

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

Tuesday, July 5, 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.	Introduction of Dr. Cary Mells, Emergency Department Chair	5 min.	Chair
3.	Resignation of Community Members: (Informational Only) 1) Blake Kern 2) Al Memmelo	5 min.	Chair
4.	Approval of agenda	2 min.	Chair
5.	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		
6.	Ratification of minutes of prior meeting	2 min.	Standard
7.	Old Business		
	a. Review and discussion of amendments to Board Policy 14-020 – Business Expense Reimbursement; Ethics Training - Discussion/Possible Action	15 min.	General Counsel
	b. Review and discussion of amendments to Committee Charter - Deferred to August Meeting	--	--
8.	New Business		
	a. Review and discussion of Authority of Board Chair in Setting the Agenda: (Discussion/Possible Action) 1) Board Bylaws – Section 14, Setting the Agenda 2) Board Policy 15-010 – Board Meeting Agenda Development, Efficiency and Tim Limits for Board Meetings, Role and Powers of Chairperson	20 min.	Chair/General Counsel

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

	b. Review and discussion of Board Policy 15-039 – Comprehensive Code of Conduct (Discussion/Action)	15 min.	Chair/General Counsel
	c. Consideration to appoint Mr. Eric Burch to an additional two-year term (Discussion/Possible Action)	5 min.	Chair
9.	Discussion regarding Current Legislation – Informational Only	5 min.	Chair
10.	Review of Committee FY2017 Work Plan – Informational Only	5 min.	Standard
11.	Committee Communications	5 min.	Standard
12.	Committee Openings – Two	--	Standard
13.	Confirm Date of Next Meeting – August 2, 2016 – 12:30 p.m.	--	Standard
14.	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.

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Governance & Legislative Committee Meeting Minutes
Tri-City Healthcare District
June 7, 2016

Members Present:	James J. Dagostino, DPT, PT, Chairperson; Director Ramona Finnila; Director RoseMarie V. Reno; Eric Burch, Community Member; Dr. Marcus Contardo, Physician Member; Dr. Henry Showah, Physician Member; Dr. Gene Ma, Chief of Staff		
Non-Voting Members:	Greta Proctor, General Counsel; Steve Dietlin, CEO; Kapua Conley, COO; Cheryle Bernard-Shaw, CCO		
Others Present:	Teri Donnellan, Executive Assistant; Laura E. Mitchell, Board Member; Julie Nygaard, Board Member; Jane Dunmeyer, League of Women Voters, Robin Iveson, Community member.		
Absent:	Blake Kern, Community Member; Al Memmolo, Community Member; Dr. Paul Slowik, Community 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. Approval of Agenda	Mr. Burch noted an incorrect policy was attached for agenda item 5.a. Chairman Dagostino stated the correct policy 14-023 Responsibility for Decision-Making on Legal Matters has been distributed for the committee's consideration. The motion passed unanimously. It was moved by Director Reno to approve the agenda as amended. Dr. Marcus Contardo seconded the motion. The motion passed unanimously.	Agenda approved.	
3. Comments from members of the public	Chairman Dagostino read the Public Comments announcement as listed on today's Agenda.	Information only	
4. Ratification of prior Minutes	It was moved by Director Finnila and seconded by Dr. Henry Showah to ratify the minutes of the April 5, 2016 Governance & Legislative Committee. Director Reno requested a modification to page 5, line 4 to strike the word "this" and replace with "his".	Amended Minutes ratified.	Ms. Donnellan

