



TAHOE FOREST HOSPITAL DISTRICT

2019-03-21 Board Governance Committee

Thursday, March 21, 2019 at 9:30am

Pine Street Cafe Conference Room - Tahoe Forest Hospital

10121 Pine Avenue, Truckee, CA 96161

Meeting Book - 2019-03-21 Board Governance Committee

03/21/19 Governance Committee

AGENDA

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ITEMS 1 - 4: See Agenda

5. APPROVAL OF MINUTES

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6. ITEMS FOR COMMITTEE DISCUSSION AND/OR RECOMMENDATION

6.1. Governance Committee Charter FY18 2017_1130 FINAL.pdf Page 8

6.2. Policy Review

6.2.1. ABD-03 Board Compensation and Reimbursement (CHW edits).pdf Page 9

6.2.2. ABD-14 Inspection and Copying of Public Records (CHW edits).pdf Page 11

6.2.3. ABD-17 Manner of Governance for the Tahoe Forest Hospital District Board of Directors.pdf Page 22

6.2.4. Board Self-Assessment
No related materials. Discussion item.

6.3. Board Governance

6.3.1. Follow up on Overall Meeting Effectiveness
No related materials. Discussion item.

6.3.2. Board Education Plan for 2019
No related materials. Discussion item.

6.3.3. TFHD Board Action Plan 2018_0618.pdf Page 36

6.3.4. 2018 Board Self-Assessment
Materials may be distributed at a later time.

ITEMS 7 - 9: See Agenda



GOVERNANCE COMMITTEE AGENDA

Thursday, March 21, 2019 at 9:30 a.m.
Pine Street Cafe Conference Room - Tahoe Forest Hospital
10121 Pine Avenue, Truckee, CA 96161

1. **CALL TO ORDER**

2. **ROLL CALL**

Alyce Wong, 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: 09/28/2018**

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

6.1. **Charter Review** ATTACHMENT

Governance Committee will review its committee charter.

6.2. **Policy Review**

Governance Committee will review and discuss the following policies:

6.2.1. ABD-03 Board Compensation and Reimbursement ATTACHMENT

6.2.2. ABD-14 Inspection and Copying of Public Records ATTACHMENT

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

6.2.4. Board Self-Assessment Policy

Committee will discuss whether or not a policy for the Board Self-Assessment is needed.

6.3. **Board Governance**

6.3.1. **Follow up on 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.

6.3.2. **Board Education Plan for 2019**

Governance Committee will develop a Board Education Plan for the 2019 calendar year.

6.3.3. **Annual Board Goal Setting** ATTACHMENT

Governance Committee will review and discuss development of board goals for 2019.

6.3.4. **2018 Board Self-Assessment** ATTACHMENT*

Governance Committee will review the results of the 2018 Board Self-Assessment.

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

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

Meeting was called to order at 10:00 a.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; Ted Owens, Executive Director of Governance;

Other: David Ruderman, General Counsel

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: 06/11/2018

Director Chamblin moved to approved the Governance Committee minutes of June 11, 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 Board of Directors Bylaws

Governance Committee discussed changing “Board President” to “Board Chair” and “Board Vice President” to “Board Vice Chair.”

Director Brown moved to recommend the changes discussed to the full board, seconded by Director Hill.

Discussion was held about whether to change the Chief Executive Officer’s title to Chief Executive Officer and President. General Counsel noted local healthcare district law states any reference to “hospital administrator” or “administrator” shall mean “chief executive officer.” Chairperson and President are reserved for the Board Chairperson.

6.1.2. ABD-07 Conflict of Interest Code

Governance Committee reviewed Counsel’s edits to ABD-07 Conflict of Interest Code.

Governance Committee would also like change “Human Resources Department” to “Clerk of the Board or his/her designee” under Procedure, Section F, item 1, a through c.

Director Hill moved to recommend the discussed changes, seconded by Director Brown.

Director Brown inquired if election advice falls under the Conflict of Interest Code. Discussion was held. TFHD does not have a policy that says you cannot endorse other candidates as a board member. Executive Director of Governance recommended a future change be made to address this.

Counsel clarified board members say they are TFHD board member can as a means of identifying themselves. However, board members could use District letterhead to send an endorsement. That would be an improper use of public funds. The District can support a measure with approval at a formal meeting.

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

Governance Committee felt the policy is cobbled together. Committee provided direction to Clerk of the Board to edit the policy and make it as broad as possible.

6.2. Board Governance

6.2.1. Overall Meeting Effectiveness

6.2.1.1. Second Quarter 2018 Meeting Evaluations

Mr. Ruderman departed the meeting at 10:30 a.m.

Discussion was held regarding board meeting evaluations. Director Brown would like to see a different scale used (preferably 1-10).

Director Hill noted reports are full of minute detail and would like to see presentations report at a higher level.

Discussion was held about the oversight function of board.

Director Brown would like to see directions or trends more than actual data.

6.2.1.2. Agenda Matrix

The board needs to decide directionally where it would like to go.

6.2.1.3. Agenda Item Cover Sheet

Governance Committee would like to see better use of the agenda cover sheet.

6.2.1.4. Presentation Templates

Discussion was held regarding the three templates presented. Governance Committee preferred the presentation with the Health System logo.

