



TAHOE FOREST HOSPITAL DISTRICT

2017-10-16 Board Governance Committee

Monday, October 16, 2017 at 1:00 p.m.

Tahoe Conference Room - Tahoe Forest Hospital

10054 Pine Avenue, Truckee, CA 96161

Meeting Book - 2017-10-16 Board Governance Committee

10/16/17 Governance Committee

AGENDA

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ITEMS 1 - 4: See Agenda

5. APPROVAL OF MINUTES

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6. ITEMS FOR COMMITTEE DISCUSSION AND/OR RECOMMENDATION

6.1. Policy Review

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6.1.2. Committee Charters

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6.1.3. ABD-03 Board Compensation and Reimbursement Policy.pdf Page 42

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ITEMS 7 - 9: See Agenda



GOVERNANCE COMMITTEE

AGENDA

Monday, October 16, 2017 at 1:00 p.m.
Tahoe Conference Room - Tahoe Forest Hospital
10054 Pine Avenue, Truckee, CA 96161

1. **CALL TO ORDER**

2. **ROLL CALL**

Mary Brown, Chair; Randy Hill, Board Member

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

4. **INPUT – AUDIENCE**

This is an opportunity for members of the public to address the Committee on items which are not on the agenda. Please state your name for the record. Comments are limited to three minutes. Written comments should be submitted to the Board Clerk 24 hours prior to the meeting to allow for distribution. Under Government Code Section 54954.2 – Brown Act, the Committee cannot take action on any item not on the agenda. The Committee may choose to acknowledge the comment or, where appropriate, briefly answer a question, refer the matter to staff, or set the item for discussion at a future meeting.

5. **APPROVAL OF MINUTES OF: 09/18/2017**

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

6.1. **Policy Review**

6.1.1. **Board of Director Bylaws**..... ATTACHMENT

Governance Committee will review proposed revisions to Board of Directors bylaws.

6.1.2. **Committee Charters**..... ATTACHMENT

Governance Committee will review proposed committee charters.

6.1.3. **ABD-03 Board Compensation and Reimbursement** ATTACHMENT

Governance Committee will review and discuss ABD-03 Board Compensation and Reimbursement policy.

6.2. **Board Self-Assessment Discussion**..... ATTACHMENT

Governance Committee will review a sample board self-assessment tool and discuss a potential date to administer the assessment.

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

8. **NEXT MEETING DATE**

9. **ADJOURN**

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

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

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

GOVERNANCE COMMITTEE

DRAFT MINUTES

Monday, September 18, 2017 at 1:00 p.m.
Tahoe Conference Room - Tahoe Forest Hospital
10054 Pine Avenue, Truckee, CA 96161

1. CALL TO ORDER

Meeting called to order at 1:03 p.m.

2. ROLL CALL

Board: Randy Hill, Chair; Mary Brown, Board Member

Staff in attendance: Harry Weis, Chief Executive Officer; Judy Newland, Chief Operating Officer; Crystal Betts, Chief Financial Officer (*via phone*); Carl Blumberg, Risk & Patient Safety Officer; Matt Mushet, In-House Counsel; Ted Owens, Executive Director of Governance; Martina Rochefort, Clerk of the Board

Other: Karma Bass and Erica Osborne of Via Healthcare Consulting and Jim Hook of The Fox Group

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

No changes were made to the agenda.

4. INPUT – AUDIENCE

No public comment was received.

5. APPROVAL OF MINUTES OF: 06/14/2017

Director Brown moved to approve the Governance Committee minutes of June 14, 2017, seconded by Director Hill.

6. ITEMS FOR COMMITTEE DISCUSSION AND/OR RECOMMENDATION

6.1. Policy Review

6.1.1. Board of Director Bylaws

Governance Committee reviewed the proposed revisions to Board of Directors bylaws.

Executive Director of Governance provided historical background on board bylaws.

Governance Committee discussed the following edits to the bylaws in addition to proposed revisions:

- Page 12: Non-Discrimination statement needs to be moved up and applied to the entire document.
- Page 12: Add “without regard to insurance” or “ability to pay” to non-discrimination statement.
- Page 13: Renumber items 4 and 5 under Section B.
- Page 14: Reword Section B, Item 1. to reflect the board taking action on recommendations for long and short range plans related to programs and services.
- Page 14: Delete word “governance” in Section B, Item 2.
- Page 14: Change “approves” to “takes action on” in Section B, Item 3.
- Page 14: Delete Section C, Item 1 and 2.
- Page 14: Add “and its wholly owned subsidiaries” to Section E, Item 1.
- Page 16: Change “adjunct” to “affiliated and subordinate” in Section D and E.

- Page 17: Change specifics about regular meeting date and time to be a general statement in Section 5A.
- Page 18: Add “physical” to “presence” in Section 6.
- Page 18: Change first paragraph in Section 8 to remove specifics about board compensation and refer back to board policy.
- Page 20-24: Delete Sections A-H and move to an annual board workplan/resolution naming specific committees.
- Page 24-26: Delete Items A-Z and add reference back to CEO’s employment agreement and job description.
- Page 28: Delete non-discrimination clause from Article VI, Section 1 and Article VII, Section 1.
- Page 28: Add “including but not limited to” before list of services in Article VI, Section 1 and Article VII, Section 1.
- Page 28: Change “Radiological” to “Diagnostic Imaging” from Article VII, Section 1.
- Page 28: Delete “including mammography and ultrasound” and “sleep disorder services” from Article VII, Section 1.
- Page 28: Change “outpatient surgery” to “surgical services” in Article VII, Section 1.

6.2. Board Self-Assessment Discussion

Governance Committee discussed the board self-assessment tool.

Director Hill would like to move away from using the ACHD board self-assessment tool.

Governance Committee asked Via Healthcare Consulting to provide samples of other self-assessment tools.

Open Session recessed at 2:45 p.m.

7. CLOSED SESSION

7.1. Approval of Closed Session Minutes: 06/14/2017

Discussion was held on a privileged item.

Open Session reconvened at 2:47 p.m.

8. REVIEW FOLLOW UP ITEMS / BOARD MEETING RECOMMENDATIONS

None.

9. NEXT MEETING DATE

The next Governance Committee meeting was scheduled for Monday, October 16, 2017 at 1:00 p.m.

10. ADJOURN

Meeting adjourned at 2:48 p.m.

**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, ~~and 32128-32128, 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".

Section 2. Authority.

A. This District, having been established May 2, 1949, by vote of the residents of said 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; ancestry; color; disability; gender, gender identity, or gender expression; marital status; medical condition; national origin; political affiliation; race; religion; sexual orientation; veteran status/military service; genetic information or ability to pay.

Section 3. Purpose and Operating Policies.

