

**TRI-CITY HEALTHCARE DISTRICT
OF THE GOVERNANCE & LEGISLATIVE COMMITTEE
OF THE BOARD OF DIRECTORS**

Tuesday, August 2, 2016

12:30 p.m. – Assembly Room 3

Tri-City Medical Center, 4002 Vista Way, Oceanside, CA 92056

The Committee may make recommendations to the Board on any of the items listed below, unless the item is specifically labeled "Informational Only"

	Agenda Item	Time Allotted	Requestor/Presenter
1.	Call to Order/Opening Remarks	2 min.	Chair
2.	Approval of agenda	2 min.	Chair
3.	Public Comments – Announcement Comments may be made at this time by members of the public on any item on the Agenda before the Committee's consideration of the item or on any matter within the jurisdiction of the Committee. NOTE: During the Committee's consideration of any Agenda item, members of the public also have the right to address the Committee at that time regarding that item		
4.	Ratification of minutes of prior meeting	2 min.	Standard
5.	Old Business		
	a. Review and discussion of amendments to Board Policy 15-010 – Board Meeting Agenda Development, Efficiency and Time Limits for Board Meetings, Role and Powers of Chairperson - Discussion/Possible Action	15 min.	General Counsel
	b. Review and discussion of amendments to Board Policy 14-020 – Business Expense Reimbursement : Ethics Training – Discussion/Possible Action	10 min.	Chair
	c. Review and discussion of amendments to Committee Charter - Discussion/Possible Action	30 min.	Chair/CCO
6.	New Business		
	a. Review and discussion of Committee Charters: (Discussion/Possible Action) 1) Audit, Compliance & Ethics Committee 2) Human Resources Committee 3) Community Healthcare & Alliance Committee Charter	20 min.	Chair/CCO
7.	Discussion regarding Current Legislation – Informational Only	5 min.	Chair

Note: Any writings or documents provided to a majority of the members of Tri-City Healthcare District regarding any item on this Agenda will be made available for public inspection in the Administration Department located at 4002 Vista Way, Oceanside, CA 92056 during normal business hours.

Note: If you have a disability, please notify us at 760-940-3347 at least 48 hours prior to the meeting so that we may provide reasonable accommodations

8	Review of Committee FY2017 Work Plan – Informational Only	5 min.	Standard
9	Committee Communications	5 min.	Standard
10.	Committee Openings – Two	--	Standard
11.	Confirm Date of Next Meeting – September 6, 2016 – 12:30 p.m.	--	Standard
12	Adjournment		
	Total Time Budgeting for Meeting	1.5 hour	

Note: Any writings or documents provided to a majority of the members of Tri-City Healthcare District regarding any item on this Agenda will be made available for public inspection in the Administration Department located at 4002 Vista Way, Oceanside, CA 92056 during normal business hours.

Note: If you have a disability, please notify us at 760-940-3347 at least 48 hours prior to the meeting so that we may provide reasonable accommodations

**Governance & Legislative Committee Meeting Minutes
Tri-City Healthcare District
July 5, 2016**

Members Present: James J. Dagostino, DPT, PT, Chairperson; Director Ramona Finnila; Eric Burch, Community Member; Dr. Paul Slowik, Community Member; Dr. Cary Mells, Physician Member			
Non-Voting Members: Adriana Ochoa, General Counsel; Steve Dietlin, CEO; Kapua Conley, COO; Cheryle Bernard-Shaw, CCO			
Others Present: Teri Donnellan, Executive Assistant; Jane Dunmeyer, League of Women Voters, Robin Iveson, Community member.			
Absent: Director RoseMarie V. Reno; Steve Dietlin, CEO; Eric Burch, Community Member; Dr. Gene Ma, Chief of Staff; Dr. Marcus Contardo, Physician Member			
	Discussion	Action Follow-up	Person(s) Responsible
1. Call To Order/Introduction	The meeting was called to order at 12:30 p.m.in Assembly Room 3 at Tri-City Medical Center by Chairman Dagostino.		
2. Introduction of Dr. Cary Mells, Emergency Department Chair	Chairman Dagostino introduced Dr. Cary Mells, Emergency Department Chair for the new fiscal year, replacing Dr. Henry Showah.		
3. Resignation of Community Members: a) Blake Kern b) Al Memmelo	Chairman Dagostino reported two community members have recently resigned from the Committee, Mrs. Blake Kern and Mr. Al Memmelo.	Information only.	
4. Approval of Agenda	It was moved by Director Finnila to approve the agenda as presented. Dr. Slowik seconded the motion. The motion passed unanimously.	Agenda approved.	
5. Comments from members of the public	Chairman Dagostino read the Public Comments announcement as listed on today's Agenda.	Information only	
6. Ratification of prior Minutes	It was moved by Director Finnila and seconded by Dr. Paul Slowik to ratify the minutes of the June 7, 2016 Governance & Legislative Committee. The motion passed unanimously.	Minutes ratified.	Ms. Donnellan

Topic	Discussion	Action Follow-up	Person(s) Responsible
DRAFT			
<p>7. Old Business –</p> <p>a. Review and discussion of Board Policy 14-020 – Business Expense Reimbursement; Ethics Training</p>	<p>In follow-up to last month's meeting, Chairman Dagostino stated revisions have been made to the policy to reflect that "each Board member may seek reimbursement without Board approval for education ventures of their own choosing related to the Board member's performance of his or her official duties and not to exceed a total of \$500 per year". He explained the amendment allows a Board member to have some flexibility in attending educational courses of their choosing which they believe are appropriate in carrying out their duties as Board members.</p> <p>Additional revisions included mainly title changes.</p> <p>It was moved by Director Finnilla to recommend approval of Board Policy 14-020 – Business Expense Reimbursement; Ethics Training as presented. Dr. Slowik seconded the motion. The motion passed unanimously.</p>	<p>Recommendation to be sent to the Board of Directors to approve Board Policy 14-020 – Business Expense Reimbursement; Ethics Training as presented; item to be placed on Board agenda and included in agenda packet.</p>	<p>Ms. Donnellan</p>
<p>b. Review and discussion of amendments to Committee Charter</p>	<p>Chairman Dagostino reported the Chief Compliance Officer is revising the committee's Charter based on feedback from committee members to more accurately reflect the committee's purpose. The revised Charter will be brought forward to the August meeting.</p>	<p>Committee Charter to be placed on August agenda.</p>	<p>Ms. Donnellan</p>
<p>8. New Business</p> <p>a. Review and Discussion of Authority of Board Chair in Setting the Agenda</p> <p>1) Board Bylaws – Section 14, Setting the Agenda</p> <p>2) Board Policy 15-010 – Board Meeting agenda Development,</p>	<p>In follow-up to last month's meeting, Chairman Dagostino explained Section 14 of the Bylaws (Setting the Agenda) and Board Policy 15-010 – Board Meeting Agenda Development, Efficiency and Time Limits for Board Meetings, Role and Powers of Chairperson were placed on today's agenda to provide a mechanism for Board members to place items on the Board agenda and not be denied by the Chair. General Counsel suggested Section 14 of the Bylaws remain as written to provide flexibility and Board Policy 15-010 be amended to include stronger language to ensure any <i>reasonable</i></p>	<p>General Counsel to revise Board Policy 15-010 as discussed and bring back to the August meeting.</p>	<p>July 5, 2016</p>

