



TAHOE FOREST HOSPITAL DISTRICT

2024-06-14 Board Governance Committee

Friday, June 14, 2024 at 10:30 a.m.

Tahoe Forest Hospital - Eskridge Conference Room

10121 Pine Avenue, Truckee, CA 96161



Meeting Book - 2024-06-14 Board Governance Committee

Governance Committee

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6. ITEMS FOR COMMITTEE DISCUSSION AND/OR RECOMMENDATION

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GOVERNANCE COMMITTEE AGENDA

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**

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: 03/05/2024**

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. **Board of Directors Bylaws** ATTACHMENT

6.1.2. **Onboarding and Continuing Education of Board Members, ABD-28** 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. **2024 Board Goals**

Governance Committee will review 2024 board goals.

6.2.3. **Board Culture & Norms** ATTACHMENT

Governance Committee will review and discuss development of a Board Culture and Norms document.

6.2.4. **Order & Decorum** ATTACHMENT

Governance Committee will review edits to Order & Decorum.

6.2.5. **Education Sessions** ATTACHMENT

Governance Committee will review past education topics and develop an education plan for 2024.

6.2.6. **Board Self-Assessment Tool** ATTACHMENT

Governance Committee will review the Board Self-Assessment tool.

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

Tuesday, March 5, 2024 at 10:00 a.m.
Tahoe Forest Hospital – Eskridge Conference Room
10121 Pine Avenue, Truckee, CA 96161

1. CALL TO ORDER

Meeting was called to order at 10:02 a.m.

2. ROLL CALL

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

Staff in attendance: Harry Weis, President & Chief Executive Officer; Louis Ward, 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: 11/06/2023

Director Barnett moved to approve the November 6, 2023 Board Governance Committee minutes, seconded by Director Wong.

6. ITEMS FOR COMMITTEE DISCUSSION AND/OR RECOMMENDATION

6.1. Board Governance

6.1.1. 2023 Board Self-Assessment Results

Governance Committee reviewed the 2023 Board Self-Assessment results.

Crystal Felix, Chief Financial Officer, noticed question 25 is duplicated in the results. Governance Committee will consider the first question answered.

Governance Committee discussed the lowest scoring questions.

Director Wong expressed concerned about how question 27 is worded. She would not know what other board members have discussed.

Governance Committee reviewed question 3 to see if the way it is worded might be the reason someone did not respond.

Governance Committee requested the slider scale in question 28 be removed to lessen confusion.

There are seven areas of opportunity that could be developed as board goals.

Education could be a goal again for 2024. The District's contract with Veralon ended on March 1. Governance Committee would like to pull articles from the American Hospital Association (AHA). Director Barnett would like to look at issues we anticipate facing over the next five years and develop relevant topics. Director Wong would also like to query the full board for topics and input.

CFO suggested the board come up with categories they are interested in that could be presented quarterly.

President and CEO asked if a reminder sheet should go out prior to the board self-assessment.

President and CEO noted the Director of Wellness and her team come at least annually to the board and now we have the Community Engagement committee. They are working on a way to measure community health.

The Community Collaborative also has an obligation to conduct a Community Health Needs Assessment (CHNA). The District is currently one year behind them. The goal is to eventually do our CHNAs at the same time for a more comprehensive report. The District provides data to the collaborative to assist them.

Some board members felt question 14 was too broad.

In reference to question 9, Director Barnett shared most discussions are not strategic by definition. Director Wong felt discussions around the strategic plan have been lacking. The way some of the goals were originally stated did not have any measurement (i.e. set up telemedicine). Some of the goals are still to be developed with the Vizient work.

The board will have an in-depth discussion about the board self-assessment at its retreat.

CFO posed two questions to the Governance Committee:

Does it make sense to shake up the committee assignments so board members are exposed to other areas so they can answer yes?

Is the committee meeting cadence meeting the needs of the board members to feel educated and informed?

6.1.2. 2024 Education Sessions

Discussion was held as part of item 6.1.1.

6.1.3. Board Retreat Agenda Development

Governance Committee discussed agenda items for the spring board retreat. Board members were very clear they want a board driven retreat.

The following items should be added to the retreat agenda:

-Board Self-Assessment

-Education plan

CFO asked if with the amount of content if there are missed opportunities to address areas throughout the year.

6.2. Board Policy Review

Governance Committee reviewed and discussed changes to the following policies:

6.2.1. Board of Directors Bylaws

Governance Committee reviewed the change proposed at the last meeting.

Governance Committee also discussed committee assignments. It will be an important consideration to have a board member step in and learn other areas.

Director Barnett felt committee assignments should be two years but is satisfied to leave at one year.

6.2.2. Board Compensation and Reimbursement, ABD-03

A risk statement was added. Governance Committee did not have any additional edits. The policy will move to the full board for approval.

6.2.3. Conflict of Interest, ABD-07

A risk statement was added. Governance Committee did not have any additional edits. The policy will move to the full board for approval.

6.2.4. New Programs and Services, ABD-18

A risk statement was added.

President & CEO and Director Barnett agreed a new program or service needs to be defined.

Director Barnett noted this puts the vote in the public and allows for public comment.

If there has not been privileging on it previously, then it could be considered a new service.

The policy needs further work and will come back to the committee. President & CEO will work on the definition.

6.2.5. President & CEO Succession Policy, ABD-28

A risk statement was added. Governance Committee did not have any additional edits. The policy will move to the full board for approval.

7. REVIEW FOLLOW UP ITEMS / BOARD MEETING RECOMMENDATIONS

No discussion was held.

8. NEXT MEETING DATE

The Governance Committee will meet again as needed.

9. ADJOURN

Meeting adjourned at 11:35 a.m.

DRAFT

BYLAWS OF THE BOARD OF DIRECTORS
TAHOE FOREST HOSPITAL DISTRICT

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**BYLAWS OF THE BOARD OF DIRECTORS
OF
TAHOE FOREST HOSPITAL DISTRICT**

Pursuant to the provisions of Sections 32104, 32125, 32128, and 32150 of the Health and Safety Code of the State of California, the Board of Directors of TAHOE FOREST HOSPITAL DISTRICT adopts these Bylaws for the government of TAHOE FOREST HOSPITAL DISTRICT.

ARTICLE I. NAME, AUTHORITY AND PURPOSE

Section 1. Name.

The name of this district shall be "TAHOE FOREST HOSPITAL DISTRICT" (hereinafter "District").

Section 2. Authority.

A. This District, having been established May 2, 1949, by vote of the residents of the District under the provisions of Division 23 of the Health and Safety Code of the State of California, otherwise known and referred to herein as "The Local Health Care District Law," and ever since that time having been operated there under, these Bylaws are adopted in conformance therewith, and subject to the provisions thereof.

B. In the event of any conflict between these Bylaws and the Local Health Care District Law, the latter shall prevail.

C. These Bylaws shall be known as the "District Bylaws."

D. Non-Discrimination: It is the policy of Tahoe Forest Hospital District to not discriminate in admissions, provisions of service, hiring, training and employment practices on the basis of age; race; color; creed; ethnicity; religion; national origin; marital status; sex; sexual orientation; gender identity or expression; disability; association; veteran or military status; or any other basis prohibited by federal, state, or local law.

Section 3. Purpose and Operating Policies.

A. Purpose.

Tahoe Forest Hospital District will strive to be the health system of choice in our region and the best mountain health system in the nation. We exist to enhance the health of our communities through excellence and compassion in all we do.

B. Operating Policies.

In order to accomplish the Mission of the District, the Board of Directors establishes the following Operating Policies:

1. Through planned development and responsible management, the assets of the District will be used to meet the service needs of the area in an efficient and cost-effective manner, after evaluation of available alternatives and other resources available to the District. This may include the development and operation of programs, services, and facilities at any location within or without the District for the benefit of the people served by the District.

