

BOARD OF DIRECTORS OF DEL PUERTO HEALTH CARE DISTRICT

Board Meeting – April 24, 2023

9B. Triennial Review and Recommendation of Governance Policies 8D. Finance Policies
Triennial Review Page 1 of 2

Department: Chief Executive Office

CEO Concurrence: Yes

Consent Calendar: Yes

4/5 Vote Required: No

SUBJECT: **9B. Review and Recommendation of Governance Policies**

STAFF REPORT: Board Governance policies were last reviewed in 2020 and presented at the March 2023 board meeting. Regular policy reviews can help public agencies operate more effectively, efficiently, and transparently, benefiting the communities they serve.

The staff has no recommendations for changes but invites the Board to discuss and approve or amend as agreed to by a majority vote of the Board.

CONSIDERATIONS: Reviewing established governance policies can help to promote transparency, accountability, and ethical behavior, while also mitigating risks and enhancing performance. This is essential for public boards responsible for overseeing public resources and serving the interests of district stakeholders.

DISTRICT PRIORITY: Good governance; clarity in expectations

FISCAL IMPACT: None

STAFFING IMPACT: None

CONTACT PERSON: Karin Freese

ATTACHMENT(S): ADOPTED POLICIES TO REVIEW FOR POSSIBLE AMENDMENT
4200 Board Meetings Standards ADPTD OCT 2018
4000 Authority & Limits of the Board ADPTD OCT 2018
4120 Expectations of Directors ADPTD OCT 2018
4130 Board Compensation Policy ADPTD NOV 2002
4140 Board Vacancy adopted 3-28-11
4150 Role of Directors - Adopted March 2017
4160 Media Relations Policy ADPTD OCT 3 2011
4205 Meeting Agenda Preparation ADPTD OCT 2018
4210 Board Meeting Management ADPTD OCT 2018
4215 Topics for Discussion at Board Meetings - Adopted March 2017
4225 Tape Destruction policy June 2004
4230 Legislative Advocacy Policy ADPTD MAR 2021

BOARD OF DIRECTORS OF DEL PUERTO HEALTH CARE DISTRICT

Board Meeting – April 24, 2023

**9B. Triennial Review and Recommendation of Governance Policies
Triennial Review**

8D. Finance Policies

RECOMMENDED BOARD ACTION:

ROLL CALL REQUIRED: NO

RECOMMENDED MOTION: *I move the Board of Directors...*

<i>Motion Made By</i>	<i>Motion</i>	<i>Second</i>
<i>Director Avila</i>		
<i>Director Campo</i>		
<i>Director Benefield</i>		
<i>Director Stokman</i>		
<i>[vacant]</i>		

<i>Roll Call Vote</i>	<i>Aye</i>	<i>No</i>	<i>Abstain</i>	<i>Absent</i>
<i>Director Avila</i>				
<i>Director Campo</i>				
<i>Director Benefield</i>				
<i>Director Stokman</i>				
<i>[vacant]</i>				

AUTHORITY & LIMITS OF THE BOARD	EFFECTIVE DATE
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- 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

AUTHORITY & LIMITS OF THE BOARD	EFFECTIVE DATE
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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.

BOARD MEMBER JOB DESCRIPTION

The board must govern the Del Puerto Health Care District's efforts in carrying out its mission to provide, promote, and partner in quality healthcare for all in the communities it serves by fulfilling the Board's fundamental duty of oversight with respect, loyalty, and collaboration.

The board member must act in good faith and carry out their duties in a manner that is in the best interest of the organization, not the individual interests of the board member. Board members must meet higher standards of personal conduct and not seek special privileges or authority. The obligations of board service extend well beyond the expectations of attending meetings.

Board Time Commitment:

- Board meetings (monthly): 2-3 hours
- 1-2 Committee meetings (monthly): 1-3 hours each
- Meeting Preparation: 30 minutes - 1 hour per meeting
- Meetings with CEO (monthly): 1 hour
- Outside education/readings: 1-2 hours monthly
- Travel outside of local area: 1-2 times per year (2-3 days each)

Board Member Expectations:

- Know Del Puerto Health Care District's mission, purposes, goals, policies, programs, services, history, strengths, and needs.
- Perform the duties of board membership responsibly and according to the duties of care, loyalty, and obedience.
- Prepare for the policy discussions and decision-making required for governance excellence within the organization.
- Undertake special assignments willingly and enthusiastically.
- Avoid prejudiced judgments on information received from individuals and urge those with grievances to follow established policies and procedures through their supervisors.
- Avoid asking for special staff favors, including special requests for extensive information, without prior consultation with the CEO, board, or appropriate committee chairperson.
- Know the difference between the board's role and the role of the CEO.
- Support and counsel the CEO through complex relationships with groups.
- Participate annually in educational opportunities to remain current on changing trends and governance issues.

