2017-09-18 Board Governance Committee

Monday, September 18, 2017 at 1:00 p.m.

Tahoe Conference Room - Tahoe Forest Hospital

10054 Pine Avenue, Truckee, CA 96161
AGENDA

5. APPROVAL OF MINUTES

6. ITEMS FOR COMMITTEE DISCUSSION AND/OR RECOMMENDATION
   6.1. Policy Review
       6.1.1. Board of Directors Bylaws DRAFT v3 2017_0911 (combined legal edits).pdf
   6.2. Board Self-Assessment Discussion
       No related materials.

ITEMS 7 - 10: See Agenda
GOVERNANCE COMMITTEE
AGENDA
Monday, September 18, 2017 at 1:00 p.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: 06/14/2017

6. ITEMS FOR COMMITTEE DISCUSSION AND/OR RECOMMENDATION
6.1. Policy Review
6.1.1. Board of Director Bylaws .......................................................... ATTACHMENT Governance Committee will review proposed revisions to Board of Directors bylaws.

6.2. Board Self-Assessment Discussion
Governance Committee will discuss the board self-assessment tool and a potential date to administer the assessment.

7. CLOSED SESSION
7.1. Approval of Closed Session Minutes: 06/14/2017

8. REVIEW FOLLOW UP ITEMS / BOARD MEETING RECOMMENDATIONS

9. NEXT MEETING DATE

10. ADJOURN

*Denotes material (or a portion thereof) may be distributed later.

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

Equal Opportunity Employer. The 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.
1. **CALL TO ORDER**  
Meeting was called to order at 3:01 p.m.

2. **ROLL CALL**  
Board: Randy Hill, Chair; Chuck Zipkin, M.D., Board Member

Staff: Harry Weis, Chief Executive Officer; Ted Owens, Executive Director of Governance and Business Development; Matt Mushet, In-House Counsel; Gayle McAmis, Tahoe Forest Healthcare Services Director of Finance; Carl Blumberg, Risk and Patient Safety Manager; Martina Rochefort, Clerk of the Board

Other: David Ruderman, Assistant General Counsel (via phone); Jim Hook, The Fox Group (via phone)

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.

Open Session recessed at 3:02 p.m.

5. **CLOSED SESSION**  
Discussion was held on privileged items.

Open Session reconvened at 3:08 p.m.

6. **ITEMS FOR COMMITTEE DISCUSSION AND/OR RECOMMENDATION**  
General Counsel noted item 5.1. Closed Session minutes were approved and there was no reportable action on item 5.2.

6.1. **Policy Review**  
6.1.1. **ABD-21 Physician and Professional Service Agreements Policy**  
Governance Committee reviewed revisions to ABD-21 Physician and Professional Service Agreements Policy.

Executive Director of Governance and Business Development highlighted a few major changes to the policy.

CEO signing authority was increased. Previously, there had been no increase since before 1990.
Committee discussed section 1.3.2. This section would give authority for CEO to sign any agreement less than $400,000 as long as the funds have been budgeted for.

Committee reviewed section 1.4. Urgent Services.

Director Zipkin commented he does not mind the word “urgent” but would like “feasible” clarified. Counsel advised the wording be changed to “if quorum cannot be assembled”.

Section 1.3.1.1. noted a provider signed copy of the agreement will be presented to the board.

There is a limit in the budget that cannot be exceeded.

_Crystal Betts, Chief Financial Officer_ joined the meeting at 3:30 p.m.

Discussion was held about whether “Allied” Health Professional should be added to Section 5. General Counsel stated it should not be limited to Allied Health Professionals and suggested it be labeled “non physician” health professional service agreements.

General Counsel clarified section 1.4. Urgent Services to be sure the committee understood the CEO can sign a contract over $400,000 in an urgent situation.

**Director Zipkin moved to send the policy as presented to the full board meeting.**

_David Ruderman and Jim Hook_ departed the meeting at 3:41 p.m.
_Dayle McAmis_ departed the meeting at 3:42 p.m.

### 6.2. Board Committee Structure Discussion

Governance Committee discussed the current and proposed board committee structure.

Discussion was held about the finance committee structure.

Director Hill felt finance committee could meet less often and a monthly meeting is not needed. CFO noted the financial material could be covered in quarterly presentations.

CFO commented that every organization she has worked for has had a finance committee.