A. Purpose.

Tahoe Forest Hospital District ~~will strive is committed~~ to be the best mountain ~~community health-care~~ system in ~~our the~~ nation. ~~All members of our team, working together, will ensure that the services we provide are satisfying, effective, efficient and of the highest quality, with access for all~~ We exist to make a difference in the health of our communities through excellence and compassion in all we do. We will strive each day to exceed patient, community, physician and employee expectations.

B. Operating Policies.

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

~~1. **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; ancestry; color; disability; gender, gender identity, or gender expression; marital status; medical condition; national origin; political affiliation; race; religion; sexual orientation; veteran status/military service; genetic information.~~

~~2.1.~~ 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.

~~3.2.~~ The District shall dedicate itself to the maximum level of quality consistent with sound fiscal management, and community based needs.

~~4. The Board shall provide a means for effective consumer participation and involvement in planning the future course of the District. Planning shall be accomplished in conjunction with other community resources, and will be coordinated with other service providers, when appropriate.~~

~~5. 3.~~ Improvement of the health status of the area will be the primary emphasis of services offered by the District. ~~This will be accomplished through programs of inpatient and outpatient care, as well as outreach services in the areas of health education and prevention.~~

~~4.~~ 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 I. 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 ~~continuing direction 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 District-region and the responsibilities that the District should assume in helping to meet them.

B. Programs and Services.

1. ~~Approves Reviews long and short range plans for the development of programs and services to be provided by the District.~~ Takes action on recommendations of the ~~Planning Committee and~~ Chief Executive Officer or designee with regard to long and short range plans for the development of programs and services.

2. Provides ~~general direction governance oversight~~ to the Chief Executive Officer in the implementation of programs and service plans.

3. ~~Approves Takes action on board policies and other policies brought forth by the Chief Executive Officer or designee which govern programs and services.~~

4. Evaluates the results of programs and services on the basis of previously established objectives and requirements. Receives reports from the Chief Executive Officer or designees and directs the Chief Executive Officer to plan and take appropriate actions, where warranted.

C. Organization and Staffing.

1. ~~Adopts the plan of organization of the District, including plans of organization of the Board of Directors, Administration and Medical Staff.~~

2. ~~Elects officers of the District in accordance with provisions of the Bylaws.~~

3. ~~Confirms the appointment of both Directors and others to committees of the Board.~~

4.1. _____ Selects and appoints the Chief Executive Officer.

5.2. _____ Evaluates the continuing effectiveness of the organization.

D. Medical Staff.

1. 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 ~~ultimate~~ responsibility for the financial soundness and success of the District and its wholly owned subsidiaries.

2. Assumes ultimate 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.

~~3.~~

4. Receives and reviews periodic financial reports. Considers comments and recommendations of its Finance Committee or management staff.

5. Receives and reviews reports of the District's auditors.

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 ~~government governance~~ of said Medical Staff, as provided in ARTICLE IX of these Bylaws.

C. Auxiliary.

The Board of Directors may authorize the formation of service organizations from time to time as needed ("Auxiliary") ~~to be known as "The Tahoe Forest Hospital Auxiliary" and "The North Lake Tahoe Community Health Care Auxiliary"~~, the Bylaws of which shall be approved by the Board of Directors.

D. Other ~~Adjuncts~~ Affiliated or Subordinate Organizations.

The Board of Directors may authorize the formation of other ~~adjunct-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 adjunct~~ 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 still vested in the Board of Directors.

F. Provisions to Prevail.

~~As far as governance of the District is concerned,~~ these District Bylaws shall override any provisions to the contrary in the Bylaws, or Rules and Regulations of the Medical Staff, Auxiliary or any ~~of the adjunct-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 delegates the responsibility to review and resolve grievances ~~to the Grievance Committee.~~

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. 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 for 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 a regular date and time** each month ~~at 4:00 PM~~ at a location within the Tahoe Forest Hospital District Boundaries. The Board shall take or arrange for the taking of minutes at each regular meeting.

B. Special Meetings.

Special meetings of the Board of Directors may be held at any time and at a place designated in the notice and ~~lying-located~~ within the District, except as provided in the Brown Act, upon the call of the President, 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 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 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 or special, 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 32106 and 32155 or other applicable law.

Section 6. Quorum.

The ~~physical~~ 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 ~~thereof~~ to the Board of Directors without voting power, ~~however,~~ 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 ~~during-in their~~ Chief of Staff's absence ~~of the Chief of Staff.~~

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. serve without compensation, except that the Board of Directors, by a resolution adopted by a majority vote of the members of the~~

~~Board, may authorize the payment of not to exceed more than one hundred dollars (\$100.00) per meeting, and not to exceed more than five (5) meetings five hundred dollars (\$500.00) a per month total, as compensation to each member of the Board of Directors.~~

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 Chief Executive Officer, per 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 I. Officers.

The officers of the Board of Directors shall be President, Vice-President, Secretary and Treasurer who shall be members of the Board, ~~and a Clerk.~~

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 President of the Board of Directors shall not serve two 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. President. Shall preside over all meetings of the Board of Directors. Shall sign as President, on behalf of the District, all instruments in writing which he/she has been authorized and obliged by the Board to sign and such other duties as set forth in these Bylaws.

B. Vice-President. The Vice-President shall perform the functions of the President in case of the President'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.

D. Treasurer.

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

~~E. Clerk. The Chief Executive Officer or his designee shall be appointed the Clerk of the Board of Directors, and shall perform the functions of the Secretary in case of the Secretary's absence or inability to act.~~

ARTICLE IV. COMMITTEES

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

Section 1. Ad Hoc Committees.

Ad Hoc Committees may be appointed by the President of the Board of Directors from time to time as he/she deems necessary or expedient. No Committee shall have the power to bind the District, unless the Board provides otherwise in writing, but shall perform such functions as shall be assigned to them by the President, and shall function for the period of time specified by the President at the time of appointment or until determined to be no longer necessary and disbanded by the President of the Board of Directors. The President shall appoint each Committee chair.

Section 2. Standing Committees.

~~Standing Committees and their respective charters will be affirmed annually by resolution, duly adopted by the Board of Directors. Standing Committees may from time to time be created by resolution duly adopted by the Board of Directors.~~

The President shall recommend appointment of the members of these committees and the Chair thereof, subject to the approval of the Board by majority of quorum. Committee appointments shall be for a period of one (1) year and will be made annually at the December Board meeting, following the election of Board Officers.

