

**MINUTES OF THE MARCH 28, 2013 SPECIAL MEETING OF THE
PETALUMA HEALTH CARE DISTRICT BOARD OF DIRECTORS**

CALL TO ORDER:

Fran Adams, RN, BSN, Secretary
Elece Hempel, Member-At-Large
Robert Ostroff, MD, Treasurer
Kathie Powell, MS, Vice-President
Josephine S. Thornton, MA, President

ALSO PRESENT:

Ramona Faith, CEO, PHCD
Babs Kavanaugh, Consultant

CONSENT CALENDAR:

The Consent Calendar was approved by all present.

PUBLIC COMMENTS:

There were no public comments.

BOARD COMMENTS:

There were no board comments.

BOARD GOVERNANCE:

On March 28, 2013, the Petaluma Health Care District Governing Board and CEO participated in a workshop on Effective Governance with Governance Consultant, Babs Kavanaugh. The purpose of the session was to review and reflect on roles, responsibilities and the working processes used by the Governance Team to fulfill responsibilities.

Components of Governance Effectiveness:

The workshop opened with a brief discussion about what makes an effective board. The following key concepts of effective boards were highlighted.

- Effective boards are mission driven and share a common message.
- Effective boards have a clearly defined governance structure that all members agree to hold themselves accountable to follow.

Other components include:

- Clearly defined roles and responsibilities and structures and processes to support them.
- Clear purpose and common shared goals with defined outcomes. The outcomes provide tools to see movement and monitor progress.

Creating and Sustaining A Positive Governance Culture:

To be effective, it is vital that the board and CEO have a respectful and constructive working relationship based on trust, open communications and clarity about roles and responsibilities. During the workshop, the CEO and Directors discussed strategies to provide support to one another and continue to strengthen the working partnership. The Board President's responsibilities were also reviewed during this discussion.

What the CEO needs from Directors to fulfill her Responsibilities:

- For the Board of Directors to operate as a unit – a team of five with one voice!
- Clarity of direction from the whole board; clarity of expectations with specific benchmarks and timelines.
- Open communication and candor from Board of Directors.
- Wise decision makers
- Joint – participatory decision making
- No surprises, to ask questions in advance of the board meeting
- Monthly opportunities to grapple with major issues together
- To support the CEO on defining expectations of staff

What Directors need from the CEO to fulfill their Responsibilities:

- Information needed to make informed decisions, e.g., the monthly CEO Report
- Comprehensive information and recommendations on action items including the rationale for the recommendation and alternatives that were considered
- Clarity about preparing for action items, e.g., send an email highlighting specific information that must be reviewed
- Communication that promotes “no surprises”

What Directors need from each other:

- Support for divergent positions; integrity, honesty and open dialogue
- Thoughtful decision making
- Come to the meeting prepared, request information in advance of the meeting, if needed
- Each Director is responsible to contribute to the discussions
- If a Director abstains, disclose reason for abstaining
- No surprises

Board President’s Responsibilities:

- To lead and facilitate effective board meetings that stay on track and on time
- To be the guardian of process and structure, to manage public comment and minimize disruptive behavior
- To ensure opportunities for all trustees to provide input
- In collaboration with the CEO, to develop a focused agenda with adequate time for focused discussion

GOVERNANCE ROLES AND RESPONSIBILITIES

Five core governance roles were discussed, noting the documents or strategies that demonstrate the role.

Governance Role	Demonstrated by
Set the Direction	<ul style="list-style-type: none">• Mission, Vision and Core Values• Strategic Plan
Establish the Structure	<ul style="list-style-type: none">• Oversee the development of and adopt policies• Hire the CEO• Set policy for hiring of other personnel• Ensure a structure for planning• Establish budget priorities, adopt the budget
Provide Support (Through actions and behaviors)	<ul style="list-style-type: none">• Ensure a positive and collaborative climate exists (culture)• Act with professional demeanor
Ensure Accountability/Outcomes	<ul style="list-style-type: none">• Fiscal oversight• Monitor and evaluate• Financial Sustainability
Demonstrate Community Leadership	<ul style="list-style-type: none">• Speak with a common voice about PHCD priorities and goals• Share information about policies, programs and the fiscal condition• Public outreach and engagement

NEXT STEPS:

Board Policies:

The Board of Directors reviewed a number of draft policies and made some preliminary suggestions for additions and changes. Recorded below are the policies and key points.

The following policies will be developed:

- a. Developing the Board Agenda
 - i. Clarify Agenda development for discussion items and action items that allows the board flexibility to manage both.
 - ii. Adding agenda items
- b. Board meeting management – Public Comment
 - i. The process is written on the Board agenda. The Board President will briefly review the process
- c. Board staff communication
 - i. Interface with staff through CEO
- d. Staff Presentations at Board meetings
 - i. Presentation
 - ii. Clarification questions – from the board and from other staff
 - iii. Public comments and/or questions
- e. Grievance Policy – to be developed
- f. Complaint Policy – to be developed
- g. Conflict of Interest – to be developed

An Ad Hoc Policy Committee will complete the draft revisions and bring these to future board meetings. This phase of policy development will be complete within six months. Ad Hoc Committee members are Josephine Thornton, Robert Ostroff, and Ramona Faith.

Governance Goal: The Board Identified Effective Meetings as their Governance:

The steps to complete the evaluation process are:

- Define the ideal board meeting
- Evaluate the current status of the PHCD board meetings based on the ideal meeting
- Assess the board meeting in 12 months

Board Priorities:

The Board of Directors asked the CEO to prepare an outline of PHCD Board priorities with timeline. The will be shared with the PHCD Board in April/May 2013.

Governance Effectiveness:

- The Board of Directors will conduct a governance self-assessment in September 2013
- After 2013, the Board of Directors will conduct governance self-assessments every other year

PLUS/DELTA:

Discussion were good

ADJOURN:

President Thornton adjourned the meeting at 4:45pm

Respectfully submitted,

Fran Adams, Board Secretary

RECORDED BY:

Suzanne Cochrane, Board Clerk