6.2.2. Board Education Plan

Governance Committee felt the recent California Hospital Association (CHA) presentation was stimulating and would have liked to have more time.

Committee inquired as to who owns the education topics. Currently, a list is populated as topics are mentioned.

6.2.3. Governance Institute Leadership Conference Follow-Up

Governance Committee followed up on the board's attendance at the Governance Institute Leadership Conference.

Board members heard at the conference that 75% of their agenda should be strategy.

Discussion was held about whether or not discuss learnings at the board retreat.

Consumerism and population health are important topics for the board to consider. Governance Committee felt the board needs to meet sometime in the near future.

The "how" on these topics is left to the CEO and senior leaders.

7. REVIEW FOLLOW UP ITEMS / BOARD MEETING RECOMMENDATIONS

None.

8. NEXT MEETING DATE

The date for the next Governance Committee meeting will be determined at a later time.

9. ADJOURN

Meeting adjourned 11:33 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.

ABD-03 Board Compensation and Reimbursement

PURPOSE:

To provide reimbursement to the Board of Directors, consistent with legislative regulations, for the performance of the duties of their office.

POLICY:

- A. ~~Each member of the Board of Directors shall be paid As allowed by California Health & Safety Code, Section 32103, and Local Health Care District Law, and required by the Political Reform Act (as amended by AB 1234, 2005), the payment of one hundred dollars (\$100.00) per meeting, as permitted by Health and Safety Code section 32103. Compensation shall not be paid for more than five (5) meetings a month, as further defined below, is authorized as compensation to each member of the Board of Directors.~~ Each member of the Board of Directors shall ~~further also be allowed provided his/her~~ actual necessary traveling and incidental expenses incurred in the performance of official business of the District. ~~This policy describes costs that qualify for reimbursement, as required by Government Code section 53232.2.~~
- B. For the purpose of compensation, a meeting is defined as:
1. Regular and ~~Special special~~ Board ~~Meetings~~ meetings;
 2. Board ~~Committee~~ committee meetings;
 3. ~~Hospital~~ District meetings at which the Board ~~member Mmember~~ is present as a designated Board representative (e.g., Medical Executive Committee, Bioethics Committee, IVCH Foundation, TFHS Foundation, TIRHR Board); ~~and~~
 4. ~~Meetings of governmental agencies and community organizations, etc. where the Board member Mmember is representing the TFHD District (i.e., Rotary, Tahoe City Breakfast Club, Truckee Daybreak Club). To be compensated, the Board member Mmember must be on the program or speaking to an item on the agenda related to the Hospital District at the request of the Board President Chair or Chief Executive Officer.~~
 4. ~~Meetings of governmental agencies and community organizations, etc. where the Board member Mmember is representing the TFHD District (i.e., Rotary, Tahoe City Breakfast Club, Truckee Daybreak Club). To be compensated, the Board member Mmember must be on the program or speaking to an item on the agenda related to the Hospital District at the request of the Board President Chair or Chief Executive Officer.~~
 5. Conferences, seminars and other educational meetings do not qualify for meeting compensation.
- C. Members of the Board of Directors of the ~~Tahoe Forest Hospital~~ District and their eligible dependents shall be eligible to participate in the health, dental, vision and life insurance programs of ~~Tahoe Forest Hospital~~ the District in a manner, including appropriate discounts, comparable to that offered to the Management Staff of the District.

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PROCEDURE:

- A. Board members are responsible for notifying the ~~Executive Assistant~~ in writing of meetings attended in the prior month. ~~Board Mmembers must provide the, noting the day and purpose of each meeting prior to the last business day of each month.~~
- B. Board members shall also provide brief oral reports on meetings attended at the expense of TFHD at the next regular Board meeting.
- C. Board of Directors ~~travel costs will include~~ ~~Travel Allowance:~~
1. Meals ~~will be reimbursed~~ up to a daily per diem rate based on the location of the conference subject to IRS per diem guidelines.
 2. Air ~~Fare~~ for Board ~~M~~ members only.
 3. Parking and/or taxi fees and other transportation expenses ~~will be reimbursed.~~
 4. ~~If driving, m~~ Mileage, ~~will be reimbursed~~ at current IRS rates.
 5. Hotel rooms ~~will be covered in full~~ for Board ~~Member~~ members.
 - a. If, however, the lodging is in connection with a conference or organized educational activity that does not qualify as a meeting and is conducted in compliance with ~~California~~ Government Code, ~~Section section~~ 54952.2(c), including ethics training required by ~~California~~ Government Code, ~~Section section~~ 53234, then lodging costs shall not exceed the maximum group rate published by the conference or activity sponsor as long as the group rate is available to the Board member at the time of booking. If the group rate is not available, then the Board

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member shall use comparable lodging.

6. ~~Tuition fees for Board Members members will be paid in full.~~

7. Conference educational materials (books, audio tapes, etc.) not to exceed \$50.

~~D. Board Mmembers must have provide receipts to be reimbursed for expenses. Receipts are required for all reimbursable expenses.~~

~~8.~~

~~9.~~ Board members shall use government and group rates offered by a ~~provider of~~ transportation provider or lodging services for travel and lodging when available.