State Required Training:

- Ethics Education and Training (AB 1234) within the first six months of taking office and every two years after that – 2 hours
- Sexual Harassment Prevention Education and Training (AB 1661) within the first six months of taking office and every two years after that – 2 hours

BOARD MEMBER JOB DESCRIPTION

Recommended Training:

Board members can expand their knowledge and improve their skills through professional development opportunities for special and health care districts. Training resources include in-person and virtual education events, such as:

- California Special Districts Association (CSDA) – Special District Leadership Academy
- Association of California Healthcare Districts (ACHD) – Educational webinars; state and regional training opportunities
- CSDA or ACHD – Annual Conference

Board Meetings:

Board Meetings are the center of governance and significantly influence the quality of governance. Individual board members are expected to:

- Prepare for board and committee meetings, including appropriate organizational activities.
- Participate in board and committee meetings with forethought, courtesy, critical thinking and analyses, and attention to results.
- Ask timely and substantive questions at board and committee meetings consistent with the board member's conscience and convictions while simultaneously supporting the majority decision on issues decided by the board.
- Maintain confidentiality of the board's closed sessions, and speak for the board or district only when authorized to do so
- Suggest agenda items periodically for board and committee meetings to address significant, policy-related matters.
- Comply with the Brown Act: Open Meetings for Legislative Bodies, which governs all board and committee meetings.

Conflict of Interest:

Conflict of interest, confidentiality, and disclosure implies a code of conduct and ethical behavior. Board members should avoid using their power, position, or information from their situations to influence organizational activities and decisions. Individual board members are expected to:

- Fully understand the organization's definition of an independent director and disabling guidelines and be aware of his/her independence status and limitations in business ventures with or directly competing with the organization.
- Serve the district rather than any special interest group or constituency.
- Disclose any possible conflicts to the board in a timely fashion.
- Maintain independence and objectivity and act with a sense of fairness, ethics, and personal integrity, even though you may not be required to do so by law, regulation, or custom.
- Never offer or accept favors or gifts from anyone who does business with the organization.

EXPECTATIONS OF DIRECTORS	EFFECTIVE DATE
	10/30/2018

4120.1 Meeting Preparation

Directors shall thoroughly prepare themselves to discuss agenda items at meetings of the Board of Directors. Directors may request information before meetings.

- a. Requests by individual Directors for substantive information and/or research from District staff will be channeled through the Administrative Director / CEO.
- b. The Administrative Director / CEO shall be responsible for providing the requested information and shall make all information equally available to all Directors.
- c. If writings are distributed to a majority of the Board in connection with an agenda item, those writings shall be made available to the public in the manner required by law.

4120.2 Meeting Decorum

- a. Directors shall at all times conduct themselves with courtesy to each other, to staff, and to members of the audience present at Board meetings.
- b. Directors shall defer to the presiding officer for conduct of meetings of the Board but shall be free to question and discuss items on the agenda. All comments should be brief and confined to the matter being discussed by the Board.
- c. Directors may request for inclusion into the meeting minutes brief comments pertinent to an agenda item only at the meeting that item is discussed (including, if desired, a brief statement on position for an abstention or dissenting vote).

4120.3 Abstentions and Failure to Vote

- a. Directors should not abstain from the Board's decision-making responsibilities unless a personal or financial conflict of interest exists.
- b. Directors abstaining due to a disqualifying conflict of interest will not be counted as part of a quorum and will be considered absent for the purposes of determining the outcome of a vote on the matter.
- c. Directors who fail to vote, in the absence of a declared conflict of interest, will be counted as part of the quorum and in effect consent that a majority of the quorum will determine the outcome of a vote on the matter.

4120.4 Conflicts of Interest

EXPECTATIONS OF DIRECTORS	EFFECTIVE DATE
	10/30/2018

Director shall declare at the beginning of each Board Meeting if they have a real or perceived conflict of interest with which agenda item and what is the nature of the conflict. Directors with a conflict will leave the meeting during the discussion and not participate in any voting for the agenda item.

BOARD COMPENSATION & EXPENSE REIMBURSEMENT	EFFECTIVE DATE
	ADOPTED 11/2002 REVISED 10/2016

4130.0 Board Members Shall Serve without Compensations

- a. Per Health and Safety Code 32103, the Board of Directors shall serve without compensation, except that
- b. Board of Directors, by a resolution adopted by a majority vote of the members of the Board, may authorize the payment of not to exceed one hundred dollars (\$100) per meeting not to exceed five meetings a month as compensation to each member of the Board of Directors.

4130.1 Travel Expense Reimbursement Allowed

- a. 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.
- b. For purposes of this section, the determination of whether a Director's activities on any specific day are compensable shall be made pursuant to Article 2.3 (commencing with Section 53232) of Chapter 2 of Part 1 of Division 2 of Title 5 of the Government Code.
- c. Reimbursement for these expenses is subject to Sections 53232.2 and 53232.3 of the Government Code.