Finance Committee reporting is generally a retrospective view, a report out of what already happened. Committee meetings are important for major projects such as a bond refinancing.

CFO would be uncomfortable eliminating the finance committee completely but it does not necessarily have to meet every month.

Director Zipkin asked if any of certifications or accreditations require finance committee to meet monthly. CEO does not believe it is requirement. CFO added the auditors request past minutes.
Director Hill stated Governance Committee should make a recommendation to the board. CEO agreed and said this is the work of the Governance Committee. It is appropriate to have Governance Committee work on Governance related policies.

Governance Committee makes the following recommendation on the committee structure:

**Finance Committee**
Meeting frequency: At a minimum meet on an annual basis (meeting with auditors). Remainder of meeting schedule to be determined between Committee Chair and CFO.
Other: Recommend normal financial package to go to the board monthly. Anything that needs discussion will go on as a discussion item. CFO to provide a quarterly presentation to full board.

**Governance Committee**
Meeting frequency: Meet as needed.
Responsibilities: Governance policy review and bylaws refresh as needed.

**Personnel Committee**
Meeting frequency: Meets once a year and then meet as needed.
Responsibilities: Chief Executive Officer Relations (Recruitment & selection, review and approval of succession plan, review and approval of incentive expectations for the CEO, review of CEO’s compensation package) and Foundation of Excellence – People – Best Place to work and practice (review employee and physician satisfaction survey results, targets and improvement plans).
Other: Recommend Retirement Subcommittee become an administrative committee.
(Subcommittee does not have to have board member on it. CFO suggested retirement policy director have a direct line to board.)

**Quality Committee**
CEO stated an accrediting body will look at what the quality committee is doing and how the board is involved.

Committee directed Quality Department to not present at the committee meeting if it were going to be presented at full board.

No recommended changes on Quality Committee at this time. Committee is currently discussing combining with Medical Staff Quality Committee.

**Community Benefit Committee**
Meeting frequency: Meet as needed by CNO

Staff was directed to begin a refresh of the bylaws.

7. **APPROVAL OF MINUTES OF:** 09/14/2016, 02/15/2017
Director Zipkin moved approval of the Governance Committee meeting minutes of September
14, 2016 and February 15, 2017, seconded by Director Hill.

8. **REVIEW FOLLOW UP ITEMS / BOARD MEETING RECOMMENDATIONS**
   None.

9. **NEXT MEETING DATE**
   The Governance Committee will meet as needed.

10. **ADJOURN**
    Meeting adjourned at 4:25 p.m.
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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, and 32128 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".

Section 3. Purpose and Operating Policies.

A. Purpose.

Tahoe Forest Hospital District will strive is committed to be the best mountain community-health-care system in our the nation. All members of our team, working together, will ensure that the services we provide are satisfying, effective, efficient and of the highest quality, with access for all. We exist to make a difference in the health of our communities through excellence and compassion in all we do. We will strive each day to exceed patient, community, physician and employee expectations.

B. Operating Policies.

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

1. 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; ancestry; color; disability; gender, gender identity, or
gender expression; marital status; medical condition; national origin; political affiliation; race; religion; sexual orientation; veteran status/military service; genetic information.

2. 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.

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

4. The Board shall provide a means for effective consumer participation and involvement in planning the future course of the District. Planning shall be accomplished in conjunction with other community resources, and will be coordinated with other service providers, when appropriate.

5. Improvement of the health status of the area will be the primary emphasis of services offered by the District. This will be accomplished through programs of inpatient and outpatient care, as well as outreach services in the areas of health education and prevention.

4. 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 I. 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 continuing directionoversight 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 District region and the responsibilities that the District should assume in helping to meet them.

B. Programs and Services.
1. **Approves Reviews** long and short range plans for the development of programs and services to be provided by the District. Takes action on recommendations of the Planning Committee and Chief Executive Officer or designee.

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

3. Approves **board policies and other policies brought forth by the Chief Executive Officer** which govern programs and services.

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. Adopts the plan of organization of the District, including plans of organization of the Board of Directors, Administration and Medical Staff.

2. Elects officers of the District in accordance with provisions of the Bylaws.

3. Confirms the appointment of both Directors and others to committees of the Board.

4. Selects and appoints the Chief Executive Officer.

5. 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 ultimate responsibility for the financial soundness and success of the District.

2. Assumes ultimate 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 government of said Medical Staff, as provided in ARTICLE IX of these Bylaws.