Topic	Discussion	Action Follow-up	Person(s) Responsible
Efficiency and Time Limits for Board Meetings, Role and Powers of Chairperson	<p>request made in writing and received by the appropriate individual(s) prior to the agenda setting conference be considered. It was noted with approval of the CEO and General Counsel, the Board Chair may choose not to place an item on the agenda if it is clearly not a Board function. It was recommended General Counsel revise the policy to clarify the process for placing items on the Board agenda and bring back to the next meeting.</p> <p>Community Member Ms. Robin Iveson commented on the need for clarification in the policy.</p>		
b. Review and discussion of Board Policy 15-039 – Comprehensive Code of Conduct	<p>In follow-up to last month's meeting, Board Policy 15-039 Comprehensive Code of Conduct was placed on the agenda related to Director Reno's comments advocating for additional Board education and Board Orientation. Discussion was held as to whether the Code of Conduct Policy is relative to Board member training. General Counsel stated that the Code of Conduct as written does contain a section on Board member training and orientation. She suggested the policy reference Board Policy 14-020 Business Expense Reimbursement which was recently modified to allow Board members flexibility in choosing educational sessions of their choice up to \$500. General Counsel also commented that Board members are required to complete AB34 training every two years.</p> <p>Discussion was held regarding Code of Conduct violations which have gone unaddressed by current and past Board Chairs. It was suggested the Board attend a Board Orientation session as a whole to educate new Board members and re-educate existing Board members on Board policies and Bylaws. It was suggested a Special Meeting be scheduled following the General Election to conduct Board Orientation.</p>	A Special Board Meeting to be scheduled following the General Election to provide orientation and training to all Board members.	Ms. Donnellan
c. Consideration to appoint Mr. Eric Burch to an additional two-year term	<p>Chairman Dagostino reported that although Mr. Eric Burch was unable to attend today's meeting, he has expressed an interest in serving an additional two year term.</p>		

DRAFT

July 5, 2016

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Governance & Legislative Committee Meeting

Topic	Discussion	Action Follow-up	Person(s) Responsible
DRAFT			
	<p>It was moved by Dr. Slowik and seconded by Director Finnilla to recommend appointment of Mr. Eric Burch to an additional two-year term on the committee.</p>	<p>Recommendation to be sent to the Board of Directors for consideration; item to appear on agenda.</p>	<p>Ms. Donnellan</p>
<p>9. Discussion regarding Current Legislation</p>	<p>Chairman Dagostino explained the District does not have a Legislative Advocate and therefore has developed a process to keep Board members informed of legislative issues via the CHA Daily Briefing. Drs. Slowik and Mells expressed an interest in receiving the Daily Briefings.</p> <p>Chairman Dagostino provided a brief update on the Design Build Bill which is now in the Assembly and if passed will allow the District to utilize the design build concept for the Campus Redevelopment.</p> <p>Chairman Dagostino also noted an Arbitrator recently ruled that the CEO Compensation Initiative will not be placed on the ballot this year.</p>	<p>Drs. Slowik and Mells will be placed on the CHA Daily Briefing distribution list.</p>	<p>Ms. Donnellan</p>
<p>10. Review of FY2017 Committee Work Plan</p>	<p>The FY2017 Committee Work Plan was included in today's meeting packet for reference. Ms. Donnellan commented that the Work Plan reflects the FY2017 time period which began on July 1st.</p> <p>Chairman Dagostino noted an Ad Hoc Committee has been put together to recommend a mechanism for evaluating the CEO and CCO.</p>	<p>Information only.</p>	
<p>11. Committee Communications</p>	<p>Director Finnilla stated governance is important only if implemented and used. She commented that we are struggling to make this committee more effective and meaningful and are open to suggestions from committee members.</p> <p>Chairman Dagostino stated he believes it would be beneficial to finalize the Committee Charter prior to soliciting for replacement of the two vacated community openings.</p>	<p>Solicitation for replacement of the two vacated community openings will be addressed following finalization of the Charter.</p>	<p>Committee</p>

Topic	Discussion	Action Follow-up	Person(s) Responsible
DRAFT			
12. Community Openings – Two	There are currently two openings on the committee.		
13. Confirm date and time of next meeting	The committee's next meeting is scheduled for Tuesday, August 2, 2016 at 12:30 p.m.	The next meeting of the Committee is August 2, 2016	
14. Adjournment	Chairman Dagostino adjourned the meeting at 1:28 p.m.		

MEMORANDUM

AUSTIN
DEL MAR HEIGHTS
PHOENIX
SAN DIEGO
SILICON VALLEY

TO: Governance & Legislative Committee
Tri-City Healthcare District

FILE NO: 116569/000004

FROM: Gregory V. Moser
Adriana R. Ochoa

Cc: Steve Dietlin, CEO

DATE: July 27, 2016

RE: Brown Act Issues Related to Requests for Agenda Items

This memorandum summarizes the proposed revisions to Board Policy #15-010 and explains the Brown Act issues that may arise as a result of the new language.

Revisions to Policy

In sum, the revised procedures allow an individual Board member to request an item be placed on an agenda by submitting a written request ahead of the Agenda setting conference. The new language states that the Chairperson shall not unreasonably refuse to place a requested item on the Agenda; however, the Chairperson has the authority to refuse to place an item on an Agenda if s/he determines that the request is unrelated to the Board's functions or District practices.

The new language also states that if two or more Board members request an item be placed on the agenda (in essence, if there is a request, and that request is seconded by another Board member) then that item shall automatically be placed on the Agenda and the Chairperson does not have the authority to refuse to put it on the Agenda. However, if the item requires staff time, research or investigation, then the item may be held until staff has had enough time to adequately prepare the item for a Board meeting. No item requested by two or more Board members will be held for longer than three months.

Brown Act Issues

This new language allowing two or more Board members to automatically place an item on a regular meeting Agenda creates a potential Brown Act issue, because a quorum of Board members are not allowed to discuss, through technology or otherwise, any item of business that is within the subject matter jurisdiction of the Board. (Gov. Code § 54952.2(b)(1).) One can imagine a scenario wherein Board Member A wants to place Item X on the next meeting Agenda, and asks Board Member B to "second" his request. If Board Member B declines to second the request, Board Member A may reach out to Board Member C asking her to second the request. At that point, a quorum of Board members (Members A, B, and C) have arguably discussed, through a series of communications, a matter affecting the District in violation of Government Code § 54952.2(b)(1).