BOARD VACANCY	EFFECTIVE DATE
	04/01/2011

Policy: When a Director resigns, or a vacancy is otherwise created on the District Board of Directors, the remaining Board of Directors shall fill the vacancy, generally by appointment and pursuant to their bylaws, Government Code 1780 and these procedures.

Purpose: To establish clear and consistent procedures to guide administrative staff and the Board in filling vacancies on the Board.

Procedure: Pursuant to District's Amended and Restated Bylaws any Director may resign effective upon giving written notice to the President, the Secretary/Treasurer, or the Board, unless the notice specifies a later time or effective date.

The Board of Directors official date of notification shall be determined by the date of the next regular meeting of the Board following the written notice of the vacancy. If the regularly scheduled meeting has been cancelled or postponed, a special meeting shall be called and held within 15 days of the written notice.

At the meeting of the Board where notice of the vacancy is given, the remaining Board members shall:

1. direct Administration to send notification of the vacancy to the county elections official no later than 15 days after the effective date of the vacancy
2. determine by a motion to fill the vacancy by appointment or by calling for an election

When filling the vacancy by appointment the remaining Board shall:

1. have the President appoint an ad hoc Board Appointment Subcommittee
2. direct Administration to post notification of the vacancy for a period of at least 15 days in three conspicuous places within the district;
 - a. at the District office in the usual posting place for Board meeting agendas and job announcements
 - b. at the clinic near the entryways,
 - c. at City Hall in an area for public announcements,
 - d. on the District website,
 - e. and optionally as an announcement in the local newspaper
3. direct Administration to accept letters of interest from the public until close of business on the 15th day after the posting of the vacancy
4. direct the Board Appointment Subcommittee to
 - a. schedule and conduct interviews with each person who submitted a letter of interest

BOARD VACANCY	EFFECTIVE DATE
	04/01/2011

- b. select from among all the candidates, who in their opinion are the two best candidates for the position
 - c. bring the two candidates selected before the remaining Board in open session at the next regularly scheduled meeting of the Board
 - d. call a special meeting of the Board for the purpose of appointing a new member, should the regularly scheduled meeting be cancelled or postponed, so that the appointment can be made within 60 days of the effective date of notice
5. have opportunity at the regular or special meeting of the Board, conducted after the Subcommittee has completed their interviews, examine the letters of intent and interview each of the two recommended candidates
 6. expect the President, after each remaining Board member has had opportunity to question the candidates, to call for nomination of a single candidate. And shall elect by majority vote a new member to the Board
 7. have the newly elected Director take the oath, administered by the Secretary/Treasurer or, in his/her absence, the President or Vice President, and immediately take their seat on the Board
 8. direct Administration to notify the county elections official of the appointment no later than 15 days after the appointment.

When filling the vacancy by election the remaining Board shall:

1. direct Administration to contact the Stanislaus County elections office to determine the process, protocols and costs to the District
2. execute those processes and protocols so that the election is called within 60 days of the effective date of the notice of vacancy
3. have the newly elected Director take the oath, administered by the Secretary/Treasurer or, in his/her absence, the President or Vice President at the regularly scheduled meeting of the Board following the general election and immediately take his/her seat

The term of office held by the appointed Director shall be pursuant to the provisions of Government Code 1780 sections d2, d3, e3 & e4.

ROLE OF DIRECTORS	EFFECTIVE DATE
	MARCH 2017

REVIEW DATE:	REVISION DATE:
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Basis of Authority; Role of Directors

- 2.1 **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.
- 2.2 **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.
- 2.3 **Representing the Entire Community.** Directors do not represent any fractional segment of the community, but are, rather, a part of the body that represents and acts for the community.
- 2.4 **Fiduciaries.** Directors have a fiduciary duty to act in good faith and for the benefit of the District.
- 2.5 **Policy Setting.** The primary responsibility of the Board of Directors is the formulation and evaluation of policy. Directors are responsible for monitoring the District's progress in attaining its goals and objectives, while pursuing its mission. Routine matters concerning the operational aspects of the District are to be delegated to the Administrative Director/CEO of the District.
- 2.6 **Time Commitment.** Directors make a significant commitment to their Board service, normally 10-20 hours per month.
 - 2.6.1 Directors are expected to become familiar with District financial reports, and carefully review all materials in advance of Board meetings.
 - 2.6.2 Directors are expected to become and stay current on District affairs and projects.
 - 2.6.3 Directors are expected to serve on District Ad Hoc committees.
 - 2.6.4 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.
- 2.7 **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 President, or the Board as a whole. 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.
- 2.8 **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.

