



TAHOE FOREST HOSPITAL DISTRICT

# 2024-11-22 Board Governance Committee

Friday, November 22, 2024 at 1:30 p.m.

Tahoe Forest Hospital - Eskridge Conference Room

10121 Pine Avenue, Truckee, CA 96161



## Meeting Book - 2024-11-22 Board Governance Committee

Governance Committee

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# GOVERNANCE COMMITTEE AGENDA

Friday, November 22, 2024 at 1:30 p.m.  
Tahoe Forest Hospital – Eskridge Conference Room  
10121 Pine Avenue, Truckee, CA 96161

1. **CALL TO ORDER**

2. **ROLL CALL**

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: 09/04/2024**

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

6.1. **Board Governance**

6.1.1. **2024 Board Self-Assessment Tool** ..... ATTACHMENT

Governance Committee will review the 2024 Board Self-Assessment Tool.

6.1.2. **Board Culture & Norms** ..... ATTACHMENT

Governance Committee will review edits to the Board Culture and Norms document.

6.1.3. **Board Retreat Work Plan Dashboard**..... ATTACHMENT

Governance Committee will review the Work Plan Dashboard from the spring board retreat.

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

8. **NEXT MEETING DATE**

The Governance Committee will meet again as needed.

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 telephonic 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 or a reasonable modification of the teleconference procedures are necessary (i.e., disability-related aids or other services), please contact the Clerk of the Board at 582-3481 at least 24 hours in advance of the meeting.

# GOVERNANCE COMMITTEE

## DRAFT MINUTES

Wednesday, September 4, 2024 at 10:30 a.m.  
Tahoe Forest Hospital – Eskridge Conference Room  
10121 Pine Avenue, Truckee, CA 96161

### 1. CALL TO ORDER

Meeting was called to order at 10:32 a.m.

### 2. ROLL CALL

Board: Alyce Wong, Chair; Robert (Bob) Barnett

Staff in attendance: Louis Ward, Interim Chief Executive Officer/Chief Operating Officer; Crystal Felix, 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: 06/14/2024

Director Barnett moved to approve the Board Governance Committee meeting minutes of June 14, 2024, seconded by Director Wong.

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

#### 6.1. Board Policy Review

##### 6.1.1. New Programs and Services, ABD-18

Governance Committee reviewed and discussed changes to the New Programs and Services, ABD-18 policy. A definition for new programs and services was added as requested at a prior committee meeting.

Board Governance Committee recommended to send the policy to the full board for approval.

#### 6.2. Board Governance

##### 6.2.1. Board Retreat Work Plan Review

Governance Committee reviewed each item of the Work Plan from the spring board retreat. Completed items will be colored green.

Items originally assigned to Jeff Wilson were reassigned to CEO, CFO, CMO and CHRO.

Item 26 is not a board responsibility but the committee would like an update that it was completed.

### **6.2.2. Board Culture & Norms**

Governance Committee reviewed and proposed edits to the draft Board Culture and Norms.

Under Board Meetings, item 18 was moved to 6. On number 7, “functions” was changed to “meetings”. On number 8, the second sentence was deleted.

An additional item was added under Board Meetings and Interactions with Staff that board members should review agenda packets at least 48 hours in advance to allow for timely questions.

Item 30 was moved to the top of Interactions with Staff.

The committee discussed adding “distinction between operations and oversight of the” to item 27.

The categories were reordered.

Governance Committee recommended the amended Board Culture and Norms move to the full board for approval.

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

No discussion was held on this item.

### **8. NEXT MEETING DATE**

The Governance Committee will meet again as needed.

### **9. ADJOURN**

**Meeting adjourned at 12:20 p.m.**

## 2024 Board Self-Assessment

**Welcome to the Tahoe Forest Hospital District 2024 Board Self-Assessment questionnaire. Responses to this survey will be reviewed at the Board Retreat in February 2025.**

**Instructions to Board Members Completing the Survey**

**Completing the survey will take approximately 20-25 minutes.**

**Your candid responses are a key part of continued enhancement and improvement for the board; we encourage you to be honest and direct. Individual responses will not be shared; information gathered will be used in the aggregate only. Do not hesitate to indicate you "Don't Know" to any question if in fact you don't know. Also use the "Don't Know" answer if it is not clear to you how the board handles the practice.**

**It is important to note this assessment process was designed to gauge the effectiveness and efficiency of the Board as a whole, not of the individual Board members.**

**Use the "Comments" field at the end of each section to explain your answers, particularly for those which you answered 'Disagree', 'Strongly Disagree' or 'Don't Know.'**

**Written comments will be kept anonymous and confidential.**

**Thank you in advance for your time and thoughtful responses.**

\* 1. The Board uses the following Mission statement to guide its decision making: "We exist to make a difference in the health of our communities through excellence and compassion in all we do."

