.00%              | 0.00% | 5     | 3.00             |
|            | 0                     | 1          | 3                  | 1          | 0                  | 0     |       |                  |

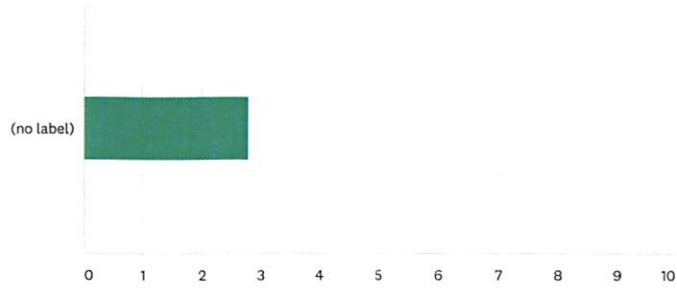
Comments (2)

Q6

Customize Save As

The meeting discussions were relevant and productive.

Answered: 5 Skipped: 0



|            | EXCEEDED EXPECTATIONS | (NO LABEL) | MEETS EXPECTATIONS | (NO LABEL) | BELOW EXPECTATIONS | N/A   | TOTAL | WEIGHTED AVERAGE |
|------------|-----------------------|------------|--------------------|------------|--------------------|-------|-------|------------------|
| (no label) | 0.00%                 | 0.00%      | 80.00%             | 20.00%     | 0.00%              | 0.00% | 5     | 2.80             |
|            | 0                     | 0          | 4                  | 1          | 0                  | 0     |       |                  |

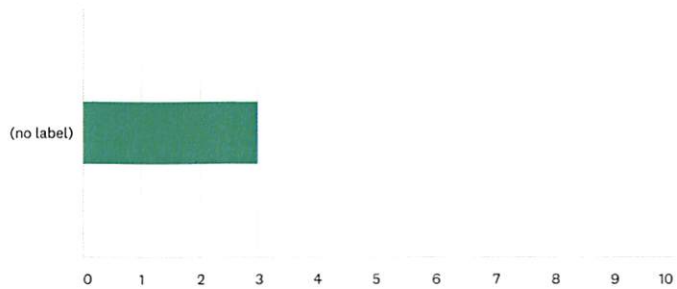
Comments (2)

Q7

Customize Save As

Board members were prepared and involved.

Answered: 5 Skipped: 0



|            | EXCEEDED EXPECTATIONS | (NO LABEL) | MEETS EXPECTATIONS | (NO LABEL) | BELOW EXPECTATIONS | N/A   | TOTAL | WEIGHTED AVERAGE |
|------------|-----------------------|------------|--------------------|------------|--------------------|-------|-------|------------------|
| (no label) | 0.00%                 | 0.00%      | 100.00%            | 0.00%      | 0.00%              | 0.00% | 5     | 3.00             |
|            | 0                     | 0          | 5                  | 0          | 0                  | 0     |       |                  |

Comments (0)

Q8

Customize Save As

Board focused on issues of quality, strategy and policy.

Answered: 5 Skipped: 0



|            | EXCEEDED EXPECTATIONS | (NO LABEL) | MEETS EXPECTATIONS | (NO LABEL) | BELOW EXPECTATIONS | N/A   | TOTAL | WEIGHTED AVERAGE |
|------------|-----------------------|------------|--------------------|------------|--------------------|-------|-------|------------------|
| (no label) | 0.00%                 | 20.00%     | 40.00%             | 40.00%     | 0.00%              | 0.00% | 5     | 2.80             |
|            | 0                     | 1          | 2                  | 2          | 0                  | 0     |       |                  |

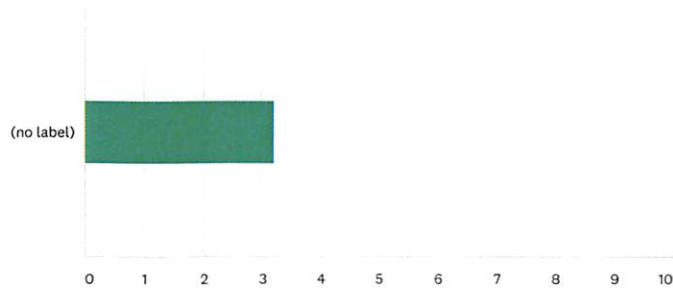
Comments (2)

### Q9

Customize Save As

Objectives for meetings were accomplished.

