



TAHOE FOREST HOSPITAL DISTRICT

2024-09-04 Board Governance Committee

Wednesday, September 4, 2024 at 10:30 a.m.

Tahoe Forest Hospital - Eskridge Conference Room

10121 Pine Avenue, Truckee, CA 96161



Meeting Book - 2024-09-04 Board Governance Committee

Governance Committee

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GOVERNANCE COMMITTEE AGENDA

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**

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: 06/14/2024**

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

6.1. **Board Policy Review**

Governance Committee will review and discuss changes to the following policies:

6.1.1. **New Programs and Services, ABD-18**..... ATTACHMENT

6.2. **Board Governance**

6.2.1. **Board Retreat Work Plan Review**..... ATTACHMENT

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

6.2.2. **Board Culture & Norms** ATTACHMENT

Governance Committee will review a draft Board Culture and Norms document.

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

Friday, June 14, 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 10:30 a.m.

2. ROLL CALL

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

Staff in attendance: 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 posted agenda.

4. INPUT – AUDIENCE

No public comment was received.

Crystal Felix, Chief Financial Officer, and Louis Ward, Acting Chief Executive Officer, joined the meeting at 10:31 a.m.

5. APPROVAL OF MINUTES OF: 03/05/2024

Director Barnett moved to approve the Board Governance Committee minutes of March 5, 2024, seconded by Director Wong.

6. ITEMS FOR COMMITTEE DISCUSSION AND/OR RECOMMENDATION

6.1. Board Policy Review

Governance Committee reviewed and discussed changes to the following policies:

6.1.1. Board of Directors Bylaws

Governance Committee would like to edit the first sentence of Article IV, Section 3 to read: “Standing committees and their charters will be affirmed annually.”

Governance Committee recommended moving the Bylaws forward to the full board.

6.1.2. Onboarding and Continuing Education of Board Members, ABD-28

Governance Committee proposed the following edits:

- Update the Risk Statement to: Without an adequate onboarding and orientation process, board members may not understand risk which may result in legal and regulatory ramifications for the District.”
- In policy paragraph, update from 30 days to 90 days.
- Add “Winning Aspirations” and “review Chain of Command” to number 7 under President & Chief Executive Officer.

- Add “Review CEO Evaluation Process” under General Counsel tasks.
- Add review of “Board Culture & Norms” under Executive Director of Governance tasks.
- Add Board Chair to review completion of board orientation process with new board member after 90 days.

Policy will go to the next board meeting for approval.

6.2. Board Governance

6.2.1. Board Retreat Work Plan Review

Governance Committee reviewed the Work Plan from the spring board retreat.

Governance Committee discussed quarterly board education topics. The board could treat education more of a format of a book club and have a quarterly meeting for the purpose alone.

Louis Ward, Acting CEO, suggested semi-annual education sessions.

Work plan item 27 should be merged with 31.

Item 29 will be scheduled before September 30th.

Executive Director of Governance and Clerk of the Board will update due dates on the work plan. Clerk of the Board will create a dashboard out of the work plan.

Governance Committee will review the dashboard on a quarterly basis.

6.2.2. 2024 Board Goals

Governance Committee reviewed 2024 board goals:

- Board Education Plan
- Create a written CEO Evaluation Process
- Draft a new Board Norms and Culture Policy
- Revise Order and Decorum to address the public’s interaction with the Board

6.2.3. Board Culture & Norms

Governance Committee reviewed and discussed development of a Board Culture and Norms document.

Director Barnett suggested adding a Purpose Statement. The items fall under categories of behavior, discharge of duties, image to the public, and direct interaction with other board members and staff.

Discussion was held on whether always copy the CEO on communications is appropriate.

The Board can reach out to General Counsel if they would like to conduct an investigation. The board has the right to exercise to independent investigation.

CFO felt item 13 “ Strive to balance private, professional and elected lives” on page 39 of the packet

would be good to include into our Board Culture & Norms.

Executive Director of Governance would also like to add “Be mindful of serial meetings trap.” Board members need to be educated to ask “have you talked any other board members?” Board members can offer to have them come give public comment.

