



TAHOE FOREST HOSPITAL DISTRICT

2018-03-21 Board Governance Committee

Wednesday, March 21, 2018 at 2:00 p.m.

Tahoe Forest Health System Foundation Conference Room

10976 Donner Pass Rd, Truckee, CA 96161

Meeting Book - 2018-03-21 Board Governance Committee

3/21/2018 Governance Committee

AGENDA

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5. APPROVAL OF MINUTES

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6. ITEMS FOR COMMITTEE DISCUSSION AND/OR RECOMMENDATION

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6.2. Board Governance

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GOVERNANCE COMMITTEE

AGENDA

Wednesday, March 21, 2018 at 2:00 p.m.
Tahoe Forest Health System Foundation Conference Room
10976 Donner Pass Road, 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: 11/16/2017**

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

6.1. **Governance Committee Charter & Work Plan** ATTACHMENT

Governance Committee will affirm its charter and develop a work plan for 2018.

6.2. **Board Governance**

6.2.1. **Best Practices for Meeting Agendas and Overall Meeting Effectiveness** ATTACHMENT

Governance Committee will review and discuss best practices for developing board meeting agendas and overall meeting effectiveness.

6.3. **Policy Review**

6.3.1. **ABD-04 Board of Directors Qualifications** ATTACHMENT

Governance Committee will review and discuss any potential changes to ABD-04 Board of Directors Qualifications policy.

6.3.2. **ABD-18 New Programs and Services** ATTACHMENT

Governance Committee will review and discuss any potential changes to ABD-18 New Programs and Services policy.

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

8. **NEXT MEETING DATE**

9. **ADJOURN**

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

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

Equal Opportunity Employer. The 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

Thursday, November 16, 2017 at 10:00 a.m.
Tahoe Forest Health System Foundation Conference Room
10976 Donner Pass Road, Truckee, CA 96161

1. CALL TO ORDER

Meeting was called to order at 10:00 a.m.

2. ROLL CALL

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

Staff in attendance: Judy Newland, Chief Operating Officer; Matt Musher, In-House Counsel; Ted Owens, Executive Director of Governance and Business Development; Stephanie Hanson, Compliance Analyst; Martina Rochefort, Clerk of the Board

Other: Jim Hook of The Fox Group; Karma Bass of VIA Healthcare

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: 10/16/2017

Discussion was held.

Director Dale Chamblin attended as a community member at 10:03 a.m.

Director Brown moved approval of the Board Governance Committee minutes of October 16, 2017, seconded by Director Hill.

6. ITEMS FOR COMMITTEE DISCUSSION AND/OR RECOMMENDATION

6.1. Policy Review

6.1.1. Committee Charters

Governance Committee reviewed proposed charters for each committee.

The spirit of this charter work is to make the committees and subcommittees clear.

The committee would like to calendar an active review of how subcommittees went over the year.

Executive Director of Governance and Business Development added this will create efficiencies with utilization of staff time and committee will not meet for the sake of meeting. This is a system wide effort.

Governance Committee reviewed the Finance Committee charter.

Discussion was held about the verbiage “recommending actions to protect and enhance the community’s investment in the hospital” and whether that put an expectation on layman to ensure the community’s involvement.

Karma Bass of VIA Healthcare Consulting commented this was linking the charter back to the organization. It presumes the committee is relying on expertise in house.

Executive Director of Governance and Business Development followed up that what Ms. Bass described is stewardship of an elected official.

Director Hill would like to see “in conjunction with CFO” verbiage added.

The following changes were proposed for the Finance Committee charter:

- Eliminate number 1.
- Alter number 2.
- Number 3, remove “monthly”.
- Number 6. add “at least semi-annually”
- Delete number 7.
- Keep number 8.

The following changes were proposed for the Governance Committee charter:

- Omit number 6.
- Change “at” to “as”.

The following changes were proposed for the Personnel Committee charter:

- Change “Personnel” to “Executive Compensation” committee.
- Keep number 2.

CEO job description should be distributed to committee members.

Discussion was held about where employee and physician engagement survey tools fall.

The following changes were proposed for the Quality charter:

- Change “monitoring” to “assure”.
- Number 4, eliminate “participation and”.
- Number 5, add “board” to education.

COO commented the board should be asking hard questions and should be questioning what they are presented with.

6.1.2. ABD-12 Guidelines for Business by the TFHD Board of Directors

Governance Committee reviewed proposed edits for ABD-12 Guidelines for Business by the Tahoe Forest Hospital District Board of Directors.

Committee felt the proposed combined policy needed additional work and directed staff to revise policy.

