

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

Tuesday, January 3, 2017

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 – Discussion/Possible Action a. Review and discussion of Committee Charter 1) Governance & Legislative Committee	15 min.	Chair
6.	New Business - Discussion/Possible Action		
	a. Medical Staff Rules & Regulations: 1) Division of Subspecialty Surgery	10 min.	S. Miller
	b. Review and discussion of Committee Charters: 1) Finance, Operations & Planning Committee 2) Employee Fiduciary Subcommittee	15 min.	Chair/CCO
	c. Review and discussion of Board Policy 14-009 – Requests for Information or Assistance by Board Members	10 min.	Director Reno
	d. Review and discussion of Board Policy 16-044 – Distribution of Tickets and Passes to District Sponsored or Controlled Events and Donated Tickets and Passes	10 min.	Director Reno
	e. Review and discussion of Board Policy 16-010 – Board Meeting Agenda Development, Efficiency of and Time Limits for Board Meetings, Role and Powers of Chairperson	10 min.	Director Reno

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

	f. Review and discussion of Board Policy 16-040 – Activities for Which Board Compensation is Available	10 min.	Director Reno
	g. Review and discussion of process for assuming office	10 min.	Director Reno
7.	Discussion regarding Current Legislation – Informational Only	5 min.	Chair
8.	Review of Committee FY2017 Work Plan – Informational Only (Deferred)	----	Standard
9	Committee Communications	5 min.	Standard
10.	Committee Openings – Two	--	Standard
11.	Confirm Date of Next Meeting – February 7 – 12:30 p.m.	--	Standard
12	Adjournment		
	Total Time Budgeting for Meeting	2 hours	

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**Governance & Legislative Committee Meeting Minutes
Tri-City Healthcare District
September 6, 2016**

Members Present: James J. Dagostino, DPT, PT, Chairperson; Director Ramona Finnilla; Director RoseMarie V. Reno; Dr. Cary Mells, Physician Member; Eric Burch, Community Member; Dr. Paul Slowik; Community Member; Dr. Gene Ma, Chief of Staff

Non-Voting Members: Steve Dietlin, CEO; Kapua Conley, COO; Sherry Miller, Manager, Medical Staff Office

Others Present: Teri Donnellan, Executive Assistant; Jane Dunmeyer, League of Women Voters; Robin Iveson, Community Member; Laura Mitchell, Board Member; Julie Nygaard, Board Member; Greg Moser, General Counsel

Absent: Dr. Marcus Contardo, Physician Member; Cheryle Bernard-Shaw, Chief Compliance Officer

	Discussion	Action Follow-up	Person(s) Responsible
1. Call To Order	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	It was moved by Director Reno to approve the agenda as presented. Director Finnilla 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 Finnilla and seconded by Mr. Burch to ratify the minutes of the August 2, 2016 Governance & Legislative Committee. The motion passed with Director Reno voting no and Dr. Ma abstaining from the vote.	Minutes ratified.	Ms. Donnellan

Topic	Discussion	Action Follow-up	Person(s) Responsible
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<p>5. Old Business – a. Review and discussion of Board Policy 14-020 – Business Expense Reimbursement: Ethics Training</p>	<p>Chairman Dagostino stated the Board referred Board Policy 14-020 – Business Expense Reimbursement: Ethics Training back to the committee for further discussion.</p> <p>General Counsel distributed a proposed revision to the Scope of the Policy to address concerns that were raised by the Board. Mr. Moser explained the proposed language allows travel arrangements to come through the CEO however does not allow reimbursement of expenses during the course of the travel such as parking, mileage. etc.</p> <p>Chairman Dagostino proposed additional language under section IV. to provide that "a Board member may request Board approval of expenses incurred for meetings, regulatory or business events extended prior to approval. Reimbursable events are as follows:</p> <ol style="list-style-type: none"> 1. Meetings, Regulatory hearings or business events that may have been requested by Administration for Board attendance; 2. Follow-up events that relate to the above." <p>Discussion also ensued as to whether expenses should be reimbursed for attending events within 30 miles. Mr. Moser stated Section IV related to Lodging provides that "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..." however the policy does not provide for any restrictions for parking and mileage reimbursement when the meeting site is within 30 miles of the Director's residence. Mr. Moser also noted request for reimbursement of such items is the prerogative of the Board member. Mr. Burch commented that common practice provides any business traveled on behalf of the business should be reimbursed without a threshold (such as 30 miles). Dr. Ma commented that he believes there are enough safeguards in the policy to prevent abuse of the policy.</p>		
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Topic	Discussion	Action Follow-up	Person(s) Responsible
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	<p>It was recommended that the title of the Policy be revised to read Business and Educational Expense Reimbursement; Ethics Training and state that it specifically applies to the Board of Directors. Mr. Moser explained by virtue of the caption of the policy "Tri-City Healthcare District Board of Directors Policy" it implies that it is a Board of Directors policy.</p> <p>It was moved by Dr. Slowik to recommend approval of the policy with the three (3) amendments described related to the 1) name of policy, 2) Scope and 3) Post Approval of Expenses. Dr. Mells seconded the motion. The motion passed unanimously.</p>		Ms. Donnellan
<p>6. New Business</p> <p>a. Medical Staff Rules & Regulations:</p> <p>1) Department of Pediatrics</p>	<p>The committee reviewed the Department of Pediatrics Rules & Regulations. Ms. Miller explained per recommendation of General Counsel section VI B. has been struck from the Rules & Regulations for consistency with other Rules & Regulations. Ms. Miller also explained the Privileges have been extracted from the Rules & Regulations. Dr. Ma explained the decision was made to extract the Privileges from all Rules & Regulations as a time saving feature due to the fact that privileges are constantly changing and it is more efficient to revise the Privilege Card as necessary rather than the entire Rules & Regulations.</p> <p>Discussion was held regarding Section IX. Emergency Room Coverage. Dr. Ma stated that although there currently is no Pediatric Emergency Room call coverage it is recommended that the language remain in the Rules and Regulations to allow flexibility in the event Pediatric Emergency Room call is reinstated at a later date. Dr. Ma also explained the language is included to address EMTALA issues. General Counsel noted the language as written reflects that the physician has a choice whether or not to provide follow-up care and it should not be elective. Director Finnila recommended section IX Emergency Room Coverage be omitted in its entirety</p>	<p>Recommendation to be sent to the Board of Directors to approve Board Policy Board 14-020 Business Expense Reimbursement: Ethics Training as amended; item to be placed on Board agenda and included in agenda packet.</p>	

Topic	Discussion	Action Follow-up	Person(s) Responsible
	<p>as it does not apply to Pediatrics. Again, Dr. Ma recommended the section remain intact to allow flexibility. Dr. Ma suggested the committee recommend approval of the Rules & Regulations as presented and request that the Medical Executive Committee address the Emergency Room Coverage in the Rules & Regulations globally.</p> <p>It was moved by Director Reno and seconded by Mr. Burch to recommend approval of the Department of Pediatric Rules & Regulations as presented. The motion passed unanimously.</p>	<p>Recommendation to be sent to the Board of Directors to approve the Department of Pediatrics Rules & Regulations; item to be placed on Board agenda and included in agenda packet.</p> <p>Emergency Room Call Coverage to be addressed globally by the Medical Executive Committee.</p>	<p>Ms. Donnellan</p> <p>Dr. Ma</p>
<p>2) Department of OBGYN</p>	<p>The committee reviewed the proposed Obstetrics/Gynecology Rules & Regulations. Ms. Miller stated again, the Privileges have been extracted from the Rules & Regulations and will become a separate document.</p> <p>Discussion was held regarding section I. B. related to the requirement that the physician obtain Board Certification if granted privileges on or after June 1, 1991. Dr. Ma explained that physicians who were "grandfathered" in. Dr. Miller questioned the significance of the 1991 date. Ms. Miller stated it is her understanding that it was a decision by the OB/GYN department at that time.</p> <p>It was moved by Director Finnilla to recommend approval of the Department of OBGYN Rules & Regulations as presented. Dr. Slowik seconded the motion.</p> <p>Dr. Mells stated he had concerns with section XI, particularly items D. E. and F. Dr. Ma stated the</p>		

