



TAHOE FOREST HOSPITAL DISTRICT

Board Governance Committee

Aug 12, 2015 at 12:00 PM - 02:00 PM

TFHD Foundation Conference Room

,

Meeting Book - 2015 Aug 12 Board Governance Committee

Agenda Packet Contents

AGENDA

2015 Aug 12 Governance Committee_Agenda Page 3

ITEMS 1 - 4 See Agenda

5. APPROVAL OF MINUTES

06/10/2015 Governance Committee_DRAFT Minutes Page 5

6. CLOSED SESSION

*See confidential Closed Session meeting book

7. ITEMS FOR COMMITTEE DISCUSSION AND/OR RECOMMENDATION

7.1. Compliance

7.1.1. 2015 Compliance Program 2nd Quarter Report Page 8

7.2. Policies

a) Policy and Procedure Annual Review_Checklist Page 11

7.2.1. ABD-12 Guidelines for the Conduct of Business by the TFHD Board of Directors Page 13

7.2.2. ABD-17 Manner of Governance For The Tahoe Forest Hospital District Board of Directors Page 21

7.3. Committee Goals

a) Governance Goals - June 2015 update Page 37

7.3.1. Advance Best Practices in Governance

No related materials

7.4. Board Education Program

No related materials

7.5. Retreat Planning

No related materials



GOVERNANCE COMMITTEE AGENDA

Wednesday, August 12, 2015 at 12:00 p.m.
Foundation Conference Room - Tahoe Forest Health System Foundation
10976 Donner Pass Rd, Truckee, CA.

1. **CALL TO ORDER**
2. **ROLL CALL**
Karen Sessler, M.D., Chair; Greg Jellinek, M.D., Board Member
3. **CLEAR THE AGENDA/ITEMS NOT ON THE POSTED AGENDA**
4. **INPUT – AUDIENCE**
5. **APPROVAL OF MINUTES OF:** 06/10/2015
6. **CLOSED SESSION**
 - 6.1. Health & Safety Code Section 32155: Quality Report (2 items)
 - 6.2. Government Code Section 54956.9(d)(2): Exposure to Litigation (5 matters)
7. **ITEMS FOR COMMITTEE DISCUSSION AND/OR RECOMMENDATION**
 - 7.1. **Compliance**
 - 7.1.1. **2015 Compliance Program 2nd Quarter Report** ATTACHMENT
2nd Quarter Report of compliance activities will be presented.
 - 7.2. **Policies** ATTACHMENT
Committee will review the proposed project plan for completion of annual review of board policies and discuss potential updates to various policies.
 - 7.2.1. ABD-12 Guidelines for the Conduct of Business by the TFHD Board of Directors
 - 7.2.2. ABD-17 Manner of Governance For The Tahoe Forest Hospital District Board of Directors
 - 7.3. **Committee Goals** ATTACHMENT
The Committee will review and update the status of its 2015 committee goals.
 - 7.3.1. **Advance Best Practices in Governance**
Committee will be provided an updated related to the TFHD application for certification by the Association of California Healthcare Districts (ACHD)
 - 7.4. **Board Education Program** *ATTACHMENT
The Committee will discuss topics and options for future board education.
 - 7.5. **Retreat Planning**
The Committee will discuss agenda for follow-up retreat.

8. **REVIEW FOLLOW UP ITEMS / BOARD MEETING RECOMMENDATIONS**
9. **NEXT MEETING DATE**
10. **ADJOURN**

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

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

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



GOVERNANCE COMMITTEE

DRAFT Minutes

Wednesday, June 10, 2015 at 12:00 p.m.
Tahoe Conference Room
10054 Pine Street, Truckee, CA.

1. **CALL TO ORDER**

Meeting called to order at 12:07 p.m.

2. **ROLL CALL**

Board: Karen Sessler, M.D., Chair; Greg Jellinek, M.D., Board Member

Staff: Jake Dorst, interim CEO/CIO; Judy Newland, CNO/COO; Ted Owens, Director Community Development; Carl Blumberg, Risk Manager; Patricia Barrett, Clerk of the Board

Other: Jim Hook, The Fox Group

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

None.

4. **INPUT – AUDIENCE**

None.

5. **APPROVAL OF MINUTES OF:** 05/13/2015

Paragraph five reference to goals will be corrected to reflect “wandering” rather than wondering.

ACTION: Motion made by Jellinek, seconded by Sessler, to approve minutes with noted change. Approved unanimously.

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

6.1. **Draft Resolution 2015-03 Intention To Maintain The Level Of Service Provided To The Community And To Maintain Best Practices Regarding Physician Compensation**

The board memorialized the details related to this resolution at the May board meeting. The resolution was drafted by staff and finalized by temporary general counsel, Michael Colantuono.

Discussion took place related to concern that the resolution may lock the board into something that may not have been intended. Director Jellinek requested that Hooper Lundy & Bookman review the resolution prior to forwarding to the Board for approval. It was noted that the resolution is not legally binding and there is no enforceability behind the document; an Executive Summary will be prepared for the board to include this detail.

Discussion took place related to the last “whereas” statement of the resolution pertaining to financial viability. Director of Community Development recommends including language “in best interest of the community and the District.”

Discussion took place related to why the resolution was being prepared and brought forward to the Board.

Director Jellinek recommends presenting an updated version for full board approval.

Community Input:

Ronda Brooks indicated the resolution has never been used by the District and is setting a precedent. The resolution being presented addresses the physicians but does not address anxiety of the community or employees.

Committee Recommendation: Committee recommendation to the full board for approval of Resolution reflecting the Board's intention to maintain the level of service provided to the community and to maintain best practices regarding physician compensation.

6.2. Policies

Director of Community Development provided an overview of the policy grid and two policies identified for discussion.

