



SUBJECT: Governance Committee Charter

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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.



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Rules

- Charter Review: Will be reviewed/revise, 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.