



**SONOMA VALLEY HEALTH CARE DISTRICT
GOVERNANCE COMMITTEE MEETING**

AGENDA

Monday, September 23, 2024

5:00 P.M.

**SONOMA VALLEY HOSPITAL
ADMINISTRATIVE CONFERENCE ROOM**

ZOOM

Join Zoom Meeting

<https://sonomavalleyhospital-org.zoom.us/j/95022803756>

Meeting ID: 950 2280 3756

One tap mobile

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AGENDA ITEM	RECOMMENDATION	
In compliance with the Americans with Disabilities Act, if you require special accommodations to participate in a District meeting, please contact Board Clerk, Whitney Reese at wreese@sonomavalleyhospital.org at least 48 hours prior to the meeting.		
MISSION STATEMENT <i>The mission of the SVHCD is to maintain, improve, and restore the health of everyone in our community.</i>		
1. CALL TO ORDER/ANNOUNCEMENTS	<i>Kornblatt Idell</i>	
2. PUBLIC COMMENT SECTION <i>At this time, members of the public may comment on any item not appearing on the agenda. It is recommended you keep your comments to three minutes or less. Under State Law, matters presented under this item cannot be discussed or acted upon by the Committee at this time. For items appearing on the agenda, the public will be invited to make comments at the time the item comes up.</i>		
3. CONSENT CALENDAR <ul style="list-style-type: none"> • Governance Committee minutes 6.17.24 	<i>Kornblatt Idell</i>	Action
4. 2024 GOVERNANCE COMMITTEE ACCOMPLISHMENTS <ul style="list-style-type: none"> • GIFT, TICKET AND HONORARIA POLICY • BOARD COMMITTEE CHARTERS • BOARD SELF-ASSESSMENT TOOL 	<i>Kornblatt Idell</i>	Inform
5. P&P MEMBERSHIP REQUIREMENTS FOR COMMITTEES	<i>Kornblatt Idell</i>	Action
6. 2025 GOVERNANCE COMMITTEE WORK PLAN	<i>Kornblatt Idell</i>	Action
7. ADJOURN	<i>Kornblatt Idell</i>	



SVHCD GOVERNANCE COMMITTEE MEETING

MINUTES

WEDNESDAY, JUNE 16, 2024

5:00PM

Present	Not Present	Staff	Public	
Susan Kornblatt Idell, in person Bill Boerum, in person Amy Jenkins, via Zoom		Whitney Reese, Board Clerk, in person		
AGENDA ITEM	DISCUSSION		ACTIONS	FOLLOW-UP
MISSION & VISION STATEMENT <i>The mission of SVHCD is to maintain, improve and restore the health of everyone in our community.</i>				
1. CALL TO ORDER/ANNOUNCEMENTS	<i>Kornblatt Idell</i>			
	Called to order at 5:05 p.m.			
2. PUBLIC COMMENT SECTION	<i>Kornblatt Idell</i>			
	None			
3. CONSENT CALENDAR	<i>Kornblatt Idell</i>		Action	
a. Minutes 04.16.23	MOTION: by Kornblatt Idell, 2 nd by Jenkins to approve meeting minutes. All in favor.			
4. GOVERNANCE COMMITTEE CHARTER	<i>Kornblatt Idell</i>			
	MOTION: by Kornblatt Idell, 2 nd by Jenkins to approve charter as amended. All in favor.			
5. GIFTS AND HONORIA POLICY	<i>Kornblatt Idell</i>		Action	
	MOTION: by Kornblatt Idell to recommend for BOD to approve as corrected, 2 nd by Jenkins to policy. All in favor.			
6. ADJOURN	<i>Kornblatt Idell</i>			
	Adjourned at 5:14 p.m.			

GIFT, TICKET AND HONORARIA POLICY #P-2018.04.05-3

I. PURPOSE

A. This policy ensures compliance with external regulations and internal standards for the receipt and provision of gifts, tickets, and honoraria associated with the Sonoma Valley Health Care District (“SVHCD”). It applies to gifts exchanged to and from internal and external parties, including individuals, businesses and organizations, with SVHCD board members (“Board Members”), leaders and staff members affiliated with the SVHCD, including the Sonoma Valley Hospital. Additionally, it governs SVHCD's distribution of event tickets and passes and acceptance of payments or reimbursements related to professional or educational events.

B. he policy aims to prevent any perception of impropriety and undue influence on SVHCD decisions and patient care, thereby safeguarding public trust and impartiality. It also addresses the perceived obligations of reciprocity that can arise from the giving or accepting of gifts, tickets and honoraria.

II. POLICY

A. Federal Anti-Kickback Statute: It is the policy of SVHCD to ensure full compliance with the federal anti-kickback statute, which prohibits the acceptance of any item of value, whether in cash or in kind, that might influence or appear to influence the purchase or referral of any kind of health care goods, services, or items reimbursed by federal or state health care programs (e.g., Medicare and Medicaid). Accepting gifts or business courtesies from current or potential vendors s strictly prohibited.

B. State Gift Laws: SVHCD Board Members, officers and designated employees identified in the District’s Conflict of Interest Code or subject to Government Code Section 87200, must adhere to State laws regulating gift receipt and disclosure, as specified in the Political Reform Act (Government Code Section 89503) and the Fair Political Practices Commission (FPPC) Regulations. These minimum requirements are not altered by this Policy.