~~E.~~

~~10.F.~~ All expenses that do not fall within the adopted travel reimbursement policy ~~of the IRS~~ reimbursable rates shall ~~must~~ be approved by the Board, in a public meeting, before the expense is incurred.

~~D.G.~~ Upon election or appointment to a seat on the Board of Directors of the ~~Tahoe Forest Hospital~~ District, ~~the Board member is responsible to provide the Human Resources Department the the~~ appropriate paperwork ~~which is necessary to complete for enrollment enroll in the District's health,~~ dental, vision and life insurance programs ~~will be given to the Board Member by the Human Resources Department.~~ Coverage will begin on the first of the month following election or appointment to the Board of Directors and completion of the necessary enrollment forms

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Related
Policies/Forms:

References:
California
Government
Code, §§
53232.2(d), (e),
53232.3(a),
53235(a), (b)
(d), [§§54950 - 54963](#);
[California Health & Safety Code, Section 32103](#)

Policy Owner:
Clerk of the
Board

Approved by:
Chief
Executive
Officer

ABD-14 Inspection and Copying of Public Records

PURPOSE:

RESOLUTION NO. 95-07

RESOLUTION ESTABLISHING PROCEDURES CONCERNING INSPECTION AND COPYING OF THE PUBLIC RECORDS OF THE TAHOE FOREST HOSPITAL DISTRICT AND FOR THE SETTING OF GUIDELINES FOR THE ACCESSIBILITY OF SUCH RECORDS

WHEREAS, the Legislature of the State of California has enacted Chapter 3.5 of Division 7 of Title 1 (~~Section-section~~ 6250 et seq.) of the Government Code of the State of California, titled the Public Records Act; and

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WHEREAS, ~~said the Public Records Act~~ applies to the Tahoe Forest Hospital District, which ~~is bound to~~ must comply with its mandatory provisions; and

WHEREAS, Government Code ~~Section-section~~ 6253, as amended, provides that ~~every agency (which includes Tahoe Forest Hospital District)~~ agencies may adopt regulations ~~stating the governing procedures to be followed when making its records available in accordance with said Section~~ for responding to Public Records Act requests; and

WHEREAS, the ~~Board of Directors of this District believes~~ Legislature has declared that access to information concerning the conduct of the people's business, including the business of the District, is a fundamental and necessary right of every person; and

WHEREAS, the Board of Directors ~~of this District~~ is aware of the ~~right of individuals to individual right to~~ privacy, and in particular is aware that the disclosure of personnel, medical or similar information ~~relative-related~~ to individuals (except where required by law) would constitute an unwarranted invasion of such personal privacy unless required by law; and

WHEREAS, the Board of Directors ~~of this District~~ is aware of its obligation under the law ~~obligation and its duty to individuals concerned with District records to~~ determine whether the public interest served by not making the records in question public, clearly outweighs the public interest served by disclosure of the records; and

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WHEREAS, the Board of Directors ~~of this District~~ desires to comply with Health and Safety Code ~~Sections sections~~ 443128675, et seq., known as the Health Data and Advisory Council Consolidation Act and to make timely and confidential submissions to the Office of Statewide Health Planning and Development; and

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WHEREAS, the Board of Directors ~~of this District~~ desires to set guidelines for the accessibility of its records and procedures for inspection and copying of such records which are determined to be accessible to the public;

NOW, THEREFORE, BE IT RESOLVED that the following procedures and guidelines are hereby enacted by the Board of Directors of the Tahoe Forest Hospital District:

1. Procedures Concerning Inspection and Copying of the Public Records of the Tahoe Forest Hospital District as set forth in Exhibit "A" attached hereto and by this reference incorporated herein.

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2. Guidelines for the Accessibility of the Public Records of the Tahoe Forest Hospital District

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as set forth in Exhibit "B" attached hereto and by this reference incorporated herein.

Passed and adopted at a meeting of the Board of Directors of the Tahoe Forest Hospital District duly held on the 19th day of December 1995.

AYES: Shaheen,
Boone,
Nahser
Martin,
Falk,
Eskridge

NOES: None

ABSENT: None

/s/ Laurie N. Martin

Secretary

APPROVED:

/s/ Rob Eskridge

President

/s/ Larry Long, CEO

Exhibit A: Procedures Concerning Inspection and Copying of the Public Records of the Tahoe Forest Hospital District PROCEDURE (EXHIBIT A of RESOLUTION):

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A. The following Procedures govern the inspection and copying of all ~~of the public records of the Tahoe Forest Hospital District~~ public records. These Procedures have been set by the District Board of Directors ~~of the District~~ and are administered by the District Administrator Chief Executive Officer of the District under the Guidelines adopted by the Board of Directors.

B. Definitions

1. "Person" includes any natural person, corporation, partnership, limited liability company, firm or association.
2. "Public records" includes any writing containing information relating to the conduct of the business of the Tahoe Forest Hospital District prepared, owned, used or retained by the District regardless of physical form or characteristics.

C. Time of Inspection

The public records of the District subject to inspection and copying pursuant to the Guidelines For Accessibility Of The Public Records Of Thefor Accessibility of the Public Records of the Tahoe Forest Hospital District may be inspected at all times during the regular office hours of the District's administrative office ~~of the District~~, i.e., on Monday through Friday (holidays excepted) ~~during the hours of~~ between 9:00 AM ~~until~~ and 5:00 PM.