2. The District shall dedicate itself to the maximum level of quality consistent with sound fiscal management and community-based needs.

3. Improvement of the health status of the area will be the primary emphasis of services offered by the District. In addition, the District may elect to provide other programs of human service outside of the traditional realm of health care, where unmet human service needs have been identified through the planning process.

ARTICLE II. BOARD OF DIRECTORS

The Board of Directors:

Section 1. Election.

There shall be five members of the Board of Directors who shall be elected for four-year terms, as provided in the Local Health Care District Law.

Section 2. Responsibilities.

Provides oversight for planning, operation, and evaluation of all District programs, services, and related activities consistent with the District Bylaws.

A. Philosophy and Objectives.

Considers the health requirements of the region and the responsibilities that the District should assume in helping to meet them.

B. Programs and Services.

1. Takes action on recommendations of the President and Chief Executive Officer or designee with regard to long- and short-range plans for the development of programs and services.

2. Provides oversight to the President and Chief Executive Officer in the implementation of programs and service plans.

3. Takes action on board policies and other policies brought forth by the President and Chief Executive Officer or designee.

4. Evaluates the results of programs and services on the basis of previously

established objectives and requirements. Receives reports from the President and Chief Executive Officer or designees and directs the President and Chief Executive Officer to plan and take appropriate actions, where warranted.

C. Organization and Staffing.

1. Selects and appoints the President and Chief Executive Officer.
2. Evaluates the continuing effectiveness of the organization.

D. Medical Staff.

1. Appoints and re-appoints all Medical Staff members.
2. Ensures that the District Medical Staff is organized to support the objectives of the District.
3. Reviews and takes final action on appeals involving Medical Staff disciplinary action.
4. Approves Medical Staff Bylaws and proposed revisions.

E. Finance.

1. Assumes responsibility for the financial soundness and success of the District and its wholly owned subsidiaries.
2. Assumes responsibility for the appropriate use of endowment funds and of other gifts to the District. Exercises trusteeship responsibility to see that funds are used for intended purposes.
3. Adopts annual budgets of the District, including both operating and capital expenditure budgets.
4. Receives and reviews periodic financial reports. Considers comments and recommendations of its Finance Committee and management staff.
5. Receives and reviews reports of the District's auditors, [which reports shall be published annually under Health and Safety Code section 32133.](#)
6. Approves policies which govern the financial affairs of the District.
7. Authorizes officers of the District to act for the District in the execution of financial transactions.

F. Grounds, Facilities and Equipment.

1. Approves plans for development, expansion, modernization, and replacement of the District's grounds, facilities, major equipment, and other tangible

assets.

2. Approves the acquisition, sale, and lease of real property.

G. External Relations.

Assumes ultimate responsibility for representing the communities served by the District and representing the District to the communities served.

H. Assessment and Continuous Improvement of Quality of Care

Ensures that the proper organizational environment and systems exist to continuously improve the quality of care provided. Responsible for a system-wide quality assessment and performance improvement program that reflects all departments and services. Reviews Quality Assessment Reports focused on indicators related to improving health outcomes and the prevention and reduction of medical errors. Provides oversight to and annually approves the written Quality Assurance / Process Improvement plan.

I. Strategic Planning.

1. Oversees the strategic planning process.
2. Establishes long-range goals and objectives for the District's programs and facilities.

Section 3. Powers.

A. Overall Operations.

The Board of Directors shall determine policies and shall have control of, and be responsible for, the overall operations and affairs of this District and its facilities.

B. Medical Staff.

The Board of Directors shall authorize the formation of a Medical Staff to be known as "The Medical Staff of Tahoe Forest Hospital District". The Board of Directors shall determine membership on the Medical Staff, as well as the Bylaws for the governance of said Medical Staff, as provided in Article VIII of these District Bylaws.

C. Auxiliary.

The Board of Directors may authorize the formation of service organizations from time to time as needed ("Auxiliary"), the Bylaws of which shall be approved by the Board of Directors.

D. Other Affiliated or Subordinate Organizations.

The Board of Directors may authorize the formation of other affiliated or

subordinate organizations which it may deem necessary to carry out the purposes of the District; the Bylaws of such organizations shall be approved by the Board of Directors.

E. Delegation of Powers.

The Medical Staff, Auxiliary, and any other affiliated or subordinate organizations shall have those powers set forth in their respective Bylaws. All powers and functions not set forth in their respective Bylaws are to be considered residual powers vested in the Board of Directors.

F. Provisions to Prevail.

These District Bylaws shall override any provisions to the contrary in the Bylaws or Rules and Regulations of the Medical Staff, Auxiliary or any affiliated or subordinate organizations. In case of conflict, the provisions of these District Bylaws shall prevail.

G. Resolutions and Ordinances.

From time to time, the Board of Directors may pass resolutions regarding specific policy issues, which resolutions may establish policy for the operations of this District.

H. Residual Powers.

The Board of Directors shall have all of the other powers given to it by the Local Health Care District Law and other applicable provisions of law.

I. Grievance Process

The Board of Directors may delegate the responsibility to review and resolve grievances.

Section 4. Vacancies.

Any vacancy upon the Board of Directors shall be filled by appointment by the remaining members of the Board of Directors within sixty (60) days of the vacancy. The Board of Directors may appoint an individual without engaging in public solicitation of candidates. Notice of the vacancy shall be posted in at least three (3) places within the District at least fifteen (15) days before the appointment is made. The District shall notify the elections officials for Nevada and Placer Counties of the vacancy no later than fifteen (15) days following either the date on which the District Board is notified of the vacancy or the effective date of the vacancy, whichever is later, and of the appointment no later than fifteen (15) days after the appointment. In lieu of making an appointment, the remaining members of the Board of Directors may within sixty (60) days of the vacancy call an election to fill the vacancy. If the vacancy is not filled by the Board of Directors or an election called within sixty (60) days, the Board of Supervisors of the County representing the larger portion of the Hospital District area in which an election to fill the vacancy would be held may fill the vacancy within ninety (90) days of the vacancy, or may order the District to call an election. If the vacancy is not filled or an

election called within ninety (90) days of the vacancy, the District shall call an election to be held on the next available election date. Persons appointed to fill a vacancy shall hold office until the next District general election that is scheduled 130 or more days after the date the District and the elections officials for Nevada and Placer Counties were notified of the vacancy and thereafter until the person elected at such election to fill the vacancy has been qualified, but persons elected to fill a vacancy shall hold office for the unexpired balance of the term of office.

Section 5. Meetings.

A. Regular Meetings.

Unless otherwise specified at the preceding regular or adjourned regular meeting, regular meetings of the Board of Directors shall be held on the fourth Thursday of each month at 4:00 PM at a location within the Tahoe Forest Hospital District boundaries, except for regular meetings for the months of November and December which shall be held on the third Thursday of the month at 4:00 PM. The Board shall take or arrange for the taking of minutes at each regular meeting.

B. Special and Emergency Meetings.

Special meetings of the Board of Directors may be held at any time and at a place designated in the notice and located within the District, except as provided in the Brown Act, upon the call of the Chair, or by not fewer than three (3) members of the Board of Directors, and upon written notice to each Director specifying the business to be transacted, which notice shall be delivered personally or by mail or e-mail and shall be received at least twenty-four (24) hours before the time of such meeting, provided that such notice may be waived by written waiver executed by each member of the Board of Directors. Notice shall also be provided within such time period to local newspapers and radio stations which have requested notice of meetings. Such notice must also be posted twenty-four (24) hours before the meeting in a location which is freely accessible to the public. In the event of an emergency situation involving matters upon which prompt action is necessary due to disruption or threatened disruption of District services (including work stoppage, crippling disaster, mass destruction, terrorist act, threatened terrorist activity or other activity which severely impairs public health, safety or both), the Board may hold a special meeting without complying with the foregoing notice requirements, provided at least one (1) hour prior telephone notice shall be given to local newspapers and radio stations which have requested notice of meetings, and such meetings shall otherwise be in compliance with the provisions of Government Code Section 54956.5. The Board shall take or arrange for the taking of minutes at each special meeting.