1. Individuals in positions designated in the Conflict of Interest Code’s Disclosure Category 1 or 2, or who are covered by Government Code section 87200 are prohibited from receiving gifts totaling more than \$590 from any single source in a calendar year.
2. Individuals in positions designated in the Conflict of Interest Code’s Disclosure Category 3 are prohibited from receiving gifts totaling more than \$590 in a calendar year from any single source that provides services, supplies, materials, machinery or equipment of the type utilized by the District.
3. Individuals in positions designated in the Conflict of Interest Code’s Disclosure Category 4 are prohibited from receiving gifts totaling more than \$590 in a calendar year from any single source that is a type to receive grants or other monies from or through SVHCD.
4. These annual limits shall automatically increase or decrease consistent with modification to the gift limit established by the FPPC every two years.

5. This Subsection B shall not be interpreted to permit receipt of Gifts prohibited under any other provision of this Policy, such as Subsection A, above.

C. Perishable Items: Departments, clinical units, or clinical practices may accept modest perishable gifts (e.g., flowers, cookies, candy or similar food items) to be shared among staff and the public, where possible.

D. Gifts to Agency: Gifts received by SVHCD shall be used for official agency purposes and reported in accordance with the Political Reform Act and FPPC Regulations.

E. Solicitation of Gifts: Employees shall not solicit gifts for approved hospital functions, fundraisers or special events, unless written authorization from the Director of the Human Resources has been provided.

F. Gifts Between Employees: Personal gifts between employees is permitted, provided hospital funds are not utilized and the value does not exceed \$25. Gifts related to employment occasions (e.g., Administrative Professionals Day, Nurses Week, etc.) are permitted, if customary for the occasion, are of reasonable value and funded privately, not by the hospital.

G. Tickets and Passes: SVHCD shall distribute all tickets and passes in accordance with this policy and relevant FPPC Regulations.

1. Tickets and Passes that are provided to a Board Member or an official designated in the conflict of interest code are not considered "Gifts" to the official under State law when they are received and distributed by SVHCD in compliance with related FPPC Regulations and this Policy.
2. When Tickets and Passes are provided by a third-party so that the recipient can perform a ceremonial role or function on behalf of the hospital, as further described in related FPPC Regulations, such Tickets and Passes are not considered "Gifts" under State law, though such Tickets and Passes shall still be reported by SVHCD.
3. A ticket or pass shall not be considered a gift to the recipient when it is provided directly to the recipient from a third-party when the giver and receiver treat the ticket or pass as income consistent with applicable state and federal income tax laws.

H. All Other Gifts: Board Members, officers, and employees of SVHCD shall not accept gifts outside those described in paragraphs D through G, including gifts from patients, their family members, vendors or business associates.

I. Honoraria: SVHCD shall comply with the Political Reform Act and FPPC Regulations regarding honoraria. Board Members who manage public investments (individuals who are required to file statements of economic interests under Government Codes section 87200) are prohibited from receiving honoraria payments. Likewise, employees whose positions are designated under the SVHCD Conflict of Interest Code are prohibited from receiving honoraria payments from any source of gifts or income included in their disclosure categories set forth in the Conflict of Interest Code. Exceptions to the State's honoraria prohibitions for local officials, such as for income earned from a bona fide business or profession, shall apply to SVHCD officers and employees, pursuant to Government Code Section 89502. Honoraria and reimbursements for event attendance, when permitted, shall be handled pursuant to the procedures set forth below.

III. DEFINITIONS

A. “FPPC Regulations” means the regulations adopted by the Fair Political Practices Commission in accordance with the Political Reform Act, and as set forth in Title 2, Division 6, Sections 18109-18997 of the California Code of Regulations (CCR).

B. “Gifts” are defined in the Political Reform Act and FPPC Regulations, and are periodically amended. Generally a “gift” is any payment or other benefit received (including food/drink, travel expenses, services, and items) that confers a personal benefit without receiving something of equal value in return. This includes a rebate or discount in the price of anything of value unless the rebate or discount is made in the regular course of business to members of the public without regard to official status. Exceptions generally include, but are not limited to:

1. Informational materials such as books, reports, pamphlets, calendars, or periodicals.
2. Gifts which are not used and which, within 30 days after receipt, are either returned to the donor or delivered to a nonprofit entity exempt from taxation under Section 501(c)(3) of the Internal Revenue Code, without being claimed as a charitable contribution for tax purposes.
3. Gifts from close family members (e.g., an individual’s spouse, child, parent, grandparent, grandchild, brother, sister, parent-in-law, sister-in-law, brother-in-law, nephew, niece, aunt, uncle, or first cousin, or the spouse of any such person) unless acting as an agent or intermediary for any person not covered in this paragraph.
4. Campaign contributions.
5. Inheritance.
6. Personalized plaques or trophies with an individual value under \$250.
7. Gifts from long-term personal friends or colleagues from business relationships unrelated to the recipient’s role as a public officer or employee.
8. Acts of neighborliness (e.g., picking up someone’s mail or feeding a pet while the recipient is on vacation) or compassion (e.g., delivering food or flowers to someone in mourning).