It was noted that review by staff and District Counsel will be completed prior to bringing updated policies to the Committee for review and recommended approval.

Committee discussed potential updates to various policies. Next steps will include but will not be limited to:

- Pulling information obtained during the Board's retreat related to best practice and providing direction to staff.
- Look at bylaws and policies to confirm consistency of verbiage.

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

Director of Community Development provided a summary of noted changes needing to be made. Procedure 1.2 needs to be updated to correct a discrepancy related to selection of officers.

A preliminary review of ABD-12 was conducted. Updates to the policy will include a clean up to ensure the language is consistent with the Board Bylaws.

A review of the section related to officer rotation will need to be done along with clarifying what constitutes a term in the event a chair leaves the role part way through the term.

Other sections requiring further review and update include:

- Item 8.2 preparation of the agenda
- Item 8.3 agenda methodology
- Item 8.7 Finalizing approval of agenda by Board President

6.2.2. ABD-17 Manner of Governance For The Tahoe Forest Hospital District Board of Directors

No specific discussion related to this policy.

6.3. Committee Goals

The Committee reviewed and updated the status of its 2015 committee goals and further delineated tactics and measurements as appropriate.

6.3.1. Advance Best Practices in Governance

Committee reviewed certification requirement for the Association of California Healthcare Districts (ACHD) and Special District Leadership Foundation (SDLF). Discussion took place related to criteria for certification by each of these organizations.

Director of Community Development provided an update related to the submission being prepared for the ACHD certification. Owners of required materials have been identified and compilation of required materials required for submission is in process.

Director of Community Development noted that many of the SDLA certification requirements have been met already by the Board. The difference with SDLA is a requirement of 10 hours of study by the board.

Recommendation made to move forward with ACHD certification and consider the SDLA certification at a future date.

6.4. Board Education Program

The Committee discussed topics and options for future board education. Topic will be revisited at the next meeting.

6.5. Follow-up Retreat

Discussion took place related to check-in follow up retreat. The retreat will be scheduled during the first two weeks of September and facilitated by Lisa Toutant. Draft agenda will be discussed at the next Governance Committee meeting.

8. REVIEW FOLLOW UP ITEMS / BOARD MEETING RECOMMENDATIONS

Policies
Board education
Follow-up Retreat

7. NEXT MEETING DATE

July meeting date to be confirmed.

8. ADJOURN

Meeting adjourned at 1: 36 p.m.



Board Executive Summary

By: Jim Hook
Corporate Compliance
Consultant, The Fox Group

DATE: July 1, 2015

ISSUE:

2015 Compliance Program 2nd Quarter Report (Open Session)

The Compliance Committee is providing the Board of Directors with a report of the 2nd Quarter 2015 Corporate Compliance Program activities.

BACKGROUND:

The Board of Directors has overall responsibility for the TFHD Corporate Compliance Program. This report facilitates the Board's monitoring and oversight of the Corporate Compliance Program, according to the seven components of the Compliance Program.

Reviewing and updating the Corporate Compliance Program Policy and Procedure on an annual basis is a part of the responsibilities of the Compliance Committee.

ACTION REQUESTED:

None.

2015 Corporate Compliance Program Annual Report

OPEN SESSION

Period Covered by Report: **April 1 –June 30, 2015**

Completed by: James Hook, Compliance Consultant, The Fox Group

1. Written Policies and Procedures

1.1. The District's Corporate Compliance Policies and Procedures are reviewed and updated as needed. Policies have been adopted, revised, or are in development to meet regulatory changes or in response to compliance activities.

1.2. The Compliance Committee recommends changes to Physicians and Professional Services Policy/Procedure #ABD 21. These changes include:

1.2.1. Process for service agreement development and Board approval;

1.2.2. Use of agreement templates for all new and renewing agreements.

2. Compliance Oversight / Designation of Compliance Individuals

2.1. Corporate Compliance Committee:

2.1.1. Removal of member –Ginny Razo-Chief Operating Office

2.1.2. Additional member –Stephanie Hanson-Compliance Coordinator

3. Education & Training

3.1. New employee orientation training in Health Stream was updated based on recommendations from the Compliance Consultants.

3.2. All new employees are educated during orientation.

3.3. "Compliance Corner" continues in the monthly employee newsletter providing ongoing compliance education for staff.

3.4. A presentation on Corporate Compliance, fraud and abuse and other topics was made to the general meeting of the TFHD Medical Staff on May 14, 2015

4. Effective Lines of Communication/Reporting

4.1. A Compliance log is maintained for all calls to the Compliance Hotline and other reports made to the Compliance Officer. Three calls were received on the Hotline in the 2nd quarter.

4.2. HIPAA violations are reported to the Privacy Officer. Privacy Officer maintains a log of reported events.

5. Enforcing Standards through well-publicized Disciplinary Guidelines

5.1. Eighty-seven percent (87%) of Orientation and Health Stream annual training modules were completed for eligible employees in the 2nd quarter.

OPEN SESSION

- 5.2. All new staff hires, newly privileged physicians, and vendors registered with vendor credentialing program are screened by checking against the OIG and GSA exclusion lists and receive criminal background checks. Annually, ongoing monitoring continues at various intervals.
- 5.3. Posters regarding the Compliance Program were distributed “*If you see something, say something*”

6. Auditing & Monitoring

- 6.1. Two audits were completed during the 2nd quarter as part of the 2015 corporate compliance work plan. A total of seven additional audits are planned during the remainder of 2015.
 - 6.1.1. An audit of physician contracts executed between December 1, 2014 and February 28, 2015 revealed that all agreements were executed prior to the effective date of the agreements.
 - 6.1.2. An audit of payments to physicians providing on-call specialty coverage to the TFHD emergency Department revealed all payments were made correctly and based on invoices authenticated by each physician providing coverage.