C. Policies and Procedures.

The Board may from time to time adopt policies and procedures governing the conduct of Board meetings and District business. All sessions of the Board of Directors, whether regular, special, or emergency, shall be open to the public in accordance with

the Brown Act (commencing with Government Code Section 54950), unless a closed session is permitted under the Brown Act or Health and Safety Code ~~Sections~~[sections](#) 32106 and 32155 or other applicable law.

Section 6. Quorum.

The presence of a majority of the Board of Directors shall be necessary to constitute a quorum to transact any business at any regular or special meeting, except to adjourn the meeting to a future date.

Section 7. Medical Staff Representation.

The Chief of the Medical Staff shall be appointed as a special representative to the Board of Directors without voting power and shall attend the meetings of the Board of Directors. In the event the Chief of Staff cannot attend a meeting, the Vice-Chief of the Medical Staff or designee shall attend in the Chief of Staff's absence.

Section 8. Director Compensation and Reimbursement of Expenses.

The Board of Directors shall be compensated in accordance with ABD-03 Board Compensation and Reimbursement policy.

Each member of the Board of Directors shall be allowed his or her actual necessary traveling and incidental expenses incurred in the performance of official business of the District as approved by the Board or President and Chief Executive Officer, pursuant to Board policy.

Section 9. Board Self-Evaluation.

The Board of Directors will monitor and discuss its process and performance at least annually. The self-evaluation process will include comparison of Board activity to its manner of governance policies.

ARTICLE III. OFFICERS

Section 1. Officers.

The officers of the Board of Directors shall be Chair, Vice-Chair, Secretary₁ and Treasurer₁, who shall be members of the Board.

Section 2. Election of Officers.

The officers of the Board of Directors shall be chosen every year by the Board of Directors in December of the preceding calendar year and shall serve at the pleasure of the Board. The person holding the office of Chair of the Board of Directors shall not serve successive terms, unless by unanimous vote of the Board of Directors taken at a

regularly scheduled meeting. In the event of a vacancy in any office, an election shall be held at the next regular meeting following the effective date of the vacancy to elect the officer to fill such office.

Section 3. Duties of Officers.

A. Chair. Shall preside over all meetings of the Board of Directors. Shall sign as Chair, on behalf of the District, all instruments in writing which the Chair has been authorized and obliged by the Board to sign and such other duties as set forth in these Bylaws as well as those duties charged to the president under the Local Health Care District Law. The Board Chair will serve as the chairperson of the Board Governance Committee.

B. Vice-Chair. The Vice-Chair shall perform the functions of the Chair in case of the Chair's absence or inability to act.

C. Secretary. The Secretary shall ensure minutes of all meetings of the Board of Directors are recorded and shall see that all records of the District are kept and preserved. Shall attest or countersign, on behalf of the District, all instruments in writing which the Secretary has been authorized and obligated by the Board to attest ~~or~~ countersign, as well as those duties charged to the secretary under the Local Health Care District Law.

D. Treasurer. The Treasurer will serve on the Board Finance Committee and shall ensure the Board's attention to financial integrity of the District.

ARTICLE IV. COMMITTEES

Section 1. Committee Authority.

No committee shall have the power to bind the District unless the Board provides otherwise in writing.

Section 2. Ad Hoc Committees.

Ad Hoc Committees may be appointed by the Chair of the Board of Directors from time to time as deemed necessary or expedient. Ad Hoc Committees shall perform such functions as shall be assigned to them by the Chair, and shall function for the period of time specified by the Chair at the time of appointment or until determined to be no longer necessary and disbanded by the Chair of the Board of Directors. The Chair shall appoint each Ad Hoc Committee chair.

Section 3. Standing Committees.

Standing Committees and their respective charters will be established affirmed annually by resolution, duly adopted by the Board of Directors.

Commented [A1]:
Proposed language
Alyce: "Standing committees and their charters will be affirmed annually."
Ted: "Standing Committees and their respective charters will be affirmed annually **and** duly adopted by the Board of Directors **at a regular scheduled meeting by majority vote.**"

The Chair shall recommend appointment of the members of these committees and the chair thereof, subject to the approval of the Board by majority of Directors present. Committee appointments shall be for a period of one (1) year and will be made annually at or before the January Board meeting.

ARTICLE V. MANAGEMENT

Section 1. President and Chief Executive Officer.

The Board of Directors shall select and employ a President and Chief Executive Officer who shall act as its executive officer in the management of the District. The President and Chief Executive Officer shall be given the necessary authority to be held responsible for the administration of the District in all its activities and entities, subject only to the policies as may be adopted from time to time, and orders as may be issued by the Board of Directors or any of its committees to which it has delegated power for such action by a writing. The President and Chief Executive Officer shall act as the duly authorized representative of the Board of Directors.

Section 2. Authority and Responsibility.

The duties and responsibilities of the President and Chief Executive Officer shall be outlined in the Employment Agreement and job description. Other duties may be assigned by the Board. The President and Chief Executive Officer, personally or through delegation, hires, assigns responsibility, counsels, evaluates and (as required) terminates all District employees.

ARTICLE VI. TAHOE FOREST HOSPITAL

Section 1. Establishment

The District owns and operates Tahoe Forest Hospital, which shall be primarily engaged in providing [health care services](#), including but not limited to, Emergency Services, Inpatient/Observation Care, Critical Care, Diagnostic Imaging Services, Laboratory Services, Surgical Services, Obstetrical Services, and Long-Term Care Services.

ARTICLE VII. INCLINE VILLAGE COMMUNITY HOSPITAL

Section 1. Establishment

The District owns and operates Incline Village Community Hospital, which shall be primarily engaged in providing, including but not limited to, Emergency Services,

Inpatient/Observation Care, Diagnostic Imaging Services, Laboratory Services, and Surgical Services.

ARTICLE VIII. MEDICAL STAFF

Section 1. Nature of Medical Staff Membership.

Membership on the Medical Staff of Tahoe Forest Hospital District is a privilege which shall be extended only to professionally competent practitioners who continuously meet the qualifications, standards, and requirements set forth herein and in the Bylaws of the Medical Staff.

Section 2. Qualifications for Membership.

A. Only physicians, dentists, oral surgeons, or podiatrists who:

1. Demonstrate and document their licensure, experience, education, training, current professional competence, good judgment, ethics, reputation, and physical and mental health status so as to establish to the satisfaction of the Medical Staff and the Board of Directors that they are professionally qualified and that patients treated by them can reasonably expect to receive high quality medical care;

2. Demonstrate that they adhere to the ethics of their respective professions and that they are able to work cooperatively with others so as not to adversely affect patient care or District operations;

3. Provide verification of medical malpractice insurance coverage; and

4. Establish that they are willing to participate in and properly discharge those responsibilities determined according to the Medical Staff Bylaws and possess basic qualifications for membership on the Medical Staff. No practitioner shall be entitled to membership on the Medical Staff, assigned to a particular staff category, or granted or renewed particular clinical privileges merely because that person: (1) holds a certain degree; (2) is licensed to practice in California, Nevada, or any other state; (3) is a member of any particular professional organization; (4) is certified by any particular specialty board; (5) had, or presently has, membership or privileges at this or any other health care facility; or (6) requires a hospital affiliation in order to participate on health plan provider panels, to obtain or maintain malpractice insurance coverage, or to pursue other personal or professional business interests unrelated to the treatment of patients at this facility and the furtherance of this facility's programs and services.

Section 3. Organization and Bylaws.