C. Auxiliary.

The Board of Directors may authorize the formation of service organizations from time to time as needed ("Auxiliary") to be known as "The Tahoe Forest Hospital Auxiliary" and "The North Lake Tahoe Community Health Care Auxiliary", the Bylaws of which shall be approved by the Board of Directors.

D. Other Adjuncts.

The Board of Directors may authorize the formation of other adjunct 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 adjunct 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 of the adjunct 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 to the Grievance Committee.

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 lying 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.
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 thereof to the Board of Directors without voting power, however, 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 during their absence of the Chief of Staff.

Section 8. Director Compensation and Reimbursement Of Expenses.

The Board of Directors shall serve without compensation, except that the Board of Directors, by a resolution adopted by a majority vote of the members of the Board, may authorize the payment of not to exceed more than one hundred dollars ($100.00) per meeting, and not to exceed more than five (5) meetings five hundred dollars ($500.00) a-per month total, as compensation to each member of the Board of Directors.

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.


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, and a Clerk.

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 two 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.

E. Clerk. The Chief Executive Officer or his designee shall be appointed the Clerk of the Board of Directors, and shall perform the functions of the Secretary in case of the Secretary's absence or inability to act.
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 may from time to time be created by resolution duly adopted by the Board of Directors. The President shall appoint the members of these committees and the Chair thereof, subject to the approval of the Board by majority of quorum. 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. The initial Standing Committees will consist of the following:

A. Joint Conference Committee.

1. The Joint Conference Committee (JCC) shall consist of the Chief of Staff, the Vice Chief of Staff, the Chief Executive Officer, and the President of the Board of Directors and one other member of the Board appointed by the President. The Chair shall alternate at the beginning of the Medical Staff year between a Medical Staff JCC member selected by the Chief of Staff and a Board of Directors JCC member selected by the President of the Board of Directors.

2. The Committee shall meet as needed.

3. The JCC shall review policy relating to the performance of the Medical Staff and shall serve as a forum for discussion of mutual concerns of the Board of Directors, the Chief Executive Officer and his/her management staff, and the Medical Staff.

4. The JCC shall constitute a forum for the discussion of matters of District and Medical Staff policy, practice and planning, and a forum for interaction between the Board of Directors and the Medical Staff on such matters as may be referred by the Executive Committee or the Board of Directors. The JCC shall exercise other responsibilities set forth in these Bylaws.
B. Finance Committee.

1. The Committee shall be comprised of two (2) Board Members. The Board Treasurer shall serve as Chairperson of the Committee, and the second Committee member shall be appointed by the Board President.

2. The Committee shall meet as needed at least once annually. A report will be made to the Board of Directors quarterly, or otherwise as requested.

3. The Committee shall have the following responsibilities pursuant to the policies of the Board of Directors:

   a. Development Review of District operating, cash and capital budgets for approval by the Board of Directors.

   b. Monitoring of District budget performance and financial management.

   c. Review of capital purchase recommendations before presentation to the Board of Directors.

   d. Review and comment on monthly financial statements and expenditure reports.

   e. Oversight of annual independent audit and supervision of any necessary corrective measures.

   f. Supervision Oversight of the investment of District funds.

   g. Special projects, as required in the area of financial management, or as directed by the Board of Directors.

   h. Oversight Review of budget and expenditures for facility projects.

C. Governance Committee

1. The Committee shall be comprised of two (2) Board Members appointed by the Board President.

2. The Committee shall meet as needed.

3. The Committee shall have the following responsibilities pursuant to the policies of the Board of Directors:

   a. Provide oversight of the Compliance program efforts to achieve regulatory compliance by reviewing its activities, quality and effectiveness, and to monitor that management appropriately addresses compliance recommendations;

   b. Conduct at least a periodic biannual review of these Bylaws and Board policies.
c. Submit recommendations to the Board of Directors for changes in these documents as necessary and desirable.

d. **Draft Direct** creation of new Board policies and procedures as necessary or as directed by the Board of Directors for recommendation to the Board.

e. Advance best practices in board governance.

f. Conduct the annual board self-assessment and board goal setting process.