- Strongly agree
- Agree
- Neutral
- Disagree
- Strongly disagree
- I don't know

Comments

\* 2. The Board regularly reviews the organization's performance against community health needs to ensure it is meeting its obligations as a healthcare district.

- Strongly agree
- Agree
- Neutral
- Disagree
- Strongly disagree
- I don't know

Comments

\* 3. The Board monitors the organization's financial performance compared to its plans and relevant industry benchmarks.

- Strongly agree
- Agree
- Neutral
- Disagree
- Strongly disagree
- I don't know

Comments

\* 4. The Board demands corrective action in response to financial underperformance.

- Strongly agree
- Agree
- Neutral
- Disagree
- Strongly disagree
- I don't know

Comments

\* 5. The Board is knowledgeable about the organization's external financial audit.

- Strongly agree
- Agree
- Neutral
- Disagree
- Strongly disagree
- I don't know

Comments

\* 6. The Board annually approves the organization's corporate compliance plan.

- Strongly agree
- Agree
- Neutral
- Disagree
- Strongly disagree
- I don't know

Comments

\* 7. The Board is knowledgeable about the organization's compliance performance.

- Strongly agree
- Agree
- Neutral
- Disagree
- Strongly disagree
- I don't know

Comments



\* 8. The Board receives education on strategic external and internal issues and trends at least once a year.

- Strongly agree
- Agree
- Neutral
- Disagree
- Strongly disagree
- I don't know

Comments

\* 9. The Board is provided sufficient opportunities to engage in strategic discussion (e.g., in retreats, mini-retreats, educational sessions).

- Strongly agree
- Agree
- Neutral
- Disagree
- Strongly disagree
- I don't know

Comments

\* 10. The Board approves quality, safety, and satisfaction goals.

- Strongly agree
- Agree
- Neutral
- Disagree
- Strongly disagree
- I don't know

Comments

\* 11. The Board demands corrective action in response to underperformance on the quality, safety and satisfaction goals (e.g., patient experience).

- Strongly agree
- Agree
- Neutral
- Disagree
- Strongly disagree
- I don't know

Comments

\* 12. The Board is kept up to date on the results of Enterprise Risk Management assessments (e.g., fire, cybersecurity, reputational, regulatory, operational).

- Strongly agree
- Agree
- Neutral
- Disagree
- Strongly disagree
- I don't know

Comments

\* 13. There is a clear process in place for setting the President & CEO's annual goals.

- Strongly agree
- Agree
- Neutral
- Disagree
- Strongly disagree
- I don't know

Comments

\* 14. The Board holds the President & CEO accountable for the organization's performance.

- Strongly agree
- Agree
- Neutral
- Disagree
- Strongly disagree
- I don't know

Comments

\* 15. The Board Chair runs board meetings effectively.

- Strongly agree
- Agree
- Neutral
- Disagree
- Strongly disagree
- I don't know

Comments

\* 16. Board meetings are run respectfully, taking into consideration internal and external stakeholders (e.g., board members, management, the public).

- Strongly agree
- Agree
- Neutral
- Disagree
- Strongly disagree
- I don't know

Comments

\* 17. Board members receive materials with sufficient time for review prior to meetings (e.g., in alignment with best practice of 4-7 days prior to meetings).

- Strongly agree
- Agree
- Neutral
- Disagree
- Strongly disagree
- I don't know

Comments

\* 18. Committees contribute effectively to the work of the Board (e.g., committee work is aligned with Board priorities; committees tee up discussions for the Board).

- Strongly agree
- Agree
- Neutral
- Disagree
- Strongly disagree
- I don't know

Comments

\* 19. The Board is an effective working group (e.g. listens well, uses consensus decision making, is respectful of one another in deliberations, etc.).

- Strongly agree
- Agree
- Neutral
- Disagree
- Strongly disagree
- I don't know

Comments

\* 20. Board members respect the distinction between the role of the Board and the role of management.