6.1.3. ABD-17 Manner of Governance for the TFHD Board of Directors

Governance Committee reviewed proposed elimination of ABD-17 Manner of Governance for the Tahoe Forest Hospital District Board of Directors.

Committee did not feel the policy should be eliminated entirely. Staff was directed to revise policy and bring it back to a later meeting.

7. REVIEW FOLLOW UP ITEMS / BOARD MEETING RECOMMENDATIONS

None.

8. NEXT MEETING DATE

The Governance Committee will meet as needed.

9. ADJOURN

Meeting adjourned at 11:52 a.m.

Charter
Governance Committee
Board of Directors
Tahoe Forest Hospital District

Purpose:

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

Responsibilities:

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

Duties:

1. Conduct at least a biennial review of the Bylaws and Board policies.
2. Submit recommendations to the Board of Directors for changes to Bylaws and Board policies as necessary.
3. Develop new Board policies and procedures as necessary or as directed by the Board of Directors.
4. Advance best practices in board governance.
5. Assure, in conjunction with the Board Chair, the annual board self-assessment and board goal setting process is conducted.

Composition:

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

Meeting Frequency:

The Committee shall meet as needed.

Board and Executive Session Meeting Agendas

Board of Directors

January 13, 4:00-7:30 P.M.

Boardroom

Board Meeting	Action	Time	Page Number
Call to Order and Roll Call		4:00-4:05 pm	
Public Communication		4:05 – 4:10pm	
Approve Meeting Minutes			
November 9 Finance Committee	Approval	4:10-4:15 pm	Add page #s from packet in this column
November 9 Quality Committee			
November 10 Audit Committee			
December 8 Board of Directors			
Closed Session			
Approve Closed Meeting Minutes			
November 8 Closed Session	Approval	4:15-4:20 pm	
Hearing (Health and Safety Code 32155)		4:20-4:45 pm	
Subject Matter: Fourth Quarter 2017 and Annual Compliance Program Summary Report Number of items: (2)			
Hearing (Health and Safety Code 32155)		4:45-5:15 pm	
Subject Matter: 2017 Complaint Summary Report Number of items: (1)			
Hearing (Health and Safety Code 32155)		5:15-5:45 pm	
Subject Matter: Medical Staff Credentials			
Reconvene to Open Session			
Call to Order and Report of Actions Taken in Closed Session		5:45-5:50 pm	
Quality Performance Update	Information	5:50-6:10 pm	
Update on Strategic Planning Process	Information	6:10-6:20 pm	
Changes to the Strategic Environment: Workforce and Talent Management	Discussion	6:20-6:40 pm	
Committee Updates	Information	6:40-7:00 pm	
Governance			
Audit			
Finance			
CEO Report – Hospital Update		7:00-7:25 pm	
Public Communication		7:25-7:30 pm	
Adjourn		7:30 pm	

** Directors are requested to review the Board Agenda and submitted materials bearing in mind the Conflicts of Interest Policy and with a view toward determining whether a conflict (real or apparent) might exist which requires disclosure and/or recusal.*

BOARD MEETING AGENDA ITEM COVER SHEET

ITEM	Roles and Responsibilities of Boards
RESPONSIBLE PARTY	Board Liaison
ACTION REQUESTED	For Discussion
BACKGROUND:	
<p>Many board members have suggested that board development activities would be helpful to ensure the board is as effective as possible. Acme Consulting Group, a preeminent national Governance consultancy [their brochure is Exhibit 4.1], has been retained to provide an overview on the role and responsibilities of boards and board members.</p>	
SUMMARY/Session Objectives :	
<ul style="list-style-type: none"> • Provide education on best practices in not-for-profit health care governance including roles, responsibilities, and authorities of boards relevant to hospital; • Facilitate discussion on current hospital Board practices, policies, and culture; • Help the board decide which areas, if any, they'd like to identify for follow up governance effectiveness work and identify any next steps. 	
SUGGESTED DISCUSSION QUESTIONS	
<ol style="list-style-type: none"> 1. What are the pressures on not-for-profit boards nationally and how could this affect the hospital Board? 2. What are the primary roles and responsibilities of the hospital Board? 3. How does our hospital define the distinction between board and management roles and responsibilities? 4. What, if any, changes should be considered to enhance the effectiveness of the hospital Board? 	
LIST OF ATTACHMENTS:	
<ul style="list-style-type: none"> • Acme Consulting Group Brochure 	

Sample
Board Meeting Evaluation Form
Date:

	Exceed Expectations	4	Meets Expectations	3	2	Below Expectations	1	
1) Overall, the meeting agenda was clear and included appropriate topics for board consideration	5		4		3		2	1
2) The board packet & handout materials were at a 'governance level' and an appropriate number of pages	5		4		3		2	1
3) The board packet was distributed far enough in advance to allow sufficient time for review	5		4		3		2	1
4) The board packet & handout materials were easy to access and review	5		4		3		2	1
5) There was enough time for discussion at the meeting	5		4		3		2	1
6) The meeting discussions were relevant and productive	5		4		3		2	1
7) Board members were prepared and involved	5		4		3		2	1
8) Board focused on issues of quality, strategy and policy	5		4		3		2	1
9) Objectives for meeting were accomplished	5		4		3		2	1
10) Meeting ran on time	5		4		3		2	1

Please provide further feedback here, particularly on any items you rated 3 or lower:

Sample
Board Meeting Evaluation Form
Date:

	Exceed Expectations	4	Meets Expectations	3	2	Below Expectations	1	
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6) The meeting discussions were relevant and productive	5		4		3		2	1
7) Board members were prepared and involved	5		4		3		2	1
8) Board focused on issues of quality, strategy and policy	5		4		3		2	1
9) Objectives for meeting were accomplished	5		4		3		2	1
10) Meeting ran on time	5		4		3		2	1

Please provide further feedback here, particularly on any items you rated 3 or lower:

More Important than Most Realize

The only currency a board has is its meeting time. Because trustees carry no individual authority, it might be said that the board only exists when its members are gathered together. For this reason, how well board meetings are run has significant impact on the organization's governance effectiveness. Below are some steps boards can take to ensure productive meetings.

Thoughtful Agenda and Meeting Preparation

- The framework for board meeting agendas should follow strategic plan priorities and/or key board responsibilities.
- Clear, actionable agendas include information on meeting priorities and goals, results desired for each agenda item (action, discussion, education, etc.); and agenda item timeframes.
- Prioritize agenda items ensuring that action items, strategic issues, and time-sensitive topics are placed at the top of the agenda.
- Include an item at the end for the identification and assignment of follow-up items.
- Reduce or consolidate agenda items to a reasonable number of topics for the meeting's duration.
- Implement a consent agenda for routine matters not requiring discussion or verbal presentation so the board can act quickly and reserve meeting time for more discussion on other topics.
- Develop a goal for how much of board meeting time should be focused on topics such as quality and the external landscape (ex. 10-20% of meeting) and begin working toward it.
- Distribute meeting packets sufficiently in advance to allow busy board members time to review and think through the meeting's issues.
- Ensure that meeting materials are in an accessible format that summarizes the information and guides board members to the most important, time-sensitive issues. Consider using a standard meeting agenda item cover sheet for every topic.

Masterful Meeting Facilitation and Group Process

- Develop the discipline of adhering to the stated start and end times for agenda items and the meeting; agree ahead of time what to do if the discussion goes over the allotted time.
- Consider using a "parking lot" when valuable but off-topic ideas arise. Develop a process for bringing this issue forward later: either as future agenda items or for discussion at the end of the meeting.
- Encourage debate and active deliberation prior to taking action on any significant issue. Take time to discuss each viable option even when management has a clear recommendation. This discipline should be followed particularly when the board's decision may be subject to outside scrutiny.
- Invite quiet board members to speak before giving members a second chance to comment on an issue.
- Have the board chair actively solicit the perspective of board members who do not regularly speak in meetings. This fosters inclusiveness and ensures the board benefits from the entire group's expertise.
- Watch whether the entire board is attending to the presentation or speaker. Pause if side-conversations occur and invite their input to the larger group.
- Implement a meeting evaluation after both board and committee meetings to assess mechanics and results of the meeting.
- Develop and reach agreement on a list of basic meeting "ground rules," including discussion etiquette and agreed upon procedures, in order to keep the meeting on track.
- Recognize and regularly thank Board members for their contributions. Board members who feel appreciated will likely be more engaged and want to participate.
- Discuss and reach agreement on how the Board will make decisions as a group.

Adapted from the following sources:

1. *Effective Board Meetings*, Elements of Governance, The Governance Institute, 2005.
2. <http://nonprofitshub.org/board-of-directors/7-tips-for-running-effective-nonprofit-board-meetings/>



TAHOE FOREST HEALTH SYSTEM

Origination Date: 09/2008
Last Approved: 03/2017
Last Revised: 12/2015
Next Review: 12/2018
Department: Board - ABD
Applies To: System

Board of Directors Qualifications, ABD-04

PURPOSE:

To provide a written list of qualifications for prospective candidates who would like to run for a seat on the hospital board of directors or for the hospital board of directors to use when, in the event of a vacancy, it must appoint a new board member.