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Topic	Discussion	Action Follow-up	Person(s) Responsible
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	<p>language in section XI was drafted in an attempt to resolve an issue in the Emergency Department however acknowledged the language is still confusing. It was recommended the Department of OBGYN/Gynecology Rules & Regulations be referred back to the Department for clarification.</p> <p>Director Finnilla withdrew her initial motion.</p> <p>It was moved by Director Finnilla to refer the Department of Obstetrics & Gynecology Rules & Regulations back to the Department for clarification related to Emergency Room Call. Mr. Burch seconded the motion. The motion passed unanimously.</p>	<p>Recommendation to refer Rules & Regulations back to the Department for clarification.</p>	<p>Ms. Sherry Miller</p>
<p>b. OBGYN Revised Privilege Card</p>	<p>The committee reviewed the OBGYN Privilege card. She explained Salpingoplasty has been added to the card as that procedure is currently being performed. Dr. Ma commented that as we do more with UCSD we will need to document new privileges by updating the privilege cards.</p> <p>It was moved by Director Finnilla to recommend approval of the OBGYN Revised Privilege Card as presented. Dr. Slowik seconded the motion. The motion passed unanimously.</p> <p><i>Ms. Sherry Miller left the meeting at 1:34 p.m.</i></p>	<p>Recommendation to be sent to the Board of Directors to approve OB/GYN Revised Privilege Card; item to be placed on Board agenda and included in agenda packet</p>	<p>Ms. Donnellan</p>
<p>c. Review and discussion of Committee Charter: 1) Professional Affairs Committee</p>	<p>The committee reviewed the Professional Affairs Committee Charter. Director Finnilla stated the Committee would like to continue to review policies related to the implementation of healthcare as described in the Charter.</p> <p>It was moved by Director Finnilla to recommend approval of the Professional Affairs Committee Charter as presented. Dr. Mellis seconded the motion. The motion passed unanimously.</p>	<p>Recommendation to be sent to the Board of Directors to approve the Professional Affairs Committee Charter as amended; item to be placed on Board Agenda and appear in agenda</p>	<p>Ms. Donnellan</p>

Topic	Discussion	Action Follow-up	Person(s) Responsible
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d. Purpose of Committee and Steps to Implementation	<p>In follow-up to discussion at last month's meeting the committee reviewed the purpose of the committee. Discussion was held regarding the definition of a committee under Roberts Rules of Order. Director Finnilla commented that many of the activities outlined in the committee Charter are not performed by the committee and the committee should take direction from the Board rather than vice versa. Director Reno commented on the importance of the committee remaining a standing committee of the Board.</p> <p>Following extensive discussion Mr. Moser suggested he draft revisions to the Charter based on today's discussion. It was recommended Mr. Moser provide committee members with a revised draft prior to next month's meeting and invite comments and suggestions through Ms. Donnellan.</p>	<p>packet.</p> <p>General Counsel to draft revisions to Charter based on feedback from committee members and forward to members for comment.</p> <p>Ms. Donnellan to compile comments from members and provide to Mr. Moser prior to next month's meeting.</p>	<p>General Counsel</p> <p>Ms. Donnellan</p>
7. Discussion regarding Current Legislation	<p>Chairman Dagostino reported the Design Build bill has been signed by the Governor however the District will not need to utilize it as the City of Oceanside has approved the Joint Powers Agreement with the District which allows us to use their Design Build authority.</p> <p>Director Finnilla commented on the issue of patient "dumping" and suggested dialogue with ACHD on this issue.</p> <p>The committee directed Mr. Kapua Conley to provide the Board with a confidential report on this issue.</p>	<p>Mr. Conley to provide report to the Board on patient "dumping".</p>	<p>Mr. Conley</p>
8. Review of FY2017 Board Work Plan	<p>The FY2017 Board Work Plan was included in today's meeting packet for reference. It was suggested the Committee develop a Work Plan following completion of the Charter and follow up with solicitations for the two vacant positions.</p>	<p>Committee Work Plan to be developed following completion of Committee Charter.</p> <p>Solicitation for two community member openings will be held following completion of the Charter and Committee's Work Plan.</p>	<p>Ms. Donnellan</p> <p>Ms. Donnellan</p>
<p>Governance & Legislative Committee Meeting</p> <p>-6-</p> <p>September 6, 2016</p>			

Topic	Discussion	Action Follow-up	Person(s) Responsible
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9. Committee Communications	There were no committee communications.		
10. Committee Openings – Two	There are currently two openings on the committee		
11. Confirm date and time of next meeting	The committee's next meeting is scheduled for Tuesday, October 4, 2016 at 12:30 p.m.	The next meeting of the Committee is October 4, 2016.	
12. Adjournment	Chairman Dagostino adjourned the meeting at 2:25 p.m.		

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 ~~monitor developments in~~ provide governance best practices, oversight and ~~to make recommendations to the District's Board of Directors ("Board") on governance matters referred to it, and monitor, report upon, and make recommendations to the Board regarding state and federal legislative developments related to District and hospital governance, and legislative affairs and advocacy.~~ The Committee focuses on matters that materially impact the District's operations.

1. **Governance Policies and Procedures Oversight:** The Committee ~~shall~~ may ~~respond to Board requests, monitor developments in, report upon and make recommendations to the Board regarding~~ provide oversight of the District, including the following:
 - a. ~~Changes in~~ Keep the Board informed of current best practices and legal requirements relating to healthcare district governance and healthcare reform initiatives;
 - 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. a. ~~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. b. ~~Review~~ The District's governing documents, including Bylaws, Policies, Committee charters, etc. and other governance or policy matters as requested by the Board, 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. Develop educational materials for Board members regarding their role, based on a non-profit corporation board's fiduciary duties of care and loyalty, and regarding how to avoid potential and actual conflicts of interest, including common law conflicts of interest and financial conflicts of interest under the Political Reform Act and Government Code Section 1090;~~
- ~~j. Review and make recommendations to the Board regarding executive succession plans;~~
- ~~k. Review and make recommendation to the Board regarding procedures and timelines for the Board's annual self-assessment and appointment of Board governance advisor(s);~~
- ~~l.c. Review and make recommendations to the Board regarding pProposed amendments to the Medical Staff bylawsRules and Regulations and Privilege Cards. Amendments to Medical Staff Bylaws will be pursuant to the attached Pathway for Medical Staff Bylaw Amendments;~~
- ~~m. Review any proposed changes to the District's governance-related policies and procedures, including the Board's Code of Conduct;~~
- ~~— Review and recommend to the Board communication strategies regarding the District's governance practices and principles;~~
- d. Review its Charter every three years;
- e. Develop and maintain an annual work plan, as may be amended from time-to-time by the Committee Chair;
- n. Carry out other projects as assigned by the Board.