D. Place of Inspection

The public records of the District may be inspected at the administrative office of ~~the administrator of the~~ Tahoe Forest Hospital, Truckee, California.

E. Application For Inspection

Every person desiring to inspect the public records will be requested to fill out an Application ~~For for~~ Inspection ~~Or or~~ Copying ~~Of of~~ Records ~~form~~, which may be obtained at the place of inspection. ~~The , and which~~ form shall state:

1. The name of the applicant. (The application may also ask applicant for the purpose of the request, but response to such question is optional and will be disclosed as optional on the Application. The purpose is not required, but would make it easier to weigh the public interest in disclosure versus nondisclosure cases.)
2. Date of the application.
3. The address of the applicant.
4. The telephone number of the applicant.
5. The date that inspection is requested.
6. An exact as possible description of the records which the applicant desires to inspect.
7. Whether the applicant desires a copy of such records, with ~~the~~ disclosure of costs to be borne by the applicant given.
- ~~8.~~ Whether the applicant has specific authorization to inspect the records (when such authorization is required pursuant to District Guidelines or other law).
8. When specific written authorization is required to inspect the subject records, a copy of such authorization must accompany the application and shall be permanently affixed thereto.

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F. District's Response to Application For Inspection

1. Upon receipt of an Application for Inspection or Copying of Records, the District shall record the date that it receives the application and determine within ten (10) days after the receipt of such application whether ~~to comply with the request~~ the request seeks copies of disclosable public records. The District shall immediately thereafter notify the person making the application of the District's determination and the reasons therefore.
2. In case of Under In unusual circumstances, ~~the ten (10) day time limit may be extended by written notice from the~~ the District Chief Executive Officer, or his or her designee, can extend the ten (10) day period by written notice to the ~~person making the application~~ applicant. Such notice shall set forth the reasons for the extension and the date on which a determination is expected to be made. Any such extension ~~shall will~~ not exceed fourteen (14) days. As used in this paragraph, "unusual circumstances" means:
 - a. The need to search for and collect the requested records from field facilities;

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- b. The need to search for, collect and appropriately examine a voluminous amount of separate and distinct records demanded in a single request;
- c. The need for consultation, which shall be conducted with practicable speed, with another agency having a substantial interest in the determination of the application or among two or more components of the District which have substantial interest in matters covered by the application.
- d. The need to determine whether no disclosure is acceptable authorized under the violation of the Health Insurance Portability and Accountability Act (HIPAA) of 1996.

G. Fee for Copying and Certifying Records

1. When the applicant desires requests a copy of an identifiable public record, or information produced therefrom, the writing shall be copied (if it can be done so with equipment then available at the place of inspection) by the District for a charge of 10 cents (\$.10) per page. The District shall request the deposit before copying any public records, which shall be deposited prior to such copying. If such copying cannot be done by the District, for technical reasons, the District will obtain an estimate of the cost of copying the same shall be obtained by the District from any available source and the applicant shall will be required to deposit the amount of such estimate estimated amount with the District prior to such copying.
2. The copying of such records shall be accomplished by the District as soon as possible after the request therefore without disruption of the normal business of the District. The applicant shall be informed of the time necessary to accomplish such copying, given an estimate of the time needed to make the copies.
3. When the applicant desires a certification of such copy(ies) of such records, a fee of \$1.75 shall be paid for such certification.
4. When the applicant requests a copy of identifiable public records stored in electronic format, the District will charge the direct cost to produce the record. Costs for electronic records will include any CD, flash drive or other storage device necessary to provide documents to the applicant. The District shall not charge per page of the record requested or include such time spent searching for, compiling, and retrieving electronic records. The applicant shall be provided with an estimate of the total charge for a records request before any costs are incurred under this subdivision.
5. Under Government Code section 6253.9, the District can require the applicant to bear the actual cost of producing the record, including staff time and any specialized programming and computer services necessary to produce the record, if either:
 - a. the record is one that is produced only at otherwise regularly scheduled intervals; or
 - b. the request requires data compilation, extraction or programming.Extraction is defined to include document redaction. The District will provide the applicant with an estimate of the total charge for a records request before any costs are incurred under this subdivision. Such charges shall not include costs associated with:
 - a. The initial gathering of the information;
 - b. The initial conversion into electronic format; or
 - c. Maintaining and storing the information.

H.B. Records Not to Be Removed

No records of any kind may be removed by an inspecting party. Inspecting parties cannot remove any records from the place of inspection for any purpose whatsoever without an order of a court of competent jurisdiction.

I.C. Guidelines Available

A copy of the **District's Guidelines for the Accessibility of the Public Records of the Tahoe Forest Hospital District** is available upon request.

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Exhibit B: Guidelines for the Accessibility of the Public Records of the Tahoe Forest Hospital District

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**SPECIAL INSTRUCTIONS/DEFINITIONS ((EXHIBIT B of RESOLUTION):
GUIDELINES FOR THE ACCESSIBILITY OF THE PUBLIC RECORDS OF THE TAHOE FOREST HOSPITAL DISTRICT**

The following Guidelines shall govern the accessibility for inspection and copying of all of the public records of the Tahoe Forest Hospital District. These Guidelines have been set by the Board of Directors of the District and are to be administered by the Chief Executive Officer of the District.

