



SUBJECT: Affiliation Oversight Committee Charter

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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.



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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.



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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 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.