The Bylaws, Rules and Regulations, and policies of the Medical Staff shall be subject to approval of the Board of Directors of the District, and amendments thereto shall be effective only upon approval of such amendments by the Board of Directors,

which shall not be withheld unreasonably. Neither the Medical Staff nor the Board of Directors may unilaterally amend the Medical Staff Bylaws or Rules and Regulations. The Bylaws of the Medical Staff shall set forth the procedure by which eligibility for Medical Staff membership and establishment of clinical privileges shall be determined, including standards for qualification. Such Bylaws shall provide that the Medical Staff, or a committee or committees thereof, shall study the qualifications of all applicants and shall establish and delineate clinical privileges and shall submit to the Board of Directors recommendations thereon and shall provide for reappointment no less frequently than biennially. The Medical Staff shall also adopt Rules and Regulations or policies that provide associated details consistent with its Bylaws, as it deems necessary to implement more specifically the general principles established in the Bylaws.

Section 4. Appointment to Medical Staff

All appointments and reappointments to the Medical Staff shall be made by the Board of Directors as provided by the standards of the Healthcare Facility Accreditation Program. Final responsibility for appointment, reappointment, new clinical privileges, rejection, or modification of any recommendation of the Medical Staff shall rest with the Board of Directors.

All applications for appointment and reappointment to the Medical Staff shall be processed by the Medical Staff in such manner as shall be provided by the Bylaws of the Medical Staff and, upon completion of processing by the Medical Staff, the Medical Staff shall make a report and recommendation regarding such application to the Board of Directors. This recommendation will also include the request by the practitioner for clinical privileges, and the Medical Staff's recommendation concerning these privileges.

Upon receipt of the report and recommendation of the Medical Staff, the Board of Directors shall adopt, reject, or modify a favorable recommendation of the Medical Executive Committee, or shall refer the recommendation back to the Medical Executive Committee for further consideration, stating the reasons for the referral and setting a time limit within which the Medical Executive Committee shall respond.

If the Board of Directors is inclined to reject or modify a favorable recommendation, the Board shall refer the matter back to the Medical Executive Committee for further review and comments, which may include a second recommendation. The Executive Committee's response shall be considered by the Board before adopting a resolution.

If the Board's resolution constitutes grounds for a hearing under Article VII of the Medical Staff Bylaws, the President and Chief Executive Officer shall promptly inform the applicant, and he/she shall be entitled to the procedural rights as provided in that Article.

In the case of an adverse Medical Executive Committee recommendation or an adverse Board decision, the Board shall take final action in the matter only after the applicant has exhausted or has waived his/her procedural rights under the Medical Staff

Bylaws. Action thus taken shall be the conclusive decision of the Board, except that the Board may defer final determination by referring the matter back for reconsideration. Any such referral shall state the reasons therefore, shall set a reasonable time limit within which a reply to the Board of Directors shall be made, and may include a directive that additional hearings be conducted to clarify issues which are in doubt. After receiving the new recommendation and any new evidence, the Board shall make a final decision.

Conflict Resolution. The Board of Directors shall give great weight to the actions and recommendations of the Medical Executive Committee and in no event shall act in an arbitrary and capricious manner.

The Board of Directors may delegate decision-making authority to a committee of the Board; however, any final decision of the Board committee must be subject to ratification by the full Board of Directors at its next regularly scheduled meeting.

Section 5. Staff Meetings: Medical Records

The Medical Staff shall be self-governing with respect to the professional work performed in the Hospital. The Medical Staff shall meet in accordance with the minimum requirements of the Healthcare Facility Accreditation Program. Accurate, legible, and complete medical records shall be prepared and maintained for all patients and shall be the basis for review and analysis.

For purposes of this section, medical records include, but are not limited to, identification data, personal and family history, history of present illness, review of systems, physical examination, special examinations, professional or working diagnosis, treatment, gross and microscopic pathological findings, progress notes, final diagnosis, condition on discharge, and other matters as the Medical Staff shall determine.

Section 6. Medical Quality Assurance

The Medical Staff shall, in cooperation with the administration of the District, establish a comprehensive and integrated quality assurance and risk control program for the District which shall assure identification of problems, assessment and prioritization of such problems, implementation of remedial actions and decisions with regard to such problems, monitoring of activities to assure desired results, and documentation of the undertaken activities. The Board of Directors shall require, on a quarterly basis, reports of the Medical Staff's and District's quality assurance activities.

Section 7. Hearings and Appeals

Appellate review of any action, decision or recommendation of the Medical Staff affecting the professional privileges of any member of, or applicant for membership on, the Medical Staff is available before the Board of Directors. This appellate review shall be conducted consistent with the requirements of Business and Professions Code Section 809.4 and in accordance with the procedures set forth in the Medical Staff

Bylaws. Nothing in these Bylaws shall abrogate the obligation of the District and the Medical Staff to comply with the requirements of Business and Professions Code Sections 809 through 809.9, inclusive. Accordingly, discretion is granted to the Medical Staff and Board of Directors to create a hearing process which provides for the least burdensome level of formality in the process while still providing a fair review and to interpret the Medical Staff Bylaws in that light. The Medical Staff, Board of Directors, and their officers, committees, and agents hereby constitute themselves as peer review bodies under the Federal Health Care Quality Improvement Act of 1986 (42 U.S.C. § 11101 et seq.) and the California peer review hearing laws and claim all privileges and immunities afforded by the federal and state laws.

If adverse action as described in these provisions is taken or recommended, the practitioner must exhaust the remedies afforded by the Medical Staff Bylaws before resorting to legal action.

The rules relating to appeals to the Board of Directors as set forth in the Medical Staff Bylaws are as follows; capitalized terms have the meaning defined by the Medical Staff Bylaws:

A. Time For Appeal

Within ten (10) days after receipt of the decision of the Hearing Committee, either the Practitioner or the Medical Executive Committee may request an appellate review. A written request for such review shall be delivered to the President and Chief Executive Officer and the other party in the hearing. If a request for appellate review is not received by the President and Chief Executive Officer within such period, the decision of the Hearing Committee shall thereupon become final, except if modified or reversed by the Board of Directors.

It shall be the obligation of the party requesting appellate review to produce the record of the Hearing Committee's proceedings. If the record is not produced within a reasonable period, as determined by the Board of Directors or its authorized representative, appellate rights shall be deemed waived

In the event of a waiver of appellate rights by a Practitioner, if the Board of Directors is inclined to take action which is more adverse than that taken or recommended by the Medical Executive Committee, the Board of Directors must consult with the Medical Executive Committee before taking such action. If after such consultation the Board of Directors is still inclined to take such action, then the Practitioner shall be so notified. The notice shall include a brief summary of the reasons for the Board's contemplated action, including a reference to any factual findings in the Hearing Committee's Decision that support the action. The Practitioner shall be given ten (10) days from receipt of that notice within which to request appellate review, notwithstanding his or her earlier waiver of appellate rights. The grounds for appeal and the appellate procedure shall be as described below. However, even if the Practitioner declines to appeal any of the Hearing Committee's factual findings, he or she shall still be given an opportunity to argue, in person and in writing, that the contemplated action

which is more adverse than that taken or recommended by the Medical Executive Committee is not reasonable and warranted. The action taken by the Board of Directors after following this procedure shall be the final action of the Hospital.

B. Grounds For Appeal

A written request for an appeal shall include an identification of the grounds of appeal, and a clear and concise statement of the facts in support of the appeal. The recognized grounds for appeal from a Hearing Committee decision are:

1. ~~substantial~~ Substantial noncompliance with the standards or procedures required by the Bylaws, or applicable law, which has created demonstrable prejudice; or

2. ~~the~~ The factual findings of the Hearing Committee are not supported by substantial evidence based upon the hearing record or such additional information as may be permitted pursuant to this section; or

3. The Hearing Committee's failure to sustain an action or recommendation of the Medical Executive Committee that, based on the Hearing Committee's factual findings, was reasonable and warranted.