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A. Purpose of Guidelines

The purpose of these Guidelines is to serve The Guidelines areas general rules to be followed by those persons charged with administration of the **Procedures Concerning Inspection and Copying of the Public Records of the Tahoe Forest Hospital District** heretofore adopted by the Board of Directors. Certain requirements of the law legal requirements must be observed followed relating to the disclosure of records and to the protection of the confidentiality of records. These Guidelines set forth the general rules contained in such those laws.

B. Definitions

1. "Person" and "public records" are defined in the **Procedures Concerning Inspection and Copying of the Public Records of the Tahoe Forest Hospital District, Procedures Concerning Inspection**, etc., of the District and such Those definitions apply hereinhere.
2. "Writing" means any handwriting, typewriting, printing, photostating, photographing, photocopying, transmitting by electronic mail or facsimile, and every other means of recording upon any tangible thing any form of communication or representation, including letters, words, pictures, sounds, or symbols, or combinations thereof, and any record thereby created, regardless of the manner in which the record has been stored." means handwriting, typewriting, printing, photostating, photographing, and every other means of recording upon any form of communication or representation, including letters, words, pictures, sounds, or symbols, or combination thereof, and all papers, maps, magnetic or paper tapes, photographic films and prints, magnetic or punched cards, discs, drums, and other documents.
3. "Computer Records" means records writings-" "Public records" stored or maintained on a computer. Computer records are subject to disclosure as otherwise required or exempted by these guidelines. However, computer software, including computer mapping systems, computer programs and computer graphics systems, developed by Tahoe Forest Hospital District, are not "public records," and are not subject to disclosure. The Hospital District may sell, lease, or license such software for commercial or noncommercial use.

C. Questions of Interpretation

1. In case of any question as to the accessibility of If there is any question whether District records the records of the District should be disclosed under these Guidelines, the records should not be made accessible to the public until the Chief Executive Officer has rendered reviewed and made a decision. Such The decision may be reviewed by the Board of Directors upon its own initiative, or the applicant may petition the Board for review, which the Board may grant or reject. If the Board of Directors reviews the question, its decision is final. If no the Board of Directors does not review the decision, either on its own initiative or by petition, appeal is initiated or granted by the Board, the Chief Executive Officer's decision shall be final, until such question has been determined by the Chief Executive Officer of the District. The decision of the Chief Executive Officer is final. However, prior to the applicant being timely notified of the decision, the Board of Directors may, at its option, review decisions of the Chief Executive Officer. In such case, the decision of the

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~~Board of Directors will be the final decision.~~

2. The District shall justify the withholding of any record, or part thereof, by demonstrating that the record requested and withheld is exempt under Paragraph E of these Guidelines, or that on the facts of the particular case, the public interest served by not making the record public outweighs the public interest served by the disclosure of such record.
3. In the case of any denial of an Application for Inspection or Copying of Records, the District shall, within the period allowed under Section ~~E-F~~ of **Procedures Concerning Inspection**, notify the applicant of the decision to deny the application ~~for records~~ and shall set forth the names and positions of each person responsible for the denial of the request.

D. Following Procedures for Inspection and Copying

The Procedures referred to ~~hereinabove herein~~ shall be followed ~~in all of their specifics~~ at all times. Records of inspections shall be accurately maintained.

E. Records Subject to Inspection

All public records of the District are subject to inspection pursuant to these Guidelines except as follows:

1. Records set forth hereinafter as records subject to inspection only with authorization;
2. Records **NOT SUBJECT** to inspection (unless by Court Order); or
3. Records which may be withheld by exercise of judgment, pursuant to Section "I" below.

F. Records Subject to Inspection Only with Authorization

In accordance with the Health Insurance Portability and Accountability Act (HIPAA), any records relating to patients of the Tahoe Forest Hospital District (including but not limited to the patient's records of admission and discharge, medical treatment, diagnosis and other care and services) shall only be made available for inspection and/or copying under the following conditions:

1. Upon presentation of a **written** authorization therefore signed by an adult patient, by the guardian or conservator of his person or estate, or, in the case of a minor, by a parent or guardian of such minor, or by the personal representative or an heir of a deceased patient, and then only upon the presentation of the same by such person above named or an attorney at law representing such person.
2. Where records relating to a minor patient are sought by a representative, and the minor is authorized by law to consent to medical treatment, or the District determines that access to the information would have a detrimental effect on the patient-provider relationship or the minor's physical or psychological well-being, the District shall not permit inspection of such records, absent a court order.
3. The following information must be provided for disclosure under subsections (1) and (2) of this Section F:
 - a. The name of the patient whose records are requested.
 - b. The name and signature of the requestor.
 - c. A statement of the relationship to the patient, if the requestor is a patient representative.
 - d. Identification of the portion of the patient record to be inspected or copied.
 - e. The date of the request.