Topic	Discussion	Action Follow-up	Person(s) Responsible
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	<p>Director Reno also expressed concern with the last paragraph on page 5 related to "reconfiguring the board committee structure". She stated that she is opposed to this concept and would therefore be voting "no" on the minutes. The motion passed with Director Reno opposed.</p>		
<p>5. Old Business – a. Review and discussion of Board Policy 14-023 – Responsibility for Decision-Making on Legal Matters</p>	<p>Ms. Cheryle Bernard-Shaw stated she initially had concerns with Policy 14-023 which was placed on the agenda last month but has since resolved those concerns. Director Reno requested clarification on what duties are delegated to the Chief Compliance Officer versus General Counsel and whether Ms. Bernard-Shaw acts as "in house" counsel. General Counsel, Ms. Procter explained Exhibit A and Exhibit B define the role of the Chief Compliance Officer and General Counsel. Ms. Bernard-Shaw stated she is the Chief Compliance Officer and does not act as "in house" counsel.</p> <p>It was moved by Director Reno to recommend approval of Board Policy 14-023 – Responsibility for Decision-Making on Legal Matters. Dr. Showah seconded the motion.</p> <p>It was suggested the date on the policy be updated to reflect review by the Committee today.</p> <p>The amended motion passed unanimously.</p>	<p>Recommendation to be sent to the Board of Directors to approve Board Policy Board Policy 14-023 – Responsibility for Decision-Making on Legal Matters as presented; item to be placed on Board agenda and included in agenda packet.</p>	Ms. Donnellan
<p>6. New Business a. Review and Discussion of Governance & Legislative Committee Charter</p>	<p>The committee Charter was brought forward for annual review. There was extensive discussion regarding the items listed under both Governance Oversight and Legislative Affairs Oversight. It was noted many items the committee does not actively do and a decision should be made whether to remove certain items from the Charter or commit to following through on those items. Committee members had a difference in opinion on the purpose of the committee. It was noted that</p>		

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	<p>some items (such as Strategic Planning) are a Board function and are handled by the Board as a whole. Director Reno commented items outlined in the Charter are recommended by experts in the field and are a function of governance. Chairman Dagostino commented on the differentiation between governance by the Trustee governance by the Committee.</p> <p>It was suggested the items be discussed point by point and if the item is to remain a part of the Charter a structure be outlined to complete the item.</p> <p>General Counsel commented that the Charter is a living document and reviewed annually; changes can be made as needed.</p> <p>It was suggested the committee have a greater focus on legislation.</p> <p>Chairman Dagostino stated that while many institutions have a Government Specialist, Tri-City does not and Board members have taken on that role through their attendance at meetings such as CHA and AHA.</p> <p>Director Reno suggested the Charter be tabled and an Ad Hoc Committee be appointed comprised of Directors Finnila and Reno along with one physician to work with Ms. Bernard-Shaw to gather each committee member's opinions. General Counsel said it would be unusual and probably unnecessary for the committee to need to appoint an ad hoc committee, and suggested the committee as a whole could direct Ms. Bernard-Shaw to speak with committee members 1:1 to gather information and bring a revised Charter back to the committee next month.</p> <p>It was moved by Director Reno to direct Ms. Bernard-Shaw to draft a revised Charter based on discussion with committee members. Director Finnila seconded the motion. The motion passed unanimously.</p>		
		<p>Ms. Bernard-Shaw will communicate with members of the committee 1:1 and bring back a revised Charter to the committee.</p>	Ms. Bernard-Shaw