C. “Honoraria” (or “honorarium”) means payment for speeches, articles, or attendance at a public or private conference, convention, meeting, social event, meal, or similar gathering.

D. “Tickets” or “Passes”, as interpreted by the FPPC, means an admission to entertainment, amusement, recreational, or similar event. This includes admission to fundraising events, lunches, dinners, parties, etc., offered by third parties. Tickets or passes purchased by SVHCD/Hospital for official business purposes are not governed by this policy.

IV. PROCEDURE

A. Giving and Receiving Gifts to or from Outside SVHCD in the Course of Business

1. **Receiving Gifts from External Parties:** Gifts from patients or patients' families shall be discouraged. Employees offered cash or a cash equivalent gifts shall decline. Said employees may suggest a donation to a charitable organization (e.g., Sonoma Valley Hospital Foundation). If an employee reasonably believes that refusal of a gift would harm a patient or the Hospital, the gift shall be reported in writing to the appropriate department director. The following applies to all gifts received by employees or SVHCD in the course of business:
 - a. All gifts received by an employee shall be reported to the department director, who in consultation with the CEO, shall assess whether State disclosures (e.g., on FPPC Form 801) is required.
 - b. If a gift is intended for SVHCD's distribution at the agency's discretion, the CEO or designated staff shall:
 - i. Distribute the gift in accordance with FPPC Regulations;
 - ii. Maintain records of such gifts;
 - iii. Complete and file a Form 801 (Attachment A) within 30 days from the distribution of each included gift;
 - iv. Submit completed forms to the Sonoma County Clerk and post on the SVHCD web site.

NOTE: Gifts appearing on a Form 801 need not be included in the eventual recipient's Statement of Economic Interests.
 - c. If a gift is received by an employee that is not intended for distribution at the agency's discretion, the CEO shall determine its handling in accordance with relevant FPPC Regulations. Options may include allowing the employee to retain it or distributing it within the department where feasible.
 - d. Gifts such as pencils, desk calendars, and other promotional items with a value under \$25 may be distributed and used within the receiving department.
 - e. Upon prior written approval by the CEO, vendors may provide meals and other food to employees when offering significant education related to products or procedures, or during informational business meetings. Written attendance records shall be provided to the CEO for all such meetings and shall meet the following requirements.
 - i. The total value of any meal shall not exceed \$20 per attendee.
 - ii. The cumulative value of all meals shall not exceed \$300 per vendor, per year unless written approval by the CEO is provided.
2. **Offering or Giving Gifts to External Parties:** Under limited circumstances, gifts may be given to external parties provided they relate to the business of SVHCD, serve SVHCD's best interests, align with legal and culture norms, and adhere to the following criteria:

- a. Cash gifts or cash equivalents, such as gift certificates, are prohibited.
- b. The non-cash or non-cash equivalent gifts do not exceed \$25.00 per recipient per year.
- c. The item is customary and does not create an appearance of impropriety.
- d. Giving the gift imposes no sense of obligation on the part of either the giver or recipient.
- e. Giving of the item is not concealed.
- f. Giving of the item has been approved in advance and in writing by the relevant department executive and copied to the CEO.

B. Giving and Receiving Gifts within SVHCD in the Course of Business

1. **Gifts and Cash Equivalents to Employees:** Gifts and cash equivalents, such as gift cards may be given to employees as incentives for program attendance, recognition of outstanding achievement, or for other positive rationale. Gifts in excess of \$25.00 shall be documented as income and taxed accordingly. The CEO shall develop written policies and procedures for this to occur.
2. **Gift Card to Employees:** If an employee receives a gift card, the value shall be documented as income and taxed accordingly. This provision does not apply to coupons or discount coupons (e.g, cafeteria and gift shop discounts). Gift cards authorized via written approval by the CEO for distribution to departments, must be documented by the department director. Documentation shall include the names of employees in receipt of the gift cards and must be submitted in writing to accounting and copied to the CEO.

C. Ticket/Pass Distribution This procedure section shall provide procedures for the distribution of Tickets and Passes as required under State law, to ensure proper identification and use of 1) receipt of Tickets and Passes; 2) the “public purpose” to be achieved in distributing Tickets and Passes; 3) distribution of Tickets and Passes; 4) documentation and 5) public posting of the receipt and use of Tickets or Passes. Proper exercise of these procedures will exclude Tickets and Passes from required disclosure on individuals’ Statements of Economic Interests. For the purposes of this section of the policy, “official” means all positions identified in SVHCD’s Conflict of Interest Code.

1. **Ticket/Pass Receipt Process:** All Tickets/Passes received by SVHCD shall be forwarded to Administration. Determination of whether to give the tickets/passes to the Foundation for use, or to distribute internally will be at the discretion of the CEO.
2. **Public Purpose:** The distribution of Tickets or Passes must be in furtherance of a “public purpose.” Examples of such purposes include:
 - a. Promoting networking opportunities for officials with community stakeholders.
 - b. Evaluating SVHCD/SVH’s ability to attract business that contributes to the overall health of the community.