Acting CEO suggested doing a Brown Act review at a public board meeting. Governance Committee members agreed.

6.2.4. Order & Decorum

Governance Committee reviewed edits to Order & Decorum.

Governance Committee discussed removing the public participation section and adding it to the bottom of posted agendas.

Section 9 will be removed.

Item 2 should move to board culture document.

Executive Director of Governance and Director Barnett will work on a public facing statement in addition to a statement on use of e-communication. Executive Director of Governance and Director Barnett committed to completing the changes within thirty (30) days.

Order & Decorum will be revised and reviewed at the next Board Governance Committee.

6.2.5. Education Sessions

Governance Committee reviewed past education topics and discussed an education plan for 2024.

Upcoming topics include:

June – Greenhouse Gases / Sustainability

July – Healthy People 2023 / Update on Sierra Crest

August – Workforce Housing update

6.2.6. Board Self-Assessment Tool

Governance Committee proposed the following edits to the Board Self-Assessment tool:

- Add “neutral” back with a required field to answer why they chose neutral.
- Remove question 27.
- Require a response to each question.
- Change slider scale on question 28 to a fill-in box.

7. REVIEW FOLLOW UP ITEMS / BOARD MEETING RECOMMENDATIONS

The AHA Rural Health Leadership Conference will be held on February 23-26, 2025 in San Antonio, Texas.

8. NEXT MEETING DATE

The Governance Committee will meet again in late July.

9. ADJOURN

Meeting adjourned at 12:32 p.m.

DRAFT

New Program and Services, ABD-18

RISK:

Failure to thoroughly evaluate new programs or services may result in their inefficacy or inability to meet the intended objectives, potentially wasting resources and impacting the organization's ability to fulfill its mission which could compromise Tahoe Forest Hospital District's reputation and integrity within the community. Poorly evaluated programs or services may also incur unexpected financial costs or liabilities, straining the organization's budget and financial sustainability.

PURPOSE:

- A. To assist the Board of Directors with the Board's oversight and evaluation of new programs and/or services.
- B. To assist the Board of Directors in the Board's responsibility to affirm the organization's strategic direction in a manner consistent with the organization's mission, vision, and values.

POLICY:

A. A new service or program is typically considered a new medical service, treatment, or technology. This may include: the addition of a new specialty not previously available, starting new outpatient services, and adoption of innovative medical technologies.

A.B. The Board (or designated Board committee) will consider the following when evaluating new programs and services:

1. Congruence with mission, vision, and values
2. Financial feasibility
3. Impact on quality and safety with a requirement to meet quality related performance criteria
4. Market potential
5. Redundancy
6. Impact on other organizational units (e.g., employed physician groups, independent physicians on the medical staff, the medical staff as a whole, etc.)

B.C. Management will present to the Board a written analysis of proposed new programs and services that addresses, at a minimum, the components listed above.

C.D. The Board will first consider the information presented in the analysis during a Board or relevant committee meeting; discussion will take place and additional information/input from others may be required. Management will provide all additional information/input requested by the Board.

D.E. The Board may choose to not make a decision on whether to move forward with a new program or service during the meeting at which the new program or service is proposed. The Board may, in its discretion, choose to make a final decision at a subsequent Board meeting to allow Board members additional time for discussion/consideration and to assess all information before voting.

E.F. All discussion amongst the Board shall occur consistent with obligations under the Ralph M. Brown Act, Government Code sections 54950 et seq.