7. Responding to Detected Offenses & Corrective Action Initiatives

- 7.1. Investigations of suspected and actual breach incidents were initiated. Several investigations revealed no violations. Remediation measures including, additional staff training, were implemented to prevent further violations.

2015 Policy and Procedure Annual Review

Policy	Policy #	New	STATUS			✓	Note/Content / Substantive Revisions	Non-Substantive Revisions
			Pending	Deadline Dec 2015 Governance	Board Approval			
1	Board CEO And Employee Performance Evaluation	ABD-01	✓				Obtain HR review/recommended updates	
2	Board Compensation and Reimbursement	ABD-03	✓					
3	Board of Directors Qualifications	ABD-04	✓					
4	Bond Fiscal Policy	ABD-05	✓				Obtain CFO review/recommended updates	
5	Conflict of Interest Code	ABD-06	✓				With FPPC for review/approval – will be included in annual policy group approval by board	
6	Conflict of Interest Policy	ABD-07	✓	Jul-2015			last reviewed 12/2014 w/edits from General Counsel. May require further legal counsel review/input	
7	Credit and Collection Policy	ABD-08	✓				Obtain CFO review/recommended updates	
8	Emergency On Call Policy	ABD-10	✓					
9	Financial Assistance Program Full Charity Care and Discount Partial Charity Care	ABD-09	✓				Obtain CFO review/recommended updates	
10	Fiscal Policy	ABD-11	✓				Obtain CFO review/recommended updates	
11	Guidelines for the Conduct of Business By the TFHD Board of Directors	ABD-12	✓	Jul-2015	*			
12	Innovation Policy	ABD-13	✓					
13	Inspection and Copying of Public Records	ABD-14	✓					
14	Investment Policy	ABD-15	✓				Obtain CFO review/recommended updates	
15	Malpractice Policy	ABD-16	✓					
16	Manner of Governance For TFHD Board of Directors	ABD-17	✓	Jul-2015	*			
17	New Programs and Services	ABD-18	✓				Obtain CFO review/recommended updates	
18	Orientation and Continuing Education	ABD-19				Oct-2014	✓ Policy was reviewed, updated and approved in October 2014	
19	Patient Satisfaction	ABD-20	✓					
20	Physician and Professional Service Agreements	AVD-21	✓	Jul-2015	target 7/28/2015		Policy is being reviewed by Compliance Committee and staff. Will be significantly updated. Needs to go to board as soon as ready.	
21	TFHD Chief Executive Compensation	ABD-02	✓				Obtain Personnel Committee review/recommended updates	
22	Trade Secrets	ABD-22	✓					

* NOTE: Updates to ABD 12 and ABD 17 may require changes to the Bylaws. Bylaws require two readings (with no changes) at regularly scheduled board meetings before approval

2015 Policy and Procedure Annual Review

Policy	Policy #	New	STATUS			✓	Note/Content / Substantive Revisions	Non-Substantive Revisions
			Pending	Deadline Dec 2015 Governance	Board Approval			

		Tahoe Forest Health System			
		Title: Guidelines For The Conduct Of Business By The Tahoe Forest Hospital District Board of Directors		Policy/Procedure #: ABD-12	
		Responsible Department: Board of Directors			
Type of policy		Original Date:	Reviewed Dates:	Revision Dates:	
<input checked="" type="checkbox"/>	Board	8/90	5/06; 3/08; 01/12; 11/13	1/10; 6/14	
<input type="checkbox"/>	Medical Staff				
<input type="checkbox"/>	Departmental				
Applies to: <input checked="" type="checkbox"/> System <input type="checkbox"/> Tahoe Forest Hospital <input type="checkbox"/> Incline Village Community Hospital					

PURPOSE:

To explain the guidelines for the Board of Directors in conducting business for the District.
 To clarify the requirements of state law for public meetings while conducting business and meetings on behalf of the District.

POLICY:

In an effort to make known to any interested party the general guidelines for the conduct of business by the Board of Directors of the Tahoe Forest Hospital District, the following compendium of provisions from the Tahoe Forest Hospital District Bylaws and the Ralph M. Brown Act, hereinafter referred to as Brown Act, is hereby established.

PROCEDURE:

1.0 Officers Of The Board of Directors

- 1.1 The officers of the Board of Directors are: President, Vice President, Secretary and Treasurer.
- 1.2 The officers shall be chosen every year by the Board of Directors at the first meeting of such calendar year and each officer shall hold office for a one year term or until such officer's successor shall be elected and qualified or until such officer is otherwise disqualified to serve. The person holding the office of President of the Board of Directors shall not serve two successive terms. The office of President, Vice President, Secretary and Treasurer shall be filled by members of the Board of Directors. The office of the Clerk of the Board shall be appointed by the Chief Executive Officer.

Comment [K1]: Consider election of officers at the December regular meeting, or at the first meeting following seating of a new board.

Comment [K2]: Consider allowing the President to serve a second consecutive term by unanimous vote of the board. This change would not go into effect until after the next election. Also this needs clarification regarding partial terms.

Comment [K3]: or designee.

2.0 Meetings Of The Board of Directors

- 2.1 Regular Meetings: Regular meetings of the Board of Directors shall be held the 4th Tuesday of each month at 6:00 PM at a location within the Hospital District Boundaries. The regular meeting shall begin with Open Session business in accordance with California Open Meeting Laws. Regular meetings will adjourn by 10:00 PM unless extended by a majority vote of Board Members present.

Comment [K4]: This has been already been changed to the last Tuesday of the month already.

Notice of meetings of the Board of Directors and Board Committees shall be posted per the requirements of the Ralph M. Brown Act.