- Strongly agree
- Agree
- Neutral
- Disagree
- Strongly disagree
- I don't know

Comments

\* 21. The Board has in place sufficient written Board-level policies and procedures (e.g. expectations, conflict of interest, code of conduct including confidentiality).

- Strongly agree
- Agree
- Neutral
- Disagree
- Strongly disagree
- I don't know

Comments

\* 22. The Board has a formal plan for ongoing Board education.

- Strongly agree
- Agree
- Neutral
- Disagree
- Strongly disagree
- I don't know

Comments

\* 23. The Board has an effective orientation program in place for new board members.

- Strongly agree
- Agree
- Neutral
- Disagree
- Strongly disagree
- I don't know

Comments

\* 24. I feel comfortable voicing opinions of concern to the Board regardless of how sensitive the issue may be.

- Strongly agree
- Agree
- Neutral
- Disagree
- Strongly disagree
- I don't know

Comments

\* 25. I feel comfortable voicing opinions of concern to the Board regardless of how sensitive the issue may be.

- Strongly agree
- Agree
- Neutral
- Disagree
- Strongly disagree
- I don't know

Comments

\* 26. I have kept the President & CEO informed of issues and concerns that have been brought to me.

- Strongly agree
- Agree
- Neutral
- Disagree
- Strongly disagree
- I don't know

Comments

\* 27. On a scale of 1 to 10, my experience as a Board member has been positive, meaningful, and engaging (10 being the highest).

28. What specific suggestions do you have for improving the effectiveness and efficiency of the Board or its committees?

29. What additional information or education do you need to help you as a Board member?  
Note: Please click the DONE button below to submit your survey responses when finished.

## DRAFT BOARD CULTURE AND NORMS

PURPOSE: To provide a Board member guidance on duties and limitations.

A Board member's conduct should reflect the Mission, Vision and Values of the Health System in all engagements with other board members, staff and public.

### **Role of the Chair**

1. Run meetings and associated duties within meetings.
2. Preside over ceremonial situations.
3. Make committee appointments.
4. Approve agendas for completeness.
5. When required, speaks for the Board of Directors to the media.

### **Board Meetings**

6. Understand the Brown Act, and when in doubt, consult with General Counsel. Be mindful of serial meeting traps.
7. No issues shall be placed on the agenda beyond the jurisdiction and authority of a California Health System Special District or that are non-essential to hospital district governance.
8. Observe timely appearance at Board Meetings. Notify the Clerk of the Board relative to absence or anticipated late arrival as soon as such situation is known.
9. ~~Board members shall not use e-communication during a public meeting of the Board~~Do not use e-communication during public board meetings. Step out of the meeting to take an emergency call.
10. ~~Requests by Board Members during a meeting for the opportunity to speak, for public input, or for additional staff input, shall be made through the Chair~~During a board meeting, direct all requests to the Board Chair for the opportunity to speak, for public input, or for additional staff input.
11. ~~All board member suggested agenda items should be discussed with the Chair and/or CEO before agenda review. Such items must have sufficient supporting documents for staff review. Items must meet scheduling requirements. No more than two items per board member will be considered at a board meeting~~Submit all suggested agenda items to the Board Chair and/or President & CEO prior to the agenda review process. Ensure that items include sufficient supporting documentation for staff review and meet scheduling requirements. To maintain efficiency, no more than two items per Board Member will be considered at any given board meeting.
12. Be respectful, open, candid, honest and fair.
13. Demonstrate that it is fine to disagree, but not to be disagreeable.
14. Don't be inhibiting or limiting.
15. Value the staff as individuals and demonstrate mutual respect.
16. Respectfully inform staff of questions you have on an agenda item or staff's recommendation.
17. Respect and abide by the Board's decisions.
18. Practice a "no surprises" policy.
19. Keep closed session discussions and decisions confidential.
20. Focus on Strategic leadership, not on administrative and operational details.



21. Board Members should attempt to review the agenda packet at least 48 hours in advance to allow for questions. All board materials should be reviewed prior to the meeting.

### **Interactions with Board Members**

22. Maintain good board relationships and respect for each other.
23. Remember that respect for debate, differing opinions and reasoning mitigates polarization.
24. Demonstrate that it is fine to disagree but not be disagreeable.
25. Explain your perspective, rationale and reasoning.
26. Listen to fellow Board Members and be willing to consider all points of view during Board discussions.
27. Be inquisitive and ask any questions important to the discussion at hand.
28. Share one's own point of view, do not dominate discussion, be respectful and courteous in debate but do not shy away from difficult or contentious issues.