2. **Legislative Affairs Oversight:** The Committee shall monitor, report upon and make recommendations to the Board regarding ~~oversee the following:~~

- a. ~~Monitor s~~Significant changes to state and federal laws, rules and regulations and accreditation standardsrequirements applicable to the District, with special attention to the legislative and policy agendas of associations of which the District is a member (e.g., Association of California Healthcare Districts and California Hospital Association);

- ~~b. Recommend Actions to be taken to address or implement legislative or regulatory changes action and/or advocacy to the Board regarding proposed significant legislative changes proposed, pending or enacted, including advocacy efforts.;~~
- ~~c. Monitor membership association produced white papers and articles relating to proposed legislative changes (e.g., ACHD, California Hospital Association);~~
- ~~d. Develop and maintain an annual work plan, as may be amended from time to time by the Committee Chair;~~
- ~~e. 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, Manager, Medical Staff Services, and Chief Compliance Officer shall support the Committee without vote, but may be counted toward a quorum as alternatives 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.

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

TRI-CITY HEALTHCARE DISTRICT

GOVERNANCE AND LEGISLATIVE

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The Committee will monitor and report to the Board of Directors the following: developments in governance best practices; amend and then return referred matters from the Board of Directors; study then recommend state and federal legislative changes; and advocate on Board of Directors’ approved matters.

1. **Governance Policies and Procedures:** The Committee shall respond to Board requests, monitor developments in, report upon and make recommendations to the Board regarding:
 - a. Changes in best practices and legal requirements relating to healthcare district governance and healthcare reform initiatives;
 - b. The District’s governing documents, including Bylaws, Policies, Committee charters, and other governance or policy matters as requested by the Board;
 - c. Proposed amendments to the Medical Staff Rules and Regulations and Privilege Cards. Amendments to Medical Staff Bylaws will be pursuant to the attached Pathway for Medical Staff Bylaw Amendments;
 - d. Review its Charter every three years;
 - e. Develop and maintain an annual work plan, as may be amended from time-to-time by the Committee Chair;
2. **Legislative Affairs Oversight:** The Committee shall monitor, report upon and make recommendations to the Board regarding:
 - a. Significant changes to state and federal laws, rules and regulations and accreditation standards applicable to the District, with special attention to the legislative and policy agendas of associations of which the District is a member (e.g., Association of California Healthcare Districts and California Hospital Association);
 - b. Actions to be taken to address or implement legislative or regulatory changes proposed, pending or enacted, including advocacy efforts.

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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

I. MEMBERSHIP

The Division of Subspecialty Surgery consists of physicians who practice within the medical specialties of Otolaryngology Head and Neck Surgery, Oral Maxillofacial Surgery and Plastic and Reconstructive Surgery. Members may be board certified by the American Board of Otolaryngology Head and Neck Surgery and/or by the American Board of Plastic and Reconstructive Surgery, or by the American Board of Oral and Maxillofacial Surgery. The Division of Subspecialty Surgery also consists of, dental specialists and/or dentists who are either Board Certified or Board Eligible (i.e. successful completion of an ADA accredited residency program) or are able to demonstrate comparable ability, training and experience. The Division will accommodate general dentists and dental specialists who demonstrate comparable ability, training and experience as required for licensure in California.

II. FUNCTIONS OF THE DIVISION

The general functions of the Division of Subspecialty Surgery shall include:

- A. Conduct patient care review for the purpose of analyzing and evaluating the quality, safety, and appropriateness of care and treatment provided to patients by members of the Division and develop criteria for use in the evaluation of patient care;
- B. Recommend to the Medical Executive Committee guidelines for the granting of clinical privileges and the performance of specified services within the hospital;
- C. Conduct, participate in and make regarding recommendations regarding continuing medical education programs pertinent to Division clinical practice;
- D. Review and evaluate division member adherence to:
 1. Medical Staff policies and procedures;
 2. Sound principles of clinical practice;
- E. Submit written minutes to the ~~QAPI~~ Medical Quality Peer Review Committee and Medical Executive Committee concerning:
 1. Division review and evaluation of activities, actions taken thereon, and the results of such action; and
 2. Recommendations for maintaining and improving the quality and safety of care provided in the hospital;
- F. Establish such committees or other mechanisms as are necessary and desirable to perform properly the functions assigned to it, including proctoring;
- G. Take appropriate action when important problems in patient care, patient safety and clinical performance or opportunities to improve patient care are identified;
- H. Recommend / Request Focused Professional Practice Evaluation as indicated for (pursuant Medical Staff Policy 8710-509);
- I. Approve On-Going Professional Practice Evaluation Indicators; and
- J. Formulate recommendations for Division rules and regulations reasonably necessary for the proper discharge of its responsibilities subject to approval of the Medical Executive Committee.

III. DIVISION MEETINGS

The Division of Subspecialty Surgery shall meet at the discretion of the Chief, but at least annually. The Division will consider the findings from the ongoing monitoring and evaluation of the quality, safety, and appropriateness of the care and treatment provided to patients. Minutes shall be transmitted to the ~~QAPI~~ Medical Quality Peer Review Committee, and then to the Medical Executive Committee.

Twenty-five percent (25%) of the Active Division members of the Department, but not less than two members, shall constitute a quorum at any meeting.

TRI-CITY HOSPITAL DISTRICT

Rules & Regulations

Section: Medical Staff

Subject: Division of Subspecialty Surgery

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IV. DIVISION OFFICERS

The Division shall have a Chief who shall be a member of the Active Medical Staff and shall be qualified by training and experience, and demonstrate ability in at least one of the clinical areas covered by the Division.

The Division Chief shall be elected every year by the Active Staff members of the Division who are eligible to vote. If there is a vacancy by the officer for any reason, the Department Chairman shall designate a new Chief, or call a special election. The Chief shall be elected by a simple majority of the members of the Division.

The Division Chief shall serve a one-year term, which coincides with the Medical Staff year unless he/she resigns, is removed from the office, or loses his/her Medical Staff membership or clinical privileges in the Division. Division officers shall be eligible to succeed themselves.

V. DUTIES OF THE DIVISION CHIEF

The Division Chief shall assume the following responsibilities:

- A. Be accountable for all professional administrative activities of the Division;
- B. Continuing surveillance of the professional performance of all individuals who have delineated clinical privileges in the Division;
- C. Assure that practitioner's practice only within the scope of their privileges as defined within their delineated privilege form;
- D. Recommend to the Department of Surgery and the Medical Executive Committee the criteria for clinical privileges in the Division;
- E. Recommend clinical privileges for each member of the Division;
- F. Assure that the quality, safety and appropriateness of patient care provided by members of the Division are monitored and evaluated; and
- G. Other duties as recommended from the Department of Surgery or the Medical Executive Committee.

VI. PRIVILEGES

- A. All privileges are accessible on the TCMC Intranet and a paper copy is maintained in the Medical Staff Office Department;
- B. ~~By virtue of appointment to the Medical Staff, all physicians are authorized to order diagnostic and therapeutic tests, services, medications, treatments (including but not limited to respiratory therapy, physical therapy, occupational therapy) unless otherwise indicated;~~
- C. All practitioners applying for clinical privileges must demonstrate current competency for the scope of privileges requested. "Current competency" means documentation of activities within the twenty-four (24) months preceding application, unless otherwise specified;
- D. Proctoring shall be performed by a member of the Medical Staff at TCMC with the same privileges being proctored.