- 2.2 It is the duty, obligation and responsibility of the Board President and Board committee chairpersons to call for Board of Directors and Board committee meetings and meeting locations. This authority is vested within the office of the Board President or Board committee chair and is expected to be used with the best interests of the District, Directors, staff and communities we serve.
- 2.3 Special Meetings: Special meetings of the Board of Directors may be held from time to time as specified in the District Bylaws and with the required 24 hours notice as stated in the Brown Act.
 - 2.3.1 If there is a determination by the President of the Board, or by **two-thirds of the Board**, that there is a need to take immediate action upon an item(s) requiring Board approval, and the need for action comes prior to a regular meeting, then a special meeting shall be called and conducted in accordance with the notice and posting provisions of the Brown Act in order to obtain Board approval.
 - 2.3.2 Special meetings shall be called by delivering **written notice** to each Board member and to the public in compliance with the Brown Act (to each local newspaper of general circulation and radio or television station requesting notice in writing), including providing a description of the business to be transacted. Board members may dispense with the written notice provision if a written waiver of notice has been filed with the Clerk prior to the time a meeting convenes.
 - 2.3.3 No business other than the purpose for which the special meeting was called shall be considered, discussed, or transacted at the meeting.
- 2.4 Emergency Meetings: Emergency meetings may be called in the event of an emergency situation, defined as a crippling disaster, work stoppage or other activity which severely impairs public health, safety or both, as determined by a majority of the Board, or in the event of a dire emergency, defined as a crippling disaster, mass destruction, terrorist act, or threatened terrorist activity so immediate and significant that requiring one hour notice before holding an emergency meeting may endanger the public health, safety, or both as determined by a majority of the board.
 - 2.4.1 In the case of an emergency situation involving matters upon which prompt action is necessary due to the disruption or threatened disruption of public facilities, then a one (1) hour notice provision as prescribed by the Brown Act is required. In the event telephone services are not working, notice must be given as soon as possible after the meeting.
 - 2.4.2 No business other than the purpose for which the emergency meeting was called shall be considered, discussed, or transacted at the meeting.
- 2.5 Closed Session Meetings: Closed Session meetings of the Board of Directors and Board committees may be held as deemed necessary by members of the Board of Directors or the Chief Executive Officer pursuant to the required notice and the restriction of subject matter as defined in Government Code Section 54950 (Brown Act). Under no circumstances shall the Board of Directors order a closed session meeting for the purposes of discussing or deliberating, or to

Comment [K5]: We need to insert somewhere that when there are five board members, that 4 of 5 is necessary.

Comment [K6]: Does e-mail constitute written notice?

permit the discussion or deliberation in any closed meeting of any proposals regarding:

2.5.1 The sale, conversion, contract for management, or leasing of any District health care facility or the assets thereof, to any for-profit or nonprofit entity, agency, association, organization, governmental body, person, partnership, corporation, or other district.

2.5.2 The conversion of any District health care facility to any other form of ownership by the District.

2.5.3 The dissolution of the District.

2.6 Teleconferencing: Any regular, special, or emergency meeting at which teleconferencing is utilized shall be conducted in compliance with the provisions of the Brown Act. These include:

2.6.1 Teleconferences must comply with the rest of the Brown Act

2.6.2 All votes taken by teleconference must be taken by roll call

2.6.3 Agendas must be posted at all teleconference locations

2.6.4 Each teleconference location must be identified in the agenda

2.6.5 Each teleconference location must be accessible to the public

2.6.6 At least a quorum of the Board must participate from locations within the District boundaries (a Board member outside the geographical location of the District may be counted toward the quorum if fifty percent (50%) of the number of members that would establish the quorum is present within the geographical boundaries)

2.6.7 The agenda must provide for public comment at each teleconference location.

2.7 All meetings of the Board of Directors shall be chaired by members of the Board of Directors in the following order: President, Vice President or Secretary.

3.0 Activities/Meetings of Board Committees

3.1 Board committees will undertake the activities of the committee as outlined in the Tahoe Forest Hospital District Bylaws. In addition, each standing committee will annually establish committee goals, and such goals will be presented to the Board of Directors.

3.2 In order that Board standing committees function in the most efficient manner, the length of committee meetings will be kept to a reasonable length. Further, the most critical topics will be placed at the beginning of committee agendas to ensure their review in a timely manner.

4.0 Meetings Open To The Public

All meetings of the Board of Directors and Board standing committees are open to the public with the exception of the Closed Session portion of such meetings.

Comment [K7]: This isn't very clear.

5.0 Notices Of Meetings Of The Board Of Directors And Board Standing Committees Supplied To The Public

Notices of any Regular or Special meeting of the Board of Directors and Board standing committees shall be mailed to any interested party who has filed a written request for such notice. The request must be renewed annually in writing.

Comment [K8]: Again, does e-mail count?

6.0 Board and Board Standing Committee Agenda Packets For Members Of The Public

6.1 Board and Board standing committee agendas and agenda materials are available for review by any interested party at the administrative offices or at the Board or Board standing committee meeting itself.

6.2 Any requests from the public for Board and Board standing committee agenda packets shall be filled within a reasonable amount of time. Any member of the public requesting a Board or Board standing committee agenda packet with all attachments shall be charged \$.10 per page for such material. The charge is only intended to capture direct costs associated with complying with public requests for documents. In no way do we attempt to profit from this activity; but only seek to remain fiscally prudent and provide equity of service while maintaining easy access. Additionally, any members of the public being able to demonstrate true indigence shall be exempted from the fee per page charges. An agenda packet with all attachments shall be made available for use by any interested party at all Regular and Special meetings of the Board of Directors and Board standing committee meetings.