Pursuant to Government Code § 54956, a quorum of Board members are allowed to communicate with one another to discuss whether a special Board meeting should be called. If Board Member A calls Board Member B, and thereafter separately calls Board Members C to inquire whether to call a special meeting on the matter of Item X, or whether to request it be placed on the next regular meeting Agenda, those conversations would be proper and protected under Government Code § 54956. Therefore, any Board member who reaches out to more than one other Board member to discuss requesting a proposed agenda item should frame the request as an alternative to a proposed Special Meeting. Any Board member that reaches out to a quorum of Board members on any requested Agenda item should be careful to limit the conversation to whether or not a meeting should be called (or whether the Item should be placed on the Agenda), and should be careful not to communicate to any Board member the comments or positions of any other Board member or members regarding the requested Agenda item (or any other matter within the District's subject matter jurisdiction).

Further, Board Member A may also circumvent potential Brown Act issues by requesting that the President/CEO, or the Board Secretary contact other Board members to request a second on his Agenda item request. Under Government Code § 54952.2(b)(2), employees or officials of a local agency are permitted to communicate with a quorum of Board members regarding a matter that is within the subject matter jurisdiction of the local agency if that person does not communicate to members of the legislative body the comments or position of any other member or members of the legislative body.

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TRI-CITY HEALTHCARE DISTRICT
BOARD OF DIRECTORS POLICY

BOARD POLICY #15-010

POLICY TITLE: **Board Meeting Agenda Development, Efficiency of and Time Limits for Board Meetings, Role and Powers of Chairperson**

I. BOARD MEETING AGENDA DEVELOPMENT

The Board of Directors Agenda shall be developed by the Chairperson, with the assistance of the President/CEO and General Counsel. Copies of the Agenda shall be posted on the TCHD website and at other public locations as required by law.

A. Individual Board members may place items on ~~the any regular meeting~~ Agenda through via the Board Chairperson following procedures and subject to the following limitations:- The procedure will be:

- A.1. In order to place an item on a regular Board meeting Agenda, a Board member shall must submit a written description of the Agenda item to the Chairperson, or the President/CEO, or the Board Secretary, prior to the time of the Agenda Conference. Recognizing that the Agenda Conference meeting date and time may on occasion change, it is the responsibility of the requestor to confirm the Agenda Conference meeting date to ensure timely submittal of the requestor's Agenda item. Discussion items will be placed on the Board Agenda at the request of any Board member. At the beginning of each calendar year, the Chairperson of the Board of Directors shall set the date and time of the Agenda Conference.
2. General Counsel, at the Chairperson's or President/CEO's request, shall contact the Board member to confirm the intent of their request, and will then formulate a proposed Agenda item in a format that conforms with legal requirements for the Chairperson or President/CEO's review.
3. The Chairperson shall not unreasonably refuse to place a requested item on an Agenda. However, the Chairperson has authority to refuse to place a requested item on an Agenda if s/he reasonably determines, with the concurrence of the President/CEO or General Counsel, that the request is unrelated to the Board's functions or District practices.
4. If two or more Board members submit a timely written request that an item be placed on a regular meeting Agenda, the item shall automatically be added to the following regular meeting Agenda as either a Discussion Item, an Action Item, or a Closed Session Item, as appropriate. The Chairperson, President/CEO, and/or General Counsel do not have authority to refuse placement of an item on an Agenda when

the item is requested by two or more Board members. However, if the requested item is one that requires staff work, research or investigation, the item may be held from the next Board meeting Agenda in order to provide adequate time for the necessary work, research or investigation, and added to a following month's Board meeting Agenda. No Agenda item that is requested by two or more Board members will be held for staff work, research or investigation for longer than three (3) months.

5. The Board member(s) shall be informed if and when the item will appear on the Board Agenda, or if the requested item is being held for work, research or investigation, within forty-eight (48) hours after the Agenda Conference that immediately follows the written request.

B. Members of the public may request items be placed on any regular meeting Agenda via the following procedure:

B-1. A member of the public may submit a written request to the President/CEO, Chairperson or a member of the Board of Directors. The written request shall contain a description of the Agenda item. ~~The member of the public shall be informed if and when the item will appear on the Board Agenda.~~

2. General Counsel, at the Chairperson's or President/CEO's request, shall contact ~~the Board member, or the public member,~~ to confirm the intent of their request, and will then formulate the Agenda item in a format that conforms with legal requirements for the Chairperson or President/CEO's review.

~~C-3~~ The member of the public shall be informed if and when the item will appear on the Board Agenda.

~~D. Copies of the Agenda shall be posted on the TCHD website and at other public locations as required by law.~~

II. EFFICIENCY OF BOARD MEETINGS

The Board of Directors and management shall work cooperatively to prepare for and manage Board meetings in a manner that produces efficient and effective meetings (See Policy #10-39). To achieve that end, the following process will be followed:

- A. The Board of Directors shall receive their Board Agenda packet with appropriate written information and materials at least five (5) days prior to a regularly scheduled Board of Directors meeting.
- B. Board members who require further information or clarification on Board Agenda packet materials are welcome to contact the President/CEO or General Counsel with questions prior to the meeting. Responses shall be presented to all Board members at the Board meeting.

- C. To facilitate deliberation and action on items at Tri-City Healthcare District Board of Directors meetings, suggested written motions may be developed in advance by members of the Board of Directors or Executive Management. Such suggested written motions shall be included in the Board of Directors Agenda packet with supporting materials for the action item.

III. TIME LIMITS FOR BOARD OF DIRECTOR MEETINGS

- A. Regular mMeetings of the Board of Directors shall be a maximum of three and one half (3½) hours for any ~~one~~-open session and a maximum of four hours (4) for any closed session. Agenda items not addressed during ~~those~~ time periods will be carried forward to a subsequent date, which shall be agreed upon by a majority vote of the Board before adjourning the meeting.
- B. The time limits under Section A may be waived by a majority of the Board. The waiver shall be effective only for the meeting~~session~~ in which the waiver is approved. A motion for waiver may specify that the limit will be waived entirely for the balance of the session, will be extended for a specified amount of time of at least one-half (1/2) hour, or will be extended only for so long as the Board requires to address one or more specified items on the Agenda for that session.

IV. ROLE AND POWERS OF CHAIRPERSON

The Chairperson of the Board of Directors shall have the authority to act on behalf of the Board of Directors, as provided in the District Bylaws and these policies.

The Board Chairperson shall report any such actions to the Board of Directors at their next regularly scheduled meeting.

Reviewed by the Gov/Leg Committee: 8/10/05
Approved by the Board of Directors: 9/22/05
Reviewed by the Gov/Leg Committee: 11/8/06
Approved by the Board of Directors: 12/14/06
Reviewed by the Gov/Leg Committee: 10/10/07
Approved by the Board of Directors: 12/13/07
Received by the Gov/Leg Committee: 12/01/10
Approved by the Board of Directors: 12/16/10
Reviewed by the Gov/Leg Committee: 4/01/14
Approved by the Board of Directors: 4/24/14
Reviewed by the Gov/Leg Committee:

**TRI-CITY HEALTHCARE DISTRICT
BOARD OF DIRECTORS POLICY**

BOARD POLICY #14-020

POLICY TITLE: Business Expense Reimbursement; Ethics Training

I. POLICY

In compliance with applicable provisions of the Health and Safety Code and the Government Code, including the provisions of AB 1234, as they may be revised from time to time, it is the policy of Tri-City Healthcare District (“TCHD”) to reimburse all members of the Board of Directors (“Directors”) and the Chief Executive Officer (CEO) for actual and necessary expenses incurred in the performance of official duties on behalf of the TCHD as approved by the Board of Directors. Each Director and the CEO is accountable for expenses incurred when conducting business on behalf of TCHD and will adhere to the policies and procedures adopted by the Board. Since Government Code section 53235 provides that if a local agency provides any type of compensation, salary, or stipend to a member of a legislative body, or provides reimbursement for actual and necessary expenses incurred by a member of a legislative body in the performance of official duties, then all local agency officials shall receive training in ethics, completion of such training is a prerequisite to the receipt of reimbursement under this policy.