Privileges	Initial Appointment	Proctoring	Reappointment (every 2 years)
Admit patients	Training	Six (6) cases	N/A
Consult, including via telemedicine (F)			
Perform history and physical examination, including via			

TRI-CITY HOSPITAL DISTRICT

Rules & Regulations

Section: Medical Staff

Subject: Division of Subspecialty Surgery

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Privileges	Initial Appointment	Proctoring	Reappointment (every 2 years)
telemedicine (F)			
Use of energy sources as an adjunct to privileged procedures: Argon, KTP, CO ₂	<ol style="list-style-type: none"> Documentation of completion of training for specific energy source(s) to be used; or Two (2) cases per energy source requested. 	Included in general procedural proctoring	Included in general reappointment volume requirements
Moderate Sedation	See Policy 8710-517	See Policy 8710-517	See Policy 8710-517
Otolaryngology – Head and Neck Privileges			
<p>Basic Otology Category: All forms of surgery on the auditory canal, the tympanic membrane (i.e. tympanoplasty, ossiculoplasty), and the contents of the middle ear</p> <p>Mastoidectomy</p> <p>Basic Rhinologic Category: Caldwell Luc procedure Excision of tumor ethmoid/cribriform Fracture repair – nose Nasal polypectomy Septoplasty, and turbinate surgery</p> <p>Basic Head and Neck Category: Excision of lesions of skin, subcutaneous tissue, mucosa Extraction of teeth incidental to tumor resection or repair of traumatic injury Fracture repair – mandible, closed Harvesting and grafting of alloplasts, bone, cartilage, fascia, fat, nerve, or skin Ligation of head and neck vessels Local skin flap</p>	<ol style="list-style-type: none"> Successful completion of an ACGME or AOA-accredited residency in otolaryngology Documentation of one-hundred (100) cases from the previous twenty-four (24) months representative of the privileges requested. 	<p>Two (2) cases from this category</p> <p>One (1) case from this category</p> <p>Two (2) cases from this category</p>	Fifty (50) cases reflective of the Basic Otolaryngology privileges requested

TRI-CITY HOSPITAL DISTRICT

Rules & Regulations

Section: Medical Staff

Subject: Division of Subspecialty Surgery

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Privileges	Initial Appointment	Proctoring	Reappointment (every 2 years)
reconstruction, including harvest			
Parathyroidectomy			
Reduction of facial fractures, closed and isolated open			
Repair of branchial cysts, ducts, fistulas			
Repair of lacrimal system			
Repair soft tissue— lacerations, avulsions, abrasions			
Salivary gland and duct surgery			
Skin/Soft tissue flap, including harvest			
Skin grafting procedures, full thickness or split thickness			
Surgery of the lymphatic tissues of the head and neck			
Thyroidectomy			
Basic Orthognathic Surgery Category:		One (1) case from this category	
<ul style="list-style-type: none"> • Osteotomy • Grafting • Implantation of the upper and lower jaws for treatment of dentofacial and congenital deformities, and obstructive sleep apnea 			
Basic Aerodigestive Tract Category:		One (1) case from this category	
Bronchoscopy/Endoscopy of the airway (larynx, trachea, and bronchial tree) both diagnostic and therapeutic			
Endoscopy of the upper digestive tract (nasopharynx, hypopharynx, esophagus), both diagnostic and therapeutic, including endoscopic treatment of Zenker's			
Lip surgery including lip			

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shave, partial or total resection with primary repair or by local or distant flaps, Cleft lip, and Pedicle lip flap reconstruction			
Surgery on the oral cavity, including soft palate, tongue, mandible, maxilla			
Surgery of the upper aerodigestive tract			
Tonsillectomy, adenoidectomy			
Tracheotomy			
ADVANCED OTOLARYNGOLOGY PRIVILEGES			
Advanced Otology Category: Acoustic Neuroma Surgery	1. Successful completion of and ACGME or AOA-accredited residency in otolaryngology 2-1. Documentation of twenty (20) cases from the previous twenty-four (24) months representative of the privileges requested	One (1) case from this category	Twenty (20) cases reflective of the Advanced Otolaryngology privileges requested
Surgery of the inner ear and stapes Temporal bone resection			
Advanced Rhinologic Category: Hypophysectomy Orbital exenteration Sinus surgery, endoscopic and open		One (1) case from this category	
Advanced Head and Neck Category: Cleft/Craniofacial Surgery <ul style="list-style-type: none"> • Correction of primary cleft lip and palate • Correction of residual deformities, fistulae • Correction of palatal incompetence • Craniofacial reconstruction 		One (1) case from this category	
Facial nerve repair, grafting, and facial reanimation			
Facial plastic surgery, including blepharoplasty, chemical peel,			

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dermabrasion, liposuction, mentoplasty, otoplasty, rhinoplasty, rhytidectomy, and implantation of autogenous and homologous grafts, and allografts, and repair of lacerations			
Fracture repair—multiple, open, including LeFort			
Infratemporal fossa/deep parotid lobe tumor excision			
Myocutaneous flap, including harvest			
Neck dissection			
Advanced Aerodigestive Tract Category:		One (1) case from this category	
Composite resection			
Esophageal surgery including diverticulectomy and cervical esophagectomy			
Management of oral sinus cavity and pharyngeal malignancy			
Surgery of the larynx, including biopsy, partial or total laryngectomy, fracture repair			
Tracheal resection			
Special Otolaryngology Privileges:			
Bone anchored hearing aid (BAHA) implant	<ol style="list-style-type: none"> Documentation of completion of training course in bone anchored hearing aid implantation; if training was completed greater than two years prior to privilege request, submit case logs from previous twenty-four (24) months identifying performance of BAHA procedure. Concomitant mastoidectomy privileges 	One (1) case	Concomitant mastoidectomy privileges and one (1) case

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Privileges	Initial Appointment	Proctoring	Reappointment (every 2 years)
Microvascular flaps and grafts/free tissue and bone transfer, including harvest	<ol style="list-style-type: none"> Successful completion of a training program that included training in microvascular surgery <ol style="list-style-type: none"> Eight (8) cases within the previous 24 months 	Two (2) cases	Eight (8) cases
PLASTIC AND RECONSTRUCTIVE SURGERY PRIVILEGES			
Privileges	Initial Appointment	Proctoring	Reappointment (every 2 years)
Basic Plastic and Reconstructive Surgery Category: Aesthetic (cosmetic) surgery of the head and neck, trunk and extremities: <ul style="list-style-type: none"> Abdominoplasty Contouring (body, facial) Facial nerve repair, grafting, and facial reanimation Facial plastic surgery, including blepharoplasty, chemical peel, dermabrasion, liposuction, mentoplasty, otoplasty, rhinoplasty, rhytidectomy, and implantation of autogenous and homologous grafts, and allografts, and repair of lacerations Endoscopic cosmetic surgery Vein injection sclerotherapy 	<ol style="list-style-type: none"> Successful completion of an ACGME or AOA-accredited residency in plastic surgery <ol style="list-style-type: none"> Documentation of one hundred (100) cases from the previous twenty four (24) months representative of the privileges requested 	Five (5) representative blend of cases	(50) cases reflective of the privileges requested
Breast Surgery: <ul style="list-style-type: none"> Augmentation, cosmetic and reconstructive and 			

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Privileges	Initial Appointment	Proctoring	Reappointment (every 2 years)
implantation <ul style="list-style-type: none"> • Biopsy • Breast lift (mastopexy) • Congenital anomalies • Mastectomy (subcutaneous and simple) • Reduction 			
Burn management, acute and reconstructive			
Debridement of wound			
Harvesting and grafting of alloplasts, bone, cartilage, fat, fascia, nerve, or skin (full or split thickness)			
Flaps, including harvest: <ul style="list-style-type: none"> • Local skin flap reconstruction • Myocutaneous flap • Skin/Soft tissue flap 			
Lymph node dissection/lymphadenectomy			
Repair soft tissue lacerations, avulsions, abrasions			
Management of Pathology <ul style="list-style-type: none"> • Disease limited to oral cavity • Infections of the head and neck region • Management of disease of paranasal sinuses, endoscopic and open techniques • Management of salivary gland disease • Management of oral sinus cavity and pharyngeal malignancy 			
Orthognathic Surgery, includes: <ul style="list-style-type: none"> • Osteotomy • Grafting • Implantation of the upper and lower jaws 			