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b. Review and discussion of Board Policy 14-020 – Business Expense Reimbursement; Ethics Training	<p>Chairman Dagostino stated Board Policy 14-020 – Business Expense Reimbursement; Ethics Training was placed on today's agenda for consideration to expand the policy to allow Board members to attend unexpected educational opportunities without waiting for approval at the monthly board meeting.</p> <p>Chairman Dagostino suggested the following language: "Board members may seek reimbursement without Board approval on education ventures of their choosing. The self-procured education offering shall not exceed a total of \$500/year". General Counsel suggested this language could include a provision that such education ventures be related to the Board members' performance of his/her official duties. Director Finnilla stated she was not in favor of this addition to the policy due to other means of obtaining education (i.e. journals, internet, self-study, etc.).</p> <p>Director Finnilla commented that the provision related to Pre-Approval of Expenses is not currently being done. It was clarified that the registration amount of conferences is included on the Board's Consent Agenda prior to attendance at conferences, however expenses related to lodging and transportation are not.</p> <p>The following revisions were also suggested:</p> <ul style="list-style-type: none"> ➤ Section IV. B. 1. – change the TCHD Board Secretary title to the Executive Assistant for clarification purposes. ➤ Section IV 6. b) – strike Finance, Operations & Planning Committee Chairperson or Vice Chairperson, or another officer of the Board and add "Board Secretary" or Board Assistant Secretary. <p>General Counsel clarified the Health & Safety Code Section 32103 was included with the policy for</p>		
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	<p>informational purposes only.</p> <p>It was moved by Director Reno to direct General Counsel to revise Board Policy 14-020 – Business Expense Reimbursement; Ethics Training as discussed and bring back to the next meeting of the committee. Mr. Burch seconded the motion. The motion passed unanimously.</p>	General Counsel to revise policy as described and bring back to the next meeting of the committee; item to appear on July committee agenda.	General Counsel
c. Review and discussion of Board Policy 14-040 – Activities for Which Board Compensation is Available	<p>Discussion was held as to compensation for attendance at Board Ad Hoc Committee meetings. General Counsel pointed out that section #2 of Board Policy 14-040 – Activities for Which Board Compensation is Available already provides "attendance at any meeting of a standing or ad hoc committee of the Board of Directors shall be compensable, provided that the meeting is at least 30 minutes in length". Discussion was also held regarding compensation for two noticed meetings held in one day. General Counsel stated Board members would be compensated for more than one meeting a day as long as the meeting(s) is not "double noticed".</p> <p>Discussion was held regarding section #5 which provides that a Director will not be compensated if compensation is not requested within 180 days. Committee members thought 180 days was excessive however it was noted that historically Board members submit their requests for reimbursement within 30 days.</p> <p>It was moved by Director Reno to recommend approval of Board Policy 14-040 – Activities for Which Compensation is Available as presented. Dr. Showah seconded the motion. The motion passed unanimously.</p>	<p>Recommendation to be sent to the Board of Directors to approve Board Policy 14-040 Activities for Which Board Compensation is Available as presented; item to be placed on Board agenda and included in agenda packet</p>	Ms. Donnellan
d. Review and discussion of Board Policy 15-042 – Duties of the Board of Directors	<p>Chairman Dagostino reported Board Policy 15-042 – Duties of the Board of Directors was brought forward today as a result of discussion points by Director Reno. Reno brought 3 points forward:</p>		