II. PURPOSE

To provide consistent guidelines addressing the approval and documentation requirements for the reimbursement of actual and necessary business expenses to TCHD Directors and the CEO.

III. SCOPE

TCHD will reimburse Directors and the CEO for actual and necessary business expenses pursuant to the guidelines set forth in this Policy. In order to receive reimbursement for such expenses, Directors and the CEO must comply with all requirements set forth below, except as may otherwise be set forth in the CEO’s employment agreement.

IV. PROVISIONS

A. Pre-Approval of Expenses.

Except as provided herein, in order to be eligible to receive reimbursement for expenses relating to an educational seminar or other external meeting, Directors must obtain Board approval pursuant to the following procedures prior to incurring such expenses:

1. The Director shall request Board approval at a regular meeting of the Board.
2. Prior to the regular meeting at which the Board will consider the approval, the Director must provide TCHD Administration with the following information, which shall be included on the Board Agenda:
 - a. Name, purpose and location of meeting.
 - b. Estimated reasonable cost of attendance (registration, travel/transportation, meals, lodging, etc.).

Each Board member may seek reimbursement without Board approval for education ventures of their own choosing related to the Board member's performance of his or her official duties and not to exceed a total of \$500 per year.

B. Direct Billing/Travel Advances.

1. Direct Billing.

After Board approval has been obtained, the ~~TCHD Board~~ Executive Secretary Assistant may coordinate direct billing for advance registration fees for Directors using the TCHD's corporate credit. ~~TCHD Board Secretary~~ The Executive Assistant may designate a travel agency to handle such arrangements. Directors may pay expenses specifically authorized for reimbursement under this policy using their personal credit card to be reimbursed upon submittal of an Expense Report Form, as set forth in Exhibit "A." Directors may make their own airfare arrangements via the Internet using their personal credit cards, or may use the travel agency designated by the Executive Assistant ~~TCHD Board Secretary~~ or their own personal credit card, for such bookings.

2. Reconciliation of Direct Billing Expenses.

Directors shall satisfy the requirements of section C, below, as to all directly billed expenses. Expenses shall not exceed the amounts authorized in section D, below. Any failure to timely comply with such requirements may result in withdrawal of direct billing and credit card use privileges, in the sole discretion of the Board Chair.

C. Reporting Requirements

1. Expense Form.

All requests by a Director or the CEO for reimbursement shall be submitted on TCHD's standard Expense Report Form (see Exhibit "A") with all required supporting documentation and receipts attached in the order they were incurred. This procedure will facilitate the auditing of the

Expense Report Forms and provide for more efficient and timely processing. If there are any anticipated reimbursements from outside organizations, documentation of such should be noted on the Expense Report Form. If any such reimbursement is received following TCHD payment of expenses, the overpayment will be signed over to TCHD. TCHD follows the general rules of the IRS and California Government Code which requires i) that expenses be supported by receipts and that the persons involved and ii) that the business purpose of each expenditure be identified.

2. Supporting Documentation.

Supporting documentation should include, whenever applicable, the following:

- a. Purpose/Reason for business expenses and identification of persons involved where applicable.
- b. Airfare – reservation confirmation from Airlines or e-ticket.
- c. Car Rental – car rental invoice.
- d. Lodging – detailed hotel invoice.
- e. Parking – receipt from parking garage/service.
- f. Mileage – mileage report documenting miles traveled, origin and destination points and business purpose.
- g. Meals – original itemized payment receipts, with persons included and business purpose noted on receipt.
- h. Business Telephone/Fax – detailed telephone bill identifying business calls, to whom call was placed and the business purpose.
- i. Cash Gratuities – Board Members shall document and turn in a receipt to be approved pursuant to the procedures for approval set forth in Section 6 below.
- j. All other expenses - receipts shall be included.

3. Timely Submission.

The Expense Report Form showing actual expenses, together with actual receipts, must be submitted within 60 days following the completion of travel. More timely submission may be requested from time to time for example at fiscal year end to insure appropriate timely accounting to accrue. Reimbursement will not be made if the Expense Report Form is

not submitted within 60 days of incurring the expense. In the case of travel advances, if the required documentation and receipts are not submitted within 60 days of incurring the expense, no further travel shall be approved until one year has elapsed from the date travel was completed and the appropriate expense report is received by TCHD.

4. Reports To TCHD Board.

Directors must prepare a written report (Seminar Evaluation Form) upon return from a seminar, conference or other form of event which the Director received or shall receive reimbursement from TCHD pursuant to this Policy. A verbal or written report must be presented at the next regular board meeting following the seminar, conference or other event. In the case of a written report, Directors shall make reasonable efforts to submit the report in time for inclusion in the next regular Board agenda packet. If an oral report is made, a written report shall be submitted within 60 days of the regular meeting.

5. Seminar Evaluation.

In addition to all other requirements set forth in this Policy, in order to share in the benefits of educational programs, each Director who attends an educational program (seminar, workshop, conference, etc.) at TCHD expense shall complete a Seminar Evaluation Form (see Exhibit "C"). The completed Seminar Evaluation Form shall be returned to the Executive Assistant for inclusion in the next regular Board agenda packet if possible, but in no event later than 60 days following the educational program.

6. One Over One Approval.

Once all of the foregoing requirements have been met, the requested reimbursement shall be approved. However, because no one is permitted to approve his or her own expenses, "One over One" approval, evidenced by the signature of the person responsible for such approval, must be given as follows:

- a. TCHD Directors and CEO: TCHD Board Chairperson (or his or her designee) approval required.
- b. TCHD Board Chairperson: ~~TCHD Finance, Operations & Planning Committee Chairperson or Vice Chairperson~~ Board Secretary or Board Assistant Secretary ~~or another officer of the Board of Directors~~ approval required.

7. Payment Of Reimbursement.

Completed Expense Request Forms meeting all of the foregoing requirements and approved by the appropriate TCHD Director or CEO will be processed and paid no later than two (2) weeks from the date of authorized submission of the completed Expense Request Forms to the Finance Department. Reimbursement will be directly, by check for actual and necessary business expenses incurred in the performance of official duties upon receipt of a properly documented Expense Report Form accompanied by receipts approved by the appropriate authorized person.