D. **Personnel Committee**

1. The Committee shall be comprised of two (2) Board Members appointed by the Board President.

2. The Committee shall meet at least once annually and then on an as needed basis.

3. The Committee shall have the following responsibilities pursuant to the policies of the Board of Directors:

   a. Chief Executive Officer Relations

      1. Employment Agreement

      2. Performance Evaluation

      3. Incentive Compensation Program

   b. Chief Executive Officer/Board of Directors Liaison

4. Memorandum of Understanding with District bargaining units

E. **Retirement Plan Committee**

1. The Committee is a sub-committee of the Personnel Committee.

2. The Committee shall comprise the two (2) Board Members of the Personnel Committee appointed by the Board President, Chief Executive Officer, CFO, and Chief Human Resources Officer.

3. The Committee shall meet as needed.

4. The Committee shall have the following responsibilities:

   a. Establish and administer the District’s Investment Policy Statement.

   b. Provide administrative oversight for the Tahoe Forest Hospital District Money
Purchase Pension Plan and the Tahoe Forest Hospital District Deferred Compensation Plan.

G. Quality Committee

1. The Committee membership shall be comprised of a minimum of two members of the Board of Directors as appointed by the Board President and two (2) members of the Tahoe Forest Hospital Medical Staff as appointed by the Medical Executive Committee. (Recommend Chief of Staff or designee and Chairperson of the Quality Assessment and Improvement Committee)

2. The Committee shall meet a minimum of four (4) times per calendar year.

3. The Committee is accountable to the Board of Directors for the following:
   a. Provide oversight for the organization-wide Quality Assessment and Performance Improvement Plan;
   b. Set expectations of quality care, patient safety, environmental safety, and performance improvement throughout the organization;
   c. Ensure the provision of organization-wide quality of care, treatment, and service provided and prioritization of performance improvement throughout the organization;
   d. Monitor the improvement of care, treatment, and services to ensure that it is safe, beneficial, patient-centered, customer-focused, timely, efficient, and equitable;
   e. Oversee and be accountable for the organization’s participation and performance in national quality measurement efforts, accreditation programs, and subsequent quality improvement activities;
   f. Ensure the development and implementation of ongoing education focusing on service excellence, performance improvement, risk-reduction/safety enhancement, and healthcare outcomes.

H. Community Benefit Committee

1. The Committee shall be comprised of two (2) Board Members.

2. The Committee shall meet at least 4 times a year and additionally as needed.

3. The Committee shall have the following responsibilities pursuant to the policies of the Board of Directors:
   a. Ensure Health System strategic planning and stated goals include community and population health initiatives to improve health, decrease costs, and improve the patient experience.
b. Provide advice and input in the deployment of the tri-annual Community Health Needs Assessment (CHNA).

c. Review resulting data from CHNA, provide input into the Community Health Improvement Plan (CHIP), and assist in development of long term strategies, aligned with Health System goals, to address key health issues.

d. Monitor the planning, development, implementation and results of major programs aimed at improving the health of the community.

e. With collaborative partners, make recommendations for program continuation or termination based on progress toward identified measurable objectives, available resources, level of community ownership, and alignment with criteria for priorities.

f. Review and provide input on proposed public communications about the organization’s community benefit activities.

g. Engage the community to achieve community health improvement goals through partnerships.

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 Chief Executive Officer shall have the following duties and responsibilities as follows. Other duties may be assigned by the Board.

A. Assists, counsels, and advises the Board of Directors on the establishment of Hospital policies; acts as agent of the Board in carrying out such policies.

B. Recommends District policy positions regarding legislation, government, administrative operation and other matters of public policy as required.

C. Assists the Board of Directors in effectively fulfilling its responsibilities by
keeping the Board informed, on a monthly basis, of the operating results of the District; compares monthly operations to Board approved plans and budgets explaining variances that may arise.

D. Assists and advises the Board with respect to the District’s authority under the law and changes in state statutory guidelines and requirements.

E. Develops and implements appropriate strategic and annual operating plans that document the long and short-term goals and objectives of the District.

F. Actively pursues and supports the appraisals and development of new programs which could benefit the long-range success and survival of the District.

G. Establishes concise reporting relationships for all positions and departments in the District. Establishes methods which will foster the achievement of District goals and objectives and support the efficiency and effectiveness of all operations through proper communication and coordination.

H. Coordinates all operations with the Medical Staff, its committee structure and its leadership; demonstrates a proactive and positive relationship with the Medical Staff.

I. Ensures a consistency of purpose and mutuality of interest between the operations and bylaws of the Medical Staff and the policies and bylaws of the District.