Standing

~~The initial Standing Committees will consist of the following:~~

~~A. Joint Conference Committee.~~

~~1. The Joint Conference Committee (JCC) shall consist of the Chief of Staff, the Vice Chief of Staff, the Chief Executive Officer, and the President of the Board of Directors and one other member of the Board appointed by the President. The Chair shall alternate at the beginning of the Medical Staff year between a Medical Staff JCC member selected by the Chief of Staff and a Board of Directors JCC member selected by the President of the Board of Directors.~~

~~2. The Committee shall meet as needed.~~

~~3. The JCC shall review policy relating to the performance of the Medical Staff and shall serve as a forum for discussion of mutual concerns of the Board of Directors, the Chief Executive Officer and his/her management staff, and the Medical Staff.~~

~~4. The JCC shall constitute a forum for the discussion of matters of District and Medical Staff policy, practice and planning, and a forum for interaction between the Board of Directors and the Medical Staff on such matters as may be referred by the Executive Committee or the Board of Directors. The JCC shall exercise other responsibilities set forth in these Bylaws.~~

~~B. Finance Committee.~~

~~1. The Committee shall be comprised of two (2) Board Members. The Board Treasurer shall serve as Chairperson of the Committee, and the second Committee member shall be appointed by the Board President.~~

~~2. The Committee shall meet as needed at least once annually. A report will be made to the Board of Directors quarterly, or otherwise as requested.~~

~~3. The Committee shall have the following responsibilities pursuant to the policies of the Board of Directors:~~

~~a. Development Review of District operating, cash and capital budgets for approval by the Board of Directors.~~

~~b. Monitoring of District budget performance and financial management.~~

~~c. Review of capital purchase recommendations before presentation to the Board of Directors.~~

~~d. Review and comment on monthly financial statements and expenditure reports.~~

~~e. Oversight of annual independent audit and supervision of any necessary corrective measures.~~

~~f. Supervision Oversight of the investment of District funds.~~

~~g. Special projects, as required in the area of financial management, or as directed by the Board of Directors.~~

~~h. Oversight Review of budget and expenditures for facility projects.~~

~~C. Governance Committee~~

~~1. The Committee shall be comprised of two (2) Board Members appointed by the Board President.~~

~~2. The Committee shall meet as needed.~~

~~3. The Committee shall have the following responsibilities pursuant to the policies of the Board of Directors:~~

~~a. Provide oversight of the Compliance program efforts to achieve regulatory compliance by reviewing its activities, quality and effectiveness, and to monitor that management appropriately addresses compliance recommendations;~~

~~b. Conduct at least a periodic biannual review of these Bylaws and Board policies.~~

~~c. Submit recommendations to the Board of Directors for changes in these documents as necessary and desirable.~~

~~d. Draft Direct creation of new Board policies and procedures as necessary or as directed by the Board of Directors for recommendation to the Board.~~

~~e. Advance best practices in board governance.~~

~~f. Conduct the annual board self-assessment and board goal setting process.~~

~~D. Personnel Committee~~

~~1. The Committee shall be comprised of two (2) Board Members appointed by the Board President.~~

~~2. The Committee shall meet at least once annually and then on an as needed basis.~~

~~3. The Committee shall have the following responsibilities pursuant to the policies of the Board of Directors:~~

~~a. Chief Executive Officer Relations~~

~~1. Employment Agreement~~

~~2. Performance Evaluation~~

~~3. Incentive Compensation Program~~

~~b. Chief Executive Officer/Board of Directors Liaison~~

~~4. Memorandum of Understanding with District bargaining units~~

~~———— E. Retirement Plan Committee~~

~~1.—— The Committee is a sub-committee of the Personnel Committee.~~

~~2.—— The Committee shall comprise the two (2) Board Members of the Personnel Committee appointed by the Board President, Chief Executive Officer, CFO, and Chief Human Resources Officer.~~

~~3.—— The Committee shall meet as needed.~~

~~4.—— The Committee shall have the following responsibilities:~~

~~a.—— Establish and administer the District's Investment Policy Statement.~~

~~b.—— Provide administrative oversight for the Tahoe Forest Hospital District Money Purchase Pension Plan and the Tahoe Forest Hospital District Deferred Compensation Plan.~~

~~G.—— Quality Committee~~

~~1.—— The Committee membership shall be comprised of a minimum of two members of the Board of Directors as appointed by the Board President and two (2) members of the Tahoe Forest Hospital Medical Staff as appointed by the Medical Executive Committee. {Recommend Chief of Staff or designee and Chairperson of the Quality Assessment and Improvement Committee}~~

~~2.—— The Committee shall meet a minimum of four (4) times per calendar year.~~

~~3.—— The Committee is accountable to the Board of Directors for the following:~~

~~a.—— Provide oversight for the organization-wide Quality Assessment and Performance Improvement Plan;~~

~~b.—— Set expectations of quality care, patient safety, environmental safety, and performance improvement throughout the organization;~~

~~c.—— Ensure the provision of organization-wide quality of care, treatment, and service provided and prioritization of performance improvement throughout the organization;~~

~~d.—— Monitor the improvement of care, treatment, and services to ensure that it is safe, beneficial, patient-centered, customer-focused, timely, efficient, and equitable;~~

~~e.—— Oversee and be accountable for the organization's participation and performance in national quality measurement efforts, accreditation programs, and subsequent quality improvement activities;~~

~~f.—— Ensure the development and implementation of ongoing education focusing on service excellence, performance improvement, risk-reduction/safety~~

enhancement, and healthcare outcomes.

~~H. Community Benefit Committee~~

~~1. The Committee shall be comprised of two (2) Board Members.~~

~~2. The Committee shall meet at least 4 times a year and additionally as needed.~~

~~3. The Committee shall have the following responsibilities pursuant to the policies of the Board of Directors:~~

~~a. Ensure Health System strategic planning and stated goals include community and population health initiatives to improve health, decrease costs, and improve the patient experience.~~

~~b. Provide advice and input in the deployment of the tri-annual Community Health Needs Assessment (CHNA).~~

~~c. Review resulting data from CHNA, provide input into the Community Health Improvement Plan (CHIP), and assist in development of long term strategies, aligned with Health System goals, to address key health issues.~~

~~d. Monitor the planning, development, implementation and results of major programs aimed at improving the health of the community.~~

~~e. With collaborative partners, make recommendations for program continuation or termination based on progress toward identified measurable objectives, available resources, level of community ownership, and alignment with criteria for priorities.~~

~~f. Review and provide input on proposed public communications about the organization's community benefit activities.~~

~~g. Engage the community to achieve community health improvement goals through partnerships.~~

ARTICLE V. MANAGEMENT

Section I. Chief Executive Officer.

The Board of Directors shall select and employ a Chief Executive Officer who shall act as its executive officer in the management of the District. The 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 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 Chief Executive Officer shall ~~have the following duties and responsibilities as follows~~ be outlined in the Employment Agreement or job description. Other duties may be assigned by the Board.