8. Reimbursement Of Excessive Advance.

If the amount advanced by TCHD for travel exceeds the actual expenditures set forth in the Expense Report Form, then the TCHD shall provide the TCHD Director or CEO with written notice that the travel advance exceeded actual expenses. Such notice shall set forth the amount overpaid and the date by which the travel advances must be repaid to the TCHD, which date shall be not more than 30 days from transmission or of the notice.

9. TCHD shall comply with the reporting requirements of California Government Code Section 53065.5.

- (x) Notwithstanding the foregoing, the Board may approve reimbursements when documentation or reports are submitted late or are unavailable, for good cause shown, so long as there is substantial compliance with the applicable provisions of state law.

D. Reimbursement Rates.

Directors and CEO shall receive reimbursement at the rates set forth in IRS Publication 463, or any successor publication. Notwithstanding the rates specified in IRS Publication 463, or any successor publication, the government and/ or group rates offered by a provider of transportation or lodging services for travel and lodging are hereby deemed reasonable for purposes of this Policy. A Director or CEO may only be reimbursed for expenses that fall outside of this Policy or the rates set forth below, if the expense is approved at a public meeting of the Board before the expense is incurred, or the CEO's contract so provides.

TCHD will use the following guidelines to determine actual and necessary expense for reimbursement:

1. Airfare.

Coach or economy class airline tickets are considered ordinary business expenses; first or business class tickets are not reimbursable under the Policy. Each Director is expected to assist TCHD in acquiring the best

rate and greatest discount on airline tickets. Reimbursement will be the actual necessary airline fare.

Note: If a Director chooses to travel in his or her private automobile, rather than by airline, the Director will be reimbursed for mileage at the rates specified in this Policy, provided that such reimbursement does not exceed the cost of coach or economy airfare, plus normal cost for transportation to and from the airport at the point of departure and the airport at the destination. If two or more Directors travel in the same private automobile, the Director whose private automobile is used, will get full mileage reimbursement, provided that said mileage meets the requirements above as to each Director traveling together, and does not exceed the cost of coach or economy airfare plus normal cost for transportation to and from the airport at the point of departure and the airport at the destination.

2. Lodging.

Choice of lodging shall be determined by convenience to the seminar, conference, or other form of event location within reasonable economic limits. Lodging shall not be reimbursed or provided at TCHD expense if the meeting site is within 30 miles of the Director's legal residence without prior Board approval based upon unusual circumstances which make it impractical to travel to the site of a meeting on the date scheduled. Association or governmental discounts should be requested based on whichever provides a lower cost. If lodging is in connection with a conference or other educational activity conducted in compliance with this Policy, lodging costs shall not exceed the maximum group rate published by the conference or activity sponsor provided that the group rate is available at the time of booking, which is hereby deemed reasonable for purposes of this Policy. If the group rate is not available, Directors shall use comparable lodging, either at a rate not more than the maximum group rate published by the conference or the activity sponsor or at a rate not more than the lowest rack rate available for a single room. If Directors wish to take a guest, they must pay any rate differential over the single room rate.

If it is not practical to travel to the site of a meeting on the date the meeting is scheduled, the extra days lodging will be reimbursed. An extra day(s) lodging will be reimbursed if airfare savings are greater than the total cost of staying over and extra day(s).

3. Car Rental.

The size of the car rental shall be appropriate to the number of individuals traveling in the group and the intended business of the group. Association or Governmental discounts should be requested to minimize cost.

4. Car Rental Insurance.

TCHD is insured for collision and comprehensive coverage when renting vehicles. Directors shall decline these coverages when renting vehicles.

5. Parking Expense.

Actual necessary parking expenses while on company business will be reimbursed.

6. Mileage.

The reimbursement rate for use of personal vehicles is consistent with the current IRS mileage reimbursement rate for business miles deduction. Mileage will be calculated as the actual mileage incurred assuming a reasonable and direct route between origin and destination point is taken. Mileage to and from TCHD shall not be reimbursed for participation at Board and Committee meetings or any other activities at TCHD.

7. Other Transportation Expenses.

Actual and necessary expenses for taxi, bus, shuttle, and tolls are reimbursable. Directors are expected to use hotel courtesy cars or shuttles where practical before using taxis or rental car services.

8. Meals and Gratuities.

Directors will receive reimbursement for reasonable actual meal related expenses for each day of authorized travel. Federal Government daily reimbursement rates, as they may be revised from time to time may be used as a guide, but shall not strictly limit reimbursements. Alcoholic beverages are considered a personal expense. Directors are expected to eat at scheduled group meal functions whenever possible.

9. Telephone/Fax.

Actual and necessary calls made in the performance of official duties will be reimbursed at cost and the business purpose of each call shall be identified. Business calls from home, car phones or cellular phones will be reimbursed at cost as identified on the appropriate monthly statement if submitted with a summary of the business purpose of each call. All telephone calls, including personal calls, while traveling on TCHD business shall be of a reasonable number and short duration. All business and personal calls shall be documented as to name and purpose of the call.

10. Dues and Professional Organizations.

TCHD will reimburse Directors for membership in no more than one professional organization pertinent to the performance of official duties and mutually beneficial to TCHD and the Director. TCHD may pay for these dues directly to the vendor on behalf of the Director or reimburse the Director via the expense report process.

11. Certification and Licenses.

Individual certification and licenses are considered the responsibility of the Director and are not reimbursed.

12. Continuing Education.

As approved by the Board of Directors at a public meeting, continuing education related to the Directors' performance of official duties in the form of seminar, workshop fees, etc. (and within TCHD's budget) is eligible for reimbursement or may be paid directly to the vendor. This includes any seminar, conference, workshop, etc. registration fees.

13. Other Business-Related Expenses.

Actual and necessary business entertainment is allowable provided that the persons entertained shall have a reasonable direct relationship to TCHD and a clear business purpose is established. Such entertainment should be limited to numbers and occasions that directly facilitate the business purpose.

Directors will be reimbursed for the actual and necessary cost of luncheons and dinners during the course of TCHD meetings if meals are not provided by TCHD.

TCHD promotes health and wellness and will reimburse Directors for use of hotel health/wellness facilities when traveling. A maximum reimbursement of \$10.00 per day is allowed.

14. Facsimile transmission equipment; Telephone line.

The Board finds that placement of facsimile transmission equipment ("fax machines") at the residences of Directors improves the efficiency and effectiveness of communications between the District and the Directors and communications by Directors with other parties regarding matters directly related to Board business. The District will, upon request, purchase and maintain at District expense a fax machine at the residence of each Director during his/her term, subject to the requirements of law and this Policy.

The District will install and pay the cost of a telephone line for the residence of each Director. The telephone line should be used only for incoming and outgoing fax transmissions and local and long distance telephone calls which are directly related to District business. Neither the fax machine nor the telephone line should be used for personal business or any purpose not directly related to District business. Any charges for the telephone line or for local or long distance telephone calls using the line in excess of \$25.00 per month will be deemed for non-District-related use by the Director and timely reimbursement to the District for the excess will be the responsibility of the Director.

The fax machine is to remain connected to the telephone line at all times. The telephone line may not be used for connection to a computer modem or for connection to the Internet.