**Tahoe Forest Health System
Board Retreat Follow Up Dashboard
As of August 30, 2024**

	Action Items	Lead (* is Lead)	Due Date (Month)	Completed
<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 & 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.		05/2024	✓
3.	Determine if/when an updated physician / clinic productivity / efficiency report will be provided to the Board (e.g., annually?).	Brian Evans* Scott Baker Jeff Wilson	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.**	Jeff Wilson	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	✓

**Tahoe Forest Health System
Board Retreat Follow Up Dashboard
As of August 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 from a TFHS physician or employee.	David Ruderman	4/30/24	
<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		
27.	Determine what information the Board needs to perform its duties and responsibilities (e.g., ask each Board member).**	??	02/2025	
<i>2024 Board Development Goals</i>				
28.	Implement a comprehensive Board education plan that may include the following: <ul style="list-style-type: none"> • Annual healthcare trends update** • Education at every Board meeting • Attending external conferences (e.g., TGI, ACHD) • Articles, podcasts, etc. 	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	

**Tahoe Forest Health System
Board Retreat Follow Up Dashboard
As of August 30, 2024**

30.	Create a written CEO Evaluation Process. (Use ACHD for best practices.)	Executive Compensation Committee	11/2025	
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 & CEO Succession</i>				
33.	Develop a written CEO Succession Plan that includes: <ul style="list-style-type: none"> • Board Chair appoints an Ad Hoc CEO Succession Committee. • CHRO provides names of possible external firms to assist with CEO succession planning. • Ad Hoc Committee reviews possible external firms and makes a recommendation to the Board. • Board approves the external firm in an open Board meeting. 	Executive Compensation Committee	05/2024	✓
34.	Lead the CEO succession process that may include: <ul style="list-style-type: none"> • Clarify TFHS' strategic plan/vision. • Gather stakeholder input on the CEO success profile. • Develop a CEO success profile (in closed session with full Board). • Full Board approves the CEO success profile. 	WittKieffer/ Board	09/2024	
35.	Determine the compensation and benefits to be offered to the new President/CEO.	Executive Compensation Committee & Board	12/2024	
<i>President & 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

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. 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.
7. Observe timely appearance at Board functions. Notify the Clerk of the Board relative to absence or anticipated late arrival as soon as such situation is known.
8. Board members shall not use e-communication during a public meeting of the Board. In the event of an urgent family matter, a Board Member wishing to respond to a telephone or call during the meeting may do so during a recess or shall excuse him or herself from the meeting to place the return call or text in a manner that does not disrupt the meeting.
9. 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.
10. 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.
11. Be respectful, open, candid, honest and fair.
12. Demonstrate that it is fine to disagree, but not to be disagreeable.
13. Don't be inhibiting or limiting.
14. Value the staff as individuals and demonstrate mutual respect.
15. Respectfully inform staff of questions you have on an agenda item or staff's recommendation.
16. Respect and abide by the Board's decisions.
17. Practice a "no surprises" policy.
18. Understand the Brown Act, and when in doubt, consult with General Counsel. Be mindful of serial meeting traps.
19. Keep closed session discussions and decisions confidential.
20. Focus on Strategic leadership, not on administrative and operational details

Interactions with Public

21. Conduct oneself in an ethical, moral and legal manner at all times.
22. Be sensitive to your public image and conduct at all times.
23. Practice transparency.

24. The Board may request staff respond to or develop responses to emails addressed to Board Members.

Interactions with Staff

25. Last minute supporting documents by staff put Board Members at a disadvantage by diluting the opportunity to study the documents. 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.
26. Use discretion when meeting in public places to avoid the appearance of bias.
27. Honor the Board of Directors-President & CEO form of hospital governance (e.g. Keep staff informed on information gained, avoid micromanagement, take concerns to the President & CEO)
28. 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.
29. Practice a “no surprises” policy.
30. Value the staff as individuals and demonstrate mutual respect.
31. Let staff know of questions you have on an agenda item or staff’s recommendation.
32. Recognize that discussions with staff are welcome but do not constitute policy direction, which only comes from the full Board

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.
36. Practice a “no surprises” policy.

Interaction with Board Members

37. Maintain good board relationships and respect for each other.
38. Remember that respect for debate, differing opinions and reasoning mitigates polarization.
39. Demonstrate that it is fine to disagree but not be disagreeable.
40. Explain your perspective, rationale and reasoning.
41. Listen to fellow Board Members and be willing to consider all points of view during Board discussions.
42. Be inquisitive and ask any questions important to the discussion at hand.
43. 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.