A. ~~Assists, counsels, and advises the Board of Directors on the establishment of Hospital policies; acts as agent of the Board in carrying out such policies.~~

B. ~~Recommends District policy positions regarding legislation, government, administrative operation and other matters of public policy as required.~~

C. ~~Assists the Board of Directors in effectively fulfilling its responsibilities by keeping the Board informed, on a monthly basis, of the operating results of the District; compares monthly operations to Board approved plans and budgets explaining variances that may arise.~~

D. ~~Assists and advises the Board with respect to the District's authority under the law and changes in state statutory guidelines and requirements.~~

E. ~~Develops and implements appropriate strategic and annual operating plans that document the long and short term goals and objectives of the District.~~

F. ~~Actively pursues and supports the appraisals and development of new programs which could benefit the long range success and survival of the District.~~

G. ~~Establishes concise reporting relationships for all positions and departments in the District. Establishes methods which will foster the achievement of District goals and objectives and support the efficiency and effectiveness of all operations through proper communication and coordination.~~

H. ~~Coordinates all operations with the Medical Staff, its committee structure and its leadership; demonstrates a proactive and positive relationship with the Medical Staff.~~

I. ~~Ensures a consistency of purpose and mutuality of interest between the operations and bylaws of the Medical Staff and the policies and bylaws of the District.~~

J. ~~Develops and maintains quality improvement programs designed to enhance quality and customer satisfaction.~~

K. ~~Establishes operating policies and procedures for all departments, delegating specific responsibility for documentation, monitoring, compliance, and~~

~~reporting or results to subordinates, as required.~~

~~L. — Establishes, implements and maintains a comprehensive budgeting program for the District. This program includes an appropriate consideration of operational, financial and statistical information needed to efficiently and effectively control all District operations.~~

~~M. — Consistently generates sufficient net income to meet established financial goals.~~

~~N. — Develops strong marketing and public relations programs.~~

~~O. — Ensures the competitive viability and continuance of the District.~~

~~— P. — Through various techniques, encourages the development of services which promote District growth and expanded potential constituencies.~~

~~— Q. — Ensures the coordination of Auxiliary and Foundation Bylaws and operations with the Bylaws and operations of the District.~~

~~R. — Establishes a proper, consistent image of the District and its operations.~~

~~S. — Personally represents the District to a variety of individuals, community groups, and health industry organizations.~~

~~— T. — Maintains active professional contacts through local, state and national associations in order to effectively network, as required.~~

~~U. — Demonstrates the ability to effectively represent the District at national, state and local meetings, conferences and conventions, as required.~~

~~— V. — Remains current with national and local issues affecting District administration and their potential impact on the District; serves as a well-informed advisor to the Board of Directors.~~

~~— W. — Personally or through delegation, hires, assigns responsibility, counsel, evaluates and (as required) terminates all District employees.~~

~~— X. — Personally or through delegation serves as Clerk of the Board of Directors.~~

~~Y. — Actively participates in outside programs and community affairs in order to represent the District as appropriate.~~

~~Z. — Assists, counsels, and advises the Board of Directors on the establishment of personnel policies; acts as agent of the Board in carrying out such policies.~~

ARTICLE VI: HOME HEALTH CARE SERVICE

Section 1. Establishment

~~There is hereby established, as a subdivision of this District, Tahoe Forest Home Health Service (TFHHS), which shall be primarily engaged in providing skilled nursing services and other therapeutic services such as physical, speech, occupational, medical social, medical nutritional therapy and home health aide services and infusion therapy to patients in their homes.~~

~~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; ancestry; color; disability; gender, gender identity, or gender expression; marital status; medical condition; national origin; political affiliation; race; religion; sexual orientation;; veteran status/military service; or genetic information.~~

Section 2. Governing Body/Professional Advisory Committee

~~The governing body of TFHHS shall be the Board of Directors of Tahoe Forest Hospital District (Governing Body). To assist the Governing Body, the Director of TFHHS may appoint a Professional Advisory Committee. The Professional Advisory Committee of TFHHS shall consist of at least the Director of TFHHS, the Medical Director of TFHHS, the Chief Executive Officer, the Director of Quality Management, the Director of Inpatient Services, a registered nurse, appropriate representation from three (3) other professional disciplines, and at least (1) one member of the community at large. The Professional Advisory Committee shall be subject to the control and direction of the Governing Body. Appointments must be made every 2 (two) years.~~

Section 3. Policies, Rules and Regulations

~~Policies, rules and regulations for the TFHHS may be adopted from time to time by the Governing Body, after recommendation of such policies, rules and regulations by the Professional Advisory Committee.~~

ARTICLE VII. HOSPICE

~~Section 1. Establishment~~

~~There is hereby established, as a subdivision of this District, Tahoe Forest Hospice which shall be engaged primarily in providing interdisciplinary health care that is designed to provide palliative care and alleviate the physical, emotional, social, and spiritual discomforts of an individual who is experiencing the last phases of life due to the existence of a terminal disease. Tahoe Forest Hospice provides services directly or through arrangements with other qualified providers. Core services include the following: skilled nursing services, social services/counseling, medical direction, bereavement services, volunteer services, inpatient care arrangements, and home health aide/homemaker services. Other therapeutic services such as physical, speech, occupational, nutritional therapy, respite care and infusion care will also be provided.~~

~~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; ancestry; color; disability; gender, gender identity, or gender expression; marital status; medical condition; national origin; political affiliation; race; religion; sexual orientation;; veteran status/military service; or genetic information..~~

~~Section 2. Governing Body/Appointment Of Qualified Administrator~~

~~The governing body of Tahoe Forest Hospice shall be the Board of Directors of Tahoe Forest Hospital District (Governing Body). The Governing Body assumes full legal authority and responsibility for the operation, management and fiscal oversight of the hospice. The Governing Body oversees the management and fiscal affairs of the hospice. To assist the Governing Body, the Board appoints a qualified administrator. The qualified administrator is responsible for organizing and directing hospice functions and maintaining liaison with the Governing Body and the interdisciplinary team. Under the direction of the Governing Body, the qualified administrator arranges for professional services and designates in writing all services provided by the hospice.~~

~~Section 3. Policies, Rules and Regulations~~

~~Policies, rules and regulations for Tahoe Forest Hospice may be adopted from time to time by the Governing Body, after following recommendations of such policies, rules and regulations made by the Chief Executive Officer, the qualified administrator, and/or the Interdisciplinary Hospice Team.~~

ARTICLE VIII. TAHOE FOREST HOSPITAL

Section 1. Establishment

~~There is hereby established as a subdivision of this District, owns and operates Tahoe Forest Hospital (TFH), which shall be primarily engaged in providing, 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.~~

~~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; ancestry; color; disability; gender, gender identity, or gender expression; marital status; medical condition; national origin; political affiliation; race; religion; sexual orientation; veteran status/military service; or genetic information..~~

~~Section 2. Governing Body~~

~~The governing body of TFH shall be the Board of Directors of Tahoe Forest Hospital District (Governing Body).~~

~~Section 3. Policies, Rules and Regulations~~

~~Policies, rules and regulations for TFH must be approved by the Governing Body after recommendation of such policies, rules and regulations by the Chief Executive Officer. TFH shall operate under the California Department of Health Services.~~

ARTICLE VIIIX. INCLINE VILLAGE COMMUNITY HOSPITAL

Section 1. Establishment

~~There is hereby established, as a subdivision of this District,~~ owns and operates Incline Village Community Hospital (IVCH), which shall be primarily engaged in providing, including but not limited to, Emergency Services, Inpatient/Observation Care, Radiological Diagnostic Imaging Services including Mammography and Ultrasound, Laboratory Services, Outpatient Surgery and Sleep Disorder Services Surgical Services to patients.