- c. Recognizing outstanding service by an official, employee or hospital stakeholder or to encouraging staff development.
 - d. Boosting attendance at hospital-sponsored events or events held at the hospital to maximize concession sales.
 - e. Rewarding healthcare partners for their contributions to the SVHCD/SVH or the broader community.
 - f. Promoting opportunities for vulnerable populations served by the County and State agencies consistent with District goals (e.g., juvenile wards in the custody of the Chief Probation Officer, mental health clients and seniors receiving services from the Health and Human Services Agency/Public Health); or
 - g. Promoting health and offering opportunities to vulnerable populations in the SVHCD such as the disabled, underprivileged, seniors, and youth in foster care.
3. **Distribution:** The CEO shall have discretion over Tickets/Pass distribution. Recipients may only transfer tickets/passes to an immediate family member, or no more than one guest solely for such guest's event attendance.
 4. **Documentation:** The CEO shall ensure that records are maintained of all Ticket/Pass distributions and their use by SVHCD officials for ceremonial purposes, as required by FPPC Regulations. The hospital shall use FPPC Form 802 (Attachment B) to document this information. The completed Form 802 shall be submitted to the FPPC within 45 days of the Ticket or Pass distribution via email to Form802@fppc.ca.gov; by Fax to 916.322.0886; or by mail to 428 J Street, Suite 620, Sacramento, CA 95814.

D. Honoraria and Reimbursement for Professional/Educational Involvement

1. With the prior written approval of the CEO, employees who provide education at professional conferences and meetings may accept reimbursement for travel, meals and hotel expenses for the date(s) of the presentation(s). Presentations must be professional and educational in nature and may not be for the sole purpose of product endorsement.
2. In such circumstances, unless prohibited above, honoraria of \$100 or less in value may be accepted from the host organization.

V. DOCUMENTATION

A. Gift Records: Department directors shall maintain written records of all gifts given to employees of their departments when such gifts are reported under this policy. Such documentation will include the type and value of each gift, the name and affiliation or position of recipient(s) and giver(s), the date of receipt and disposition, and method of disposition and provide a copy to the CEO.

B. Training Documentation: Human Resources shall maintain documentation of education done in orientation or at annual compliance training. Department directors shall maintain documentation of staff training meetings.

C. Statements of Economic Interest: Statements of Economic Interest (including gift disclosures under State law) shall be handled in accordance with the SVHCD Conflict of Interest Policy.

D. Ticket/Pass Distribution Records: The CEO shall develop and implement policies and procedures to maintain records of all ticket/pass distribution as required by FPPC Regulations, including copies of all completed FPPC Forms (e.g., Form 801: Gift to Agency Report; Form 802: Agency Report of Ceremonial Role Events and Ticket/Pass Distribution Form 802).

E. Posting FPPC Forms: The CEO shall be responsible for posting completed FPPC Forms (e.g., Form 801: Gift to Agency Report) on the SVHCD website when required by State law.

VI. REFERENCES

A. The Medicare and Medicaid Patient Protection Act of 1987 (42 U.S.C. 1320a- 7b) (Anti-Kickback Statute).

B. Political Reform Act, California Government Code §81000 et. seq.

C. FPPC Regulations, Title 2 of the California Code of Regulations, Division 6, §18109 et seq.



SUBJECT: Audit Committee Charter

PAGE 1 of 2

REVISED: 03.19.24

EFFECTIVE: 06.06.24

PURPOSE:

The purpose of the Audit Committee (“AC”) of Sonoma Valley Health Care District (“SVHCD”) is to assist the District Board of Directors (“BOD”) in its annual audit process. Subject to the ultimate authority of the BOD, the AC shall select, engage and oversee SVHCD’s outside auditor and approve and oversee all audit services provided by SVHCD’s outside auditor.

RESPONSIBILITIES:

Subject to the ultimate authority of the BOD, the AC shall:

- Recommend the appointment and compensation of the independent auditor and provide oversight of the annual financial audit process. The independent auditor shall report directly to the AC.
- Establish policies and procedures for the review and pre-approval by the AC of all auditing services.
- Review and discuss with the independent auditor: (a) its audit plans and audit procedures, including the scope, fees and timing of the audit; (b) the results of the annual audit examination; and (c) the annual financial statements audited by the independent auditor.
- Review the annual financial audit with management and determine whether to recommend the acceptance of the audit to the BOD.
- Review with the independent auditor its judgment as to the quality, and not just the acceptability, of SVHCD’s accounting practices and internal controls, and such other matters as are required to be discussed with the AC under generally accepted auditing standards.
- Review with the independent auditor and management any changes or improvements in financial or accounting practices that are necessary or desirable, and the extent to which any changes or improvements previously approved by the AC have been implemented.
- Review with the independent auditor any audit problems or difficulties and management’s response to these issues.
- Oversee the resolution of any disputes between management and the independent auditor if and when such disputes arise.



SUBJECT: Audit Committee Charter

PAGE 2 of 2

REVISED: 03.19.24

EFFECTIVE: 06.06.24

Rules

Charter Review:	Will be reviewed/revised annually. Changes will be submitted to the BOD for approval.
Authority to Act:	In compliance with the Charter and as directed by Executive Leadership and the BOD
Meeting Schedule:	At least two meetings per year. Meetings may be held at irregular intervals.
Voting Members:	The AC shall have three voting members. <ul style="list-style-type: none">• Two BOD members (BOD Chair & BOD Treasurer)<ul style="list-style-type: none">○ One of whom shall be the AC chair, the other the vice-chair• Two members of the public.
Quorum Requirement:	Half plus one member present.
Chair:	The BOD Chair shall serve as Chair of the AC, unless the BOD specifically acts to delegate otherwise.
Composition:	Voting Committee Members, Presenters, Sonoma Valley Hospital CEO and Sonoma Valley Hospital CFO.