Comment [K9]: Insert language regarding providing a digital copy

Comment [K10]: a printed copy of the

7.0 Public Input At Meetings Of The Board Of Directors And Board Standing Committee Meetings

On each agenda of Regular and Special meetings of the Board of Directors and Board standing committee meetings there shall be a provision made for input from the audience. The Board of Directors or Board standing committee may impose a time limit for such public input. Pursuant to the Brown Act, items which have not previously been posted on the meeting agenda may not be discussed or acted upon at that meeting by the Board of Directors with the following exceptions:

Comment [K11]: Needs clarity that input doesn't have to be taken individually on each item. The agenda can allow for all input being taken at once. Also, input on items not on the agenda can be tabled to the end of the meeting. Also needs clarity if input needs to be allowed for presentations, education, and other non-action items.

7.1 If a majority of the Board of Directors determines that an emergency situation exists as defined under the "Emergency Meetings" section of this policy, or

7.2 If two-thirds of the Board of Directors' full membership is present and agree an item needs to be placed on the agenda for action after the agenda was posted, or

Comment [K12]: Perhaps we could insert some explanation here to clarify how the board may and may not respond to comment on items not on the agenda. Also that the public needs to direct it's comments to the board, be respectful, avoid profanity, etc.

7.3 If the item was previously posted in connection with a meeting which occurred no more than 5 days prior to the date on which the proposed action will be taken.

Comment [K13]: insert that the agency just became aware of the item

8.0 Preparation Of The Agenda For Board or Board Standing Committee Meetings

8.1 Placing of Items On The Agenda By Members Of The Public:

8.1.1 As provided for in Government Code Sections 54950-54962 (Brown Act) pertaining to public input, the District will provide an opportunity for members of the public to address the Board on any matter within their subject matter jurisdiction. It is the desire of the Board of Directors to adhere to legislative requirements and conduct the business of the District in a manner so as to address the needs and concerns of members of the public.

Comment [K14]: Perhaps we could add some direction for rules for managing large amounts of public comment - either in the open comment time or on agendized items.

8.1.2 Members of the public are directed to contact the President of the Board of Directors, a Director of the Board or the Chief Executive Officer at least two weeks prior to the meeting of the Board of Directors at which they wish to have an items placed on the agenda for discussion/action. Requests to Directors of the Board will be referred to the Chief Executive Officer for follow up.

Comment [K15]: Needs clarification that there is not a requirement to put these items on the agenda.

8.2 The Chief Executive Officer and Executive Assistant, with input from members of the Board, shall prepare the agendas for the meetings of the Board of Directors or Board standing committees. Items to be placed on the Board agenda should be submitted to the Chief Executive Officer or the Executive Assistant no later than 10 days prior to the Board meeting.

Comment [K16]: Needs further clarification on how the input from members of the board is provided. CEO can poll members?

8.3 The format for agendas of meetings of the Board of Directors will be as follows:

Comment [K17]: Consider making this less rigid?

8.3.1 6:00 PM Call to Order

8.3.2 Roll Call

8.3.3 Clear the Agenda/ Items Not on the Posted Agenda

8.3.4 Input – Audience

8.3.5 Medical Staff Report

8.3.6 Consent Calendar

8.3.7 Chief Executive Officer's Report

8.3.8 Additional Administrative Reports

8.3.9 Presentations/ Staff Reports

8.3.10 Board Committee Reports/Recommendations

8.3.11 Items for Board Discussion And/Or Action

8.3.12 Agenda Input For Upcoming Committee Meetings

8.3.13 Items for Next Meeting

8.3.14 Board Members Reports/Closing Remarks

8.3.15 Closed Session if necessary

8.4 The Board of Directors to facilitate input from members of the Medical Staff. When possible, items of concern to the members of the Medical Staff will be placed as early in the agenda as appropriate within the format as detailed above.

Comment [K18]: Consider adding another item providing guidance for timed items on the agenda.

8.5 The Board President and the Chief Executive Officer will create a "Consent Calendar" for those items on the agenda which are reasonably expected to be routine and non-controversial. The Board of Directors shall consider all of the items on the agenda marked Consent Calendar at one time by vote after a motion has been duly made and seconded. If any member of the Board of Directors, hospital staff or any interested person in the audience requests that a consent item be removed from the list of consent items prior to the vote on the Consent Calendar, such item shall be taken up for consideration and disposition following action on the remaining items on the Consent Calendar.

Comment [K19]: Consider changing this to at a later point in the meeting to allow for efficient and effective flow of the meeting.

8.6 If available, minutes of Board standing committee meetings will be included in Board agenda packets. If not available, the agenda for the meeting will be

Comment [K20]: We are not doing this. We should change this to reflect current procedure

included. Recommendations from the Board standing committee to the Board of Directors will be highlighted at the beginning of the minutes for ease of presentation.

- 8.7 The President of the Board of Directors will approve the finalized agenda prior to its distribution.

Comment [K21]: We are not doing this but the recommendation could be included on the agenda or in the executive summary for the item.

Comment [K22]: This needs clarification as to what this means.

9.0 Notification by Board Member of Anticipated Absences

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 with information including the dates of absence, best method of contact, applicable telephone and fax numbers, and, if possible, a mailing address. If you do not wish to be contacted in the event of an emergency, you must waive your right to be contacted in writing.

10.0 Minutes Of Meetings Of The Board Of Directors And Board Standing Committees

Minutes of meetings of the Board of Directors and Board standing committees shall be taken by the Executive Assistant. The minutes shall be transcribed by the Executive Assistant and reviewed by the Chief Executive Officer prior to submittal to the Board of Directors or Board committees for review and approval at their next regularly scheduled meeting.

Comment [K23]: Do we want to change the process to increase efficiency, especially for correction of typos?