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; ancestry; color; disability; gender, gender identity, or gender expression; marital status; medical condition; national origin; political affiliation; race; religion; sexual orientation; veteran status/military service; or genetic information..

Section 2. Governing Body

~~The governing body of IVCH shall be the Board of Directors of Tahoe Forest Hospital District (Governing Body).~~

Section 3. Policies, Rules and Regulations

~~Policies, rules and regulations for IVCH must be approved by the Governing Body, after recommendation of such policies, rules and regulations by the Chief Executive Officer. IVCH shall operate under the Nevada State Bureau of Licensing.~~

ARTICLE VIIIIX. 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 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 ~~at the hospital~~ 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;

4. Establish that they are willing to participate in and properly discharge those responsibilities determined according to the Medical Staff Bylaws and shall be deemed to possess basic qualifications for membership on the Medical Staff. No practitioner shall be entitled to membership on the Medical Staff, assignment to a particular staff category or be able to exercise particular clinical privileges ~~in the Hospital~~ solely by virtue of the fact that he/she is duly licensed to practice in California, Nevada, this or any other state, or that he/she is a member of any particular professional organization, or is certified by any particular specialty board, or that he/she had ~~in the past~~, or presently has, membership or such privileges at ~~Tahoe Forest Hospital~~ this or another ~~hospital~~ health care facility, or requires a hospital affiliation in order 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 Medical Staff shall have the authority to organize itself and ~~to adopt~~ have the initial responsibility and delegated authority to formulate, adopt, and recommend Medical Staff Bylaws and amendments not inconsistent with these Bylaws for the government of the Medical Staff, which shall be effective when approved by the Board of Directors.

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 for the conduct of the Medical Staff in its practice in the Hospital.

The Bylaws, ~~and~~ 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.

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 cancellation-modification of any appointment-recommendation of the Medical Staff shall rest with the Board of Directors.

~~Non-Discrimination: It is the policy of the District to not discriminate in admissions, provisions of service, hiring, training and employment practices on the basis of age; ancestry; color; disability; gender, gender identity, or gender expression; marital status; medical condition; national origin; political affiliation; race; religion; sexual orientation; veteran status/military service; or genetic information.~~

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 specific request by the practitioner for clinical privileges requested by the practitioner, and the Medical Staff's recommendation concerning these privileges. ~~No duly licensed physician or surgeon shall be excluded from Medical Staff membership solely because he or she is licensed by the Osteopathic Medical Boards of California and Nevada.~~

Upon receipt of the report and recommendation of the Medical Staff, the Board of Directors 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. ~~shall take action upon the application by granting or rejecting the same and shall cause notice of its actions to be given to the applicant and to the Medical Staff. Whenever the Board of Directors does not concur in a Medical Staff recommendation relative to clinical privileges, the matter will be referred to the Joint Conference Committee for review before final action is taken by the Board of Directors.~~

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 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 Governing Body may delegate decision-making authority to a committee of the Governing Body; however, any final decision of the Governing Body committee must be subject to ratification by the full Governing Body 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 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:

a. 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 Chief Executive Officer and the other party in the hearing. If a request for appellate review is not received by the 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.

~~Within fifteen (15) days after receipt of the decision of the Judicial Review Committee, either the practitioner or the Executive Committee may request an appellate review. A written request for that review shall be delivered to the Chief of Staff, the Chief Executive Officer and the other party in the hearing. If a request for appellate review is not presented within that period, both parties shall be deemed to have waived their rights to appeal. Thereafter, the Board of Directors shall consider whether to accept the Judicial Review Committee decision as the final decision of the District or to initiate an appellate review by its own action. If the Board of Directors votes to initiate an appellate review, the Board of Directors shall consider the matter as an appeal in accordance with this Article. Its decision following that appeal shall constitute the final action of the District.~~

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 noncompliance with the standards or procedures required by the Bylaws, or applicable law, which has created demonstrable prejudice; or
2. 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.

~~A written request for an appeal shall include a specification of the grounds for appeal and a concise statement of the arguments in support of the appeal. The grounds for appeal from the hearing shall be: (1) substantial and material failure to comply with the procedures required by these Bylaws or applicable law for the conduct of a hearing; (2) the decision was not supported by substantial evidence in the hearing record.~~

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.

~~If an appellate review is to be conducted, the appeal board shall, within thirty (30) days after receipt of notice of appeal, decide upon the specific procedures to be followed and endeavor to advise each party. The date for completion of the appellate review shall not be fewer than thirty (30) days nor more than sixty (60) days from the date of such receipt of that notice, provided, however, that when a request for appellate review concerns a member who is under suspension or restriction which is then in effect, the appellate review shall be held as soon as the arrangements may reasonably be made. The time for appellate review may be extended by the Board of Directors or its Chair 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.

~~The Board of Directors may sit as the appeal board, or it may appoint an appeal board which shall be composed of not fewer than three (3) members of the Board of Directors. Knowledge of the matter involved shall not preclude any person from serving as member of the appeal board, so long as that person did not take part in a prior hearing on the same matter. The appeal board may select an attorney at law 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.

~~The proceeding by the appeal board shall be in the nature of an appellate review based upon the record of the hearing before the Judicial Review Committee, provided that 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 Judicial Review Committee in the exercise of reasonable diligence and subject to the same rights of cross-examination or confrontation provided at the Judicial Review Committee hearing; or the appeal board may remand the matter to the Judicial Review Committee for the taking of further evidence and for decision. Each party shall have the right to present a written statement in support of his/her position on appeal. During the appeal, each party or representative shall have the right to appear personally before the Board of Directors or the appeal board, for the purpose of presenting oral argument and responding to questions in accordance with procedures to be established by the Board of Directors or appeal board. Each party shall have the right to be represented by an attorney or by any other designated representative during that appearance. The Board of Directors or the appeal board shall determine the procedures to be observed during that meeting and shall determine the role of legal counsel. The appeal board may then conduct, at a time convenient to itself, deliberations outside the presence of the appellant and respondent and their representatives. The appeal board shall present to the Board of Directors its written recommendations as to whether the Board of Directors should affirm, modify, or reverse the Judicial Review Committee decision, or remand the matter to the Judicial Review Committee for further review and decision.~~

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.