AC Membership

The AC's membership is subject to the Approval of the BOD. The BOD shall recruit members of the AC that are representative of the diverse constituencies of SVHCD.

Public Participation

All AC meetings shall be announced and conducted pursuant to the Brown Act. The general public, patients, and their families and friends, Medical and SVH Staff are always welcome to attend and provide input. Other BOD members may attend but only as "observers" as defined in the Brown Act.



SUBJECT: Affiliation Oversight Committee Charter

PAGE 1 of 3

REVISED: 05.31.24

EFFECTIVE: 06.06.24

PURPOSE:

This charter sets forth the duties and responsibilities and governs the operations of the Affiliation Oversight Committee (the “AOC”) of the Board of Directors (the “BOD”) of Sonoma Valley Health Care District (“SVHCD”), a local Health Care District organized and existing under the California Law.

The AOC’s purpose is to assist the BOD in its oversight of SVHCD’s collaboration with UCSF Health (UCSF), including the review of progress made towards the goals of the Collaboration Agreement (the Agreement) entered into by SVHCD and UCSF in December of 2020. The AOC will coordinate with and review the progress of the Joint Operations Committee (the JOC) in the process of updating and making recommendations to BOD on all decisions relating to the affiliation between the two organizations.

RESPONSIBILITIES:

The Committee’s primary duties and responsibilities are, as follows:

- Annually, draft and recommend to the BOD for approval, objectives for the affiliation for coming year; a proposed draft of annual goals shall be submitted to the Affiliation Oversight Committee by the Joint Operations Committee;
- Review the progress made by the Joint Operations Committee against the objectives of the Collaboration Agreement and annual objectives; including any significant changes to timelines and/or objectives themselves

POLICY:

The AOC shall submit recommendations for action to the BOD on any draft policies developed by the AOC, the Joint Operations Committee and those developed by the Hospital regarding the Collaboration Agreement and/or the affiliation.

Oversight

The AOC shall review and monitor the ongoing performance of the UCSF and SVHCD affiliation. The AOC shall constitute a committee of BOD. The BOD shall refer all matters brought to it by any party regarding this agreement to the AOC for review, assessment, and recommended BOD action. The AOC makes recommendations and reports to the BOD. The AOC is an advisory committee and has no authority to make decisions or take actions on behalf of SVHCD unless the BOD specifically delegates such authority.



SUBJECT: Affiliation Oversight Committee Charter

PAGE 2 of 3

REVISED: 05.31.24

EFFECTIVE: 06.06.24

To this end the AOC shall:

- Regularly review the strategic objectives for the Collaboration Agreement, seek approval from the BOD for any changes to these objectives and timelines;
- Provide oversight, monitoring and assessment of the Collaboration Agreement and report to the BOD regularly on that progress;

PROCEDURE:

Annual JOC Work Plan

Each year, the AOC shall review and approve a proposed Work Plan comprised of any required annual activities and additional activities selected by the JOC. The Annual JOC Work Plan shall be reviewed and approved by the BOD in December of each year.

Required Annual Calendar Activities

- Draft recommendations for the affiliation partners for the year
- The JOC Work Plan shall be approved by the AOC and submitted to the BOD for its review and approval no later than each December.
- The AOC shall deliver a report to the BOD on the status of its prior year's Work Plan accomplishments each February.



SUBJECT: Affiliation Oversight Committee Charter

PAGE 3 of 3

REVISED: 05.31.24

EFFECTIVE: 06.06.24

Rules

- Charter Review: Will be reviewed/revised, at a minimum, every three years. Changes will be submitted to the BOD of Directors for approval.
- Authority to Act: In compliance with the Charter and as directed by Executive Leadership and the BOD
- Meeting Schedule: At least two meetings per year
- Voting Members: The AOC shall have at least four voting members.
- Two BOD members, one being the BOD Chair
 - One of whom shall be the AOC chair, the other the vice-chair
 - Two representatives from UCSF
 - UCSF Health President, Affiliates Network and an additional designee
- Quorum Requirement: Half plus one member present.
- Chair: BOD Chair
- Composition: Voting Committee Members and Sonoma Valley Hospital CEO, who will provide all materials for review by the AOC.

Public Participation

All AOC meetings shall be announced and conducted pursuant to the Brown Act. The general public, patients, and their families and friends, Medical and SVH Staff are always welcome to attend and provide input. Other BOD members may attend but only as “observers” as defined in the Brown Act.



SUBJECT: Finance Committee Charter

PAGE 1 of 3

REVISED: 03.26.24

EFFECTIVE: 06.06.24

PURPOSE:

This charter sets forth the duties and responsibilities and governs the operations of the Finance Committee (“FC”) of the Board of Directors (“BOD”) of Sonoma Valley Health Care District (“SVHCD”), a nonprofit corporation organized and existing under the California Law.