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Privileges	Initial Appointment	Proctoring	Reappointment (every 2 years)
for treatment of dentofacial and congenital deformities, and obstructive sleep apnea			
Treatment of skin neoplasms, diseases, and trauma: <ul style="list-style-type: none"> • Removal of benign and malignant lesions of the skin and soft tissue • Reconstruction by tissue transfer, including grafts and flaps, including harvest • Reconstruction of soft tissue disfigurement/scar revisions 			
Hand Surgery Category: Surgery of hand, extremity, and tendon injuries, acquired and developmental: <ul style="list-style-type: none"> • Congenital anomalies • Dislocation repair and fusion • Dupuytren's contracture • Hand/wrist fractures • Joint reconstruction with spacers • Nerve transplants • Rheumatoid repair • Synovectomy • Tumors of the bones and soft tissues • Tendon, nerve, ligament, and vessel repair to include Carpal Tunnel Syndrome 		Two (2) cases from this category	
Advanced Plastic and Reconstructive Surgery Category:			
Breast reconstruction utilizing pedicled or microvascular free flaps	1. Successful completion of an ACGME or AOA accredited residency in plastic surgery	One (1) case	Five (5) Advanced Plastic and Reconstructive Surgery

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Privileges	Initial Appointment	Proctoring	Reappointment (every 2 years)
<p>Cleft/Craniofacial Surgery</p> <ul style="list-style-type: none"> • Correction of primary cleft lip and palate • Correction of residual deformities, fistulae • Correction of palatal incompetence • Craniofacial reconstruction 	<p>2.1. Five (5) Advanced Plastic and Reconstructive Surgery procedures during the previous twenty-four (24) months.</p>		<p>procedures</p>
<p>Reconstruction of congenital and acquired defects of the trunk and genitalia</p>			
<p>Reconstructive microsurgery:</p> <ul style="list-style-type: none"> • Microvascular flaps and grafts/free tissue and bone transfer, including harvest • Replantation and revascularization of the upper and lower extremities and digits • Reconstruction of peripheral nerve injuries 	<p>1. Successful completion of a training program that included training in microvascular surgery</p> <p>2.1. Eight (8) cases within the previous 24 months</p>	<p>Two (2) cases</p>	<p>Eight (8) cases</p>
GENERAL DENTISTRY			
Privileges	Initial Appointment	Proctoring	Reappointment (every 2 years)
<p>Dental implantation</p> <p>General restorative dentistry</p> <p>Simple exodontia</p> <p>Periodontal therapy</p> <p>Surgery of Alveolar structures and lower jaw</p>	<p>1. DDS or DMD</p> <p>2.1. Twenty (20) cases within previous 24 months</p>	<p>One (1) case for this category, or proctoring considered complete when released from proctoring for Oral and Maxillofacial Surgery category.</p>	<p>Twenty (20) cases</p>
<p>Local and regional anesthesia</p>			

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Privileges	Initial Appointment	Proctoring	Reappointment (every 2 years)
ORAL AND MAXILLOFACIAL SURGERY			
<p>Trauma Surgery limited to:</p> <ul style="list-style-type: none"> • Midface and upper jaw • Multiple trauma to face, including nasoethmoid, orbital and zygoma fractures • Airway management, including cricothyroidotomy and tracheotomy 	<ol style="list-style-type: none"> 1. DDS or DMD 2. Successful completion of a training program in Oral and Maxillofacial Surgery 3. 1. One hundred (100) Oral and Maxillofacial Surgery cases reflective of the scope of privileges requested within the previous 24 months. 	<p>One (1) case</p>	<p>Fifty (50) cases reflective of the scope of privileges requested</p>
<p>Management of Pathology</p> <ul style="list-style-type: none"> • Disease limited to oral cavity • Infections of the head and neck region • Management of disease of paranasal sinuses, endoscopic and open techniques • Management of salivary gland disease • Management of head and neck malignancy 		<p>Two (2) cases</p>	
<p>Reconstructive Surgery</p> <ul style="list-style-type: none"> • Dental implantology • Facial nerve repair, grafting, and facial reanimation • Reconstructive procedures limited to oral cavity and oropharynx • Reconstructive procedures of facial structures 		<p>One (1) case</p>	

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Privileges	Initial Appointment	Proctoring	Reappointment (every 2 years)
<ul style="list-style-type: none"> Harvesting tissues from distant site, i.e. iliac crest, rib, soft tissue flaps 			
Orthognathic Surgery, includes: <ul style="list-style-type: none"> Osteotomy Grafting Implantation of the upper and lower jaws for treatment of dentofacial and congenital deformities, and obstructive sleep apnea 		One (1) case	
TMJ Surgery <ul style="list-style-type: none"> Endoscopy Joint implantation and replacement 		One (1) case	
Cleft/Craniofacial Surgery <ul style="list-style-type: none"> Correction of primary cleft lip and palate Correction of residual deformities, fistulae Correction of palatal incompetence Craniofacial reconstruction 		One (1) case	
Facial plastic surgery, including blepharoplasty, chemical peel, dermabrasion, liposuction, mentoplasty, otoplasty, rhinoplasty, rhytidectomy, and implantation of autogenous and homologous grafts, and allografts, and repair of lacerations	1. Permit to 'perform elective facial cosmetic surgery' from the Dental Board of California 2.1. Ten (10) representative blend of cases within the previous 24 months	Two (2) cases	Ten (10) cases
Minor Procedures Forensic Outpatient Clinic			
Anterior Nasal Packing (F)	As required for general specialty-	Proctoring complete when released from specialty-	N/A
Collection of Specimens:			

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Privileges	Initial Appointment		Reappointment (every 2 years)
Nasopharyngeal, throat, and wound (F)	specific privileges	specific proctoring	
Nasopharyngeal Endoscopic Procedures (F)			
Removal of Impacted Cerumen (F)			

VII. REAPPOINTMENT OF CLINICAL PRIVILEGES

Procedural privileges will be renewed if the minimum number of cases is met over a two-year reappointment cycle. For practitioners who do not have sufficient activity/volume at TCMC to meet reappointment requirements, documentation of activity from other practice locations may be accepted to fulfill the requirements. If the minimum number of cases is not performed, the practitioner will be required to undergo proctoring for all procedures that were not satisfied. The practitioner will have an option to voluntarily relinquish his/her privileges for the unsatisfied procedure(s).

VII. PROCTORING OF PRIVILEGES

- A. Each Medical Staff member granted initial privileges, or Medical Staff member requesting additional privileges shall be evaluated by a proctor with current unrestricted privileges as indicated until his or her privilege status is established by a recommendation from the Division Chief to the Credential Committee and to the Medical Executive Committee, with final approval by the Board of Directors;
- B. All Active members of the Division will act as proctors. ~~An associate~~ One or all of the member's associates may monitor up to 50% of the required proctoring. Additional cases may be proctored as recommended by the Division Chief. It is the responsibility of the Division Chief to inform the monitored member whose proctoring is being continued whether the deficiencies noted are in: a) preoperative, b) operative, c) surgical technique and/or, d) postoperative care;
- C. Supervision of the member by the proctor will include concurrent or retrospective chart review of cognitive processes and direct observation of procedural techniques. THE MONITOR MUST BE PRESENT IN THE OPERATING ROOM FOR A SUFFICIENT PERIOD OF TIME TO ASSURE HIMSELF/HERSELF OF THE MEMBER'S COMPETENCE, OR MAY REVIEW THE CASE DOCUMENTATION (I.E., H&P, OP NOTE, OR VIDEO) ENTIRELY TO ASSURE HIMSELF/HERSELF OF THE SURGEON'S COMPETENCE;
- D. In elective cases, arrangements shall be made prior to scheduling (i.e., the proctor shall be designated at the time the case is scheduled);
- E. The member shall have free choice of suitable consultants and assistants. The proctor may assist the surgeon;
- F. When the required number of cases has been proctored, the Division Chief must approve or disapprove the release from proctoring or may extend the proctoring, based upon a review of the proctor reports;
- G. A form shall be completed by the proctor, and should include comments on preoperative workup, diagnosis, preoperative preparation, operative technique, surgical judgment, postoperative care, overall impression and recommendation (i.e., qualified, needs further observation, not qualified); Blank forms will be available at the front desk in the O.R. or at the Medical Staff Department and provided to the proctor for completion~~from the Operating Room Supervisor and/or the Medical Staff Office.~~