~~1. Except as otherwise provided herein, within thirty (30) days after the conclusion of any appellate meeting, the Board of Directors shall render a decision in writing and shall transmit copies thereof to each side involved in the appeal. The Board's decision shall be final.~~

~~2. The Board of Directors may affirm, modify, or reverse the decision of the Judicial Review Committee or remand the matter to the Judicial Review Committee for reconsideration. If the matter is remanded to the Judicial Review Committee for further review and recommendation, that Committee shall promptly conduct its review and issue any appropriate decision and report.~~

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.

~~No member or applicant shall be entitled to more than one evidentiary hearing and one appellate review on any matter which shall have been the subject of adverse action or recommendation.~~

EXCEPTION TO HEARING RIGHTS

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.

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.

H. Review Initiated By Board of Directors

~~1. Notice of Action—In the event neither the person who requested the hearing before the Medical Staff Judicial Review Committee nor the body whose decision prompted the hearing requests an appeal according to this Article, the decision of the Judicial Review Committee shall be delivered to the Chief Executive Officer for transmittal to the Board of Directors.~~

~~2. Board of Directors Review—The Board of Directors may, at any time within fifteen (15) days of such delivery, initiate appellate review. The procedures for such review shall be as set forth in Subsections A through G above, substituting the date of action by the Board of Directors initiating appellate review for the date of Notice of Appeal.~~

ARTICLE IXI. AUXILIARY

The formation of Auxiliary organizations ~~shall be known as the "Tahoe Forest Hospital Auxiliary" and the "North Lake Tahoe Community Health Care Auxiliary."~~ The Bylaws ~~of the Auxiliaries~~ shall be approved by the Board of Directors.

ARTICLE XII. REVIEW AND AMENDMENT OF BYLAWS

Section I 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 26th 21st day of ~~December 2014~~ October 2017.

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 – October, 2017

Charter
Quality Committee
Board of Directors
Tahoe Forest Hospital District

PURPOSE:

The purpose of this document is to define the charter of the Quality Committee of the Hospital's Board of Directors and, further, to delineate the Committee's duties and responsibilities.

RESPONSIBILITIES:

The Quality Committee shall function as the standing committee of the Board responsible for overseeing the of the hospital's quality of care, patient safety, and patient experience.

DUTIES:

1. Provide oversight for the organization-wide Quality Assessment and Performance Improvement.
2. Set policies and procedures governing quality care, patient safety, environmental safety, and performance improvement throughout the organization.
3. Ensure the provision of organization-wide quality of care, treatment, and service provided and prioritization of performance improvement throughout the organization.
4. Monitor the improvement of care, treatment, and services to ensure that it is safe, beneficial, patient-centered, customer-focused, timely, efficient, and equitable.
5. Oversee and be accountable for the organization's participation and performance in national quality measurement efforts, accreditation programs, and subsequent quality improvement activities.
6. Ensure the development and implementation of ongoing education focusing on service excellence, performance improvement, risk-reduction/safety enhancement, and healthcare outcomes.

COMPOSITION:

The Committee is comprised of at least two (2) board members as appointed by the Board President and two (2) members of the Tahoe Forest Hospital Medical Staff as appointed by the Medical Executive Committee (Recommend Chief of Staff or designee and Chairperson of the Quality Assessment and Improvement Committee).

MEETING FREQUENCY:

The Committee shall meet four (4) times per calendar year.

Charter

Finance Committee Board of Directors Tahoe Forest Hospital District

PURPOSE: The purpose of this document is to define the charter of the Finance Committee of the Hospital's Board of Directors and, further, to delineate the Committee's duties and responsibilities.

RESPONSIBILITIES: The Finance Committee is responsible for assisting the Board in oversight of financial affairs by monitoring the organization's financial policies and the adequacy of its reporting, and recommending actions to protect and enhance the community's investment in the hospital. It will also ensure that appropriate policies and procedures are in place to safeguard and preserve the assets of the hospital.

DUTIES:

1. Review District operating, cash and capital budgets and make recommendations to the Board of Directors.
2. Monitor the District budget performance and financial management.
3. Review monthly financial statements and expenditure reports.
4. Oversee the annual independent audit and supervision of any necessary corrective measures.
5. Oversee the investment of District funds.
6. Review budgets and expenditures for facility projects.
7. Take on special projects, as required in the area of financial management, or as directed by the Board of Directors.
8. Review the financial plans for consistency with hospital and system-wide strategic objectives.
9. Monitor financial indicators relative to industry benchmarks and like organizations.

COMPOSITION:

The Committee is comprised of at least two (2) members. The Board Treasurer shall serve as Chairperson of the Committee, and the second Committee member shall be appointed by the Board President.

MEETING FREQUENCY: The Committee shall meet at a minimum of once annually. A report will be made to the Board of Directors, quarterly, or otherwise as requested.

Charter
Governance Committee
Board of Directors
Tahoe Forest Hospital District

Purpose:

The purpose of this document is to define the role, duty and responsibilities of the Governance Committee (the “Committee”) of the Hospital District’s Board of Directors.

Responsibilities:

The Governance Committee of the Board shall function as a standing committee of the Board responsible for addressing all governance-related issues. The Committee shall develop, maintain, and implement the necessary governance-related policies and procedures that define the Hospital’s governance practices.

Duties:

1. Oversee the Compliance program by reviewing its activities, quality and effectiveness, and to monitor that management appropriately addresses compliance recommendations.
2. Conduct at least a biennial review of the Bylaws and Board policies.
3. Submit recommendations to the Board of Directors for changes to the Bylaws and Board policies as necessary and desirable.
4. Direct creation of new Board policies and procedures as necessary or as directed by the Board of Directors for recommendation to the Board.
5. Advance best practices in board governance.
6. Conduct the annual board self-assessment and board goal setting process.

Composition:

The Committee shall be comprised of at least two (2) Board members appointed by the Board President.

Meeting Frequency:

The Committee shall meet at needed.

Charter
Personnel Committee
Board of Directors
Tahoe Forest Hospital District

PURPOSE:

The purpose of this document is to define the charter of the Personnel Committee of the Hospital's Board of Directors and, further, to delineate the Committee's duties and responsibilities.

RESPONSIBILITIES:

The Personnel Committee is responsible for assisting the Board in oversight of Chief Executive Officer (CEO) relations and the work done through the Foundation of Excellence.

DUTIES:

1. Identify and recruit the organization's CEO.
2. Conduct an annual CEO performance evaluation process.
3. Review and take action on the goals and objectives which will be used to judge the performance of the CEO.
4. Review and take action on the CEO's comprehensive compensation package.
5. Regularly review and evaluate the CEO Job description to ensure its continued relevance. Revise when applicable.
6. Review and take action on the CEO Succession Plan.
7. Review employee and physician satisfaction survey results, targets and improvement plans.
8. Oversee the Retirement Subcommittee to the Board.

COMPOSITION:

The Committee is comprised of at least two (2) board members appointed by the Board President.