C. Time, Place and Notice

The appeal board shall, within thirty (30) days after receipt of a request for appellate review, schedule a review date and cause each side to be given notice of time, place and date of the appellate review. The appellate review shall not commence less than thirty (30) or more than sixty (60) days from the date of notice. The time for appellate review may be extended by the appeal board for good cause.

D. Appeal Board

The Board of Directors may sit as the appeal board, or it may delegate that function to an appeal board which shall be composed of not less than three (3) members of the Board of Directors. Knowledge of the matter involved shall not preclude any person from serving as a member of the appeal board so long as that person did not take part in a prior hearing on the action or recommendation being challenged. The appeal board may select an attorney to assist it in the proceeding, but that attorney shall not be entitled to vote with respect to the appeal.

E. Appeal Procedure

The proceedings by the appeal board shall be in the nature of an appellate review based upon the record of the proceedings before the Hearing Committee. However, the appeal board may accept additional oral or written evidence, subject to a foundational showing that such evidence could not have been made available to the Hearing Committee in the exercise of reasonable diligence, and subject to the same rights of cross-examination or confrontation that are provided at a hearing. The appeal

board shall also have the discretion to remand the matter to the Hearing Committee for the taking of further evidence or for clarification or reconsideration of the Hearing Committee's decision. In such instances, the Hearing Committee shall report back to the appeal board, within such reasonable time limits as the appeal board imposes. Each party shall have the right to be represented by legal counsel before the appeal board, to present a written argument to the appeal board, to personally appear and make oral argument and respond to questions in accordance with the procedure established by the appeal board. After the arguments have been submitted, the appeal board shall conduct its deliberations outside the presence of the parties and their representatives.

F. Decision

Within thirty (30) days after the submission of arguments as provided above, the appeal board shall send a written recommendation to the Board of Directors. The appeal board may recommend, and the Board of Directors may decide, to affirm, reverse or modify the decision of the Hearing Committee. The decision of the Board shall constitute the final decision of the Hospital and shall become effective immediately upon notice to the parties. The parties shall be provided a copy of the appeal board's recommendation along with a copy of the Board of Director's final decision.

G. Right To One Hearing

No practitioner shall be entitled to more than one (1) evidentiary hearing and one (1) appellate review on any adverse action or recommendation.

H. Exception to Hearing Rights

1. Exclusive Contracts

The hearing rights described in this Article shall not apply as a result of a decision to close or continue closure of a department or service pursuant to an exclusive contract or to transfer an exclusive contract, or as a result of action by the holder of such an exclusive contract.

2. Validity of Bylaw, Rule, Regulation or Policy

No hearing provided for in this article shall be utilized to make determinations as to the merits or substantive validity of any Medical Staff bylaw, rule, regulation or policy. Where a Practitioner is adversely affected by the application of a Medical Staff bylaw, rule, regulation or policy, the Practitioner's sole remedy is to seek review of such bylaw, rule, regulation or policy initially by the Medical Executive Committee. The Medical Executive Committee may in its discretion consider the request according to such procedures as it deems appropriate. If the Practitioner is dissatisfied with the action of the Medical Executive Committee, the Practitioner may request review by the Board of Directors, which shall have discretion whether to conduct a review according to such procedures as it deems appropriate. The Board of

Directors shall consult with the Medical Executive Committee before taking such action regarding the bylaw, rule, regulation or policy involved. This procedure must be utilized prior to any legal action.

3. Department, Section, or Service Formation or Elimination

A Medical Staff department, section, or service can be formed or eliminated only following a review and recommendation by the Medical Executive Committee regarding the appropriateness of the department, section, or service elimination or formation. The Board of Directors shall consider the recommendations of the Medical Executive Committee prior to making a final determination regarding the formation or elimination.

The Medical Staff Member(s) ~~who's~~ whose Privileges may be adversely affected by department, section, or service formation or elimination are not afforded hearing rights pursuant to Article VII.

ARTICLE IX. REVIEW AND AMENDMENT OF BYLAWS

At intervals of no more than two (2) years, the Board of Directors shall review these Bylaws in their entirety to ensure that they comply with all provisions of the Local Health Care District Law, that they continue to meet the needs of District administration and Medical Staff, and that they serve to facilitate the efficient administration of the District.

These Bylaws may from time to time be amended by action of the Board of Directors. Amendments may be proposed at any regular meeting of the Board of Directors by any member of the Board. Action on proposed amendments shall be taken at the next regular meeting of the Board of Directors following the meeting at which such amendments are proposed.

ADOPTION OF BYLAWS

Originally passed and adopted at a meeting of the Board of Directors of the TAHOE FOREST HOSPITAL DISTRICT, duly held on the 9th day of January, 1953 and most recently revised on the ~~27th~~ xxx day of ~~October~~ xxxx, 202~~4~~.

REVISION HISTORY

- 1975
- Revised – March, 1977
- Revised – October, 1978
- Revised – April, 1979
- Revised – March, 1982
- Revised – May, 1983
- Revised – February, 1985
- Revised – July, 1988
- Revised – March, 1990

Revised – November, 1992
Revised – February, 1993
Revised – May, 1994
Revised – April, 1996
Revised – September, 1996
Revised – April, 1998
Revised – September, 1998
Revised – March, 1999
Revised – July, 2000
Revised – January, 2001
Revised – November, 2002
Revised – May, 2003
Revised – July, 2003
Revised – September, 2004
Revised – March, 2005
Revised – December, 2005
Revised – October, 2006
Revised – March, 2007
Revised – April, 2008
Revised – January, 2009
Revised – September, 2010
Revised – September, 2012
Revised – November, 2014
Revised – December, 2015
Revised – November, 2017
Revised – November, 2018
Revised – August, 2020
Revised – October, 2022
[Revised – xxxx, 2024](#)

Status **Active** PolicyStat ID **11708849**



Origination 08/1990
Date
Last 05/2022
Approved
Last Revised 05/2022
Next Review 05/2025

Department Board - ABD
Applicabilities System

Onboarding and Continuing Education of Board Members, ABD-19

RISK:

Failure to educate new board members through an onboarding and orientation process may result in negative community perception and legal and regulatory ramifications for the District.

POLICY:

Tahoe Forest Hospital District will provide essential knowledge of the District to all incoming board members within thirty (30) days of election or appointment.

Board members will be provided opportunities for continuing education to expand their knowledge on key healthcare issues and governance.

PROCEDURE:

When onboarding, new board members complete the following steps:

Human Resources

1. Completes and signs necessary paperwork with Human Resources.
2. Reviews benefit package with Benefits Coordinator.

Clerk of the Board

3. Receives tablet, user ID and email.
4. Reviews board portal.
5. Completes FPPC Statement of Economic Interests Form 700.

6. Initiates required regulatory training (i.e. AB1234 Ethics training, Sexual Harassment Prevention training).

President & Chief Executive Officer

7. Meets with President & CEO to review the Mission, Vision, Values, Organizational Chart, Strategic Plan and Master Plan of the District.

General Counsel

8. Meets with General Counsel to review Brown Act, public meeting procedures, etc.

Corporate Compliance Officer

9. Reviews District's Corporate Compliance Program and Work Plan.

Executive Director of Governance

10. Reviews Order & Decorum, board policies, etc.

Chief Financial Officer

11. Reviews most recent audited financials, budget and 10 year forecast.

12. Reviews monthly financial report package.

Director of Quality

13. Reviews Quality Assurance Performance Improvement Plan (QA/PI).

14. Reviews Quality Dashboard.

15. Reviews CMS Star Ratings.

16. Reviews Risk Management structure and disclosure process.

17. Reviews composition, role and duties of Grievance Committee.

18. Reviews composition, role and duties of Patient Family Advisory Council.

Director of Medical Staff Services

19. Reviews structure and duties of Medical Executive Committee.

20. Reviews current process for Medical Staff credentialing.

21. Reviews Medical Staff Peer Review process.

Director of Facilities

22. Conducts campus property tour.

Additional materials on governance, quality and finance topics will be distributed electronically.