Failure to adhere to the terms of this Policy will be grounds for terminating a Director's participation in this program and removal of the fax machine and telephone line. Failure to reimburse the District within 60 days indicates failure to adhere to the terms of this Policy and will be grounds for terminating a Director's participation in this program, resulting in removal of the fax machine and telephone line.

Directors shall return the District fax machine, or purchase the equipment at fair market value as determined by the CEO or Chief Financial Officer, within 14 calendar days of the expiration of their term or shall face all applicable civil and criminal penalties with respect to the unauthorized possession of equipment owned by another party.

15. Non-Reimbursable Expenses.

When traveling, charges for honor bars, dry cleaning, movies and personal items, are not reimbursable.

E. Penalties.

In accordance with applicable law, as it may be revised from time to time, penalties for misuse of public resources or falsifying expense reports in violation of this Policy may include, but are not limited to the loss of reimbursement and/or direct billing privileges, restitution to TCHD, civil penalties for misuse of public resources, and prosecution for misuse of public resources.

V. ETHICS TRAINING REQUIRED

- A. Members of the Board of Directors and all committee members shall receive at least two (2) hours of ethics training every two (2) years, pursuant to the provisions of Government Code section 53234 et seq. ("Ethics Training") in order to be eligible for compensation or reimbursement of expenses.

- B. All Members of the Board of Directors and all committee members, shall provide a certificate to the Executive Assistant, indicating the dates upon which they attended an Ethics Training session(s), to satisfy requirements. Said certificate shall also include the name of the entity that provided the training. The Executive Assistant shall maintain the records, indicating the dates that each of the Members of the Board of Directors and each committee member, satisfied their requirements, and the entity which provided the training. These records shall be maintained for at least five (5) years after the training, and are subject to disclosure under the Public Records Act.
- C. The CEO or Executive Assistant shall provide members of the Board of Directors and committee members, information on the Ethics Training available to meet these requirements.

Reviewed by the Gov/Leg Committee: 6/8/05
Approved by the Board of Directors: 6/23/05
Reviewed by the Gov/Leg Committee: 8/10/05
Approved by the Board of Directors: 9/22/05
Reviewed by the Gov/Leg Committee: 1/4/06
Approved by the Board of Directors: 1/26/06
Reviewed by the Gov/Leg Committee: 11/8/06
Reviewed by the Gov/Leg Committee: 6/13/07
Approved by the Board of Directors: 6/28/07
Approved by the Board of Directors: 12/14/06
Reviewed by the Gov/Leg Committee: 10/10/07 & 11/07/07
Approved by the Board of Directors: 12/13/07
Reviewed by the Gov/Leg Committee: 07/15/09
Approved by the Board of Directors: 07/30/09
Reviewed by the Gov/Leg Committee: 8/12/09
Approved by the Board of Directors: 8/27/09
Reviewed by the Gov/Leg Committee 5/5/10
Approved by the Board of Directors: 5/27/10
Reviewed by the Gov/Leg Committee: 12/01/10
Approved by the Board of Directors: 12/16/10
Reviewed by the Gov/Leg Committee: 11/14/12
Approved by the Board of Directors: 12/13/12
Reviewed by the Gov/Leg Committee: 4/01/14
Approved by the Board of Directors: 4/24/14

TRI-CITY HEALTHCARE DISTRICT

GOVERNANCE AND LEGISLATIVE

COMMITTEE CHARTER

The Governance and Legislative Committee (the “Committee”) of the Tri-City Healthcare District (“District”) has multiple purposes and is delegated certain key responsibilities as enumerated herein.

I. Purpose

The Committee is to provide governance oversight and to make recommendations to the District’s Board of Directors (“Board”) related to governance and legislative affairs. The Committee focuses on matters that materially impact the District’s operations.

1. **Governance Oversight:** The Committee may provide oversight of the District, including the following:
 - a. Keep the Board informed of Review current best practices and legal requirements relating to healthcare district governance;
 - b. Review corporate governance trends for applicability to the District;
 - c. Recommend to the Board updates to the District’s governance policies -and practices, and mission, vision and values statements;
 - d. Analyze potential and evolving governance models under federal and state healthcare reform initiatives and make recommendations to the Board regarding such governance models (e.g., physician hospital organizations, accountable care organizations);
 - e. -Review the District’s governing documents, including Board Bylaws, Policies, Committee charters, etc., and make recommendations to the Board concerning changes to the governing documents;
 - f. Review and recommend approval of long term strategic plans, metrics and scorecards submitted to the Board by management.
 - g. Identify and recommend to the Board membership opportunities in governance, healthcare, and advocacy membership associations that may further the goals of the District;
 - h. Identify and recommend to the Board educational opportunities and programs for Board and Committee members relating to governance and operations of the District;

i. Review any proposed changes to the District's governance-related policies and procedures, including the Board's Code of Conduct

j. Obtain advice and assistance from Counsel, Accountants and other advisors as the Committee deems necessary to fulfill its responsibilities.

k. The Committee shall review its Charter every three years;

2. **Legislative Affairs Oversight:** The Committee shall oversee the following:

a. ~~Review changes to state and federal laws, rules and regulations and accreditation requirements applicable to the District and recommend action and/or advocacy as appropriate and/or advocacy to the Board regarding proposed significant legislative changes;~~ Recommend action and/or advocacy to the Board regarding proposed significant legislative changes;

b. ~~Monitor Review and review~~ membership association-produced white papers and articles relating to proposed legislative changes as provided by (e.g., ACHD, California Hospital Association);

c. Develop and maintain an annual work plan, as may be amended from time-to-time by the Committee Chair;

d. Carry out other projects as assigned by the Board.

II. Membership

The Committee shall consist of three Directors, four community members, and three physicians. In addition, The CEO, COO, and Compliance Officer shall support the Committee without vote, but may be counted toward a quorum as alternates in the event absences result in the Committee lacking a quorum.

Each Committee member shall have a basic understanding of governance and legislative affairs of public hospitals, and should have experience and familiarity with the specialized issues relating to governance of complex healthcare organizations, healthcare laws and legislative affairs.

Each Committee member shall be prohibited from being an employee of the organization or family member of the Board of Directors; further, no committee member shall have a material business relationship with TCHD.

III. Meetings

The Committee may establish its own meeting schedule annually.

IV. Minutes

The Committee will maintain written minutes of its meetings. Draft minutes will be presented to the Board for review and approval of recommendations at its meetings. The Executive Assistant

or designee will provide assistance to the Committee in scheduling meetings, preparing agendas, and keeping minutes.

V. Reports

The Committee will report regularly to the Board regarding (i) all recommendations made or actions taken pursuant to its duties and responsibilities, as set forth above, and (ii) any recommendations of the Committee submitted to the Board for action.

VI. Conduct

Each Committee member is expected to read the District's Code of Conduct which can be found at <http://www.tricitymed.org/about-us/code-of-conduct/> and shall comply with all provisions thereof while a member of this Committee.