MEETING FREQUENCY:

The Committee shall meet at least once annually and then on an as needed basis.



TAHOE FOREST HEALTH SYSTEM

Origination Date: 05/2000
Last Approved: 03/2017
Last Revised: 11/2015
Next Review: 11/2018
Department: Board - ABD
Applies To: System

Board Compensation and Reimbursement, ABD-03

PURPOSE:

To provide reimbursement to the Board of Directors, consistent with legislative regulations, for the performance of the duties of their office.

POLICY:

- A. As allowed by [California Health & Safety Code, Section 32103](#), and Local Health Care District Law, and required by the Political Reform Act (as amended by AB 1234, 2005), the payment of One Hundred Dollars (\$100.00) per meeting not to exceed five (5) meetings a month as further defined below, is authorized as compensation to each member of the Board of Directors. Each member of the Board of Directors shall further be allowed his/her actual necessary traveling and incidental expenses incurred in the performance of official business of the District.
- B. For the purpose of compensation, a meeting is defined as:
1. Regular and Special Board Meetings;
 2. Board Committee meetings;
 3. Hospital District meetings at which the Board member is present as a designated Board representative (e.g., Medical Executive Committee, Bioethics Committee, IVCH Foundation, TFHS Foundation, TIRHR Board)
 4. Meetings of governmental agencies and community organizations, etc. where the Board member is representing the TFHD (i.e., Rotary, Tahoe City Breakfast Club, Truckee Daybreak Club). To be compensated, the Board member must be on the program or speaking to an item on the agenda related to the Hospital District at the request of the Board President or Chief Executive Officer.
 5. Conferences, seminars and other educational meetings do not qualify for meeting compensation.
- C. Members of the Board of Directors of the Tahoe Forest Hospital District and their eligible dependents shall be eligible to participate in the health, dental, vision and life insurance programs of Tahoe Forest Hospital District in a manner, including appropriate discounts, comparable to that offered to the Management Staff of the District.

PROCEDURE:

- A. Board members are responsible for notifying the Executive Assistant in writing of meetings attended in the prior month, noting the day and purpose of each meeting prior to the last business day of each month.

- B. Board members shall also provide brief oral reports on meetings attended at the expense of TFHD at the next regular Board meeting.
- C. TFHD provides compensation to Board members per meeting and provides reimbursement for actual and necessary expenses incurred by Board members in the performance of official duties; therefore, all agency officials, including Board members shall receive training in ethics pursuant to AB 1234. The ethics training shall last for at least two hours and occur every two years. These ethics courses may be taken at home, in-person, or online.
- D. Board of Directors Travel Allowance
 - 1. Meals will be reimbursed up to a daily per diem rate based on the location of the conference subject to IRS per diem guidelines.
 - 2. Air Fare for Board Members only.
 - 3. Parking and/or taxi fees and other transportation expenses will be reimbursed.
 - 4. If driving, mileage will be reimbursed at current IRS rates.
 - 5. Hotel room will be covered in full for Board Member.
 - a. If, however, the lodging is in connection with a conference or organized educational activity that does not qualify as a meeting and is conducted in compliance with California Government Code, Section 54952.2(c), including ethics training required by California Government Code, Section 53234, then lodging costs shall not exceed the maximum group rate published by the conference or activity sponsor as long as the group rate is available to the Board member at the time of booking. If the group rate is not available, then the Board member shall use comparable lodging.
 - 6. Tuition fees for Board Members will be paid in full.
 - 7. Conference educational materials (books, audio tapes, etc.) not to exceed \$50.
 - 8. Receipts are required for all reimbursable expenses.
 - 9. Board members shall use government and group rates offered by a provider of transportation or lodging services for travel and lodging when available.
 - 10. All expenses that do not fall within the adopted travel reimbursement policy of the IRS reimbursable rates shall be approved by the Board, in a public meeting before the expense is incurred.
- E. Upon election or appointment to a seat on the Board of Directors of the Tahoe Forest Hospital District, the appropriate paperwork which is necessary to complete for enrollment will be given to the Board Member by the Human Resources Department. Coverage will begin on the first of the month following election or appointment to the Board of Directors and completion of the necessary enrollment forms

Related Policies/Forms:

References: California Government Code, §§ 53232.2(d), (e), 53232.3(a), 53235(a), (b) (d). [§§54950 - 54963](#); [California Health & Safety Code, Section 32103](#)

Policy Owner: Clerk of the Board

Approved by: Chief Executive Officer

All revision dates:

11/2015, 01/2014, 01/2012, 01/2010

Attachments:

No Attachments

Approval Signatures

Step Description	Approver	Date
	Harry Weis: CEO	03/2017
	Martina Rochefort: Clerk of the Board	03/2017

COPY

Introduction

Welcome to the Tahoe Forest Healthcare District 20XX Board Self-Assessment questionnaire. Responses to this survey will be used in conjunction with the board member interviews conducted by Via Healthcare Consulting to develop an assessment report that includes a prioritized list of issues, and recommendations for board consideration to be discussed at the upcoming Board Retreat. This survey will be administered electronically by sending an e-mail to board members that includes a secure link to the Survey Monkey website where board members will enter their responses to the questions. Answers will be sent only to Via Healthcare Consulting.

Instructions to Board Members Completing the Survey

Completing the survey will take approximately 30 minutes. You do not have to complete the survey in one sitting. You can close the survey at any time and return later to the section where you stopped by returning to the invitation email and clicking on the link again. However, once you have clicked “submit survey” on the final page, you will not be allowed to return to make changes.

Your candid responses are a key part of continued enhancement and improvement for the board; we encourage you to be honest and direct. Individual responses will *not* be shared; information gathered will be used in the aggregate only. Do not hesitate to indicate you “Don’t Know” to any question if in fact you don’t know. Also use the “Don’t Know” answer if it is not clear to you how the board handles the practice. If a question refers to a practice that the board does not follow, please indicate “Not Applicable.” When in doubt about your choice, select the more conservative response (e.g. if your response falls somewhere between “Strongly Agree” and “Agree,” select “Agree.”) It is important to note that this assessment process was designed to gauge the effectiveness and efficiency of the Board as a whole, not of the individual Board members.

Use the “Comments” field at the end of each section to explain your answers, particularly for those which you answered ‘Neutral’, ‘Disagree’, ‘Strongly Disagree’ or ‘Don’t Know.’ There is also a final comments section included at the end of the survey and we encourage you to use this to provide any general feedback you may have on the survey. Individual phone interviews to be conducted after this survey will allow you to provide additional clarification if necessary. Written comments will be kept anonymous and confidential.

If you have any questions, please contact Karma Bass (760-814-8578, kbass@viahcc.com) or Erica Osborne (760-683-8303, eosborne@viahcc.com) at **Via Healthcare Consulting**. Thank you in advance for your time and thoughtful responses.