POLICY:

- A. Must be a registered voter. Health and Safety Code 32100
The elective officers of a local hospital district shall be a board of hospital directors consisting of five members, each of whom shall be a registered voter residing in the district and whose term shall be four years, with the exception of the first board.
- B. Must reside in the District. Health and Safety Code 32100
The elective officers of a local hospital district shall be a board of hospital directors consisting of five members, each of whom shall be a registered voter residing in the district and whose term shall be four years, with the exception of the first board
- C. Must not have been convicted of a felony. Government Code 1021
 1. A person is disqualified from holding any office upon conviction of designated crimes as specified in the Constitution and laws of the State.
 2. Within the meaning of [Const. Art. 20, § 11](#), Govt. Code §§ 1770(h), 3000 and this section, a conviction consists of a jury verdict or court finding of guilt followed by a judgment upholding and implementing such verdict or finding, and the taking of an appeal would not stay or delay the effects of such a conviction.
- D. May not possess an ownership interest in another hospital serving the same area in the District. Health and Safety Code 32110.
 1. Except as provided in subdivision (d) of Section 32110, no person who is a director, policymaking, management employee or medical staff officer of a hospital owned or operated by a district shall do either of the following:
 - a. Possess any ownership interest in any other hospital serving the same area as that served by the district hospital of which the person is a director, policymaking management employee or medical staff officer.
 - b. Be a director, policymaking management employee, or medical staff officer of any hospital serving the same area as the area served by the district hospital.

2. For purposes of this section, a hospital shall be considered to serve the same area as a district hospital when more than five percent (5%) of the hospital's patient admissions are residents of the district.
 3. For purposes of this section, the possession of an ownership interest, including stocks, bonds, or other securities by the spouse, registered domestic partner, or minor children or any person shall be deemed to be the possession or interest of the person.
 4. No person shall serve concurrently as a director or policymaking management employee of a district and as a director or policymaking management employee of any other hospital serving the same area as the district, unless the boards of directors of the district and the hospital have determined that the situation will further joint planning, efficient delivery of health care services and the best interest of the areas served by their respective hospitals, or unless the district and the hospital are affiliated under common ownership, lease or any combination thereof.
- E. Candidate for Director must disclose on the ballot occupation and place of employment if s/he has stock in or works for a health care facility that does not serve the same area served by the District. Health and Safety Code 32110(e).
1. Any candidate who elects to run for the office of member of the board of directors of a district, and who owns stock in, or who works for any health care facility that does not serve the same area served by the district in which the office is sought, shall disclose on the ballot his or her occupation and place of employment.
- F. May be a physician and provide services to the District under certain circumstances. Health and Safety Code 32111.
1. A member of a health care district's medical or allied health professional staff who is an officer of the district shall not be deemed to be "financially interested," for purposes of Section 1090 of the Government Code, in any of the contracts set forth in subdivision (b) made by any district body or board of which the officer is a member if all of the following conditions are satisfied:
 - a. The officer abstains from any participation in the making of the contract.
 - b. The officer's relationship to the contract is disclosed to the body or board and noted in its official records.
 - c. If the requirements of paragraphs (1) and (2) are satisfied, the body or board does both of the following, without any participation by the officer:
 - i. Finds that the contract is fair to the district and in its best interest.
 - ii. Authorizes the contract in good faith.
 2. Subdivision 6.1 shall apply to the following contracts:
 - a. A contract between the district and the officer for the officer to provide professional services to the district's patients, employees or medical staff members and their respective dependents, provided that similar contracts exist with other staff members and the amounts payable under the contract are no greater than the amounts payable under similar contracts covering the same or similar services.
 - b. A contract to provide services to covered persons between the district and any insurance company, health care service plan, employer or other entity that provides health care coverage, and that also has a contract with the officer to provide professional services to its covered persons.

