

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 governance best practices, 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, legislative affairs and advocacy.

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. Amendments to Medical Staff Bylaws will be pursuant to the attached Pathway for Medical Staff Bylaw Amendments;
 - d. Review its Charter every three years or as necessary;
 - 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.

II. Membership

The Committee shall consist of three Directors, a minimum of two (2) but no more than three (3) community members which could include a non-voting subject matter expert, and two (2) 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
Approved August 25, 2016 by Board of Directors
Approved February 23, 2017 by Board of Directors
Reviewed October 3, 2017 by Gov/Leg. Committee
Approved October 26, 2017 by Board of Directors

**PROPOSED RATIFICATION PATHWAY FOR
MEDICAL STAFF BYLAW AMENDMENTS**

The Committee [the Joint Conference Committee] discussed in detail a method of approving all future amendments to the Medical Staff Bylaws that would be acceptable to all parties. There was a frank exchange of views. After building consensus, it was agreed without dissent that the sequence of events in securing Medical Staff and Board approval and adoption of Bylaw amendments would be as follows:

- (1) Origination of the amendments from within the Medical Staff.
- (2) Drafting of the language, usually from within the Medical Staff Bylaws Committee.
- (3) The review and approval of the language of the proposed amendments by the Medical Staff attorney.
- (4) Dispatch of the amendment(s) directly from the Medical Staff attorney to the Board attorney and the CEO for their review and comment. If Board counsel or the CEO see the need for a possible change, these negotiations take place between the two attorneys, Medical Staff's and Board's counsel.
- (5) After agreement between the two legal counselors, the amendment(s) would be forwarded to the Chief of Staff (COS). The proposed amendment(s) would then be brought to the Medical Executive Committee (MEC) by the COS for approval.
- (6) From the MEC to the entire Medical Staff for an at-large vote and approval.
- (7) The amendments would not become effective until their vote and final adoption by the Governing Body.