The FC’s purpose is to assist the BOD in its oversight of the SVHCD’s financial affairs, including SVHCD’s financial condition, financial planning, operational, and capital budgeting, debt structure, debt financing and refinancing and other significant financial matters involving the SVHCD. The FC is the body which makes recommendations to the BOD on all financial decisions.

RESPONSIBILITIES:

Review Monthly Financial Operating Performance

- Review the SVHCD’s monthly financial operating performance. The FC will review the monthly financial statements, including but not limited to the Statement of Revenues and Expenses, Balance Sheet, Statement of Cash Flows, and Operating Indicator Report, prepared by management. The FC will also review other financial indicators as warranted.
- Review management’s plan for improved financial and operational performance including but not limited to new patient care programs, cost management plans, and new financial arrangements. The FC will make recommendations to the BOD when necessary.

Budgets

- Review and recommend to the BOD for approval an annual operating budget for the SVHCD.
- Review management’s budget assumptions including volume, growth, inflation, and other budget assumptions.
- Review and recommend to the BOD for approval an annual capital expenditures budget, and unbudgeted capital expenditures for SVHCD. If deemed appropriate by the FC, review and recommend to the BOD for approval projected capital expenditures budgets for one or more succeeding years.

Debt, Financing, and Refinancing

- Evaluate and monitor SVHCD’s long and short-term indebtedness, debt structure, collateral or security, therefore, cash flows, and uses and applications of funds.
- Evaluate and recommend to the BOD for approval proposed new debt financing, including lines of credit, financings and refinancing, including (i) interest rate and whether the rate will be fixed or floating rate; (ii) collateral or security, if any; (iii) issuance



SUBJECT: Finance Committee Charter

PAGE 2 of 3

REVISED: 03.26.24

EFFECTIVE: 06.06.24

costs; (iv) banks, investment banks, and underwriters retained or compensated by SVHCD in connection with any financing or refinancing.

- Review and recommend to the BOD all guarantees or other obligations for the indebtedness of any third party.

Insurance

- Review on an annual basis all insurance coverage, including (i) identity and rating of carriers; (ii) premiums; (iii) retentions; (iv) self-insurance; (v) stop-loss policies; and (vi) all other aspects of insurance coverage for healthcare institutions.

Investment Policies

- Review and recommend to the BOD, SVHCD's cash management and cash investment policies, utilizing the advice of financial consultants as the FC deems necessary or desirable.
- Review and recommend to the BOD, SVHCD's investment policies relating to assets of any employee benefit plans maintained and controlled by SVHCD, utilizing the advice of financial consultants as the FC deems necessary or desirable.

General

- Review and recommend the services of all outside financial advisors, financial consultants, banks, investment banks, and underwriters for SVHCD. Review annually SVHCD's significant commercial and investment bank relationships.
- Review and recommend consideration of any acquisition, merger, combination, or affiliation with another healthcare enterprise.
- Perform any other duties and responsibilities as the BOD may deem necessary, advisable or appropriate for the FC to perform.
- Perform such other duties and responsibilities as the FC deems appropriate to carry out its purpose as provided in this Charter.
- The FC will be invited to attend the presentation by SVHCD's independent auditors.
- The FC shall report to the BOD on the status of its prior fiscal year's work plan accomplishments by after the completion of the Financial Statement Audit.



SUBJECT: Finance Committee Charter

PAGE 3 of 3

REVISED: 03.26.24

EFFECTIVE: 06.06.24

Rules

- Charter Review: Will be reviewed/revise, at a minimum, every three years. Changes will be submitted to the BOD of Directors for approval.
- Authority to Act: In compliance with the Charter and as directed by Executive Leadership and the BOD
- Meeting Schedule: At least ten meetings per year
- Voting Members: The FC shall have at least seven and no more than nine voting members.
- 2 BOD members, one being the Treasurer
 - One of whom shall be the FC chair, the other the vice-chair
 - 4-6 SVHCD Citizens
 - At least one (1) member of the Medical Staff of Sonoma Valley Hospital (SVH)
- Quorum Requirement: Half plus one member present
- Chair: One of the appointed BOD Members
- Composition: Voting FC Members, Presenters, SVH Chief Executive Officer, and SVH Chief Financial Officer

FC Membership

The FC's membership is subject to the Approval of the BOD. The BOD shall recruit members of the FC that are representative of the diverse constituencies of SVHCD.

Public Participation

All FC meetings shall be announced and conducted pursuant to the Brown Act. The general public, patients, and their families and friends, Medical and SVH Staff are always welcome to attend and provide input. Other BOD members may attend but only as "observers" as defined in the Brown Act.



SUBJECT: Governance Committee Charter

PAGE 1 of 2

REVISED: 03.19.24

EFFECTIVE: 06.06.24

PURPOSE:

Consistent with the Mission of the District, the Governance Committee (“GC”) assists the Board of Directors (“BOD”) to improve its functioning, structure, and infrastructure, while the BOD serves as the steward of the Sonoma Valley Health Care District (“SVHCD”).

RESPONSIBILITIES:

The GC shall assist the Board in its responsibility to ensure that the Board functions effectively. To this end the GC shall:

- Formulate policy to convey Board expectations and directives for Board action;
- Make recommendations to the Board among alternative courses of action;
- Ensure, with the Chair of the Board, that an annual Board self-assessment is completed.
- The GC, shall remain a Standing Committee, to review the composition of the Standing Committees annually for vacancies, including an assessment of the desired.