11.0 Special Rules/Robert's Rules Of Order

Introduction: The Board of Directors has adopted Robert's Rules Of Order, Revised as the framework to guide discussion and actions within the Board of Directors' meetings and its subsidiary committee structure. With acknowledgement that the Tahoe Forest Hospital Board of Directors is somewhat different in form, membership and objective than is captured in Robert's Rules, the placement of "Special Rules" is appropriate to facilitate superior deliberation and decision making. With Robert's Rules providing the basis for debate and action, the following procedures and/or expectations shall take precedence over Robert's Rules of Order, Revised:

12.0 Discussion/Debate

- 12.1 As is practical, staff oral summaries shall precede motions.
- 12.2 Invited outside presenters, such as our auditors, accountants, legal counsel shall offer their comments and documentation prior to a motion being introduced by one of the Board Members.
- 12.3 *Brief* questions to fill in knowledge gaps or to provide clarification should be posed prior to motion language being introduced.
- 12.4 Any Board committee input or recommendations should be presented prior to a motion. Again, *brief* questioning for clarification may be engaged in prior to motions.
- 12.5 Public input/comments regarding items not on the agenda will be sought at the beginning of Board/Board standing committee meetings. Public input/comments regarding agenda items will be sought during the consideration of these items, before action is taken, at Board/Board standing committee meetings. It is noted that presentations from outside organizations may be referred to a Board Committee by the Board President for the formulation of a recommendation to the Board of Directors.

- 12.6 At any point during a Board of Directors meeting any member may request, by motion that the Board go into "Committee of the Whole" to discuss any item on the agenda. Structurally, a motion is made to "go into Committee of the Whole to discuss item "x", a second is received, and a vote is taken. Simple majority rules on the matter. Such discussions are intended to act as an opportunity to present opinions and a fact, and/or receive input from other Board members in the absence of an "action" motion directly under consideration. To leave "Committee of the Whole" discussions and return to the agenda, or to present a motion for action, the Chair can pose that we have exhausted the topic, and by consent adjourn the Committee of the Whole and return to the Board agenda.
- 12.7 Or, if any member wishes to close the Committee of the Whole discussion, he/she can ask for such action, by motion, and receiving a second the request to move on will be voted upon. Again, simple majority rules on the matter.
- 12.8 A separate and distinct area of the agenda shall be devoted to discussion items. This section is intended to serve the function of allowing the Directorship an opportunity to engage in free flowing information and opinion exchanges without the necessity of relating one's thoughts to a pending action item or motion. When the Chair calls for this section of the meeting, we are in de-facto "Committee Of The Whole" discussion. Topics such as emerging trends, long range plans, events and the like are most appropriately considered within this format. On each Board agenda there will be, under this section, an "agendized" item asking for member input for future topics.
- 12.9 A member can ask that a topic be placed on next month's agenda for discussion. The item will be placed on next month's agenda unless another Board Member objects, in which case the simple majority rules.

Comment [K24]: The board is not currently utilizing this process. Do we want to use it or change it?

13.0 Voting/Motions

- 13.1 Any member of the Board of Directors may introduce or second a motion, including the Board President or other currently presiding officer. All members, including the Board President, are obliged to vote on all motions presented while in attendance.
- 13.2 Recording of the vote shall be first done by voice vote, with exception going to resolutions that require a roll call vote. Any member may request a roll call vote on any motion; such requests will not require a second and shall be performed at once.
- 13.3 "Secret ballots" or any other means of casting anonymous or confidential votes are strictly prohibited per law. All votes shall be recorded and be available for public review.
- 13.4 Unless otherwise noted, all Board related business, whether in committee or Board session (open or closed) shall be conducted in a fashion conversant with Robert's Rules of Order, Revised. The Board formally adopts this method of conducting business to ensure that all Board affairs are conducted in an equitable, orderly and timely fashion. Parliamentary procedures are seen as a valuable tool for proper conduct in meetings, and should provide a degree of standardization in regards to other governmental interests, facilitating the public's understanding (and other governmental bodies' understanding) our actions.

Comment [K25]: Is it necessary for a roll call on all votes now? If so this section needs to be changed.

14.0 Urgent Decisions

In the event that an urgent or emergent decision or action is required by the Board prior to a regularly scheduled meeting, the President of the Board, or a majority of the Board members, may call a special board meeting or an emergency meeting to take action.

15.0 Contingent Approval

15.1 In the event the Board approves an item at a Board meeting in which all of the terms, conditions, restrictions, commitments, etc. are clearly defined, but which such provisions have not been formalized in contracts or other appropriate documentation, the Board may give preliminary approval to the Chief Executive Officer to execute the contract or other appropriate documentation, contingent upon the following:

15.1.1 the terms are not substantively altered from those previously approved,

15.1.2 all involved parties to the transaction or agreement are notified in writing of the contingent approval of the terms pending ratification by the Board, and

15.1.3 the final terms and documentation are approved or rejected by the Board at its next regularly scheduled Board meeting.

15.2 If the terms of the supporting documentation are substantively different than those previously approved at the public meeting, then approval must be obtained at the next regular board meeting, or a special meeting may be called.

Comment [K26]: Do we want to add that this doesn't apply to physician contracts?

Related Policies/Forms: <u>Inspection And Copying of Public Records ABD-14</u>
References: Ralph M. Brown Act (CA Govt Code §54950), Governance Institute
Policy Owner: Michelle Cook, Clerk of the Board
Approved by: Robert Schapper, Chief Executive Officer

		Tahoe Forest Health System			
		Title: Manner of Governance For The Tahoe Forest Hospital District Board of Directors		Policy/Procedure #: ABD-17	
		Responsible Department: Board of Directors			
Type of policy		Original Date:	Reviewed Dates:	Revision Dates:	
<input checked="" type="checkbox"/>	Board	11/94	1/12; 1/14	3/08; 1/10; 6/14	
<input type="checkbox"/>	Medical Staff				
<input type="checkbox"/>	Departmental				
Applies to: <input checked="" type="checkbox"/> System <input type="checkbox"/> Tahoe Forest Hospital <input type="checkbox"/> Incline Village Community Hospital					

PURPOSE:

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.