Approved: October 27, 2011 by Board of Directors

Approved: August 30, 2012 by Board of Directors

Approved: March 28, 2013 by Board of Directors

Approved: May 29, 2014 by Board of Directors

Reviewed: February 2, 2016 by Gov/Leg Committee

Approved: February 25, 2016 by Board of Directors

Reviewed : August 2, 2016 by Gov/Leg Committee

TRI-CITY HEALTHCARE DISTRICT

AUDIT, COMPLIANCE & ETHICS COMMITTEE CHARTER

Tri-City Healthcare District's (the "District") Audit, Compliance & Ethics Committee (the "Committee") has multiple purposes and is delegated certain key responsibilities as enumerated herein.

I. Purpose

The Committee is to provide assistance, and make recommendations, to the District's Board of Directors ("Board") by overseeing the Internal Audit Program, the external audit, the District's financial reporting obligations and the Ethics & Compliance Program. The Committee is responsible for making recommendations to the Board regarding the appointment, compensation, retention and oversight of the District's independent auditors; Report to the Board regarding any issue involving the integrity and trustworthiness of the District's annual financial statements;

1. **Internal Audit Program and Ethics & Compliance Program Oversight.** The Committee will oversee the District's Internal Audit Program and Ethics & Compliance Program, including the following:
 - a. Review and oversee the non-clinical contracts at least twice annually;
 - a.b. Review the District's compliance with applicable federal, state and local legal and regulatory requirements relating to providers and suppliers of healthcare services;
 - b.c. Monitor the development and implementation of the District's Internal Audit and Ethics & Compliance programs via periodic reports from the internal auditor, District's Chief Compliance Officer, the Internal Compliance Committee, and legal counsel;
 - d.d. Review risk assessments and work plans (including audit schedules) and the Ethics & Compliance Program, at least annually, as presented by the internal audit—or, the Chief Compliance Officer, Internal Compliance Committee and/or legal counsel;
 - d.e. Review and oversee revision of the District's Administrative Code of Conduct;
 - e.f. Receive and revise draft policies from the Chief Compliance Officer and Internal Compliance Committee for presentation and recommendation to the Board;

g. Review reports from the Internal Auditor, Chief Compliance Officer, and Internal Compliance Committee, and monitor implementation of corrective action as applicable;

h. Make programmatic recommendations to the Chief Compliance Officer, senior management, and Board.

2. **External Audit and Financial Reporting Oversight.** The Committee shall:

a. Review the accounting and financial reporting processes of the District and external audits of the District's annual financial statements;

b. Report to the Board regarding any issue involving the integrity and trustworthiness of the District's annual financial statements;

c. Report to the Board regarding any issue involving the District's compliance with financial reporting and, if applicable, legal and regulatory requirements with respect to District financing, as well as any applicable federal and state regulatory requirements relating to Medicaid, Medicare, and state insurance and charity care requirements;

d. Review the independence, qualifications and performance of the District's external auditors;

e. Monitor and report to the Board regarding the adequacy, efficacy, and adherence to policies and procedures related to accounting, internal accounting controls, ethical concerns, or auditing matters;

f. The Audit, Compliance & Ethics Committee Charter will be reviewed annually.

g. The Audit, Compliance & Ethics Committee shall consult with experts (legal, financial and otherwise) as needed in order to inform its deliberations.

II. **Membership**

The Committee shall consist of three (3) Directors of the District, one (1) physician on-staff at Tri-City Healthcare District, and up to four (4) community members.

Each Committee member shall have at least a basic understanding of finance and accounting, the ability to read and understand financial statements, and experience and familiarity with the specialized issues relating to health care financial issues. At least one member of the Committee shall have accounting or related financial management expertise, as evidenced by the certified public accountant designation or other education and/or work-related credentials. Each Committee member shall have a basic understanding of the design and operation of the Internal Audit Program and an Ethics & Compliance Program, by: (i) review of Office of Inspector General/AHLA materials for Boards; (ii) review of OIG compliance program guidance; and (iii) attendance at relevant educational sessions presented by the Chief Compliance Officer.

Term of Membership: Per Board Policy 15-031 members shall serve terms of two years, with an option to renew the appointment for one additional two-year term and shall continue to serve until a successor is appointed by the Board.

III. Meetings

The Committee is anticipated to meet no less than four times each year and as many times as may be needed.

IV. Minutes

The Committee will maintain written minutes of its meetings, which will be filed with the minutes of the meetings of the Board. Closed session minutes will be maintained consistent with Board procedures.

V. Reports

The Committee will report regularly to the Board regarding (i) all determinations made or actions taken per its duties and responsibilities, as set forth above, and (ii) any recommendations of the Committee submitted to the Board for action.

VI. Conduct

Each Committee member shall comply with the District's Code of Conduct which can be found at <http://www.tricitymed.org/about-us/code-of-conduct/>.

Approved: 9/29/11 Board of Directors

Amended: 4/26/12 Board of Directors

Approved: 3/28/13 Board of Directors

Approved: 5/30/13 Board of Directors

Approved: 5/29/2014 Board of Directors

TRI-CITY HEALTHCARE DISTRICT

HUMAN RESOURCES COMMITTEE CHARTER

The Human Resources Committee (the “Committee”) of Tri-City Healthcare District (“District”) has multiple purposes and is delegated certain key responsibilities as enumerated herein.

I. Purpose

The Committee is to provide governance oversight and to make recommendations to the District’s Board of Directors (“Board”) in matters including the following:

1. Human resources policies and practices;
2. Programs to hire, train and retain employees who exhibit safe quality expert care.
3. Appointment of members of the Committee to the Employee Fiduciary Retirement Plan Subcommittee (“the Subcommittee”), and review of the reports and recommendations of the Subcommittee;
4. Market-competitive compensation and benefits that reward employee performance for non-executive employees;
5. Changes to employment laws and regulations and advice to the Board regarding implications;
6. Collective Bargaining Agreements.
7. At least annually, the Human Resources Committee shall review it’s charter and it’s performance with respect to it’s charter;
8. Consult with relevant experts, such as accountants, legal counsel and others advisors who might provide information pertinent to the matters before the committee.

II. Membership

The Committee shall consist of three Directors, up to four community members; and up to three medical staff members. In addition, the CEO, Chief Nurse Executive, Sr. Vice President, Human Resources, Chief Compliance Officer, Vice President of Human Resources, and Labor and Employment Attorney shall support the Committee without vote, but may be counted towards a quorum, as alternates, in the event absences result in the Committee lacking a quorum.

III. Meetings

The Committee may establish its own meeting schedule.

IV. Minutes

The Committee will maintain written minutes of its meetings. Draft minutes will be presented to the Board for consideration at its meetings. The Senior Administrative Assistant or designee will provide assistance to the Committee in scheduling meetings, preparing agendas, and keeping minutes.

V. Reports

The Committee will report regularly to the Board regarding (i) all determinations made or actions taken pursuant to its duties and responsibilities, as set forth above, and (ii) any recommendations of the Committee submitted to the Board for action.

VI. Conduct

Each Committee member is expected to read the District's Code of Conduct which can be found at <http://www.tricitymed.org/about-us/code-of-conduct/> and shall comply with all provisions thereof while a member of this Committee.