POLICY:

Draft policies and decisions regarding governance performance and submit them to the BOD for deliberation and action, such as policy on gifts and honoraria.

Oversight

The Board shall use the GC to address these duties and shall refer all matters brought to it by any party regarding Board governance to the GC for review, assessment, and recommended Board action, unless that issue is the specific charge of another Board Standing Committee. The GC makes recommendations and reports to the Board. It has no authority to make decisions or take actions on behalf of the District.

PROCEDURE:

Annual GC Calendar

- Scheduled review and assessment of all board policies regarding governance, specifically including the GC and all other Standing Committee Charters, and make recommendations to the Board for action per the schedule.
- The calendar year work plan shall be submitted to the Board no later than November for approval.
- The GC shall report on the results of its prior year’s work plan accomplishments by December.
- The GC shall establish the next calendar meeting schedule at the last meeting of the year.
- Ensure that the CEO shall develop and provide a 12 month calendar of all scheduled Regular and Special Board Meetings and post on the SVH website at the beginning of the calendar year. It shall be kept updated.



SUBJECT: Governance Committee Charter

PAGE 2 of 2

REVISED: 03.19.24

EFFECTIVE: 06.06.24

Rules

- Charter Review: Will be reviewed/revised, at a minimum, every three years. Changes will be submitted to the BOD for approval.
- Authority to Act: In compliance with the Charter and as directed by Executive Leadership and the BOD
- Meeting Schedule: At least two meetings per year. Meetings may be held at irregular intervals.
- Voting Members: The GC shall have three voting members.
- Two BOD members
 - One of whom shall be the GC chair, the other the vice-chair
 - One member of the public.
- Quorum Requirement: Half plus one member present.
- Chair: The BOD Chair shall serve as Chair of the GC, unless the BOD specifically acts to delegate otherwise.
- Composition: Voting Committee Members, Presenters, Sonoma Valley Hospital CEO and/or Administrative Representative. At the request of the GC Chair, the Compliance Officer shall attend GC meetings.

GC Membership

The GC's membership is subject to the Approval of the BOD. The BOD shall recruit members of the GC that are representative of the diverse constituencies of SVHCD.

Public Participation

All GC meetings shall be announced and conducted pursuant to the Brown Act. The general public, patients, and their families and friends, Medical and SVH Staff are always welcome to attend and provide input. Other BOD members may attend but only as "observers" as defined in the Brown Act.



SUBJECT: Quality Committee Charter

DEPARTMENT: ORGANIZATIONAL

PAGE 1 of 4

EFFECTIVE: 09.03.20

REVISED: 03.27.24

PURPOSE:

The Board Quality Committee is responsible for guiding and assisting the Executive Leaders, Medical Staff, and the Governing Board in fulfilling their responsibility to oversee safety, quality, and effectiveness of care at Sonoma Valley Hospital; and to meet or exceed standards and regulations that govern health care organizations.

RESPONSIBILITIES:

The Committee has three broad sets of responsibilities.

- To oversee that quality assurance and improvement processes are in place and operating in the hospital.
- To enhance quality across and throughout the patient care, technical, and operation areas of Sonoma Valley Hospital. This encompasses all aspects of the interface and experience between patients, families, and the community. This also includes coordination and alignment within the organization.
- To assure continual learning and skills development for risk surveillance, prevention, and continuous improvement.

The committee examines all activities against the Institute of Medicine's Six Aims for Improvement: safe, effective, patient/family-centered, efficient, timely, and equitable. This also aligns with the strategic plan of Sonoma Valley Hospital.

POLICY:

Oversight

As the governing body, the Governing Board is charged by law and by accrediting and regulatory organizations (e.g., Center for Improvement in Healthcare Quality CIHQ) with ensuring the quality of care rendered by Sonoma Valley Hospital through its various divisions and departments. The Committee has the delegated authority to establish accountability in medical staff and management to assure improvement is occurring and targeted outcomes are achieved. To help meet this responsibility, the Board Quality Committee exists to:

- Develop the quality goals and blueprint (priorities and strategies) for Sonoma Valley Hospital, using an inclusive and data driven-process.



SUBJECT: Quality Committee Charter

DEPARTMENT: ORGANIZATIONAL

PAGE 2 of 4

EFFECTIVE: 09.03.20

REVISED: 03.27.24

- Review and monitor patient safety, risk mitigation, quality assurance, and improvement plans and progress.
- Have the authority to initiate inquiries, studies, and investigations within the purview of duties assigned to the Committee.
- Perform, on behalf of the Governing Board and Medical Staff Leadership, such other activities as are required by the CIHQ, Centers for Medicaid and Medicare Services (CMS), and other external accrediting and regulatory bodies.
- Render reports and recommendations to the Executive Leadership Committee of Sonoma Valley Hospital and SVH Medical Staff on its activities.
- Review all new and updated hospital patient care policies for adherence to quality and safety priorities.
- Review all Medical Staff credentialing.