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	<p>1. The role of the Trustee in Governance (oversight, collaboration with the CEO, etc).</p> <p>Director Reno stated her intent of this point was to discuss how much authority the Board Chair has in making decisions for the rest of the Trustees about what goes on the agenda. General Counsel stated this issue is addressed in section 14 of the Bylaws which provides that the agenda is developed by the Board Chair in collaboration with the CEO and General Counsel. There was additional discussion as to the Chair's authority to reject a request for an agenda item by a Board member.</p> <p>General Counsel suggested Section 14 of the Bylaws and any District policy on this issue be placed on the agenda next month for discussion of this matter.</p> <p>Chairman Dagostino stated Director Reno's second point is related to how TCHD collaborates with other industries, such as police and fire departments. Director Reno stated the intent of this item was to determine if TCHD has opened the Wellness Center to these organizations.</p> <p>Director Reno also commented on the need for Urgent Care after hours and questioned the collaboration with the Clinics to provide this service.</p> <p>Committee members agreed that an Urgent Care Center is not a Governance Committee issue but rather an operational issue and should be discussed with the CEO and perhaps Dr. Ma.</p> <p>Director Reno's final point was to advocate for more Trustee Educational Meetings. It was suggested the format of the Regular Monthly Board meeting be amended to include an educational topic. Mr. Dietlin cautioned that certain educational items that involve payor contracts or reimbursement should not be discussed in an open forum.</p>	<p>Section 14 of the Bylaws and any District policy on this issue will be placed on the next agenda of the committee.</p> <p>The issue of an Urgent Care Center will be addressed operationally.</p>	<p>Ms. Donnellan</p> <p>Administration</p>
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Topic	Discussion	Action Follow-up	Person(s) Responsible
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	<p>General Counsel pointed out that Board Policy 15-039 Comprehensive Code of Conduct includes a section on Board Orientation and Training and could be placed on next month's agenda. In addition, General Counsel suggested Governance committee members can bring forward recommendations for educational topics to the Board and the committee could agendize and consider those ideas and make a recommendation to the Board.</p> <p>No revisions were suggested to the policy as presented.</p> <p>It was moved by Director Finnila to recommend approval of Board Policy 15-042 – Duties of the Board of Directors as presented. Director Reno seconded the motion. The motion passed unanimously.</p>	<p>Board Policy 15-039 – Comprehensive Code of Conduct will be placed on the next agenda of the committee.</p>	Ms. Donnellan
7. Discussion regarding Current Legislation	Chairman Dagostino distributed copies of his American Hospital Association Annual Meeting report as well as the California Hospital Association Legislative Report to bring the committee up to date on legislative issues. Members of the committee as well as League of Women Voters representative Jane Dunmeyer expressed an interest in receiving the CHA Daily Briefing.	<p>Recommendation to be sent to the Board of Directors to approve Board Policy 15-042 Duties of the Board of Directors as presented; item to be placed on Board agenda and included in agenda packet.</p> <p>Ms. Donnellan to provide CHA Daily Briefings to Mr. Eric Burch, Ms. Jane Dunmeyer, Dr. Gene Ma and Dr. Marcus Contardo.</p>	Ms. Donnellan
8. Review of FY2016 Committee Work Plan	The FY2016 Committee Work Plan was included in today's meeting packet for reference.	Information only.	
9. Committee Communications	None		
10. Community Openings – None	There are currently no openings on the committee.		
11. Confirm date and time of next meeting	The committee's next meeting is scheduled for Tuesday, July 5 at 12:30 p.m.	The next meeting of the Committee is July 5 th .	
12. Adjournment	Chairman Dagostino adjourned the meeting at 2:18 p.m.		

**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

**GOVERNANCE & LEGISLATIVE COMMITTEE CHARTER
DEFERRED TO AUGUST MEETING**

Section 13. Public Meetings.

All meetings of the Board of Directors shall be open and public, and all persons shall be permitted to attend any meeting of the Board of Directors, except as otherwise provided in the Ralph M. Brown Act, the Local Health Care District Law and other applicable law. (Gov. Code § 54953(a); H&S §§ 32106 and 32155.)

Section 14. Setting the Agenda.

At least seventy-two (72) hours before a regular meeting, the Board of Directors of Tri-City Healthcare District or its designee shall post an agenda containing a brief general description of each item of business to be transacted or discussed at the meeting, including items to be discussed in closed session. A brief general description of an item generally need not exceed 20 words. The agenda shall specify the time and location of the regular meeting and shall be posted in a location that is freely accessible to members of the public. If requested, the agenda, shall be made available in appropriate alternative formats to persons with a disability, as required by Section 202 of the Americans with Disabilities Act of 1990 (42 U.S.C. Sec. 12132). In addition, the agenda shall include information regarding how, to whom, and when a request for disability related modification or accommodation, including auxiliary aids or services may be made by a person with a disability who requires a modification or accommodation in order to participate in the public meetings. The agenda is developed by the Board of Directors' Chairperson, President/Chief Executive Officer and General Legal Counsel. Any other Board of Directors member has the right to place an item on the agenda through the Chairperson. In the absence of the Chairperson, the Vice Chairperson has the authority to place an item on the agenda, and in the absence of both the Chairperson and Vice Chairperson, the Secretary has the right to place an item on the agenda. In the absence of the Chairperson, Vice Chairperson, and Secretary, the President/Chief Executive Office or General Legal Counsel shall place an item on the agenda, as requested by any Board of Directors member. All requests by Board of Directors members regarding placement of an item on the agenda shall be in writing.