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4. Except when requested by a licensed physician, surgeon, or psychologist designated by request of the patient, the District may decline to permit inspection of mental health records sought by a patient or representative, if the District determines that access to records by the patient poses a substantial risk of significant adverse or detrimental consequences to the patient. The District must place a written record of the reason for refusal within the mental health records requested, including a description of the specific adverse or detrimental consequences, and a statement that refusal was made pursuant to Health and Safety Code Section 123115(b).
5. Upon presentation of a written order therefore issued by a Court of the State of California or of the United States of America (see reference to Subpoena Duces Tecum hereinafter) which specifically commands the District to disclose specified records.
6. Upon subpoena, when permitted under Paragraph J below.

G. Records Not Subject to Inspection (Unless by Court Order)

The following records of the District are **not subject to inspection** by any person without a written order therefore issued by a Court of the State of California or of the United States of America (see reference to Subpoena Duces Tecum hereinafter):

1. Records of the proceedings or other records of an organized committee of medical or medical-dental staffs in the Tahoe Forest Hospital District having the responsibility of evaluation and improvement of the quality of care rendered in the Hospital.
2. Records pertaining to pending litigation to which the District is a party, or to claims made pursuant to Division 3.6 (commencing with Section 810) of Title 1 of the Government Code of California, until such litigation or claim has been finally adjudicated or otherwise settled.
3. Personnel, medical or similar files of non-patients, the disclosure of which would constitute an unwarranted invasion of personal privacy of the individual or individuals concerned.
4. Records of complaints to or investigations conducted by, or investigatory or security files compiled by the District for correctional, law enforcement or licensing purposes.
5. Test questions, scoring keys, and other examination data used to administer a licensing examination, examination for employment or academic examination.
6. The contents of real estate appraisals, engineering or feasibility estimates and evaluations made for or by the District relative to the acquisition of property, or to prospective public supply and construction contracts, until such time as all of the property has been acquired or all of the contract agreement obtained.
7. Records the disclosure of which is exempted or prohibited pursuant to provisions of federal or state law, including, but not limited to, provisions of the Evidence Code of California relating to privilege. (Privileges are conditionally provided for all communications between lawyer and client, physician and patient, and psychotherapist and patient).
8. Library circulation records kept for the purpose of identifying the borrower of items available in any District libraries.
9. Preliminary drafts, notes, or interdistrict, intradistrict or other memoranda, between districts, departments of the District, and/or other agencies, which are not retained by the District in the ordinary course of business, and provided that the public interest in withholding such records outweighs the public interest in disclosure.
10. Records in the custody of or maintained by legal counsel to the District.

11. Statements of personal worth or personal financial data required by any licensing agency and filed by an applicant with the licensing agency to establish his or her personal qualification for the license, certificate or permit applied for.
12. Records relating to any contract or amendment thereof, for inpatient services governed by Articles 2.6, 2.8 and 2.91 of Chapter 7 of Division 9 of the Welfare and Institutions Code, pertaining to Medi-Cal provider contracting. However, except for the portion of the contract containing rates of payment, the record shall be open to inspection within one year after the contract is fully executed. Rate of payment portions shall be open to inspection within three years after the contract is fully executed. Records relating to contracts for inpatient services shall be disclosed to the Joint Legislative Audit Committee upon request.
13. Records relating to any contract with insurers or nonprofit hospital services plans for inpatient or outpatient services for alternative rates pursuant to Sections 10133 ~~or 11512~~ of the Insurance Code. However, the record shall be open to inspection within one year after the contract is fully executed.
14. Records relating to any contract, or amendment thereof, with the Major Risk Medical Insurance Program for health coverage pursuant to ~~former Division 2, Parts 6.3, and 6.5, 6.6 or 6.7 of Division 2 of the Insurance Code, or and Part 2, Chapter 2 or Chapter 414, of the Insurance Code of Part 3.3 of Division 9 of the Welfare and Institutions Code.~~ However, except for the portion of the contract containing rates of payment, the record shall be open to inspection within one year after the contract is fully executed. Rate of payment portions shall be open to inspection within three years after the contract is fully executed. Records relating to contracts for inpatient services shall be disclosed to the Joint Legislative Audit Committee upon request.
15. [“]Trade secrets,[”] including but not limited to any formula, plan, pattern, process, tool, mechanism, compound, procedure, production data, or compilation of information which is not patented, which is known only to certain individuals within the Hospital District who are using it to fabricate, produce, or compound an article or service having commercial value and which gives its user an opportunity to obtain a business advantage over competitors who do not know or use it.
16. Records of state agencies related to activities governed by Articles 2.6, 2.8, and 2.91 of Chapter 7 of Part 3 of Division 9 of the Welfare and Institutions Code, pertaining to Medi-Cal provider contracting, which reveal the special negotiator's deliberative processes, discussions, communications, or any other portion of the negotiations with providers of healthcare services, impressions, opinions, recommendations, meeting minutes, research, work product, theories, or strategy, or which provide instruction, advice or training to employees.
17. A final accreditation report of the American Osteopathic Association which has been transmitted to the State Department of Health Services pursuant to Subdivision (b) of Section 1282 of the Health and Safety Code.

~~17.~~18. Any other records the disclosure of which is prohibited or restricted by law.

