

AUTHORITY & LIMITS OF THE BOARD	EFFECTIVE DATE
	10/30/2018

- 4000.01 Establishment**
The Del Puerto Health Care District is established by Division 23 of the California Health & Safety Code § 32000 - 32492 which is known as the Local Health Care District Law.
- 4000.02 Subject to District Bylaws**
The Board of Directors has adopted Bylaws. Rules and Procedures serve to further clarify the Bylaws. If there is any conflict between the Bylaws and Rules and Procedures, the Bylaws shall prevail.
- 4000.03 Authority of the Board**
The Board of Directors is the governing body of the District. The Board shall act only at its regular meetings, regular adjourned meetings, special meetings, or emergency meetings.
- 4000.04 The Board is Singular Body**
The Board of Directors is the governing body of the District. Apart from his or her normal function as a part of this governing body, a Director has no individual authority. Directors do not have authority to commit the District to any policy, act, or expenditure, unless the Board of Directors takes specific action to grant such authority as to a given matter. Once the Board of Directors takes action, Directors shall commit to supporting the collective Board action and not to create barriers to the implementation of said action.
- 4000.05 Representing the Entire District**
Directors do not represent any fractional segment of the community, but are, rather, a part of the body that represents and acts for the district. The Board member carries out his or her responsibilities in recognition of a fiduciary responsibility and does not represent the interests of any constituency or individual.
- 4000.06 Legal Duties**
The board, acting in good faith and in a reasonably prudent manner, has three legal duties:
- a. A duty of obedience to the legal purpose of the District, a duty that should be demonstrable in all the board's decisions.
 - b. A duty of loyalty, to act based on best interests of the District and the wider community it serves, not the narrow interests of an individual or stakeholder group.
 - c. A duty of care, to be diligent in carrying out the work of the board by preparing for meetings, attending faithfully, participating in discussions,

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asking questions, making sound and independent business judgments, and seeking independent opinions when necessary.

4000.07 Roles of the Board

The character of the Board is to govern, not manage, the District. To that end, the Board carries out four roles:

- a. Establish the ends and goals of the District.
- b. Make policies and decisions to support those ends.
- c. Oversee performance and exercise accountability for results.
- d. Build relationships with the District's key stakeholders.

4000.08 Governance Responsibilities of the Board

In fulfilling its role, the Board of Directors have specific responsibilities:

- a. **Provide for excellent management.** Select, support, advise and evaluate the chief executive officer.
- b. **Establish executive compensation.** Establish a compensation program for senior management and approve annual compensation for the Administrative Director / CEO.
- c. **Establish policies.** Approve and periodically review major District policies affecting the organization and the operation of the Board.
- d. **Approve strategic direction and monitor performance.** Approve a mission, vision, and strategic direction for the District; approve a strategic plan; review and approve major transactions and significant new programs and services; and monitor organizational performance against goals.
- e. **Ensure financial viability.** Approve financial goals; approve a long-range financial plan and annual, operating, and capital budgets; approve investment policies; monitor financial performance and investment performance against goals; and oversee the audit process.
- f. **Build relationships.** Build relationships and support the organization's policies with key stakeholders, political leaders and donors.
- g. **Ensure compliance.** Establish and oversee programs to ensure that the

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organization fulfills legal, regulatory and accreditation requirements.

- h. **Ensure board effectiveness.** Select members of subsidiary boards and ensure the effectiveness of board governance through regular self-assessment and improvement of governance.

4000.09 Policy Setting

The primary responsibility of the Board of Directors is the formulation and evaluation of policy.

- a. Directors are responsible for monitoring the District's progress in attaining its goals and objectives, while pursuing its mission.
- b. Routine operation of the District is delegated to the Administrative Director / CEO and to other members of the District staff, as appropriate.
- c. The Board and individual Board Members shall have no authority over day-to-day operations of the District.

4000.10 Time Commitment

Directors make a significant commitment to their Board service, normally 10-20 hours per month.