No action or discussion shall be undertaken on any item not appearing on the posted agenda, except that members of the Board of Directors or its staff may briefly respond to statements made or questions posed by persons exercising their public testimony rights under Government Code Section 54954.3 of the Brown Act. In addition, on their own initiative or in response to questions posed by the public, a member of the Board of Directors or its staff may ask a question for clarification, make a brief announcement, or make a brief report on his or her own activities. Furthermore, a member of the Board of Directors or the Board of Directors itself, subject to rules or procedures of the Board of Directors, may provide a reference to staff or other resources for factual information, request staff to report back to the body at a subsequent meeting concerning any matter, or take action to direct staff to place a matter of business on a future agenda.

The Board of Directors may take action on items of business not appearing on the posted agenda under any of the conditions stated in subsection (b) of Government Code Section 54954.2 or other applicable law. Prior to discussing any item pursuant to subdivision (b) of Government Code Section 54954.2, the Board of Directors shall publicly identify the item.

There must be a determination by a majority vote of the members of the Board of Directors that an emergency situation exists, as defined in Government Code Section 54956.5, as it may be revised

Revised July 2015

from time to time, or upon a determination by a two-thirds vote of the members of the Board of Directors present at the Board of Directors meeting, or, if less than two-thirds of the members are present, a unanimous vote of those members present, that there is a need to take immediate action, and that the need for action came to the attention of the Board of Directors subsequent to the agenda being posted.

Section 15. Rules of Order.

The rules contained in Robert's Rules of Order on Parliamentary Procedure shall govern the meetings of the Board of Directors of TRI-CITY HEALTHCARE DISTRICT in all cases to which they are applicable and in which they are not inconsistent with the law of the State of California, the United States, or these Bylaws and/or policies and procedures as adopted by this governing body.

Section 16. Conflicts of Interest.

The Board of Directors of TRI-CITY HEATHCARE DISTRICT shall comply with all applicable laws regarding conflicts of interest, including but not limited to the California Political Reform Act, the provisions of the California Government Code regarding Prohibited Interests in Contracts, the California Doctrine of Incompatible Offices, as these laws may be amended from time to time.

**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. Individual Board members may place items on the Agenda through the Board Chairperson. The procedure will be:

- A. A Board member shall submit a written description of the Agenda item to the Chairperson or the 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.
- B. 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.
- C. 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.
- 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 meetings of the Board of Directors shall be a maximum of three and one half (3½) hours for any 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 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
Revised by the Gov/Leg Committee: 8/4/15
Approved by the Board of Directors: 8/27/15

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

BOARD POLICY #15-039

POLICY TITLE: Comprehensive Code of Conduct

The following is the Board-approved Code of Conduct for District Board Meetings:

I. PURPOSES AND GOALS OF CODE OF CONDUCT.

Effective leadership requires the Board to foster effective communication throughout the organization. Effective communication is necessary to encourage the delivery of safe, high quality care, as well as compliance with ethical and legal imperatives. Effective communication occurs best in an atmosphere of mutual respect, in which patients, physicians, hospital staff and members of the public, as well as members of the Board, feel valued and free to express themselves. Effective communication requires thorough preparation for meetings, adherence to approved procedures for the conduct of meetings, including compliance with time limits and courteous conduct during debate and discussion. Effective communication requires an atmosphere free from threats, intimidation, abusive behavior, violence, harassment, and other dangerous or disorderly conduct.

The Board believes that at a minimum, its members must behave as if they are fiduciaries who are expected to honor the same duties of loyalty and care expected of their peers who serve on the boards of non-profit hospitals. Board members should act professionally at all times.

This Code of Conduct is intended to describe: (1) minimum expectations for conduct at, and surrounding Board meetings; (2) how Board members are provided the resources needed for effective, informed governance; (3) rules for ensuring the fairness of proceedings; and to (4) prescribe consequences for misconduct which does not contribute to effective leadership of TCMC, including making Board members ineligible for receipt of discretionary perquisites of office within the jurisdiction of the Board.