Answered: 5 Skipped: 0



|            | EXCEEDED EXPECTATIONS | (NO LABEL) | MEETS EXPECTATIONS | (NO LABEL) | BELOW EXPECTATIONS | N/A   | TOTAL | WEIGHTED AVERAGE |
|------------|-----------------------|------------|--------------------|------------|--------------------|-------|-------|------------------|
| (no label) | 0.00%                 | 20.00%     | 80.00%             | 0.00%      | 0.00%              | 0.00% | 5     | 3.20             |
|            | 0                     | 1          | 4                  | 0          | 0                  | 0     |       |                  |

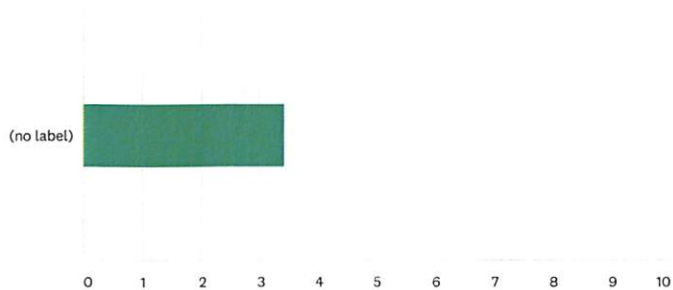
Comments (0)

### Q10

Customize Save As

Meetings ran on time.

Answered: 5 Skipped: 0



|            | EXCEEDED EXPECTATIONS | (NO LABEL) | MET EXPECTATIONS | (NO LABEL) | BELOW EXPECTATIONS | N/A   | TOTAL | WEIGHTED AVERAGE |
|------------|-----------------------|------------|------------------|------------|--------------------|-------|-------|------------------|
| (no label) | 20.00%                | 0.00%      | 80.00%           | 0.00%      | 0.00%              | 0.00% | 5     | 3.40             |
|            | 1                     | 0          | 4                | 0          | 0                  | 0     |       |                  |

Comments (2)



**Board Agenda Matrix**

| <b>Item</b>   | <b>Jan</b> | <b>Feb</b> | <b>Mar</b> | <b>Apr</b> | <b>May</b> | <b>Jun</b> | <b>Jul</b> | <b>Aug</b> | <b>Sep</b> | <b>Oct</b> | <b>Nov</b> | <b>Dec</b> |
|---|------------|------------|------------|------------|------------|------------|------------|------------|------------|------------|------------|------------|
| Decide on CEO Incentive Comp for next fiscal year (to be done prior to 7/1) |            |            |            |            | X          | X          |            |            |            |            |            |            |
| Mountain Housing Council quarterly update (Ted)                             | X          |            |            |            | X          |            |            | X          |            |            | X          |            |
| PRIME update (2x/year)  |            |            |            |            |            | X          |            |            |            |            |            | X          |
| ECC Facility Assessment   |            |            |            |            |            |            | X          |            |            |            |            |            |
| Update on Risk Management and Insurances (annual)                           |            |            |            |            |            |            |            |            |            |            |            |            |
| Wellness Neighborhood update (annual)                                       |            |            |            |            |            | X          |            |            |            |            |            |            |
| Foundation Update (annual)  |            |            |            |            |            |            |            |            |            |            | X          |            |
| Review Succession Plan with CEO   |            |            |            |            |            |            |            |            |            |            | X          |            |
| CEO Annual Performance Evaluation/Review CEO Employment Agreement           |            |            |            |            |            |            |            |            |            |            | X          |            |
| Decide CEO Incentive Comp for past fiscal year (after audit)                |            |            |            |            |            |            |            |            |            |            | X          |            |
| Board Self-Assessment   |            |            |            |            |            |            |            |            |            |            |            | X          |
| Recital of what board has done over the past year                           |            |            |            |            |            |            |            |            |            |            |            | X          |
| Master Plan/Construction update (quarterly)                                 | X          |            |            | X          |            |            | X          |            |            | X          |            |            |
| Annual Plan   |            |            |            |            |            |            |            |            |            | X          |            |            |

**Committee Related Items**

|                                  |   |  |  |  |  |  |  |   |  |  |  |  |
|----------------------------------|---|--|--|--|--|--|--|---|--|--|--|--|
| Retirement Plan Committee Update | X |  |  |  |  |  |  | X |  |  |  |  |
|----------------------------------|---|--|--|--|--|--|--|---|--|--|--|--|

**Executive Compensation**

|   |  |  |  |   |  |  |  |  |  |  |  |  |
|---|--|--|--|---|--|--|--|--|--|--|--|--|
| Executive Comp Committee to develop next fiscal year CEO Incentive Comp |  |  |  | X |  |  |  |  |  |  |  |  |
|---|--|--|--|---|--|--|--|--|--|--|--|--|