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- H. Forms will be made available to the member scheduling the case for surgery and immediately forwarded to the proctor for completion. It is the responsibility of the new member to notify the Operating Room ~~Supervisor~~ personnel of the proctor for each case;
- I. The proctor's report shall be confidential and shall be completed and returned to the Medical Staff Office.

VIII. EMERGENCY DEPARTMENT CALL

Active Medical Staff Division members may participate in the Emergency Department Call Roster subject to the mandatory Medical Staff Bylaws requirement (Section 3.2-2) as needed or consultation panel as determined by the Medical Staff. Please refer to Medical Staff Policy and Procedure 8710-520.

Consulting and Provisional staff members may participate in the Emergency Department Call Roster at the discretion of the Chief of the Division. The care provided by an on-call physician will not create an obligation to provide further care.

APPROVALS:

Division of Subspecialty Surgery:	07/01/2015
Department of Surgery:	07/01/2015
Medical Executive Committee:	07/22/2015
Governance Committee:	08/04/2015
Board of Directors:	08/27/2015

TRI-CITY HEALTHCARE DISTRICT

FINANCE, OPERATIONS AND PLANNING

COMMITTEE CHARTER

The Finance, Operations and Planning 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 (the “Board”) by overseeing the functions of the District directly related to Finance, Operations, and Planning. The Committee focuses on matters that are material to the District’s operations. “Material” generally means financial impacts exceeding the Chief Executive Officer’s approval limit as well as matters that, due to their nature, could expose the District to significant risks.

1. **Finance Oversight:** The Committee will oversee the Finance function of the District, including the following:
 - a. Review monthly financial statements prepared by the Finance Department and presented by the Chief Financial Officer;
 - b. Monitor the monthly financial statements for unusual trends and have the Chief Financial Officer provide a detailed explanation of the variances;
 - c. Report to the Board regarding any issue involving the integrity or trustworthiness of the District’s financial statements;
 - d. Review any proposed changes to Finance-related policies and procedures, including Board Policy No. 14-017 (investments) and 15-013 (procurement).
2. **Operations Oversight:** The Committee shall:
 - a. Review monthly report of operations metrics for departments noted on the Committee Work Plan;
 - b. Review significant new services to be provided by the District and add to Committee Work Plan;
 - c. New contracts (not within the scope of another Board committee) as well as amendments and renewals of existing contracts that exceed the approval authority of the Chief Executive Officer as outlined in Administrative Policy and Procedure #232, Board Policy No. 15-013 and state law.

3. **Planning Oversight:** The Committee shall perform initial screening and analysis for potential recommendation for advancement to the Board for consideration of the following:
 - a. Proposed real estate transactions;
 - b. Proposed acquisitions, and contractual joint ventures;
 - c. Physician recruitments and other contracts with physicians;
 - d. Procurements requiring approval by the Board under Administrative Policy and Procedure #232, Board Policy No. 15-013, or state law;
 - e. Material matters related to the integration between the District and independent physicians and physician groups.

II. Membership

The Committee shall consist of three Directors, five community members, and three physicians.

Each community committee member shall have a basic understanding of finance and accounting, and should have experience and familiarity with the specialized issues relating to healthcare finance. At least one community 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.

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 consideration at its meetings. The Senior 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 full 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: 9/20/2011 by Board of Directors

Approved: 3/28/2013 by Board of Directors

Approved: 5/29/2014 by Board of Directors

BOD referred to Governance at 9/29/16 BOD Mtg.

TRI-CITY HEALTHCARE DISTRICT

EMPLOYEE FIDUCIARY RETIREMENT PLAN SUBCOMMITTEE CHARTER

The Employee Fiduciary Retirement Plan Subcommittee (the "Subcommittee") of the Human Resources Committee has multiple purposes and is delegated certain key responsibilities, per Government Code §§ 53216.5 and 53216.6, to act with the care, skill, prudence, and diligence under the circumstances that a prudent person acting in a like capacity and familiar with these matters would use in the conduct of an enterprise of a like character and with like aims.

I. Purposes

The Subcommittee is to provide assistance to the Board of Directors in its governance oversight duties and to make recommendations to the Tri-City Healthcare District ("District") Board of Directors ("Board") in matters regarding the employee retirement plans offered by the District (the "Plans"). The Subcommittee is delegated the authority to prudently select and monitor the performance of an ERISA section 3(38) investment manager, as if ERISA applied to the Plans, as well as a vendor to provide recordkeeping services for the Plans. The Plans' investment manager shall make decisions regarding investment options offered to plan participants through the Plan, and shall perform as a fiduciary under ERISA, as though it applied to the Plans. While the District recognizes that the Plans are not subject to the Employee Retirement Income Security Act ("ERISA"), the Plans should conform to ERISA principles in order to comport with best practices with respect to employee retirement plans.

II. Membership

The Subcommittee shall be comprised of representatives from the Human Resources Committee and may include members of the community, as selected by the Board.

III. Meetings

It is anticipated that the Subcommittee will meet at least quarterly, although the Subcommittee may meet more or less frequently as needed. The Subcommittee may establish its own meeting schedule annually.

IV. Minutes

The Subcommittee 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.

V. Reports

Although the Subcommittee is a subcommittee of the Human Resources Committee, the Subcommittee will report directly to the Board regarding all determinations made or actions

taken pursuant to the Subcommittee's duties and responsibilities, and will provide updates to the Board on at least a quarterly basis. The Subcommittee shall also report its actions and recommendations to the Human Resources Committee as a matter of course, but the Committee as a whole shall have no power to change or alter the recommendations of the Subcommittee. The Subcommittee's determinations shall be final as to matters as to which it has been delegated fiduciary responsibility.

VI. The Subcommittee shall review its Charter every three years.

VII. Conduct

Each Subcommittee 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. In addition, members of this Committee are designated as public officials under the Conflict of Interest Code of the District.