II. MINIMUM EXPECTATIONS FOR CONDUCT OF BOARD MEETINGS

1. Once the Board has a quorum, the meeting should immediately commence. Time periods announced by the Chair for recesses shall be strictly observed.
2. For each agenda item on which there is anticipated action, at the discretion of the Chair or upon request by any Board member, consideration may commence with a staff presentation or other report or public comments, or with a motion and a second. Board discussion shall be permitted following any presentation or public comments, except that:

- a. any Board member who must abstain from participation in a matter because of a legal conflict of interest shall ask the Chair for permission to announce the conflict prior to consideration of the item; and
 - b. any Board member who has had any discussions or received information prior to the meeting with respect to an agenda item which will affect substantial legal rights of a party appearing before the Board such as regarding credentialing of a health care provider, proposed imposition of sanctions on a Board member, or another quasi-judicial matter, shall, prior to consideration of the item, ask the Chair for permission to describe the nature of those contacts. Disclosing such information helps ensure fairness of Board decisions by ensuring that, to the extent possible, all involved have the same information regarding the matter. In case of doubt, a Board member shall err on the side of disclosing relevant information obtained outside of the meeting, including who provided the information and in what circumstances.
 - c. If the requestor for an item is listed as "Standard," any member may make the first motion. If the anticipated action is based on a recommendation from a Board committee, the first motion should normally be made by the Chair of that committee. If a particular member is listed as the requestor for the item, the first motion on the item should normally be made by that member.
3. If there is no motion on an action item, or if a motion is made and there is no second, the Chair should move to the next agenda item without further comment from the Board members.
4. For each agenda item that has received a motion and a second, the Chair should ask each member in turn as to whether that member wishes to address the motion, starting with the maker of the motion.
5. Each member will be recognized by the Chair and shall be allotted up to 3 minutes to speak to the motion, once recognized. Time for questions and answers addressed by a member to staff or to other Board members is included in the three minutes, unless the Chair grants an exception. Members who anticipate that this time will be insufficient shall, whenever feasible: (1) submit written statements at any time; (2) submit written questions to the Chair and CEO at least 48 hours in advance of a regular meeting when feasible (see II, B, above); or (3) request additional time. Only the member who has been recognized may speak on the motion during that time. Once a member is recognized, a timekeeper selected by the Chair will start the three-minute clock upon the direction of the Chair. A person other than the Chair shall operate the time clock under the direction of the Chair. Upon expiration of the allotted time, the

timekeeper shall notify the Chair by word or sign. Time limits are to be consistently and strictly enforced.

6. When the member's three-minute time allotment has concluded, the Chair should immediately recognize the next member in turn to determine if he/she wishes to speak. When recognized, the member should start speaking and the prior speaker shall promptly yield the floor.
7. Once the Chair has offered each member the opportunity to be heard, the Chair may offer a second round of comments. The Chair should again offer each member a three-minute opportunity to speak.
8. Unless recognized by the Chair, Board members shall not address members of the public who come forward to speak, and should not enter into a dialogue or debate. Members of the public shall be recognized to speak in accordance with Board Policy No. 10-018.
9. Agenda materials are intended to provide answers to as many questions as possible regarding agenda items, prior to the Board meetings. Board members are expected to review the agenda materials thoroughly, prior to the Board meetings, and to timely request additional information or clarification in advance whenever feasible—generally prior to any regular meeting. Questions from Board members at the meetings should be for the purposes of seeking clarification and/or additional information regarding particular agenda items and/or agenda materials.
10. Board members should be courteous and respectful of all meeting participants, including the Chair. Board members shall comply with the legitimate orders of the Chair regarding the orderly conduct of the business before the Board.
11. Conduct while attending Board meetings and other meetings and events related to the Board and Board committees, and while engaged in other Board-related business, which is unsafe, disruptive or which constitutes threats, intimidation, abusive behavior, violence, harassment, and other dangerous or disorderly conduct, willful disturbance of the meeting or which otherwise violates Penal Code section 403 is prohibited. Board members shall comply with, and are subject to the District Harassment policy, which is set forth in Exhibit "A" to this Policy.
12. Board members and other persons shall comply with all applicable Board Policies pertaining to the conduct of board meetings, including but not limited to Board Policy #07-010 (Board Meeting Agenda Development, Efficiency of and Time Limits for Board Meetings) #07-22 (Maintenance of Confidentiality) and Board Policy 10-018 (Public Comments at the Tri-City Healthcare District Board of Directors Meetings/Committee Meetings).