This survey is broken down into the following areas of board responsibilities/activities:

- Section I** **Mission and Planning Oversight: Setting Strategic Direction**
- Section II** **Quality Oversight: Monitoring Service, Safety and Quality**
- Section III** **Legal and Regulatory Oversight: Ensuring Organizational Integrity**
- Section IV** **Finance and Audit Oversight: Following the Money**
- Section V** **Management Oversight: Enhancing Board-Executive Relations**

Section VI Board Effectiveness: Optimizing Board Functioning

Section I Mission and Planning Oversight: Setting Strategic Direction

	Strongly Agree	Agree	Neutral	Disagree	Strongly Disagree	Don't Know	Not Applicable
1. There is consensus about and clear understanding of the organization's Mission.	5	4	3	2	1	DK	NA
2. Board members appear to be in agreement on the purpose of the organization and why it exists.	5	4	3	2	1	DK	NA
3. The board uses the Mission statement to guide its decision-making.	5	4	3	2	1	DK	NA
4. The board is appropriately involved in establishing the organization's strategic direction (e.g. creating a long-range vision, setting strategic priorities, and developing/approving the strategic plan).	5	4	3	2	1	DK	NA
5. The board spends a sufficient amount of time in its meetings on strategic (vs. operational) issues.	5	4	3	2	1	DK	NA
6. The board monitors management's implementation of the strategic plan on a regular basis.	5	4	3	2	1	DK	NA
7. The board receives education on strategic, external and internal environmental issues and trends at least once a year.	5	4	3	2	1	DK	NA

Comments:

Section II Quality Oversight: Monitoring Service, Safety and Quality

	Strongly Agree	Agree	Neutral	Disagree	Strongly Disagree	Don't Know	Not Applicable
8. The board is well-informed about the quality of care and patient safety provided by TFHD.	5	4	3	2	1	DK	NA
9. The board receives adequate information regarding quality improvement programs undertaken at TFHD.	5	4	3	2	1	DK	NA
10. The board oversees setting annual goals for the organization's performance on quality and service.	5	4	3	2	1	DK	NA
11. The board receives adequate information regarding quality improvement programs undertaken at TFHD.	5	4	3	2	1	DK	NA
12. The board demands corrective action in response to under-performance on the quality and service goals.	5	4	3	2	1	DK	NA
13. All board members receive education at least once a year on the Board's responsibilities for quality oversight and/or TFHD's quality metrics.	5	4	3	2	1	DK	NA

Comments:

Section III Legal and Regulatory Oversight: Ensuring Organizational Integrity

	Strongly Agree	Agree	Neutral	Disagree	Strongly Disagree	Don't Know	Not Applicable
14. The board has knowledge of all reasonably available and relevant information before taking action on any significant issue.	5	4	3	2	1	DK	NA
15. All board members adhere to TFHD board policies.	5	4	3	2	1	DK	NA
16. All board members adhere to their duty of loyalty to the organization ahead of the interests of any particular constituency group.	5	4	3	2	1	DK	NA
17. All board members keep closed-session board discussions confidential.	5	4	3	2	1	DK	NA
18. The board members responsible for overseeing executive compensation all are 'independent' (i.e. free from any conflicts of interest).	5	4	3	2	1	DK	NA
19. The board annually approves the organization's compliance program/plan.	5	4	3	2	1	DK	NA
20. The board regularly reviews the organization's performance against community health needs to ensure it is meeting its obligations as a healthcare district.	5	4	3	2	1	DK	NA

Comments:

Section IV Finance and Audit Oversight: Following the Money

	Strongly Agree	Agree	Neutral	Disagree	Strongly Disagree	Don't Know	Not Applicable
21. The board establishes realistic financial goals and objectives for the organization.	5	4	3	2	1	DK	NA
22. The board monitors the organization's financial performance compared to its plans and relevant industry benchmarks.	5	4	3	2	1	DK	NA
23. The board demands corrective action in response to under-performance on the financial and capital plans.	5	4	3	2	1	DK	NA
24. The full board is adequately informed of the organization's current financial position.	5	4	3	2	1	DK	NA
25. The board members responsible for audit oversight meet with the external auditors, without management present, at least annually.	5	4	3	2	1	DK	NA
26. The full board is knowledgeable about the organization's audit and compliance performance.	5	4	3	2	1	DK	NA

Comments:

Section V Management Oversight: Enhancing Board-Executive Relations

	Strongly Agree	Agree	Neutral	Disagree	Strongly Disagree	Don't Know	Not Applicable
27. All board members respect the distinction between the role of the board and the role of management.	5	4	3	2	1	DK	NA
28. The board currently has a productive working relationship with the CEO.	5	4	3	2	1	DK	NA
29. All board members ask appropriately challenging questions of the CEO and senior management.	5	4	3	2	1	DK	NA
30. There is a clear process in place for setting the CEO's annual goals.	5	4	3	2	1	DK	NA
31. The full board participates in the annual evaluation and review of the CEO's performance.	5	4	3	2	1	DK	NA
32. The full board approves all elements of the CEO's compensation.	5	4	3	2	1	DK	NA
33. Individual board members invest time between board meetings to keep current and assist the CEO and other board members, as requested.	5	4	3	2	1	DK	NA

Comments:

Section VI Board Effectiveness: Optimizing Board Functioning

	Strongly Agree	Agree	Neutral	Disagree	Strongly Disagree	Don't Know	Not Applicable
34. The board has set written expectations of its members regarding attendance, committee service, etc.	5	4	3	2	1	DK	NA
35. The board meeting frequency and duration are appropriate.	5	4	3	2	1	DK	NA
36. The board chair runs board meetings effectively.	5	4	3	2	1	DK	NA
37. The board has an effective orientation program in place for all new board members.	5	4	3	2	1	DK	NA
38. All board members come to meetings well prepared to discuss agenda items.	5	4	3	2	1	DK	NA
39. The board members receive materials with sufficient time for review.	5	4	3	2	1	DK	NA
40. All board members display professional courtesy and respect when interacting with other board members.	5	4	3	2	1	DK	NA
41. All board members feel comfortable voicing opinions of concern regardless of how sensitive the issue may be.	5	4	3	2	1	DK	NA
42. The board has in place sufficient written board-level policies and procedures.	5	4	3	2	1	DK	NA
43. The board has a formal plan for on-going board education.	5	4	3	2	1	DK	NA

Additional Comments

Please include any additional comments you may have below. These comments (as well as this entire questionnaire's responses) will be kept confidential and anonymous.

Conclusion

Thank you for your contributions and commitment to TFHD Healthcare. Your time, dedication, and experience serving TFHD's mission are tremendously valued. Thank you for also taking the time to complete this survey.

If you have any questions about the survey questions or the process, please contact Karma Bass (760-814-8578, kbass@viahcc.com) or Erica Osborne (760-683-8303, eosborne@viahcc.com) at Via Healthcare Consulting. Thank you again.