- c. A contract in which the district and the officer are both parties, if other members of the district's medical or allied health professional staff are also parties, directly or through their professional corporations or other practice entities, provided the officer is offered terms no more favorable than those offered any other party who is a member of the district's medical or allied health professional staff.
 3. This section does not permit an otherwise prohibited individual to be a member of the board of directors of a district, including, but not limited to, individuals described in Section 32110 of the Health & Safety Code or in Section 53227 of the Government Code. Nothing in this section shall authorize a contract that would otherwise be prohibited by Section 2400 of the Business and Professions Code.
 4. For purposes of this section, a contract entered into by a professional corporation or other practice entity in which the officer has an interest shall be deemed the same as a contract entered into by the officer directly.
- G. May not be an employee of the District. Government Code 53227.
 1. An employee of a local agency may not be sworn into office as an elected or appointed member of the legislative body of that local agency unless he or she resigns as an employee. If the employee does not resign, his or her employment shall automatically terminate upon his or her being sworn into office.
- H. May not be a Director and simultaneously hold another public office. Government Code 1099.
 1. A public officer, including, but not limited to, an appointed or elected member of a governmental board, commission, committee or other body, shall not simultaneously hold two public offices that are incompatible. Offices are incompatible when any of the following circumstances are present, unless simultaneous holding of the particular offices is compelled or expressly authorized by law:
 - a. Either of the offices may audit, overrule, remove members of, dismiss employees of, or exercise supervisory powers over the other office or body.
 - b. Based on the powers and jurisdiction of the offices, there is a possibility of a significant clash of duties or loyalties between the offices.
 - c. Public policy considerations make it improper for one person to hold both offices.
 2. When two public offices are incompatible, a public officer shall be deemed to have forfeited the first office upon acceding to the second. This provision is enforceable pursuant to Section 803 of the Code of Civil Procedure.
 3. This section does not apply to a position of employment, including a civil service position that does not constitute a public office.
 4. This section shall not apply to a governmental body that has only advisory powers.
 5. For purposes of paragraph (1) of subdivision (a), a member of a multimember body holds an office that may audit, overrule, remove members of, dismiss employees of, or exercise supervisory powers over another office when the body has any of these powers over the other office or over a multimember body that includes that other office.
- I. As a Director, you may not make, participate in making or in any way attempt to use your position as a Director to influence a decision of the District when you know or have a reason to know that you have a financial interest in the decision. Government Code 87100
 1. No public official at any level of state or local government shall make, participate in making or in any

way attempt to use his official position to influence a governmental decision in which he knows or has reason to know he has a material financial interest distinguishable from its effect on the public generally.

J. When you are a director, neither you nor the District may make any contract you are financially interested in. Government Code 1090.

1. Members of the Legislature, state, county, district, judicial district, and city officers or employees shall not be financially interested in any contract made by them in their official capacity, or by any body or board of which they are members. Nor shall state, county, district, judicial district, and city officers or employees be purchasers at any sale or vendors at any purchase made by them in their official capacity.

Related Policies/Forms: Conflict of Interest Policy ABD-7
References:
Policy Owner: Clerk of the Board
Approved by: Chief Executive Officer

All revision dates:

12/2015, 06/2014, 01/2014, 01/2012

Attachments:

No Attachments

Approval Signatures

Step Description	Approver	Date
	Harry Weis: CEO	03/2017
	Martina Rochefort: Clerk of the Board	03/2017



TAHOE FOREST HEALTH SYSTEM

Origination Date: 05/2009
Last Approved: 11/2015
Last Revised: 11/2015
Next Review: 10/2018
Department: Board - ABD
Applies To: System

New Programs and Services, ABD-18

PURPOSE:

- A. To assist the Board of Directors in the Board's exercise of oversight with respect to duty of care in evaluating the impact of new programs and/or services of the organization. The duty of care requires Board members to have knowledge of all reasonably available and pertinent information before taking action. The Board member must act in good faith, with the care of an ordinarily prudent businessperson in similar circumstances, and in a manner he or she reasonably believes to be in the best interest of the organization.
- B. To assist the Board of Directors in the Board's responsibility to set the organization's strategic direction in a manner consistent with the organization's mission, vision, and values.

POLICY:

- A. The Board [or relevant Board committee] will consider the following when evaluating new programs and services:
 1. Congruence with mission, vision, and values
 2. Financial feasibility
 3. Impact on quality and safety with a requirement to meet quality related performance criteria
 4. Market potential
 5. Redundancy
 6. Impact on other organizational units [e.g., employed physician groups, independent physicians on the medical staff, the medical staff as a whole, etc.]
- B. Management will present to the Board [committee] a written analysis of proposed new programs and services that addresses, at a minimum, the components listed above.
- C. The Board [committee] will first consider the information presented in the analysis during a Board [committee] meeting; discussion will take place and additional information/input from others may be required. The Board [committee] will ensure that management provides the additional information/input as requested.
- D. In general, Board [committee] decisions on whether to move forward with a new program or service will **not** be taken during the meeting at which the proposed new program or service is initiated. The final decision will be made at a subsequent Board [committee] meeting in order to allow Board [committee] members to have additional time for discussion/consideration and to assess all information before voting.

Related Policies/Forms:	
References:	
Policy Owner: Clerk of the Board	
Approved by: Chief Executive Officer	
All revision dates:	11/2015, 01/2014, 03/2012, 05/2009
Attachments:	No Attachments

COPY