13. Board Members should attend every Board Meeting and remain for the entirety of each meeting, including returning to the meeting after exclusion from closed session or any portion thereof. The Board Chair shall make an oral announcement of any departure from the meeting and the reason, if available.

III. BREACHES OF ORDER AT MEETINGS; SANCTIONS.

The Board has a right to make and enforce rules to ensure the conduct of the public's business in an efficient and orderly manner, and without disruption by members of the public or members of the Board. At the same time, the public and Board members shall be free to criticize the policies, procedures, programs and services of the organization, and the acts and omissions of the Board.

Notwithstanding any other policy of the Board, violations of this policy during a Board meeting may be enforced, as follows:

1. The Chair shall call to order, by name, any person who is in violation of any of the rules of conduct established under this policy, and Board Policy No. 10-018, which is committed in the immediate view and presence of the Board. The Chair shall request that person refrain from any further violation, warn that a repetition may violate Penal Code section 403 and result in removal from the meeting, and may specifically state that any further violation may constitute contempt of the Board.
2. If the person repeats the violation or proceeds to violate any other provision of this policy in the immediate view and presence of the Board (such as by refusing to yield the floor or otherwise disrupting proceedings), the Chair may call a recess of the meeting, stating that the reason for the delay is due to the misconduct of the Board member or other person. If following such recess, the Board member or other person persists in willfully interrupting the meeting such that order cannot be restored, the Chair, with the concurrence of the Board, shall order the disruptive Board member or other person removed from the meeting room by District security personnel, or, as to Board members, may request a motion under paragraph 3. If removal of a Board member is ordered, the Board member shall be entitled to adjourn to attend the balance of the meeting by telephone at the meeting location or other location consistent with the Brown Act, notwithstanding the provisions of any other Board policy.
3. In the alternative, if a Board member repeats the violation or proceeds to violate any other provision of this policy in the immediate view and presence of the Board, or, following a return from recess of the meeting if called, the Chair may call for a motion holding the Board member in contempt. Such a motion shall take precedence over any other motion, and shall describe the action or actions constituting the violation of this

policy. If such a motion is made and seconded, each board member shall have an opportunity to discuss the motion in accordance with this policy. If the motion is passed, the Board member shall be advised by the Chair that he or she has been held in contempt. A second motion may then be made to prescribe the sanction or sanctions to be imposed, which may include, but shall not be limited to, one or more of the following:

- a. A statement of censure, identifying the misconduct;
- b. Removal of the offending Board member from membership on one or more Board committees, or, if chair of any committee, removal from that position, for a specified period, or if no period is specified, until the annual election of Board officers;
- c. Removal of the offending Board member from holding any Board office currently held;
- d. Removal of the offending Board member from the meeting room and offering the member the right to adjourn to attend the balance of the meeting by telephone at the meeting location or another location consistent with the Brown Act (notwithstanding the provisions of any other Board policy) ; provided that the offending Board member may also be required to attend one or more future meetings by teleconference;
- e. A determination that no compensation shall be earned by the offending Board member for attendance at the meeting at which the contempt occurred;
- f. A determination that the offending Board member shall not be provided any defense or indemnity in any civil actions or proceedings arising out of or related to the member's misconduct or the agenda items whose consideration was wilfully disrupted or prejudicially delayed by the misconduct, based upon the Board member's actual malice;
- g. Rendering the offending Board member ineligible to receive any advances or reimbursement of expenses to attend future conferences or meetings otherwise permitted under Board Policy #07-020 (except those previously-approved for which expenses have been incurred prior to the time of the finding of contempt), for a period of time or subject to conditions specified in the motion;
- h. Referral of the matter to the County Criminal Grand Jury pursuant to Government Code section 3060.