**Finance**

|  |  |  |  |  |  |  |  |  |  |  |  |  |
|--|--|--|--|--|--|--|--|--|--|--|--|--|
| Supplemental report on Professional Fees (quarterly) |  |  |  |  |  |  |  |  |  |  |  |  |
|--|--|--|--|--|--|--|--|--|--|--|--|--|

**Governance**

|  |  |  |   |  |  |   |  |  |   |  |  |   |
|--|--|--|---|--|--|---|--|--|---|--|--|---|
| Quarterly Board Meeting evaluations                        |  |  | X |  |  | X |  |  | X |  |  | X |
| Check in with committees to meet on topics for the retreat |  |  |   |  |  |   |  |  | X |  |  |   |

**Quality**

|                                       |   |   |   |  |   |  |  |   |  |   |   |  |
|---------------------------------------|---|---|---|--|---|--|--|---|--|---|---|--|
| Complaint Summary Report              | X |   |   |  |   |  |  | X |  |   |   |  |
| Risk Summary Report (Annual)          |   | X |   |  |   |  |  |   |  |   |   |  |
| QA/PI Plan approval (Open Session)    |   | X |   |  |   |  |  |   |  |   |   |  |
| Board Quality Report                  |   |   |   |  |   |  |  |   |  |   |   |  |
| Service Excellence Report             |   | X |   |  | X |  |  | X |  |   | X |  |
| Infection Control Plan (Open Session) |   |   | X |  |   |  |  |   |  |   |   |  |
| Cancer Center Quality Report          |   |   |   |  |   |  |  |   |  | X |   |  |

## AGENDA ITEM COVER SHEET

|  |  |
|--|--|
| <b>ITEM</b>  |  |
| <b>RESPONSIBLE PARTY</b>   |  |
| <b>ACTION REQUESTED?</b>   | <i>For Board Action or For Information Only?</i> |
| <b>BACKGROUND:</b>   |  |
| <b>SUMMARY/OBJECTIVES:</b>   |  |
| <p><b>SUGGESTED DISCUSSION POINTS:</b></p> <p><i>Is there something the board should consider?</i></p><br><p><i>What should the board discuss about this presentation?</i></p> |  |
| <p><b>SUGGESTED MOTION/ALTERNATIVES:</b></p> <p><i>If for Board Action, write suggested motion. If it is For Information Only, then type "Not applicable."</i></p>             |  |
| <p><b>LIST OF ATTACHMENTS:</b></p> <ul style="list-style-type: none"> <li>•</li> </ul>   |  |



# Title of Presentation

---

Date

Name

Title



# State the Ask

---

Identify what it is wanted from the board - this could include a request to take action or receive information on a relevant strategic issue.



# Background

---

Provide background on the topic— where we are now, where we want to end up, how we are going to get there, and why it matters.



# Key Supporting Points 1

---

- Provide 2-3 key supporting points using data, stories, visuals.



# Key Supporting Points 2

---

- Provide 2-3 key supporting points using data, stories, visuals.



# Key Supporting Points 3

---

- Provide 2-3 key supporting points using data, stories, visuals.



# Final Slide

---

Restate the “ASK” (include the motion if one is being brought forward)

- Provide 2-3 strategic level questions to frame the subsequent board discussion





# Title of Presentation

Date  
Name  
Title



# State the Ask

Identify what it is wanted from the board - this could include a request to take action or receive information on a relevant strategic issue.

# Background

Provide background on the topic– where we are now, where we want to end up, how we are going to get there, and why it matters.

# Key Supporting Points 1

- Provide 2-3 key supporting points using data, stories, visuals

# Key Supporting Points 2

- Provide 2-3 key supporting points using data, stories, visuals

# Key Supporting Points 3

- Provide 2-3 key supporting points using data, stories, visuals



# Final Slide

Restate the “ASK” (include the motion if one is being brought forward)

- Provide 2-3 strategic level questions to frame the subsequent board discussion

# Title of Presentation

Subtitle





# State the Ask

Identify what it is wanted from the board - this could include a request to take action or receive information on a relevant strategic issue





# Background

Provide background on the topic– where we are now, where we want to end up, how we are going to get there, and why it matters.



# Key Supporting Points 1

- › Provide 2-3 key supporting points using data, stories, visuals.



## Key Supporting Points 2

- › Provide 2-3 key supporting points using data, stories, visuals.



## Key Supporting Points 3

- › Provide 2-3 key supporting points using data, stories, visuals.



# Final Slide

Restate the “ASK” (include the motion if one is being brought forward)

- › Provide 2-3 strategic level questions to frame the subsequent board discussion