



TAHOE FOREST HOSPITAL DISTRICT

2019-11-25 Board Governance Committee

Monday, November 25, 2019 at 1:00 p.m.

Tahoe Forest Hospital - Eskridge Conference Room

10121 Pine Avenue, Truckee, CA 96161

Meeting Book - 2019-11-25 Board Governance Committee

11/25/19 Governance Committee

AGENDA

2019-11-25 Board Governance Committee_FINAL Agenda.pdf Page 3

ITEMS 1 - 4: See Agenda

5. APPROVAL OF MINUTES

2019-09-19 Board Governance Committee_DRAFT Minutes.pdf Page 4

6. ITEMS FOR COMMITTEE DISCUSSION AND/OR RECOMMENDATION

6.1. Policy Review

Attachments will be distributed at the meeting.

6.2. Board Governance

6.2.1. DRAFT 2020 Board Meeting Calendar.pdf Page 7

6.2.2. Board Education

Discussion item.

ITEMS 7 - 9: See Agenda



GOVERNANCE COMMITTEE AGENDA

Monday, November 25, 2019 at 1:00 p.m.
Eskridge Conference Room - Tahoe Forest Hospital
10121 Pine Avenue, Truckee, CA 96161

1. **CALL TO ORDER**

2. **ROLL CALL**

Alyce Wong, Chair; Art King, 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: 09/19/2019**

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

6.1. **Policy Review**

Governance Committee will review and discuss the following policies:

- 6.1.1. ABD-03 Board Compensation and Reimbursement..... ATTACHMENT*
- 6.1.2. ABD-19 Orientation and Continuing Education ATTACHMENT*
- 6.1.3. ABD-21 Physician and Professional Service Agreements..... ATTACHMENT*
- 6.1.4. ABD-24 TFHD Professional Courtesy Policy..... ATTACHMENT*

6.2. **Board Governance**

- 6.2.1. **2020 Board Meeting Calendar**..... ATTACHMENT

Governance Committee will review and provide input on a board meeting calendar for 2020.

- 6.2.2. **Board Education**

Governance Committee will review board education topics for 2020.

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, September 19, 2019 at 11:00 a.m.
Pine Street Cafe Conference Room - Tahoe Forest Hospital
10121 Pine Avenue, Truckee, CA 96161

1. CALL TO ORDER

Meeting was called to order at 11:00 a.m.

2. ROLL CALL

Board: Alyce Wong, Chair; Randy Hill, Board Member

Staff in attendance: Harry Weis, Chief Executive Officer; Crystal Betts, Chief Financial Officer; Ted Owens, Executive Director of Governance; Martina Rochefort, Clerk of the Board

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

No changes were made to the agenda.

4. INPUT – AUDIENCE

No public comment was received.

5. APPROVAL OF MINUTES OF: 06/19/2019

Director Hill moved to approve the Governance Committee minutes of June 19, 2019, seconded by Director Wong.

6. ITEMS FOR COMMITTEE DISCUSSION AND/OR RECOMMENDATION

6.1. Policy Review

Governance Committee reviewed and discussed the following policies:

6.1.1. ABD-19 Orientation and Continuing Education

Committee reviewed two draft versions of the Orientation and Continuing Education policy.

Committee agreed to use the policy presented on page 9 of the packet and add a section on continuing education.

Committee will review again at their next meeting before sending to the board for approval.

6.1.2. President & CEO Incentive Compensation

Discussion was held about an incentive compensation policy for the President and Chief Executive Officer.

Director Hill and Director Wong felt it would be better to address incentive compensation as a separate policy. Director Wong would also like to identify the Foundations of Excellence.

CEO is used to seeing compensation addressed in one policy.

Director Wong noted that most of the incentive compensation details are covered in the contract.

Director Hill felt this memorialized the dates to keep the board on track. He would remove number 2 to give the board flexibility in determining the metrics.

Future work for the Executive Compensation Committee will be to add a piece about 18-month severance policy.

Governance Committee recommended approval of the revised ABD-02 policy with addition of section D items 1 and 3.

6.2. Board Governance

6.2.1. Board Director Vacancy

Governance Committee reviewed the vacancy process.

No letters of interest have been received thus far. The board could vote next week to extend application period to a date certain.

Executive Director of Governance advised that marketing would double up on advertising for the vacancy.

If the board does not appoint within sixty days, the decision to appoint would fall to the Board of Supervisors.

6.2.2. Board Self-Assessment

Governance Committee reviewed the Board Self-Assessment template. The committee also reviewed a comparison of results from the 2017-2018 Board Self-Assessment.

CEO said it is a high quality to review the questions where “do not know” is the answer.

Director Hill noted if we start to see patterns of weakness, that is what the board needs to address.

Board members saw orientation as a weakness and did something about it.

The quality oversight category grew the most in overall score from 3.64 in 2017 to 4.12 in 2018.

Director Wong stated the board can continue to use assessment to develop board goals.

Governance Committee would like to continue to use the same template and leave the questions as they are. The CEO can send a follow response to the board explaining the questions that previously received an “I don’t know” response.

Governance Committee is going to leave everything as it and the assessment will be distributed prior to December 1.

6.2.3. Board Retreat Agenda Discussion

Governance Committee discussed agenda building for board retreats.

Governance Committee would like to have the board self-assessment as a standing retreat agenda item.

Executive Director of Governance provided a brief history of the board retreats.

Executive Director of Governance has been researching facilitators within healthcare and those who are good at governance but do not have healthcare experience.

Governance Committee felt past retreats have had management and staff driven agendas and should have a board driven agenda.

Director Wong also noted the retreat enables the board to have the time to talk about what is important to them and what goals to set. She would like to see a dedicated portion of the retreat set aside for these discussions.

Executive Director of Governance recommended continuing to have a facilitator for retreats. Board meetings are about taking care of business and retreats are for education and board refresh.

7. REVIEW FOLLOW UP ITEMS / BOARD MEETING RECOMMENDATIONS

None.

8. NEXT MEETING DATE

Governance Committee will meet in November or December.

9. ADJOURN

Meeting adjourned at 12:05 p.m.

2020 Board Meeting Calendar

January

January 15 – Board Governance Committee

January 22 – Board Quality Committee

January 23 – Regular Board Meeting

February

February 2-5 – AHA Rural Healthcare Leadership Conference (Phoenix, AZ)

February 27 – Regular Board Meeting

March

March – Spring Board Retreat

March 26 – Regular Board Meeting

April

April 8 – Board Governance Committee

April – Board Executive Compensation Committee

April 23 – Regular Board Meeting

May

May 14 – Board Quality Committee

May 28 – Regular Board Meeting

June

June 25 – Special Board Meeting (Budget Presentation)

June 25 – Regular Board Meeting

July

July 15 – Board Governance Committee

July 23 – Regular Board Meeting

August

August 18 – Board Quality Committee

August 27 – Regular Board Meeting

September

September 24 – Regular Board Meeting

October

October 14 – Board Governance Committee

October 22 – Regular Board Meeting (Audit Presentation)

November

November 12 – Board Quality Committee

November 19 – Regular Board Meeting

December

December 17 – Regular Board Meeting