J. Develops and maintains quality improvement programs designed to enhance quality and customer satisfaction.

K. Establishes operating policies and procedures for all departments, delegating specific responsibility for documentation, monitoring, compliance, and reporting or results to subordinates, as required.

L. Establishes, implements and maintains a comprehensive budgeting program for the District. This program includes an appropriate consideration of operational, financial and statistical information needed to efficiently and effectively control all District operations.

M. Consistently generates sufficient net income to meet established financial goals.

N. Develops strong marketing and public relations programs.

O. Ensures the competitive viability and continuance of the District.

P. Through various techniques, encourages the development of services which promote District growth and expanded potential constituencies.
Q. Ensures the coordination of Auxiliary and Foundation Bylaws and operations with the Bylaws and operations of the District.

R. Establishes a proper, consistent image of the District and its operations.

S. Personally represents the District to a variety of individuals, community groups, and health industry organizations.

T. Maintains active professional contacts through local, state and national associations in order to effectively network, as required.

U. Demonstrates the ability to effectively represent the District at national, state and local meetings, conferences and conventions, as required.

V. Remains current with national and local issues affecting District administration and their potential impact on the District; serves as a well-informed advisor to the Board of Directors.

W. Personally or through delegation, hires, assigns responsibility, counsel, evaluates and (as required) terminates all District employees.

X. Personally or through delegation serves as Clerk of the Board of Directors.

Y. Actively participates in outside programs and community affairs in order to represent the District as appropriate.

Z. Assists, counsels, and advises the Board of Directors on the establishment of personnel policies; acts as agent of the Board in carrying out such policies.

ARTICLE VI: HOME HEALTH CARE SERVICE

Section 1. Establishment

There is hereby established, as a subdivision of this District, Tahoe Forest Home Health Service (TFHHS), which shall be primarily engaged in providing skilled nursing services and other therapeutic services such as physical, speech, occupational, medical social, medical nutritional therapy and home health aide services and infusion therapy to patients in their homes.

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; ancestry; color; disability; gender, gender identity, or gender expression; marital status; medical condition; national origin; political affiliation; race; religion; sexual orientation;; veteran status/military service; or genetic information.

Section 2. Governing Body/Professional Advisory Committee
The governing body of TFHHS shall be the Board of Directors of Tahoe Forest Hospital District (Governing Body). To assist the Governing Body, the Director of TFHHS may appoint a Professional Advisory Committee. The Professional Advisory Committee of TFHHS shall consist of at least the Director of TFHHS, the Medical Director of TFHHS, the Chief Executive Officer, the Director of Quality Management, the Director of Inpatient Services, a registered nurse, appropriate representation from three (3) other professional disciplines, and at least (1) one member of the community at large. The Professional Advisory Committee shall be subject to the control and direction of the Governing Body. Appointments must be made every 2 (two) years.

Section 3. Policies, Rules and Regulations

Policies, rules and regulations for the TFHHS may be adopted from time to time by the Governing Body, after recommendation of such policies, rules and regulations by the Professional Advisory Committee.

ARTICLE VII. HOSPICE

Section 1. Establishment

There is hereby established, as a subdivision of this District, Tahoe Forest Hospice which shall be engaged primarily in providing interdisciplinary health care that is designed to provide palliative care and alleviate the physical, emotional, social, and spiritual discomforts of an individual who is experiencing the last phases of life due to the existence of a terminal disease. Tahoe Forest Hospice provides services directly or through arrangements with other qualified providers. Core services include the following: skilled nursing services, social services/counseling, medical direction, bereavement services aide, volunteer services, inpatient care arrangements, and home health aide/homemaker services. Other therapeutic services such as physical, speech, occupational, nutritional therapy, respite care and infusion care will also be provided.

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; ancestry; color; disability; gender, gender identity, or gender expression; marital status; medical condition; national origin; political affiliation; race; religion; sexual orientation;; veteran status/military service; or genetic information.

Section 2. Governing Body/Appointment Of Qualified Administrator

The governing body of Tahoe Forest Hospice shall be the Board of Directors of Tahoe Forest Hospital District (Governing Body). The Governing Body assumes full legal authority and responsibility for the operation, management and fiscal oversight of the hospice. The Governing Body oversees the management and fiscal affairs of the hospice. To assist the Governing Body, the Board appoints a qualified administrator. The qualified administrator is responsible for organizing and directing hospice functions and maintaining liaison with the Governing Body and the interdisciplinary team. Under the direction of the Governing Body, the qualified administrator arranges for professional services and designates in writing all services provided by the hospice.
Section 3. Policies, Rules and Regulations

Policies, rules and regulations for Tahoe Forest Hospice may be adopted from time to time by the Governing Body, after following recommendations of such policies, rules and regulations made by the Chief Executive Officer, the qualified administrator, and the Interdisciplinary Hospice Team.