- a. Directors are expected to become familiar with District financial reports, and carefully review all materials in advance of Board meetings.
- b. Directors are expected to become and stay current on District affairs and projects.
- c. Directors are expected to serve on District Ad Hoc committees.
- d. Directors are encouraged to represent the District at community events, attend intergovernmental meetings at which health care issues are discussed and decided. Official representation of the District at community events and visits to facilities should be coordinated through the Administrative Director/CEO to ensure compliance with the Brown Act.

4000.11 Non-interference

Board Members may not direct, coerce, or influence any District employee. Violation of these provisions of this section by a member of the Council is a criminal misdemeanor. A conviction would trigger immediate forfeiture of office.

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- a. A Board Member may contact District department heads and employees only to make inquiries. All other communications about the administration of the District must only be through the Administrative Director / CEO.
- b. A Board Member shall not give orders to any District employee, either publicly or privately. A District employee shall not carry out the orders of a Board Member. Instead, the employee should consult and follow the direction of the Administrative Director / CEO or department head.
- c. A Board Member shall not attempt to coerce or influence the Administrative Director / CEO or any employee in respect to any contract, purchase of supplies or any other action. A District employee should not be influenced in respect to any contract, purchase of supplies or any other action by a Board Member.
- d. A Board Member may not in any manner direct or request the appointment or removal of any person from District employment.

4000.12 Directions from Individual Directors

Individual Directors shall not instruct District staff, District legal counsel, or District consultants, advisors, vendors, or contractors, but shall work through the Board as a whole, who shall work through the Administrative Director / CEO. However, the chairperson of any Board Standing or Ad Hoc committee shall be authorized to work with District staff and receive information and support from District staff with respect to matters within the Ad Hoc committee's jurisdiction.

4000.13 Board Requests for Information

When requesting information from staff or making public records requests, Directors are encouraged to identify their specific issue of concern rather than making broad requests that require significant amounts of staff time and hinder staff's ability to devote the time necessary to the business of running the District.

- a. Information provided at the request of any Board member shall be distributed to all Board members.
- b. Any request by an individual Director for substantive information and/or research from District staff or advisors (other than a request for existing records), the response to which will require the use of material District staff time or resources, shall be submitted in writing (which includes email) through the Board President, who shall decide whether or not it is in the District's best interests to expend District resources in such a fashion and, for

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approved requests, shall advise staff regarding the appropriate level of resources to be devoted to the matter.

- c. If an individual Director's request is denied by the Board President, the request shall, if the individual Director wishes, be placed on the agenda of the next meeting of the Board (for which an agenda has not yet been posted).
- d. If a majority of the Directors approve the request for information and/or research, the Administrative Director/CEO shall respond to the individual Director's request for substantive information and/or research. Requests for existing District records shall be governed by the Public Records Act.

4000.14 Personal Conduct

Differing viewpoints are healthy in the decision-making process and must be conducted with decorum. Board Members shall

- a. Conduct themselves with dignity,
- b. Treat other board members and district staff with courtesy,
- c. Respect the rights of other board members to give opinions,
- d. Listen attentively and respond appropriately in a professional manner,
- e. Give first priority to the needs and best interests of the district, and
- f. Emphasize the positive.

4000.15 Focus on Issues

Board members shall use the District Strategic Plan as a general basis and focus when developing and considering future policy. Board Members shall focus on issues and not personalities, respect differing points of view, disagree without being disagreeable.

4000.16 Complaints

The needs of the District's constituents should be the priority of the Board of Directors. Board Members shall refer complaints directly to the Administrative Director/CEO, report public health and safety concerns immediately to the Administrative Director/CEO, and seek clarification and information from the Administrative Director/CEO on such issues as policy, personnel, legal action, land acquisition and development, finances, and other matters related to the operation of the District.

4000.17 Interactions with District Personnel

If approached by District personnel concerning specific District policy, Directors shall direct inquiries to the Administrative Director / CEO.