H. Records Submitted to Agencies Which Are Exempted From Disclosure By District Hospitals

In addition to the limitations upon disclosure of public records otherwise set forth in these Guidelines, the District is not required to disclose public records, or permit the inspection of public records pertaining to financial or utilization data, other than such financial and utilization data as is filed with the California Health Facilities Commission and/or the Office of Statewide Health Planning and Development. It is sufficient compliance with the law to permit inspection of financial and utilization information reported to the Office of Statewide Health Planning and Development pursuant to Health and Safety Code Sections 128675, et seq., known as the Health

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[Data and Advisory Council Consolidation Act Division 1, Part 1.8 of the California Health and Safety Code](#). In case of doubt, consult the District legal counsel.

I. Discretionary Withholding of Records

In addition to the limitations upon disclosure of records set forth in these Guidelines, the District may, in its judgment, withhold inspection of any record or writing when the District determines that on the facts of the particular case the public interest served by not making the record public clearly outweighs the public interest served by disclosure of the record. Such judgment shall be exercised by the District by and through the Chief Executive Officer whose decision shall be final unless overruled by the Board of Directors.

J. Compliance with Subpoena Duces Tecum

While a Subpoena Duces Tecum (a notice to appear and to bring records, or to produce records without appearance) is issued by a court, it is **not** an order of the court declaring that the particular records are subject to disclosure. Such records may still be subject to protection against disclosure by reason of the existence of a privilege or other legal excuse. Therefore, receipt of such a subpoena does not permit disclosure of records in and of itself and the following rules should be followed:

1. **Subpoena in action where District is a party-:**
Immediately consult with legal counsel representing the District as to the proper response.
2. **Subpoena in other actions :**
 - a. If the records sought to be discovered (which are ordered to be produced) fall within one of the categories in Paragraphs F, G, or H above, consult with the District's counsel prior to responding to the subpoena.
 - b. If the records sought to be discovered are those which can be inspected, it is sufficient compliance with the subpoena (if it seeks only records and does not specify that "testimony" or "examination upon such records" will be required) to deliver a copy by mail or otherwise, following the procedure set forth in Exhibit "1A" attached hereto.
3. **If only a portion of the records may be disclosed or inspected :**
If only portions of any requested records may be disclosed or inspected, any reasonably segregable portions shall be provided to the applicant after deletion of portions which are exempt and the segregated nondisclosable portions should be withheld unless and until a court orders their production.

HOW TO COMPLY WITH SUBPOENA DUCES TECUM:

- A. Except as provided in Paragraph E hereafter, when a Subpoena Duces Tecum is served upon the custodian of records or other qualified witness of the District in an action in which the District is neither a party, nor the place where any cause of action is alleged to have arisen, and such subpoena requires the production of all or any part of the records of the District, it is sufficient compliance if the custodian or other qualified witness, within five days after the receipt of such subpoena, delivers by mail or otherwise, a true, legible, and durable copy of all the records described in such subpoena to the clerk of the court, or to the judge if there is no clerk, or to the deposition officer set forth in said subpoena, together with the affidavit described in Paragraph C hereinafter.
- B. The copy of the records shall be separately enclosed in an inner envelope or wrapper, sealed, with the title and number of the action, name of witness, and date of subpoena clearly inscribed thereon; the sealed envelope or wrapper shall then be enclosed in an outer envelope or wrapper, sealed and directed as follows:
 - a. If the subpoena directs attendance in court, to the clerk of such court or to the judge thereof

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if there is no clerk.

b. If the subpoena directs attendance at a deposition, to the officer before who the deposition is to be taken at the place designated in the subpoena for the taking of the deposition or at this place of business.

c. In other cases, to the officer, body or tribunal conducting the hearing, at a like address.

C. The records shall be accompanied by the affidavit of the custodian or other qualified witness, stating in substance each of the following:

a. The affiant is the duly authorized custodian of the records or other qualified witness and has authority to certify the records.

b. The copy is a true copy of all the records described in the subpoena.

c. The records were prepared by the personnel of the District in the ordinary course of business at or near the time of the act, condition, or event.

D. If the District has none of the records described, or only part thereof, the custodian or other qualified witness shall so state in the affidavit, and deliver the affidavit and such records as are available in the manner provided in Paragraph B above.

E. Notwithstanding the procedure for sending records described above, the personal attendance of the custodian or other qualified witness and the production of the original records is required at the time and place designated if the Subpoena Duces Tecum contains a clause which reads:

“The personal attendance of the custodian or other qualified witness and the production of the original records is required by this subpoena. The procedure authorized pursuant to subdivision (b) of Section 1560, and Sections 1561 and 1562, of the Evidence Code will not be deemed sufficient compliance with this subpoena.”

F. In addition to copying costs, if any, pursuant to Section ~~F-G~~ of **Procedures Concerning Inspection**, where the business records described in a subpoena are patient records of a hospital, or of a physician and surgeon, osteopath, or dentist licensed to practice in this State, or a group of such practitioners, and the personal attendance of the custodian of such records or other qualified witness is not required, the fee for complying with such subpoena is ~~0 dollars (\$0) provided by Evidence Code section 1563~~.