Approved: 09/29/11 by Board of Directors
Approved: 05/30/13 by Board of Directors
Approved: 05/29/14 by Board of Directors

TRI-CITY HEALTHCARE DISTRICT

COMMUNITY HEALTHCARE ALLIANCE COMMITTEE (CHAC) COMMITTEE CHARTER

The Community Healthcare Alliance Committee (the “CHAC”) of the Tri-City Healthcare District (“District”) has multiple purposes and is delegated certain key responsibilities as enumerated herein.

I. Purpose

CHAC is to provide governance oversight and—to make recommendations to the District’s Board of Directors (“Board”) in four key areas:

1. Outreach opportunities to District residents with services, programs, or facilities that meet demonstrated health-related needs and result in measurable improvement in the health of the community;
2. Establishment of a strategic alliance between the District and the community by discussing the community’s concerns, healthcare needs, and short- and long-range planning of services;
3. Grant-funding opportunities to help healthcare-related non-profit organizations that benefit District residents and further the District’s Mission of “advancing the health and wellness of those we serve”;
4. Allocation of discretionary funds, in addition to the grant funds listed above, to meet demonstrated community healthcare needs if determined by the Board to be vital and necessary.

II. Guiding Principles

The CHAC operates under the following guiding principles:

1. Healthcare-related needs are defined broadly and are not limited to those addressed only by traditional healthcare facilities and providers;
2. The District should drive its outreach efforts based on the needs of those who reside within the boundaries of the District;
3. There are limited human and capital resources with which to meet the healthcare needs of the population of the District;
4. An annual plan and budget shall be established, within the District’s Strategic Plan and budget, that prioritizes the needs to be addressed;
5. Targeted activities shall be measurable and regularly reported;

6. The District may act alone or may collaborate at times with others to address community needs within the District;
7. The CHAC shall effectively interface between the TCHD Board of Directors and Administration.
8. The CHAC shall review it's performance and it's Charter on an annual basis.
- ~~7-9.~~ The CHAC shall consult with appropriate experts (legal , accountants and other experts as needed to inform their decisions when necessary.

III. Membership

CHAC shall have 25 voting members: three Directors; three community members representing residents of Carlsbad, Oceanside and Vista; one representative appointed by the Mayors of Carlsbad, Oceanside and Vista (three in all) notwithstanding Board Policy 10-031; one representative appointed by the Chambers of Commerce of Carlsbad, Oceanside and Vista (three in all); one representative appointed by the Superintendents of the Carlsbad, Oceanside and Vista Unified School Districts (three in all); one representative appointed by the Senior Commissions of Carlsbad, Oceanside and Vista (three in all); one public safety representative appointed by the City Managers of Carlsbad, Oceanside and Vista (three in all); one representative of the Medical Staff appointed by the Medical Staff; and three community member residents of Carlsbad, Oceanside, and/or Vista with multicultural expertise including African American, Asian, and Hispanic experience selected by the Board of Directors.

In addition, community healthcare organizations shall be represented by three non-voting members, one each appointed by the Vista Community Clinic, North County Health Services, and County of San Diego Health and Human Services Agency.

Members representing key constituencies shall be selected by the organizations they represent and serve at the pleasure of the appointing authority, subject to the authority of the Chairperson in Section 1, Article V of the District's Bylaws. Such representatives shall not be considered "community members" as described in Board Policy No. 14-031. Term limits and district residency requirements shall not apply to members representing key constituencies. In each instance, a letter of appointment from the appointing authority shall be transmitted to the District in order for the representative to be seated.

Community members shall be selected by the Board, and meet all requirements prescribed in Board Policy No. 14-031.

A quorum of CHAC shall consist of a minimum of 13 members.

IV. Meetings

The Committee may establish its own meeting schedule annually.

V. Minutes

CHAC will maintain written minutes of its meetings. Draft minutes will be presented to the Board for consideration at its meetings. The Senior Executive Assistant or designee will provide assistance to the Committee in scheduling meetings, preparing agendas and keeping minutes.

VI. Reports

CHAC will report regularly to the Board regarding (i) all determinations made or actions taken pursuant to its duties and responsibilities, as set forth above, and (ii) any recommendations submitted to the Board for action.

VII. Conduct

Each Committee member is expected to read the District's Code of Conduct which can be found at <http://www.tricitymed.org/about-us/code-of-conduct/> and shall comply with all provisions thereof while a member of this Committee.

Approved: BOD 11/6/14

**TCHD BOARD OF DIRECTORS
FY2017 (JULY 1, 2016-JUNE 30, 2017)
WORK PLAN**

Revised 7/28/16

Item	Action	Respon.Party	Progress	Due Date
<p>1. Ad Hoc CEO/CCO Compensation Committee to set criteria and establish goals and objectives for proposed compensation for the following year</p>	<p>Ad hoc Committee Appointed</p>		<p>Status report given to BOD at 7/28/16 BOD meeting.</p>	<p>8/31/2016</p>

Item	Action	Respon. Party	Progress	Due Date
Second Quarter (Oct-Dec)				
1. Board Self-Assessment	To be conducted in non election years.			-----
2. CEO Evaluation	To be conducted at Regular Board Meeting			11/30/16
3. Quality Reports (to be held two times/year)	Schedule Special Board of Directors Meeting to hear results of quality indicators	Clerk of the Board	Pending	12/15/16
4. Board Swearing In Ceremony	Scheduled first Friday in December.	Clerk of the Board	Pending	12/2/16

Item	Action	Respon.Party	Progress	Due Date
Third Quarter (Jan-March)				
1. Board Orientation for new Board Members				1/31/17
2. Conduct AB1234 Training				2/28/17
3. Annual Form 700's	All Board members and District Officers identified on "Exhibit A" of TCHD Conflict of Interest Code to return Annual Form 700 to the Clerk of the Board	All Board members Appropriate TCMC staff		3/31/17
4. Strategic Planning Workshop	Schedule Special Meeting(s) to discuss	Clerk of the Board		3/31/17
5. Conduct annual review of District Bylaws	Committee to review District Bylaws and forward recommended changes to the Board of Directors	Clerk of the Board		3/31/17
6. CHA Health Policy Legislative Day				

Item	Action	Respon.Party	Progress	Due Date
Fourth Qtr (April-June)				
1. Strategic Planning Final Update	Schedule Special Meeting	Clerk of the Board		5/31/17
2. Conduct Annual review of Board Policies	Committee to review District Board Policies and forward recommended changes to the Board of Directors	Clerk of the Board		6/30/17
3. CCO Annual Review	Scheduled at April Regular Board Meeting	Clerk of the Board		6/30/17
4. Budget Workshop	Schedule Special Meeting in early June, 2017			6/30/17
5. Quality Reports (to be held two times/year)	Schedule Special Board of Directors Meeting to hear results of quality indicators	Clerk of the Board		6/30/17
6. Annual Review of all Board Committee Charters	Committees to review their respective Charters.	Clerk of the Board		6/30/17

7. AHA Annual Meeting				
8. ACHD Legislative Day				
9. ACHD Annual Meeting				