Appropriate external continuing education and conference will be suggested by administration. Outside education costs will be paid in accordance with [Board Compensation and Reimbursement](#).

ABD-03 policy.

All Revision Dates

05/2022, 10/2020, 12/2019, 03/2017, 01/2014, 01/2012, 01/2010, 03/2008

Approval Signatures

Step Description	Approver	Date
	Harry Weis: CEO	05/2022
	Martina Rochefort: Clerk of the Board	05/2022

COPY

**Tahoe Forest Health System
Board Retreat Follow Up Action Plan**
Draft as of May 6, 2024

The purpose of this document is to outline actions identified in the Tahoe Forest Health System (TFHS) Board Retreat facilitated by Pam Knecht from **ACCORD LIMITED** on April 9 and 10, 2024. The following table outlines the actions, lead, and due date, as/if they were identified in the retreat. The actions are grouped according to the Board Retreat agenda topic. Other ideas generated in the retreat are in the Appendix.

This action plan will need to be reviewed and completed by those whose names are in the Lead column. The Governance Committee is probably the best group to ensure this action plan is completed and to monitor the implementation of the actions. If desired, **ACCORD** can help the Governance Committee (GC) via scheduled check-in meetings over the next few months. In addition, a double asterisk (**) below indicates that **ACCORD** could help with that action step, if desired. **ACCORD** could provide a new proposal for any additional work.

	Action Items	Lead (* is Lead)	Due Date (Month)
<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.	Harry Weis	5/23/24
3.	Determine if/when an updated physician / clinic productivity / efficiency report will be provided to the Board (e.g., annually?).	Brian Evans, MD* Jeff Wilson	
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, MD	7/31/24
5.	Provide education on the Healthy People 2030 organization to the Board.	Louis Ward	
6.	Provide to the Board the map of TFHS' Primary Service Area (PSA) and Secondary Service Area (SSA).	Martina Rochefort	
7.	Provide to the Board education on how market share is measured for both inpatient and outpatient services	Louis Ward	
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	

**Tahoe Forest Health System
Board Retreat Follow Up Action Plan
Draft as of May 6, 2024**

9.	Determine how to engage the Board more often in strategic planning, strategic goal setting, and strategic plan monitoring discussions.	Louis Ward? Ted Owens?	
10.	Provide more education to the Board on the components of the CMS 5-star rating.	Janet _____	
11.	Provide to the Board more information on the Gateway Center and Rite Aid expenditures/costs.	Crystal Felix	June Budget Discussion
12.	Create a stakeholder communication plan for the strategic plan once it has been completed.	Jeff Wilson	
13.	Discuss how and when to get input from the community when updating the strategic plan.	Louis Ward	
<i>Physician Alignment Update</i>			
14.	Provide to the Board the “Engagement” definition / components used the employee and physician surveys.	Alex MacLennan	
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	
17.	Understand what TFHS is paying for the current community health initiatives.	Community Engagement Committee	
18.	Oversee staff as it determines how to measure TFHS’ current impact on community health.	Community Engagement Committee	
19.	Engage with community partners (<i>Pam’s Note: Need to add ‘towards what end’</i>).	Community Engagement Committee	
20.	Help define “community benefit”.	Community Engagement Committee	
21.	Ensure sufficient communication with the community regarding our community initiatives and community benefit.	Community Engagement Committee	
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	
<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	

**Tahoe Forest Health System
Board Retreat Follow Up Action Plan
Draft as of May 6, 2024**

24.	Ensure that changes to the BSA survey (e.g., questions) are approved by the full Governance Committee.	Governance Committee	
25.	Update the Board orientation program/plan annually.	Governance Committee	6/30/24
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).	??	
<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	
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	
30.	Create a written CEO Evaluation Process.	Executive Compensation 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	
32.	Revise the current Order and Decorum Policy so it addresses only the expectations regarding the public’s interactions with the Board.	Ted Owens?	
<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	
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. 	External Firm & Ad Hoc CEO Succession Committee	

**Tahoe Forest Health System
Board Retreat Follow Up Action Plan**
Draft as of May 6, 2024

	<ul style="list-style-type: none"> • Develop a CEO success profile (in closed session with full Board). • Full Board approves the CEO success profile. 		
35.	Determine the compensation and benefits to be offered to the new President/CEO.	Executive Compensation Committee & Board	
President & CEO Evaluation			
36.	(See minutes from Closed Session that include Communication Enhancements.)	David Ruderman	

**Tahoe Forest Health System
Board Retreat Follow Up Action Plan**
Draft as of May 6, 2024

**APPENDIX A:
Group Guidelines / Norms**

At the beginning of the Board Retreat, Pam asked participants to share their expectations regarding group guidelines. Here are those ideas.

- Declare 'devil's advocate.

**APPENDIX B:
Suggested Board Retreat Topics**

Pam handed out a document that listed all the topics that had been suggested for this retreat during her interviews. The group(s) that suggested each topic are indicated in parentheses. Here is the list.

- Board Self-Assessment Results (Board)
- Board Development Goal Setting (Board)
- Board Self-Assessment Instrument / Format (Board)
- Board Education Topics (Board)
- Board/Governance Best Practices (Board)
- Community Engagement Committee (e.g., committee's role; role of the Board in the community; how to help the underserved; increasing the community's health; goal/metric to use) (Board)
- Suggested Board Retreat Process and Topics (continued)
- CEO Succession Planning Policy and Plan (Board)
- CEO Search Process and Timeline (Board)
- CEO Transition Plan / Process (Board)
- CEO Incentive Compensation (e.g., metrics; 'system' for cascading the CEO's goals) (Board)
- CEO Performance Evaluation Best Practices (Board)
- CEO Performance Evaluation Process/Timing (Board)
- Best Practices of the Best Health Systems (Board)
- TFHS' Historical Financial Performance (Board)

Tahoe Forest Health System
Board Retreat Follow Up Action Plan
Draft as of May 6, 2024

APPENDIX B:
Suggested Board Retreat Topics (continued)

- TFHS' Risk of Closure (Board)
- TFHS' Future Strategy (Board)
- Future Healthcare Industry Trends (e.g., impact of AI; reasons rural hospitals close; consolidation trends) (Board)
- Demographic Trends' Impact on Healthcare (Board)
- Desired Characteristics of Future Healthcare Leaders (Board)
- Productivity/Efficiency/Cost Control (Board)
- Update on Sierra Crest LLC (Board)
- Board's Structure and Functioning (e.g., committee meeting frequency; committee membership) (Board and AC)
- Update on Physician Relations/Alignment/Recruitment (Board and AC)
- Communications and Alignment Between the Board and CEO/AC "Order and Decorum" (Board and AC)
- Increasing Trust Among the Board Members and Between the Board and CEO/AC (Board and AC)
- Update on Vizient Project to Institute Management Systems and Improve Patient Access (Board and AC)
- Update on Provider Productivity (Board and AC)
- Update on Dyad Leadership Structure (Board and AC)
- Approval of 5-Year Goals and 1-Year Goals under the 5-Year Winning Aspirations (e.g., the updated strategic plan) (AC)
- AHA Rural Conference Hot Topics (AC)
- Master Plan/Space Planning Update/Optimization of Services (AC)

**TRUCKEE TOWN COUNCIL AND STAFF:
EXPECTATIONS, NORMS & WORKING RELATIONSHIPS**

Adopted August 2023 Revised February 8, 2024

Council Member Interactions:

1. Be prepared and conduct business efficiently.
2. Utilize appropriate meeting protocols (e.g., wait to be called upon, look to the mayor for additional clarification on issues, etc.).
3. Demonstrate truth-seeking in all deliberations.
4. Uphold current Town policies/regulations.
5. Share the workload (e.g., participation on committees).
6. Practice good listening skills to fully understand others' views and test assumptions.
7. Hold the highest ethical standards individually and collectively (e.g., demonstrate honesty, integrity).
8. Honor the Council-Manager form of Town government (e.g., keep staff informed on information gained, avoid micromanagement, take concerns to the Town Manager).
9. Respect and abide by the Council decisions.
10. When interacting with the media or outside agencies, clearly state that comments are from you as one Council Member, not Council as a whole or the Town. The preferred practice is to consult with the Town Manager before interacting with the media and to update the Town Manager on any media interactions.
11. Practice transparency (e.g., convey outside contacts with each other to the extent allowed by the Brown Act and Town Manager).
12. Understand the Brown Act and when in doubt, consult with the Town Attorney.
13. Strive to balance private, professional, and elected lives.
14. Seek to understand your strengths as well as others to improve conversations and decisions.
15. Be mindful of serial meeting traps.
16. Mayor is responsible for responding to all emails sent to all council members.
- 15-17. Mayor presides over council meetings to ensure they are conducted efficiently and according to the established procedures, and keeps fellow council members, staff and the public on topics that might influence an informed decision.

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Council Member-Staff Interactions:

1. Council Members should provide feedback to the Town Manager regarding the amount of updating and information a Council Member will need on a regular basis.
2. Commit to open and honest communications.
3. Practice a "no surprises" policy.
4. Trust staff to assist as needed (e.g., respond to questions prior/during meetings).
5. Give each other the benefit of the doubt when hearing criticism and explore a deeper understanding before reacting.
6. If a problem develops between Council Members and staff, work with the Town Manager to resolve any issues.
7. Exchange information gained from public interactions through the Town Manager and/or Department Heads (preferably either personally or via phone).
8. When requesting information or possible staff work, consider the budget implications and demands on staff time by speaking to the Town Manager and/or Department Head.
9. A Council Member is free to approach Department Heads individually to explore issues in greater depth but should refrain from requesting action without discussing it with the Town Manager.
10. Hold each other to the highest standards of performance (i.e., provide accurate information, respect each other, honor decisions even if not in agreement, use a positive tone in addressing concerns).
11. The Council may request that staff respond to or develop responses to emails that are addressed to Council Members.

SUGGESTED EXPECTATIONS FOR BOARD CULTURE AND NORMS

Sorted to categorize similar suggestions

Expectations of Board Members

Always focus on what is best for Tahoe Forest Health System and the community it serves.

- Recognize all power of the Board is a joint collective power which only exists when the Board is acting together as one body.
- Keep Board discussions and decisions confidential.

Maintain good board relationships and visibly demonstrate respect for, and fairly represent each other.

- Do your homework, be prepared when bringing an item to the Board, be as concise as possible, and don't repeat comments made by another Director.

Be sensitive to your public image and conduct at all times.

- Be respectful, open, candid, honest and fair:
- Conduct oneself in an ethical, moral and legal manner at all times.

Remember that respect for debate, differing opinions and reasoning mitigates polarization

- Demonstrate that it is fine to disagree but not be disagreeable.
- Explain your perspective, rationale and reasoning.
- Listen to fellow Board members and be willing to consider all points of view during Board discussions
- Be inquisitive and ask any questions important to the discussion at hand

Don't be inhibiting or limiting.

- Focus on Strategic leadership, not on administrative and operational details
- 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

Value the staff as individuals and demonstrate mutual respect.

- Let staff know of questions you have on an agenda item or staff's recommendation with grace.
- Recognize that discussions with staff are welcome but do not constitute policy direction, which only comes from the full Board

Prioritize the level of importance of issues and feel free to go directly to the President & CEO or the Executive Team and not to a front line employee on any issue, especially as it relates to committee meeting business

- Provide clear direction to the President & CEO.
- Recognize the sensitivity of personnel matters, direct all personnel concerns or complaints to the President & CEO's office and do not publicly discuss them.
- **No Surprises.** Keep each other informed through the President & CEO and/or Board Chair.

**TAHOE FOREST HEALTH SYSTEM
ORDER & DECORUM
Of
BOARD BUSINESS
2023**

1. PUBLIC PARTICIPATION IN BOARD MEETINGS

The public is encouraged to provide thoughtful comment regarding the health system's operation. The board chair reserves the privilege to recognize members of the public subject to reasonable rules of decorum. Board members are permitted to call attention to public members who wish to comment.

The following rules of decorum will guide participation in the meetings:

- A. Address the Board from the lectern. Speakers are encouraged but not required to give their name and city of residence before addressing the Board. Speakers shall address their comments to the Board, not the audience or staff.
- B. Comment on specific matters before the Board with reasons for the position taken.
- C. Public comment is limited to (3) minutes per speaker, however, the Chair may, at his or her discretion, allow up to (5) minutes for those who are serving as a spokesperson for a group or organization in lieu of individual speakers.
- D. A speaker may not yield time to another speaker.
- E. No individual may speak more than once during the Public Comment period or on an item on the agenda unless recognized by the Chair as having new information.
- F. In the interest of civil discourse, the rules specified in the Order & Decorum of Board Business and Robert's Rules of Order, to the extent such Rules are not in conflict with the Brown Act, shall apply at all Board meetings. It shall be the responsibility of the Chair to ensure public comments are conducted in a reasonable manner that avoids disruptive activity, promotes mutual respect, keeps comments focused on issues, and avoids personal attack and abusive behavior.
- G. The Chair may call for recess to maintain Order & Decorum.

2. PROMPTNESS AT MEETING TIME

Board members are requested to observe timely appearance at Board functions in respect to the public, staff and Board. With assistance of the Board Clerk, staff and other presenters will be scheduled in order to support the timely work of the Board. Board members are requested to notify the Clerk of the Board relative to their absence or anticipated late arrival as soon as such situation is known.

3. AGENDA ITEMS

No issues shall be placed on the agenda that are beyond the jurisdiction and authority of a California Health System Special District or that are non-essential to hospital district governance.

4. USE OF E-COMMUNICATION AT PUBLIC MEETINGS

Board members shall not use e-communication during a public meeting of the Board at which he or she is in attendance. 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.

5. LAST MINUTE SUPPORTING DOCUMENTS

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.

6. REQUESTS FOR INPUT OR DIALOGUE

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.

7. INDIVIDUAL BOARD MEMBER AGENDA REQUESTS

All individual Board items should be discussed with the Chair and CEO before agenda review. All items will be reviewed for completeness. Sufficient supporting documents must be provided in a timely manner so that appropriate staff may become involved. Items must meet scheduling requirements. No more than two items per board member will be considered at a board meeting.

8. ROLE OF THE CHAIR

- Run meetings and associated duties within meetings
- Preside over ceremonial situations
- Make committee appointments
- Approve agendas for completeness
- When authorized, ~~Speaks~~ speaks for the board to the media

9. BOARD VACANCIES

Board vacancies will be handled in accordance with applicable Government Code and Board of Directors Bylaws.

In the event a member of the Board of Directors vacates their position, remaining members of the District Board may fill the vacancy either by appointment or calling an election.

If the Board chooses to appoint, the Board may:

1. Appoint an individual of its choosing, or;
2. Seek candidates from which to make a selection.

If the Board fails to act within (90) days, the County Board of Supervisors may appoint the position.