ARTICLE VIII. TAHOE FOREST HOSPITAL

Section 1. Establishment

There is hereby established as a subdivision of this District, owns and operates Tahoe Forest Hospital (TFH), which shall be primarily engaged in providing Emergency Services, Inpatient/Observation Care, Critical Care, Diagnostic Imaging Services, Laboratory Services, Surgical Services, Obstetrical Services and Long Term Care Services.

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; ancestry; color; disability; gender, gender identity, or gender expression; marital status; medical condition; national origin; political affiliation; race; religion; sexual orientation; veteran status/military service; or genetic information.

Section 2. Governing Body

The governing body of TFH shall be the Board of Directors of Tahoe Forest Hospital District (Governing Body).

Section 3. Policies, Rules and Regulations

Policies, rules and regulations for TFH must be approved by the Governing Body after recommendation of such policies, rules and regulations by the Chief Executive Officer. TFH shall operate under the California Department of Health Services.

ARTICLE VIIIX. INCLINE VILLAGE COMMUNITY HOSPITAL

Section 1. Establishment

There is hereby established, as a subdivision of this District, owns and operates Incline Village Community Hospital (IVCH), which shall be primarily engaged in providing Emergency Services, Inpatient/Observation Care, Radiological Services including Mammography and Ultrasound, Laboratory Services, Outpatient Surgery and Sleep Disorder Services to patients.

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; ancestry; color; disability; gender, gender identity, or
gender expression; marital status; medical condition; national origin; political affiliation; race; religion; sexual orientation; veteran status/military service; or genetic information.

Section 2. Governing Body

The governing body of IVCH shall be the Board of Directors of Tahoe Forest Hospital District (Governing Body).

Section 3. Policies, Rules and Regulations

Policies, rules and regulations for IVCH must be approved by the Governing Body, after recommendation of such policies, rules and regulations by the Chief Executive Officer. IVCH shall operate under the Nevada State Bureau of Licensing.

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 at the hospital 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 or be able to exercise particular clinical privileges in the Hospital solely by virtue of the fact that he/she is duly licensed to practice in this or any other state, or that he/she is a member of any
professional organization, or that he/she had in the past, or presently has, such
privileges at Tahoe Forest Hospital or another hospital.

Section 3. Organization and Bylaws.

The Medical Staff shall have the authority to organize itself and to adopt Bylaws
not inconsistent with these Bylaws for the government of the Medical Staff.

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 consistent with its Bylaws for the conduct of the Medical Staff in its practice
in the Hospital.

The Bylaws and Rules and Regulations 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. Neither
the Medical Staff nor the Board of Directors may unilaterally amend the Medical Staff
Bylaws or Rules and Regulations.

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, rejection or cancellation of any
appointment shall rest with the Board of Directors.

Non-Discrimination: It is the policy of the District to not discriminate in
admissions, provisions of service, hiring, training and employment practices on the
basis of age; ancestry; color; disability; gender, gender identity, or gender expression;
marital status; medical condition; national origin; political affiliation; race; religion; sexual
orientation; veteran status/military service; or genetic information.

All applications for appointment 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 specific clinical privileges requested by the
practitioner, and the Medical Staff's recommendation concerning these privileges. No
duly licensed physician or surgeon shall be excluded from Medical Staff membership
solely because he or she is licensed by the Osteopathic Medical Boards of California
and Nevada.

Upon receipt of the report and recommendation of the Medical Staff, the Board of
Directors shall take action upon the application by granting or rejecting the same and shall cause notice of its actions to be given to the applicant and to the Medical Staff. Whenever the Board of Directors does not concur in a Medical Staff recommendation relative to clinical privileges, the matter will be referred to the Joint Conference Committee for review before final action is taken by the Board of Directors.