- i. Referral of the matter to the Fair Political Practices Commission or other prosecuting authority with jurisdiction over the matter.
4. Following the outcome of a motion for sanctions, the Chair shall direct that the order of the Board be carried out by security, the Chief Executive Officer, and/or General Counsel, as appropriate.
5. In the event violations of this Policy occur in a closed session, the Chair may suspend the closed session and return to open session for the purpose of commencing the enforcement process contemplated by this section. All proceedings under this section III shall occur in open session.

IV. VIOLATIONS OF BOARD POLICIES OUTSIDE OF BOARD MEETINGS.

1. Board members shall not act on behalf of, nor represent themselves as speaking on behalf of, the Board without the Board's express authorization.
2. When a violation of a Board policy by a member of the Board is alleged to have occurred outside of a Board meeting, the Chair or any member of the Board may request that an item be placed on the agenda to consider what sanctions may be appropriate, if any. In such instances, evidence of the misconduct shall be presented by the requesting member. The Board member accused of misconduct shall have an opportunity to present evidence and respond to the allegations made. Formal rules of evidence shall not apply.
3. After consideration of the evidence presented, the Board may take such actions as it may deem appropriate, including but not limited to those described in section III of this policy, other than paragraph III(e).

V. AUTHORITY OF ADMINISTRATION TO PROVIDE FOR SECURITY.

1. The District Administration is authorized and directed to develop and implement policies and procedures designed, engage employees or contractors to provide security, consistent with applicable law, to promote a secure and orderly environment for Directors, employees, staff, and members of the public. These policies and procedures will include a process for notifying the District Administration in the event that any person feels that he or she has been subjected to conduct which violates this Policy.
2. The District Administration is authorized and directed to take lawful and appropriate action and to pursue lawful and appropriate remedies against any person found to have violated this Policy.

VI. BOARD ORIENTATION AND TRAINING

1. Every Board member shall participate in an orientation and training to be offered by Tri-City Healthcare District within 60 days of election, re-election to office, or assuming office, as a condition to receiving compensation or allowance of expenses.
2. The required orientation and training shall be offered at times and places convenient to the Board member.
3. The orientation and training shall include:
 - a. A tour of the facilities owned or operated by Tri-City Healthcare District
 - b. An explanation of Board policies, procedures, committee structure and bylaws, and delivery of a copy of the current Board policies, procedures and bylaws
 - c. Briefings delivered by members of the management team regarding:
 - i. Health care finance
 - ii. District financial management and budgeting practices
 - iii. Compliance laws and regulations, including conflict of interest rules under State and Federal law and the accreditation process
 - iv. Areas of health care and specialties offered
 - v. Medical staff organizations and relationship with the hospital
 - vi. Nursing policies, staffing and practices
 - vii. The roles and responsibilities of each department
 - viii. Legal responsibilities of Board members
4. This orientation and training shall supplement the training required by law under AB 1234.

Reviewed by the Gov/Leg Committee: 1/13/10

Approved by the Board of Directors: 1/28/10

Reviewed by Gov/Leg Committee: 4/13/11

Approved by the Board of Directors: 4/28/11

Reviewed by Gov/Leg Committee: 9/14/11

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Reviewed by the Gov/Leg Committee: 1/13/10

Approved by the Board of Directors: 1/28/10

Reviewed by Gov/Leg Committee: 4/13/11

Approved by the Board of Directors: 4/28/11

Reviewed by Gov/Leg Committee: 9/14/11

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

Revised 6/29/16

Item	Action	Respon. Party	Progress	Due Date
First Quarter (July-Sept)				
2. Ad Hoc CEO/CCO Compensation Committee to set criteria and establish goals and objectives for proposed compensation for the following year	Ad hoc Committee Appointed			8/31/2016

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					