10. CULTURE: EXPECTATIONS REGARDING ORGANIZATIONAL CULTURE

Expectations of Board members

- A. Always focus on what is best for the sustainability of the Tahoe Forest Health System ~~and for~~ the community it serves.
- B. Maintain good board relationships and visibly demonstrate respect for, and fairly represent each other.
- C. Be sensitive to your public image and conduct at all times.
- D. Be respectful, open, candid, honest and fair:
 1. Explain your perspective, rationale and reasoning.
 2. Remember that respect for debate, differing opinions and reasoning mitigates polarization.
 3. Demonstrate that it is fine to disagree, but not to be disagreeable.
 4. Don't be inhibiting or limiting.
 5. Value the staff as individuals and demonstrate mutual respect.
 6. Let staff know of questions you have on an agenda item or staff's recommendation with grace professionalism.
- E. Do your homework, be prepared when bringing an item to the Board, be as concise as possible, and don't repeat comments made by another Director.
- F. Recognizing that the Board is the staff's first priority:
 1. Provide clear direction to the President and CEO.
 2. ~~Prioritize the level of importance of issues and feel free to go~~ Go directly to the President and CEO ~~or the Executive Team~~ with any issues or concerns. Do not reach out to any staff member or provider without the concurrence of the President and CEO.

3. Go to the President and CEO's office and/or Executive Team and not to a front line employee on any issue, especially as it relates to committee meeting business.
- ~~4. Recognize that discussions with staff are welcome but do not constitute policy direction, which only comes from the full Board.~~
4. Recognize the sensitivity of personnel matters, direct all personnel concerns or complaints to the President and CEO's office and do not publicly discuss them; provided, however, that allegations of illegal misconduct by the President and CEO shall be directed to the General Counsel's office.
5. Contact the President and CEO within 24 hours regarding contacts a Board member receives or has had from anyone regarding the business of the District (e.g., staff, employee, physician, public).
6. **No Surprises.** Keep each other informed through the President and CEO and ~~or~~ the Board Chair.

Expectations of Staff

- A. Provide good services and show respect to the public.
- B. Present good staff reports: Pros and Cons.
 1. Give pros and cons, alternatives and a recommendation.
 2. Present accurate and quality visuals.
 3. Don't raise more questions than you can answer in a staff report.
 4. Stay well organized and manage the time.
- C. Apprise the Board in advance of:
 1. Meetings and special projects within the District.
 2. Any controversial issues or conversations; don't surprise the Board, especially on any "hot button" issues.
 3. Any "bad news".
 4. Deadlines that are slipping and why.
 5. Problems facing the staff.
- D. Set realistic deadlines, be proactive with regard to issues that need resolving, and produce timely documents.
- E. Work cooperatively, demonstrate cooperation among staff, support each other, and be sensitive to each other's workloads.
- F. Be loyal to the Hospital and be sensitive to your public image and conduct at all times.
- ~~G. Feel comfortable communicating with Board members. Maintain the need for full transparency and information that is not filtered.~~
- ~~H.G.~~ Do not participate in political activity while on duty or on TFHD campus.

Approved: _____

Chair of the Board & all Board Members

Board Education

Previous Board Education Topics

May 2019 - A Overview of Market Disruptors

June 2019 - The Impact of Market Disruptors and What We Are Going to Do About It

July 2019 - Cybersecurity/Security Audit

August 2019 - Social Determinants of Health and Connecting with the Hidden Population

October 2019 - James Orlikoff education for Fall Board Retreat

November 2019 - Governance - Rogue Board Members

December 2019 - TFHD Credentialing Process

January 2020 – Rural Health Clinic Presentation

February 2020 - AHA conference takeaways

January 2021 - COVID Vaccines

February 2021 - Hospital Price Transparency Rule/Chargemaster

March 2021 – Telemedicine

May 2021 – Legislative Update

June 2021 - ACHD presentation on Certified Healthcare District Program

August 2021 – Physician Burnout

April 2022 - iProtean: Continuation of Population Health

May 2022 - iProtean: Cybersecurity

June 2022 - iProtean: Enterprise Risk Management

July 2022 - Chandler Investments (iProtean: Pandemic Considerations for Maintaining Quality & Safety)

August 2022 - No Surprises Act (iProtean: Governance Lessons from the Pandemic – Parts 1-3)

September 2022 - iProtean: Doing More with Less – The Cost Imperative

October 2022 - iProtean: Quality Essentials Part 1 & 2

November 2022 - Doctor of the Future

December 2022 - AHA Behavioral Health: Achieving greater access and equity

January 2023 - iProtean: Fireside Chat on Board Culture 1-3

February 2023 - iProtean: Fireside Chat on Board Culture 4-6

March 2023 – Office of Healthcare Affordability; iProtean: AHA: Consumerism – Improving Care Through A Hyperpersonalized Consumer Experience

April 2023 - iProtean: Starting the Conversation: DE&I and the Board

May 2023 - iProtean: How to Create High Reliability Part 1 & 2

June 2023 – High Reliability; iProtean: Introduction to Public Hospital Governance

July 2023 - iProtean: Becoming an Excellent Health System Board vs Hospital Board

August 2023- iProtean: Credentialing and Privileging Part 1: Board Oversight of the Organized Medical Staff, Credentialing and Privileging Part2: Board Oversight of the Organized Medical Staff, Credentialing and Privileging Part 3: Consequences of Negligence

October 2023 - iProtean: Community Partnerships: A Strategic Imperative - Part 1 & 2

November 2023 - The Board's Role in Payor Contracting

Requested topics:

- Recruitment Strategy
- update from Joy in Medicine Committee
- business relationship between Tahoe Forest Hospital District and Incline Village Community Hospital

- Healthy People 2030
- IVCH master plan
- Behavioral Health presentation (requested from Finance Committee)

2023 Board Self-Assessment

Scale: Strongly Disagree, Disagree, Agree, Strongly Agree, Don't Know

Q1: 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."

Q2: The Board regularly reviews the organization's performance against community health needs to ensure it is meeting its obligations as a healthcare district.

Q3: The Board monitors the organization's financial performance compared to its plans and relevant industry benchmarks.

Q4: The Board demands corrective action in response to financial underperformance.

Q5: The Board is knowledgeable about the organization's external financial audit.

Q6: The Board annually approves the organization's corporate compliance plan.

Q7: The Board is knowledgeable about the organization's compliance performance.

Q8: The Board receives education on strategic external and internal issues and trends at least once a year.

Q9: The Board is provided sufficient opportunities to engage in strategic discussion (e.g., in retreats, mini-retreats, educational sessions).

Q10: The Board approves quality, safety, and satisfaction goals.

Q11: The Board demands corrective action in response to underperformance on the quality, safety and satisfaction goals (e.g., patient experience).

Q12: The Board is kept up to date on the results of Enterprise Risk Management ("ERM") assessments (e.g., fire, cybersecurity, reputational, regulatory, operational).

Q13: There is a clear process in place for setting the President & CEO's annual goals.

Q14: The Board holds the CEO accountable for the organization's performance.

Q15: The Board Chair runs Board meetings effectively.

Q16: Board meetings are run respectfully, taking into consideration internal and external stakeholders (e.g., board members, management, the public).

Q17: 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).

Q18: 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)

Q19: The Board is an effective working group (e.g. listens well, uses consensus decision making, is respectful of one another in deliberations, etc.).

Q20: Board members respect the distinction between the role of the Board and the role of management.

Q21: The Board has in place sufficient written Board-level policies and procedures (e.g. expectations, conflict of interest, code of conduct including confidentiality)

Q22: The Board has a formal plan for ongoing Board education

Q23: The Board has an effective orientation program in place for new Board members

Q24: I feel comfortable voicing opinions of concern to the Board regardless of how sensitive the issue may be.

Q25: I am comfortable with the time commitment associated with Board and committee service (e.g., meeting frequency; meeting duration)

Q26: I have kept the President & CEO informed of issues and concerns that have been brought to me.

Q27: All board members have kept the President & CEO informed of issues and concerns that have been brought to board members.

Q28: On a scale of 1 to 10, my experience as a Board member has been positive, meaningful, and engaging (10 being the highest).

Q29: What specific suggestions do you have for improving the effectiveness and efficiency of the Board or its committees?

Q30: What additional information or education do you need to help you as a Board member?