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. The rules relating to appeals to the Board of Directors as set forth in the Medical Staff Bylaws are as follows:

A. -Time For Appeal  Within fifteen (15) days after receipt of the decision of the Judicial Review Committee, either the practitioner or the Executive Committee may request an appellate review. A written request for that review shall be delivered to the Chief of Staff, the Chief Executive Officer and the other party in the hearing. If a request for appellate review is not presented within that period, both parties shall be deemed to have waived their rights to appeal. Thereafter, the Board of Directors shall
consider whether to accept the Judicial Review Committee decision as the final decision of the District or to initiate an appellate review by its own action. If the Board of Directors votes to initiate an appellate review, the Board of Directors shall consider the matter as an appeal in accordance with this Article. Its decision following that appeal shall constitute the final action of the District.

B. Grounds For Appeal A written request for an appeal shall include a specification of the grounds for appeal and a concise statement of the arguments in support of the appeal. The grounds for appeal from the hearing shall be: (1) substantial and material failure to comply with the procedures required by these Bylaws or applicable law for the conduct of a hearing; (2) the decision was not supported by substantial evidence in the hearing record.

C. Time, Place and Notice If an appellate review is to be conducted, the appeal board shall, within thirty (30) days after receipt of notice of appeal, decide upon the specific procedures to be followed and endeavor to advise each party. The date for completion of the appellate review shall not be fewer than thirty (30) days nor more than sixty (60) days from the date of such receipt of that notice, provided, however, that when a request for appellate review concerns a member who is under suspension or restriction which is then in effect, the appellate review shall be held as soon as the arrangements may reasonably be made. The time for appellate review may be extended by the Board of Directors or its Chair for good cause.

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

E. Appeal Procedure The proceeding by the appeal board shall be in the nature of an appellate review based upon the record of the hearing before the Judicial Review Committee, provided that 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 Judicial Review Committee in the exercise of reasonable diligence and subject to the same rights of cross-examination or confrontation provided at the Judicial Review Committee hearing; or the appeal board may remand the matter to the Judicial Review Committee for the taking of further evidence and for decision. Each party shall have the right to present a written statement in support of his/her position on appeal. During the appeal, each party or representative shall have the right to appear personally before the Board of Directors or the appeal board, for the purpose of presenting oral argument and responding to questions in accordance with procedures to be established by the Board of Directors or appeal board. Each party shall have the right to be represented by an attorney or by any other designated representative during that appearance. The Board of Directors or the appeal board shall determine the procedures to be observed during that meeting and shall determine the role of legal
counsel. The appeal board may then conduct, at a time convenient to itself, deliberations outside the presence of the appellant and respondent and their representatives. The appeal board shall present to the Board of Directors its written recommendations as to whether the Board of Directors should affirm, modify, or reverse the Judicial Review Committee decision, or remand the matter to the Judicial Review Committee for further review and decision.

F. Decision

1. Except as otherwise provided herein, within thirty (30) days after the conclusion of any appellate meeting, the Board of Directors shall render a decision in writing and shall transmit copies thereof to each side involved in the appeal. The Board’s decision shall be final.

2. The Board of Directors may affirm, modify, or reverse the decision of the Judicial Review Committee or remand the matter to the Judicial Review Committee for reconsideration. If the matter is remanded to the Judicial Review Committee for further review and recommendation, that Committee shall promptly conduct its review and issue any appropriate decision and report.

G. Right To One Hearing. No member or applicant shall be entitled to more than one evidentiary hearing and one appellate review on any matter which shall have been the subject of adverse action or recommendation.

H. Review Initiated By Board of Directors

1. Notice of Action. In the event neither the person who requested the hearing before the Medical Staff Judicial Review Committee nor the body whose decision prompted the hearing requests an appeal according to this Article, the decision of the Judicial Review Committee shall be delivered to the Chief Executive Officer for transmittal to the Board of Directors.

2. Board of Directors Review. The Board of Directors may, at any time within fifteen (15) days of such delivery, initiate appellate review. The procedures for such review shall be as set forth in Subsections A through G above, substituting the date of action by the Board of Directors initiating appellate review for the date of Notice of Appeal.

ARTICLE IXI. AUXILIARY

The formation of Auxiliary organizations shall be known as the “Tahoe Forest Hospital Auxiliary” and the “North Lake Tahoe Community Health Care Auxiliary.” The Bylaws of the Auxiliaries shall be approved by the Board of Directors.

ARTICLE XII. REVIEW AND AMENDMENT OF BYLAWS
Section I  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 21st day of December 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