G. Where the attorney or deposition officer, including, a licensed copyist, performs copying at the District's facilities with their own copy equipment, the sole fee for complying with the subpoena is ~~0 dollars (\$0) provided by Evidence Code section 1563~~.

H. In addition to copying costs, if any, pursuant to Section ~~F-G~~ of **Procedures Concerning Inspection**, when the personal attendance of the custodian of a record or other qualified witness is required, he shall be entitled to reimbursement at ~~the current IRS rate for mileage actually traveled~~ \$20 per mile traveled, round trip, and to thirty-five dollars (\$35.00) for each day of actual attendance.

See also [Subpoenas AGOV-36](#).

Related Policies/Forms:
[Subpoenas AGOV-36](#); [Release of Protected Health Information DHIM-3](#); [TFHD](#)

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Commented [2]: “Reasonable costs incurred by a witness who is not a party with respect to the production of all or any part of business records requested pursuant to a subpoena duces tecum shall be charged...” (Ev. Code, section 1563(a).

The section currently defines those costs as \$.10 cents per page and up to \$24 per hour per person working on the issue. This section can also just incorporate Evidence Code section 1563 by reference in case those standards change.

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Commented [3]: Currently \$15.00 under Evidence Code section 1563.

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Application
Inspection and
Copying of Records

References: TFHD
BOD Resolution
12/19/1995

Policy Owner: Clerk
of the Board

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	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.
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. (NAC 449.0022)</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. (NAC 449.0173)</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.
		<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"</i> 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).</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. (Cal Code of Reg §70127)</p>	<p>Notify the Health Division immediately of any change in the ownership of, the location of, or the services provided at, the facility. (NAC 449.0114(5))</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. (Cal Code of Reg §70127)	Notify the Bureau in writing within ten (10) days a change of administrator occurs. (NAC 449.0114(4)) (The notification must provide evidence that the new administrator is currently licensed pursuant to chapter 654 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"> 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. 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. c. Notify CDPH within 10 days in writing of any change of the <i>mailing address</i>. Include the new mailing. 	N/A

	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.
		<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> 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	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.
		<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	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.
		<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"> 1. Change of name of home health agency. 2. Change of location and/or address of home health agency. 3. Change in the licensing information required by subsection (a) of Section 74661. 4. Change of the mailing address of the licensee. 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. 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. 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. 	

	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. (22 CA Cal Code of Reg § 74667)	
HOSPICE	Change in Ownership/ Administrative Leadership: Disclose/ 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. NAC 449.0183
PRIMARY CARE CLINICS	Change in Administrative Leadership	<i>Report of Changes:</i> 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. 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. (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](#)



2018 Board Action Plan

	What	Who	By When	Current Status
Improving Strategic Focus				
1.	To promote more strategic-level discussions and meeting time focused on external/future-based discussions (presentation on trends and issues/review of topical articles with built-in time for discussion)	CEO / Exec. Director of Governance	Ongoing	In process
2.	Continue to include Strategic Planning as standing agenda item to receive and discuss monthly strategic planning update (ensuring feedback loop)	CEO / Board President	Ongoing	In process
3.	Design board meeting agendas more explicitly around strategic plan priorities and board responsibilities; state purpose at outset, link to vision/strategy	CEO / Board President	Ongoing	Completed
4.	Prioritize agenda items in following order: <ul style="list-style-type: none"> Action Items Strategic issue discussion with time for discussion Performance updates 	CEO / Board President	Ongoing	Completed
5.	Implement the use of a Board cover sheet that summarizes the agenda item's key issues and describes the requested action	Clerk of the Board	Completed	Completed
6.	Develop and implement board presentation guidelines (5-7 slide max with limited time)	Exec Dir of Governance /Clerk of the Board	July 16	
7.	Review dashboards to ensure appropriate level of information; Consider including raw data, trending, statistical significance, and narratives. Focus should be on opportunities to improve.			

	What	Who	By When	Current Status
Physician Alignment				
8.	<u>Develop framework</u> for continuing work around physician alignment. Possible actions include: <ul style="list-style-type: none"> • Continue education sessions for physicians • Host bi-annual Board-Medical staff leadership dinner • Board rounding with CEO (or Admin Council member) • Continued board presence at MEC meetings 	CEO / CMO / Exec Dir of Physician Services	Ongoing	
Improved Community Relations				
9.	Include mission moments as an agenda item	Exec Dir of Governance	June 28	
10.	Create summary talking points that can be shared with community members	CEO / Exec Dir of Governance / Marketing	When necessary	
Community Health Needs Assessment				
11.	Consider formalizing the process for setting annual community benefit goals that include metrics	CNO / Wellness Neighborhood	??	
12.	Reinstate semi-annual community benefit progress reports to the board – consider both written and in-person reports	CNO	??	
Board Education and Orientation				
13.	Adopt quarterly Board education plan and consider adding explicit education topic to agenda. Topics to include: <ul style="list-style-type: none"> • Just culture/High Reliability Organization • Board responsibilities to the district • Impact of moving towards value-based payment systems • Rural health 	Governance Committee	Quarterly	Ongoing
14.	Consider reviewing and revising new member orientation program	Exec Dir of Governance / Clerk of the Board / Mary Brown	August 30	
15.	Create and distribute fact sheets on programs and services	Marketing		