Approved by BOD: 9/29/11

Approved by BOD: 5/30/13

Approved by BOD: 5/29/14

BOD referred to Gov. Committee at 12/8/16 Meeting

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

BOARD POLICY #14-009

POLICY TITLE: Requests for Information or Assistance by Board Members

1. Requests for information or assistance by individual Directors requiring more than 15 minutes of staff time shall be directed in writing to the Chairperson of the Board, with a copy to the President/CEO or his/her designee. All questions regarding confidentiality and privilege shall be directed to the General Counsel, Compliance Officer or their designees. All requests shall be stated clearly and shall be specific. In making requests, Directors shall keep in mind that District staff time and resources are both limited and expensive, and that staff members have other duties.
2. All requests for information which concern another Director shall be directed in writing to the Chairperson of the Board, with a copy to the President/CEO or his/her designee. A copy of the written request shall be directed to all members of the Board including the member concerning whom information is requested, along with any information provided in response to the request.
3. All requests for information relating to Closed Session materials, including requested inspection, shall be directed to the Chairperson of the Board, with a copy to the President/CEO or his/her designee and shall be subject to the confidentiality provisions of Policy #022.
4. Requests for information and assistance shall receive a response as soon as reasonably possible, although not necessarily immediately. The President/CEO shall have the final authority to determine by what means and when District staff responds to the request. If, in the judgment of the Chairperson of the Board or the President/CEO, the request requires a material amount of employee time or the request includes information or documents which are confidential or privileged or the request is one which is deemed appropriate for Board consideration, the President/CEO or Chairperson may ask for a decision from the full Board of Directors before action is taken.
5. Should any Director's request for information or analysis require more than 30 minutes of staff time, the Chairperson or the CEO may require the Director to secure Board approval for the work.
6. This Policy shall not preclude the Chairperson from exercising authority granted under District Bylaws or Board Policy: Role and Powers of Chairperson. Nothing in this policy shall be construed to limit the rights of a Director under the Public Records Act.

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

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

BOARD POLICY #16-044

POLICY TITLE: Distribution of Tickets and Passes to District-Sponsored or Controlled Events and Donated Tickets and Passes

This Policy provides a framework for the District's distribution of tickets or passes to District officials and others to attend District-sponsored or controlled events, as well as distribution of tickets or passes which are donated to the District. This Policy is authorized by 2 Cal. Code Regs. § 18944.1. This Policy is intended to be consistent with the Fair Political Practices Commission's regulations regarding gifts and behested payments, but this Policy does not supplant or replace those regulations.

I. DEFINITIONS

- A. "Official" includes members of the Board of Directors, officers, employees and consultants of the District, as defined under the Political Reform Act and its regulations. "Official" also includes any person required to file an annual Statement of Economic Interests (Form 700) under the District's conflict of interest code.

- B. "Immediate family" means the spouse or registered domestic partner and dependent children, of an Official.

II. APPLICATION

- A. This Policy applies to tickets or passes provided to an Official by the District when:
 - 1. The ticket or pass is to a facility, event, show or performance for an entertainment, amusement, recreational, or other similar purpose, such as a ticket or pass to a tennis tournament, marathon or theater production. This Policy does not apply to a ticket or pass if the only benefit received at the event is food and beverages, such as a dinner or luncheon; and

 - 2. If the ticket is donated to the District by an outside source,
 - a. the ticket or pass is not earmarked by that source for use by a particular Official, and

 - b. the District determines, in its sole discretion, which official may use the ticket or pass; or

 - 3. If the ticket is not donated by an outside source, it is obtained by the District (i) pursuant to the terms of a contract for use of public property,

(ii) because the District controls the event, or (iii) by purchase of the District at fair market value; and

4. The District distributes the ticket or pass in accordance with this Policy, including the disclosure requirements.
- B. Officials who receive a ticket may elect to treat the ticket as income consistent with applicable state and federal income tax laws. In such event, the District shall report the distribution of the ticket as income to the official on FPPC Form 802 and subject to the disclosure requirements set forth in Section IV of this Policy.
- C. This Policy does not apply to tickets or passes provided directly to an Official from source other than the District, or tickets for which the Official elects to pay to the District the value of the tickets.
1. In the case of a ticket that provides one-time admission or access, when the Official elects to pay for the ticket, the “value” is the price that was or would have been offered to the general public for the ticket. This will usually be the face value of the ticket.
 2. In the case of a ticket that provides repeated admission or access, such as a season ticket, the “value” to the Official is the fair market value of the actual use of the ticket, taking into account the use by any guests who may be admitted with the ticket, or if the ticket is transferred to another person, the fair market value of possible use by that person.
- D. Benefits received by the Official at the event which are not included in admission, such as food, beverages or any other item presented to the Official at the event, must be reported as gifts by the Official if they exceed the reporting threshold.

III. DISTRIBUTION OF TICKETS

- A. The District’s Chief Executive Officer (or his or her designee provided such designation is documented in writing) shall act on behalf of the District under this Policy. The CEO shall manage the receipt, distribution and accounting for all tickets and passes subject to this Policy. The CEO shall determine the value of tickets.
- B. The distribution of any ticket to, or at the behest of, an Official shall accomplish one or more of the following public purposes of the District:
1. Category 1 Public Purposes
 - a. Performance of a ceremonial role or function representing the District at an event.
 - b. The job duties of the Official require his or her attendance at the event.

- c. Promotion of District-controlled or sponsored events, activities or programs.
 - d. Promotion of the District on a local, state or national scale.
 - e. Encouraging or rewarding District employees.
2. Category 2 Public Purposes
- a. Promotion of healthcare related community programs and resources available to residents within the District's service area.
 - b. Attracting or rewarding volunteers at the District's facilities.
- C. The CEO shall give priority in the distribution of tickets or passes for the public purposes in Category 1 Public Purposes, as first priority and Category 2 Public Purposes, as second priority.
- D. The CEO may establish procedures governing the timing and form of requests for tickets consistent with this Policy, provided all such requests shall be required to be in writing.
- E. The CEO may, in his or her discretion, announce the availability of tickets or passes and invite written requests for such tickets or passes. The CEO may make such announcements to any individuals or group of individuals he or she deems appropriate given the public purpose(s) to be accomplished by such distribution.
- F. The CEO shall evaluate any written requests and distribute tickets or passes in his or her discretion provided such evaluation and distribution is consistent with this Policy.
- 1. The CEO may distribute tickets or passes at the behest of a member of the District's Board of Directors if such behest is for one or more of the public purposes stated in this Policy. No other District official may behest tickets or passes.
 - 2. The CEO may distribute tickets or passes for personal use by an Official's immediate family, or no more than one guest, if such distribution is for one or more of the public purposes stated in this Policy. Officials receiving such tickets shall return any unused tickets to the District, preferably in time for reallocation by the CEO.
 - 3. The CEO may also distribute tickets or passes to individuals, entities or organizations who are not Officials if such distribution is consistent with one or more of the public purposes stated in this Policy.
 - 4. The CEO shall not distribute any tickets or passes to a physician unless such distribution is approved by the Compliance Officer of the District.

- G. In the event there are tickets or passes that have not been distributed in response to written requests, the CEO may donate such tickets to a nonprofit, tax-exempt or governmental organization provided such donation accomplishes one or more of the public purposes stated in this Policy.
- H. An Official who receives a ticket or pass pursuant to this Policy shall not transfer or distribute such ticket or pass to any other person, except to members of the official's immediate family, or no more than one guest, solely for their personal use.
- I. In all circumstances, the CEO may decline to distribute tickets or passes if he or she determines such distribution would not be consistent with one of the public purposes stated herein.

IV. DISCLOSURE REQUIREMENTS

- A. The CEO or his or her designee shall report the distribution of a ticket or pass on FPPC Form 802 within 45 days of distribution. The report shall include all of the information required by 2 Cal. Code Regs. § 18944.1(f) and shall identify at least one of the applicable public purposes described in Section III(B) of this Policy. The District shall maintain completed forms as public records and will post and maintain copies in a prominent fashion on the District's website. The District will e-mail the FPPC a link to the District's website where the forms are displayed.
- B. The District shall maintain this Policy as a public record and will post and maintain a copy in a prominent fashion on the District's website within 30 days of adoption or amendment. The District will e-mail the FPPC a link to the District's website where this Policy is displayed.