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.

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.

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.

To incorporate into the governance process the tenets of the Tahoe Forest Hospital District’s Mission Statement:

Devoted to Excellence
Your Health
Your Life
Our Passion

To incorporate into the governance process the tenets of the Tahoe Forest Hospital District’s Vision Statement:

To be the Best Mountain
Community Health System
in the Nation

POLICY:

Members of the Board shall 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:

1.0 General Principals of Governance:

1.1 The Directors' Role. The Directors are those persons responsible for the operation 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.

1.2 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.

1.3 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:

1.3.1 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.

1.3.2 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.

1.3.3 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.

2.0 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.

- 2.1 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

- 2.2 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.

Comment [A1]: Need to develop a policy and procedure on what to do with complaints/concerns.

- 3.0 **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:

- 3.1 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.
- 3.2 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.
- 3.3 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.
- 3.4 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.

- 3.5 Review and approve significant District actions.
- 3.6 Advise management on significant financial, operational, and mission-based issues facing the District.
- 3.7 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.
- 3.8 Monitor Board directives to the CEO and professional consultants retained by the Board to ensure implementation in accordance with such directives.
- 3.9 Hold the CEO and senior leadership team 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.
- 3.10 Uphold and act in accordance with the provisions of the California Health and Safety Code §§32000 et seq. (the "Local Health Care District Law), upon 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.
- 3.11 The Directors will not have day-to-day responsibility for the management of the District.
- 3.12 **Chairperson's Role.** The Chairperson will be selected by the Board of Directors by majority vote. The Chairperson's primary role is the integrity of the Board's process 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.

4.0 Board Composition, Commitment.

- 4.1 **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).
- 4.2 **Officers.** The officers of the District are members of the Board and are chosen as defined in the Bylaws. An officer may resign at any time or be removed by the majority vote of the other Directors then in office 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.
- 4.3 **Director Removal.**
 - 4.3.1 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).
 - 4.3.2 In accordance with CA Govt Code Sections 3000-3001, a Director forfeits his/her office upon conviction of designated crimes as specified in the

- Comment [A2]: President's
- Comment [A3]: President
- Comment [A4]: If second consecutive term is allowed by unanimous vote, need to add that change here.
- Comment [A5]: President's
- Comment [A6]: President
- Comment [A7]: President

Constitution and laws of the State. Additionally, a Director intoxicated while discharging the duties of his/her office, or by reason of intoxication is disqualified from discharging or neglects his/her duties, is guilty of a misdemeanor. On conviction of such misdemeanor the Director forfeits his/her office, and the vacancy shall be filled in the same manner as if the Director had filed a resignation.

- 4.3.3** 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. A Director may be removed from office for willful or corrupt misconduct in office occurring at any time within the six years immediately preceding the presentation of an accusation by the grand jury.

4.4 Expectations of Commitment.

- 4.4.1** 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.

- 4.4.2** 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.

- 4.4.3** 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](#).

- 4.5 Director Orientation and Continuing Education.** Refer to [Orientation and Continuing Education](#) .

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

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

5.0 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.

- 5.1** 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.

- 5.2** 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.

- 5.3 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.
- 5.4 Board committees may not speak or act for the Board except when formally given such authority for specific and time-limited purposes. Expectations and authority will be carefully stated in order not to conflict with authority delegated to the CEO.
- 5.5 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.

6.0 Board Operations.

- 6.1 Refer to [Guidelines for the Conduct of Business by the TFHD Board of Directors](#).
- 6.2 **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.
- 6.3 **Board Materials.** It shall be the responsibility of senior executive management of the District to assure 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.
- 6.4 **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.
- 6.5 **Media.** Board Members will 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:
 - 6.5.1 When a member of the Board of Directors is addressing any audience, either through community involvement or media contact, it is essential

Comment [A8]: This is somewhat in conflict with the manner of governance which states that the CEO, with input, shall prepare the agendas for the meetings.

that the Board Member clarify whether they are speaking as an individual or a spokesperson for the entire Board of Directors.

6.5.2 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.

6.5.3 If a member of the media approaches an individual member of the Board of Directors they are 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.

6.5.4 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.

6.5.5 All proactive media contact should be reviewed with the Chief Executive Officer and Director of Marketing/Media Relations prior to contact with the media.

6.6 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.

7.0 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)

8.0 Delegation To The Chief Executive Officer:

8.1 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.

8.1.1 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.

8.1.2 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

Comment [A9]: should this also say strategic plans?

and develop activities. The Chief Executive Officer has responsibility for oversight of the established policies and procedures.

8.1.3 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)

8.1.4 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.

8.2 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 assure 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.

9.0 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.

10.0 Confidentiality. District information includes, but is not limited to, protected health information, proprietary, trade secret, personal, privileged, or otherwise sensitive data and information (collectively "Confidential Information").

10.1 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.

10.2 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.

10.3 Board Members shall not disclose, share, copy, or transmit Confidential Information to those not authorized to receive it.

10.4 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.