### **Interactions with Public**

29. Conduct oneself in an ethical, moral and legal manner at all times.
30. Be sensitive to your public image and conduct at all times.
31. Practice transparency.
32. ~~The Board may request staff respond to or develop responses to emails addressed to Board Members~~ Emails received by a Board member may be referred to the President & CEO for reply.

### **Interactions with President & CEO**

33. Provide clear direction to the President & CEO.
34. Recognize the sensitivity of personnel matters, direct all personnel concerns or complaints to the President and CEO and do not publicly discuss them. Matters involving the President and CEO shall be directed to the General Counsel's office.
35. ~~Public or staff concerns expressed to Board Members should be shared with the President & CEO. A Board Member who receives a concern from the public or staff are encouraged to share this information with the President & CEO.~~
36. Practice a "no surprises" policy.

### **Interactions with Staff**

37. Value the staff as individuals and demonstrate mutual respect.
38. Let staff know of questions you have on an agenda item or staff's recommendation at least 48 hours in advance of the meeting.
39. ~~All late submission of supporting documents must be justified in writing stating the reasons for the late submission. The Clerk will notify the Board of late submissions and their justification when appropriate. Bona fide emergency items involving public health and safety requiring Board action will be excluded.~~
40. ~~Use discretion when meeting in public places to avoid the appearance of bias.~~
- 41-39.      Honor the distinction between operations and oversight of the Board of Directors- President & CEO form of hospital governance.
- 42-40.      A Board Member may approach Administrative Council members individually to explore issues in greater depth but should refrain from requesting action without discussing it with the President & CEO.
- 43-41.      Practice a "no surprises" policy.

44.42. Recognize that discussions with staff are welcome but do not constitute policy direction, which only comes from the full Board.

DRAFT

**Tahoe Forest Health System  
Board Retreat Follow Up Dashboard  
As of November 22, 2024**

	<b>Action Items</b>	<b>Lead (* is Lead)</b>	<b>Due Date (Month)</b>	<b>Completed</b>
<i>Retreat Objectives</i>				
1.	Provide a table of when and how each proposed Board Retreat topic will be addressed. (Note: The list that was provided by Pam at the beginning of the retreat is in Appendix B.)	Draft From Ted Owens to GC  Draft from GC to Board	Date TBD  6/30/24	✓
<i>Management Systems and Patient Access Update &amp; One-Year Goals Agreement</i>				
2.	Ask Jeff Wilson to recommend to the Board the timing and process for reporting to the Board progress being made on the strategic plan Goals.	Ward/Felix/Evans/MacLennan	11/2024	
3.	Determine if/when an updated physician / clinic productivity / efficiency report will be provided to the Board (e.g., annually?).	Brian Evans* Scott Baker	09/19/2024	✓
4.	Provide speaking points for the Board members regarding how the management systems process will benefit TFHS and its patients (e.g., increase access; increase quality).	Ted Owens* Brian Evans	10/2024	
5.	Provide education on the Healthy People 2030 organization to the Board.	Louis Ward	7/25/24	✓
6.	Provide to the Board the map of TFHS' Primary Service Area (PSA) and Secondary Service Area (SSA).	Martina Rochefort	4/10/24	✓
7.	Provide to the Board education on how market share is measured for both inpatient and outpatient services. (Engaged Krentz Consulting)**	Louis Ward	02/2025	
8.	Consider including a "Would Recommend" / Net Promoter Score (NPS) in the Community Health Needs Assessment (CHNA) survey as a measure of the community's perception of TFHS.	Louis Ward Maria Martin	Spring 2025	
9.	Determine how to engage the Board more often in strategic planning, strategic goal setting, and strategic plan monitoring discussions. (Follows Krentz report)**	Louis Ward Ted Owens	02/2025	
10.	Provide more education to the Board on the components of the CMS 5-star rating.	Janet Van Gelder	11/2025	✓
11.	Provide to the Board more information on the Gateway Center and Rite Aid expenditures/costs.	Crystal Felix Dylan Crosby	06/2024	✓
12.	Create a stakeholder communication plan for the strategic plan once it has been completed.**	Louis Ward	02/2025	
13.	Discuss how and when to get input from the community when updating the strategic plan.**	Louis Ward	02/2025	
<i>Physician Alignment Update</i>				
14.	Provide to the Board the "Engagement" definition / components used in the employee and physician surveys.	Alex MacLennan	08/30/2024	✓
15.	Provide to the Board guidance on what to say or do if a Board member receives an email or phone call or in-person comment	David Ruderman	4/30/24	