Reviewed by the Gov/Leg Committee: 07/13/11
Approved by the Board of Directors: 07/28/11
Reviewed by the Gov/Leg Committee: 04/01/14
Reviewed by the Gov/Leg Committee: 04/01/14
Approved by the Board of Directors: 04/24/14
Reviewed by the Gov/Leg Committee: 10/07/14
Approved by the Board of Directors: 11/06/14
Reviewed by the Gov/Leg Committee: 02/02/16
Approved by the Board of Directors: 02/25/16

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

BOARD POLICY #16-010

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
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Revised by the Gov/Leg Committee: 8/4/15
Approved by the Board of Directors: 8/27/15
Reviewed by the Gov/Leg Committee: 8/02/16
Approved by the Board of Directors: 8/25/16

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

BOARD POLICY #16-040

POLICY TITLE: Activities for Which Board Compensation Is Available

When compensation has been authorized by Board Resolution, pursuant to Health & Safety Code section 32103, such compensation may be paid in accordance with Article III, section 4 of the Bylaws of the District and this policy. Compensation is limited to one hundred dollars (\$100) per meeting, not to exceed five meetings per month. The following are compensable activities:

1. Attendance at a regular, special or emergency meeting of the Board of Directors shall be compensable, provided the meeting is at least 30 minutes in length, and the Director seeking compensation is present during the meeting for not less than 30 minutes.
2. 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, the Director is a member of the committee and is present during the meeting for not less than 30 minutes.

No compensation shall be available, however:

1. For attendance via teleconference from a location which is not a location open to the public and within the jurisdiction.
2. For attendance at a committee meeting in which the Board member is not a member of the committee.
3. Unless the minutes of the meeting or other written evidence reflects a Director's attendance in compliance with this policy.
4. If compensation is limited under any other Board policy, including, but not limited to Board Policy #010-020 and #010-038.
5. If the Director does not request compensation in writing within 180 days of attending the meeting for which compensation may be paid.

Reviewed by the Gov/Leg Committee: 8/10/05

Approved by the Board of Directors: 9/22/05

Approved by the Board of Directors: 3/25/10

Reviewed by the Gov/Leg Committee: 4/01/14

Approved by the Board of Directors: 4/24/14

Reviewed by the Gov/Leg Committee: 6/07/16

Approved by the Board of Directors: 6/30/16

Members of the Board of Directors shall also have the following duties:

- aaa. Duty of Care. Directors shall exercise proper diligence in their decision-making process by acting in good faith in a manner that they reasonably believe is in the best interest of the District, and with the level of care that an ordinarily prudent person would exercise in like circumstances.
- bbb. Duty of Loyalty. Directors shall discharge their duties unselfishly, in a manner designed to benefit only the District and not the Directors personally or politically, and shall disclose to the full Board of Directors situations that they believe may present a potential for conflict with the purposes of the District.
- ccc. Duty of Obedience. Directors shall be faithful to the underlying purposes of the District described in Article I, section 2, herein.

If it is found, by a majority vote of all of the Board of Directors in office at that time, that a Director has violated any of his or her duties to the detriment of the District, such Director is subject to removal from office according to the procedures set forth in section 9, subdivision a, of Article IV.

The rules of the hospitals and other facilities within District jurisdiction shall, insofar as is consistent with the Local Health Care District Law and other applicable law, be in accord with and contain minimum standards not less than the rules and standards of private or voluntary hospitals. Unless specifically prohibited by law, the Board of Directors may adopt other rules which could be lawfully adopted by private or voluntary hospitals. (H&S Code §§ 32121 and 32128.)

Section 4. Compensation.

- a. The Board of Directors shall serve without compensation, except that the Board of Directors, by a Resolution adopted by a majority vote of the members of the Board of Directors, may authorize the payment of not to exceed One Hundred and No/100 Dollars (\$100.00) per meeting not to exceed five meetings a month as compensation to each member of the Board of Directors. (H&S Code § 32103.)
- b. For purposes of this provision, “meeting” shall mean the following, to the extent permitted by applicable law: (1) any congregation of a majority of the members of the Board of Directors or of a committee or other body established by the Board of Directors, at the same time and place to hear, discuss, or deliberate upon any item that is within the subject matter jurisdiction of the Board of Directors or of the committee, if the congregation is subject to the open meeting requirements of Government Code Section 54953 and other applicable law; (2) and any other occurrences described in Government Code section 53232.1, if authorized pursuant to a written Board of Directors Policy; provided that payment of compensation shall be further subject to a member’s compliance with such policies as the Board of Directors may establish. A Director is eligible for compensation under this provision for attendance at a regular or special meeting of a committee or subcommittee only if the Director is a duly-appointed member of that committee or subcommittee as of the

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date of attendance, or as may be authorized by Board of Directors Policy as an "occurrence" and permitted by law..

- c. Each member of the Board of Directors shall be allowed his or her actual necessary traveling and incidental expenses incurred in the performance of official business of the District as approved by the Board of Directors in accordance with applicable law, including but not limited to the provisions set forth in AB 1234, as they may be revised from time to time. (H&S Code § 32103.)

Section 5. Vacancies.

Any vacancy upon the Board of Directors shall be filled by the methods prescribed in Section 1780 of the Government Code, State of California laws and other applicable law. (H&S Code § 32100.)

Section 6. Resignations.

Any member of the Board of Directors may resign at any time by giving written notice to the Board of Directors, or to the Chairperson, or to the Secretary or to the Clerk of the Board of Directors. Any such resignation shall take effect as of the date of the receipt of the notice or any later time specified therein and unless specified therein, the acceptance of such resignation shall not be necessary to make the resignation effective.

Section 7. Absences From Meetings.

The term of any member of the Board of Directors shall expire if he or she is absent from three consecutive regular meetings, or from three of any five consecutive regular meetings of the Board of Directors, and the Board of Directors by resolution declares that a vacancy exists on the Board of Directors.

MEETINGS OF DIRECTORS

Section 8. Regular Meetings.

Regular meetings of the Board of Directors of the District shall be scheduled for the last Thursday of each calendar month at a time determined by the Board of Directors at least annually, in Assembly Room 3 of the Eugene L. Geil Pavilion, Tri-City Medical Center, 4002 Vista Way, Oceanside, California. The Board of Directors may, from time to time, change the time, the day of the month of such regular meetings and the location (provided the location is within the boundaries of the District) as dictated by holiday schedules or changing circumstances. (H&S Code § 32104; Gov. Code § 54954.)

Section 9. Special Meetings.

A special meeting of the Board of Directors may be called at any time by the presiding officer of the Board of Directors or by four (4) members of the Board of Directors, by providing written notice as specified herein to each member of the Board of Directors and to each local newspaper of general circulation, radio or television station requesting notice in writing.

Gov. Code Section 53232.1

(a) When compensation is otherwise authorized by statute, a local agency may pay compensation to members of a legislative body for attendance at the following occurrences:

(1) A meeting of the legislative body.

(2) A meeting of an advisory body.

(3) A conference or organized educational activity conducted in compliance with subdivision (c) of Section 54952.2, including, but not limited to, ethics training required by Article 2.4 (commencing with Section 53234).

(b) A local agency may pay compensation for attendance at occurrences not specified in subdivision (a) only if the governing body has adopted, in a public meeting, a written policy specifying other types of occasions that constitute the performance of official duties for which a member of the legislative body may receive payment.

(c) This section shall not apply to any local agency that pays compensation in the form of a salary to members of a legislative body, including, but not limited to, those local agencies whose legislative bodies' compensation is subject to Section 36516 or 36516.1, subparagraph (B) or (C) of paragraph (2) of subdivision (a) of Section 21166 or Section 22840 of the Water Code, Section 11908.1 of the Public Utilities Code, Section 6060 of the Harbors and Navigation Code, or subdivision (b) of Section 1 or Section 5 of Article XI of the California Constitution