10.5 Information shall not be considered Confidential Information if it:

10.5.1 is publicly known other than through acts or omissions attributable to the disclosing party;

10.5.2 as demonstrated by prior written records, is already known to the

- disclosing party at the time of the disclosure;
- 10.5.3** is disclosed in good faith to a recipient party by a third party having a lawful right to do so;
 - 10.5.4** is subject of written consent to the District authorizing disclosure; or
 - 10.5.5** was independently developed by the disclosing party without reference to the District's Confidential Information.
- 10.6** Any action by a Board Member in violation of this policy may subject such individual to criminal and civil liability
 - 10.7** 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.
 - 10.8** Each Board Member shall sign a Pledge of Confidentiality (Appendix B) as acknowledgement and confirmation of the obligations contained herein.

Comment [A10]: What are the enforceability and consequences of not signing?

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: Robert Schapper, Chief Executive Officer

APPENDIX 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.
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 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:</i> “Administrator” means a person who is appointed in writing by the governing body of the home health agency to organize and direct the services and functions of the home health agency (Cal. Admin. Code tit. 22, § 74613).</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>	<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>

APPENDIX 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.
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)</p> <p>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>
	Change in Administrative Leadership	<p>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)</p>	<p>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.)</p>
SKILLED NURSING FACILITY	Change in Administrative Leadership	<p><i>Report of Changes:</i></p> <p>(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.</p> <p>(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.</p>	N/A

APPENDIX 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>(c) Notify CDPH within 10 days in writing of any change of the <i>mailing address</i>. Include the new mailing.</p> <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</p>	Same as for Hospital

APPENDIX A

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		<p>as or currently serves 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 agency.</p> <p>(b) Changes Requiring Written Notice. The licensee shall, within 10 days, notify the Department in writing of the following:</p>	

APPENDIX A

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		<p>(1) Change of name of home health agency.</p> <p>(2) Change of location and/or address of home health agency.</p> <p>(3) Change in the licensing information required by subsection (a) of Section 74661.</p> <p>(4) Change of the mailing address of the licensee.</p> <p>(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.</p> <p>(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.</p> <p>(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.</p> <p>(8) Addition or deletion of services.</p> <p>(22 CA Cal Code of Reg § 74667)</p>	
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	Change in	<i>Report of Changes:</i>	Same as for Hospital

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Page 5 of 6

APPENDIX 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.
CARE CLINICS	Administrative Leadership	<p>(a) Any <i>change in the principal officer</i> 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.</p> <p>(b) When a <i>change of administrator</i> 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.</p> <p>(Cal. Admin. Code tit. 22, § 75025)</p>	
MEDICAL STAFF	Change in Med Staff Leadership	N/A	N/A

APPENDIX B

**Tahoe Forest Hospital District Board of Directors
Pledge of Confidentiality**

In my role as a Member of the Board of Directors of Tahoe Forest Hospital District, I acknowledge that I am given access to Confidential Information.

“Confidential Information” means any non-public information related to the operations of the District, which is identified as confidential, or that by the nature of the information or the circumstances surrounding the disclosure of information, ought reasonably to be treated as confidential. Without limiting the generality of the foregoing, Confidential Information will be deemed to include, without limitation, information about the District’s business, healthcare operations, protected health information, services, employees, finances, costs, expenses, financial or competitive condition, trade secrets, policies practices, and other privileged, or otherwise sensitive data and information.

I agree to treat all such confidential and proprietary information as strictly confidential, and shall use the utmost care to prevent disclosure of such.

I acknowledge that I am given access to this 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.

I agree to protect the integrity, security, and confidentiality of Confidential Information which I have, or may have access to or come into contact with, and I shall not disclose, share, copy, or transmit Confidential Information to those not authorized to receive it.

I recognize that I may obtain access to patient protected health information provided under an assurance of confidentiality. I understand that I am prohibited from disclosing or otherwise releasing any personally identifying information, either directly or indirectly, about any individual or the individual’s health record. I acknowledge and understand that Tahoe Forest Hospital District has established written policies and procedures containing provisions for the security of personal health information and that I am bound by these policies and procedures. I acknowledge that I have reviewed the Tahoe Forest Hospital District privacy requirements

I acknowledge that I am 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.

I have been informed that I may direct any questions I have about my obligations under this Pledge of Confidentiality to the to Legal Counsel of the District with respect to the application of this Policy in general or whether a particular item is Confidential Information.

Should I be responsible for any breach of confidentiality, I understand that civil and/or criminal penalties may be brought against me. I acknowledge that my responsibility to maintain and protect Confidential Information and to ensure the privacy of protected health information contained in any electronic records, paper documents, or verbal communications to which I may gain access shall not expire, even after my term or affiliation with the District has terminated.

By my signature, I acknowledge that I have read, understand, and agree to comply with the terms, conditions, and obligations of this Confidentiality Agreement.

Printed Name Board of Director

Signature

Date

2015 Governance Committee Goals - DASHBOARD

Stated Goal:	Tactic	Measurement	Owner	Status
1. Advance best practices in governance	a. Gain ACHD Certification	Investigage the CAHD cerfication	Dir. Governance & Community Development	
	b. Evaluate CSDA certification			
	c. Develop and implement board order and decorum documents	Board policy review/update. Bylaw clarification related to committees	Chair / Dir. Governance & Community Development	
2. Assure organization has an effective compliance program	Quarterly Reports from Compliance Committee	Quarterly	Committee	
	Annual Plan and Report	Annual	Compliance Committee	
	Committee Education	2 times per year	Compliance Committee	
3. Establish a board education program	Board Education	Regularly scheduled board presentations		
	Conferences (e.g. Estes Park, ACHD, etc.)	Governance Institute		
4. Develop a board and committee leadership development program	Create outside resource calendar		Committee	
	Create internal board meeting education calendar			
	6 month retreat follow up	early to mid-september - 1 full day	Ted/Clerk to facilitate	
5. Improve governance transparency	Identify specific goals from ACHD or CAHD.		Committee	
	Develop process to Identify problems/issues for response		Governance Committee	