Quality Integration

- The Committee monitors the quality assurance and improvement activities of Sonoma Valley Hospital's entities to enhance the quality of care provided throughout the hospital or medical center system and encourage a consistent standard of care. Monitored activities include but are not limited to:
 - Quality Performance Indicator Set
 - Mortality
 - Preventable Harm Events
 - Healthcare Acquired Infections
 - Medication Events
 - Never Events
 - Core Measures
 - Readmissions
 - Utilization Review
 - Patient Experience
 - Accreditation & Regulatory Standards
 - Quality Assurance Performance Improvement
 - Culture of Safety
 - Risk Event Reports
 - Policies & Procedures



SUBJECT: Quality Committee Charter

DEPARTMENT: ORGANIZATIONAL

PAGE 3 of 4

EFFECTIVE: 09.03.20

REVISED: 03.27.24

- The Committee ensures the coordination and alignment of quality initiatives throughout Sonoma Valley Hospital.
- The Committee conducts annual reviews of the following key areas:
 - Improvement goal achievement
 - Clinical outcomes (priorities and improvement)
 - Patient Safety/Event Analysis/Risk Trending
 - Culture of Patient Safety
 - Accreditation and Regulatory Reviews
 - Emergency Operations Plans
- The Committee monitors the progress of quality assurance and improvement processes and serves as champion of issues concerning quality to other committees.
- The Committee identifies barriers to improvement for resolution and systematically addresses and eliminates barriers and excuses.

PROCEDURE:

All Committee meetings will have a Standard Agenda, which will include:

- Quality Performance Indicator Set
- Clinical Priorities (clinical outcomes/process improvement), including:
 - Quality Assurance Performance Improvement
 - Patient harm
 - Patient safety (adverse event reduction, healthcare acquired infection reduction, risk mitigation)
 - Performance to accreditation and regulatory standards and requirements
 - Patient Experience
 - Culture of Safety
 - Policies and Procedures
 - Medical Staff Credentialing



SUBJECT: Quality Committee Charter

DEPARTMENT: ORGANIZATIONAL

PAGE 4 of 4

EFFECTIVE: 09.03.20

REVISED: 03.27.24

Rules

Charter Review	Will be reviewed/revise, at a minimum, every three years. Changes will be submitted to the Board of Directors for approval.
Authority to Act	In compliance with the Charter and as directed by Executive Leadership and the District Board
Meeting Schedule	At least ten meetings per year
Voting Members:	The Board Quality Committee shall have at least seven and no more than nine voting members. <ul style="list-style-type: none">• Two Board members<ul style="list-style-type: none">○ One of whom shall be the QC chair, the other the vice-chair• Vice Chief of Staff• At least four and no more than six members of the public are selected by the Governing Board.
Quorum Requirement:	Half plus one member present.
Chair	One of the appointed Board Members
Composition	Voting Committee Members, Presenters, CEO, Chief Medical Officer (CMO) and Chief Nursing Officer (CNO), Director of Quality

REFERENCES:

- www.ihl.org/improvement-areas/triple-aim-population-health
- www.ihl.org/insights/quintuple-aim-why-expand-beyond-triple-aim

2023 SVHCD BOD Self Assessment

Annual SVHCD Self Assessment for 2021

Please rate and comment on the board's effectiveness (i.e., how good are we at Optimizing Board Functioning?). Please include, but not feel limited to the following issues/categories:

- Overall
- Decision making processes
- Professionalism and respect for each other
- Internal communications (e.g., being kept apprised of important issues)
- Meeting effectiveness, efficiency and frequency
- Board calendar management
- Access to board materials in advance of meetings
- Education plan and training
- Written policies and procedures

1. Mission and Planning - Setting the Strategic Direction

1	2	3	4	5
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

Comments

2. Quality Oversight - Monitoring Service and Health Care Provision

1	2	3	4	5
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

Comments

3. Legal and Regulatory Adherence - Ensuring Organizational Integrity

1	2	3	4	5
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

Comments

4. Financial Performance - Following the Money

1	2	3	4	5
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

Comments

5. Audit Process

1	2	3	4	5
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

Comments

6. Management - Oversight and Guiding the Administration

1	2	3	4	5
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

Comments

7. Board Effectiveness

1	2	3	4	5
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

Comments

8. Any additional comments?

A large, empty rectangular box with a thin black border, intended for providing additional comments. The box is currently blank.

Thank you!

2024 GOVERNANCE COMMITTEE WORK PLAN

<p>January</p> <ul style="list-style-type: none"> • Charter review • 2024 work plan • Gifts and Honoria Policy 	<p>February</p>	<p>March</p> <p>Wed March 13, 2024 at 5 PM</p> <ul style="list-style-type: none"> • Charter Template for Board committees 	<p>April</p> <p>Tuesday, April 16, 2024 at 5 PM</p> <ul style="list-style-type: none"> • Charter review
<p>May</p>	<p>June</p> <p>Wed June 26, 2024 at 5 PM</p> <ul style="list-style-type: none"> • Review all Committee Charters • Finalize Gift Policy 	<p>July</p>	<p>August</p>
<p>September</p> <p>Wed September 11, 2024 at 5 PM</p> <ul style="list-style-type: none"> • Recommend to the BOD to approve Committee Charters 	<p>October</p>	<p>November</p> <p>Wed November 6, 2024 at 5 PM</p> <ul style="list-style-type: none"> • Create 2024 Work Plan 	<p>December</p>