**Tahoe Forest Health System  
Board Retreat Follow Up Dashboard  
As of November 22, 2024**

	from a TFHS physician or employee.			
<i>Community Engagement Committee's Role</i>				
16.	Share the completed inventory of the current community initiatives with the full Board.**	Community Engagement Committee	02/2025	
17.	Understand what TFHS is paying for the current community health initiatives.**	Community Engagement Committee	02/2025	
18.	Oversee staff as it determines how to measure TFHS' current impact on community health.**	Community Engagement Committee	02/2025	
19.	Engage with community partners ( <i>Pam's Note: Need to add 'towards what end'.</i> **	Community Engagement Committee	02/2025	
20.	Help define "community benefit".**	Community Engagement Committee	02/2025	
21.	Ensure sufficient communication with the community regarding our community initiatives and community benefit.**	Community Engagement Committee	02/2025	
22.	Revisit the Community Engagement Committee's Charter to ensure it accurately describes the Committee's role vis-à-vis management/staff's role. ( <i>Note: Pam added this because she thinks it is needed.</i> )**	Community Engagement Committee	02/2025	
<i>2023 Board Self-Assessment</i>				
23.	Modify the Board Self-Assessment (BSA) survey to require a response to each question so none are left blank.	Martina Rochefort	11/2024	✓
24.	Ensure that changes to the BSA survey (e.g., questions) are approved by the full Governance Committee.	Governance Committee	11/2024	
25.	Update the Board orientation program/plan annually.	Governance Committee	07/2024	✓
26.	Update the current Human Resources policy regarding incentive compensation for executives other than the CEO.	Alex MacLennan	Louis to ask	For Info only
27.	Determine what information the Board needs to perform its duties and responsibilities (e.g., ask each Board member).**	Louis Ward	11/2025	
<i>2024 Board Development Goals</i>				
28.	Implement a comprehensive Board education plan that may include the following: <ul style="list-style-type: none"> <li>• Annual healthcare trends update**</li> <li>• Education at every Board meeting</li> <li>• Attending external conferences (e.g., TGI, ACHD)</li> <li>• Articles, podcasts, etc.</li> </ul>	Governance Committee/ Admin	Ongoing	
29.	Convene a strategic retreat with the Board and Administrative Council to clarify the 'what' of the Community Peak in the strategic plan (e.g., what success will look like).**	Community Engagement Committee	02/2025	
30.	Create a written CEO Evaluation Process. (Use ACHD for best practices.)	Executive Compensation	11/2025	

**Tahoe Forest Health System  
Board Retreat Follow Up Dashboard**  
*As of November 22, 2024*

		Committee		
31.	Draft a new Board Norms and Culture Policy to describe the way the Board will interact among themselves and with the CEO.	Governance Committee	09/2024	✓
32.	Revise the current Order and Decorum Policy so it addresses only the expectations regarding the public's interactions with the Board.	Ted Owens	Morphed into Board Norms & Culture	✓
<i>President &amp; CEO Succession</i>				
33.	Develop a written CEO Succession Plan that includes: <ul style="list-style-type: none"> <li>• Board Chair appoints an Ad Hoc CEO Succession Committee.</li> <li>• CHRO provides names of possible external firms to assist with CEO succession planning.</li> <li>• Ad Hoc Committee reviews possible external firms and makes a recommendation to the Board.</li> <li>• Board approves the external firm in an open Board meeting.</li> </ul>	Executive Compensation Committee	05/2024	✓
34.	Lead the CEO succession process that may include: <ul style="list-style-type: none"> <li>• Clarify TFHS' strategic plan/vision.</li> <li>• Gather stakeholder input on the CEO success profile.</li> <li>• Develop a CEO success profile (in closed session with full Board).</li> <li>• Full Board approves the CEO success profile.</li> </ul>	WittKieffer/ Board	2025	
35.	Determine the compensation and benefits to be offered to the new President/CEO.	Executive Compensation Committee & Board	12/2024	✓
<i>President &amp; CEO Evaluation</i>				
36.	(See minutes from Closed Session that include Communication Enhancements.)	David Ruderman		

\*Lead

\*\*Item to be on the agenda at the February Board Retreat