ROLE OF DIRECTORS	EFFECTIVE DATE
	MARCH 2017

- 2.8.1 Information provided at the request of any Board member shall be distributed to all Board members.
- 2.8.2 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 approved requests, shall advise staff regarding the appropriate level of resources to be devoted to the matter.
- 2.8.3 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).
- 2.8.4 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.

MEDIA RELATIONS	EFFECTIVE DATE
	10/3/2011

Purpose: To ensure any requests for information from all Media sources is compliant with the policies of Del Puerto Health Care District.

Policy: All requests for information that is received by any Media source must be immediately referred to the CEO/Administrator.

Media Sources are defined as but not limited to the following:

- Newspaper
- Television
- Radio
- Internet
- Magazine (paper or electronic)

Staff members that are engaged by, approached by, or having received a request to access information any media source will immediately refer the request to the CEO/Administrator.

Staff members will refrain from commenting on District business outside of the workplace in public forums in person, in print or electronic media (Facebook, Twitter, LinkedIn, or any other blog environment).

Board members are restricted from commenting or acting on behalf of the District regarding media inquiry about any district business outside of an official, announced board meeting, or by direction of the board by the approval process. Board members will refer any media inquiry to the CEO/Administrator.

In the event the CEO/Administrator is not available to receive the media request and the request is of an urgent nature regarding an event that could adversely affect public safety, security or health, the media request will be referred to the Director of Ambulance Operations or the President of the Board.

BOARD MEETING STANDARDS	EFFECTIVE DATE
	10/30/2018

4200.1 Brown Act Compliance

The Legislature adopted the Brown Act, commonly referred to as California’s “Open Meetings Laws” in 1964. It is the policy of Del Puerto Health Care District and its Board of Directors that all meetings shall be conducted in accordance with the Ralph M. Brown Act, Government Code 54950 et seq. The Brown Act is broadly construed, and compliance is constitutionally mandated.

- a. Meetings occur whenever the majority of the Members of the Board of Directors meets to discuss District business.
- b. All meetings of the Board of Directors shall comply with the Brown Act.
- c. “Member of the Board” includes newly elected and appointed officials prior to assuming office.
- d. Meetings through the use of intermediaries, serial communications, or emails are prohibited.
- e. The Board shall only take action during a properly noticed meeting.
- f. All Board meetings shall be open and freely accessible to the public, including those with disabilities.

4215.3 Standing Committees

Standing Committees created by formal action of the Board shall comply with the Brown Act.

4200.4 Location

Meetings of the Board of Directors shall be held at the District’s Health Center located at 1700 Keystone Pacific Parkway, Patterson, CA 95363 except as otherwise set forth in Government Code Section 54954(b) or (e) and Section 54953(b)(3) or successor provision. District staff shall insure physical facilities for meetings are functional and appropriate.

4200.5 Regular Meetings Date and Time

The regular meetings of the Board shall be held on the last Monday of every month. Regular meetings of the Board shall be scheduled for 6:30 p.m. and shall begin at that time or as soon thereafter as a quorum is present.

BOARD MEETING STANDARDS	EFFECTIVE DATE
	10/30/2018

4200.6 Special Meetings

Additional special meetings, study sessions, or workshops can be called by the President of the Board as necessary to conduct business of the District. These meetings are subject to the Brown Act.

4200.7 Emergency Meetings

The provisions of the Ralph M. Brown Act applicable to emergency meetings shall be followed.

- a. Emergency meetings of the Board may be called by the Board President or by a majority of the Directors at a time and for the purpose(s) specified in the call of an emergency situation involving matters upon which prompt action is necessary due to the disruption or threatened disruption of public facilities.
- b. An emergency situation is “a work stoppage, crippling activity, or other activity that severely impairs public health, safety, or both, as determined by a majority of the members of the legislative body” or “a crippling disaster, mass, terrorist act, or threatened terrorist activity that poses peril so immediate and significant that requiring a legislative body to provide one-hour notice before holding an emergency meeting...may endanger the public health, safety, or both, as determined by a majority of the members of the legislative body.”

4200.8 Quorum

Section 32106 of the California Health and Safety Code provides that “A majority of the members of the board shall constitute a quorum for the transaction of business.” To be counted as present for any meeting, Board Members must be present for the duration of the meeting.

4200.9 Absences

Members of the Board of Directors are expected to, and shall, attend all regular, special, and emergency meetings of the Board unless there is good cause for absence.

- a. Good cause for absence, including late arrivals or early departures, includes temporary illness or other unavoidable circumstances of which the President of the Board is notified prior to the meeting. Good cause also includes Board authorized meeting absences such as attendance at

BOARD MEETING STANDARDS	EFFECTIVE DATE
	10/30/2018

a conference directly related to the functions and interests of the District or at the meeting of another public agency in order to participate in an official capacity.

- b. A Board Member who will be absent for good cause shall notify the President by email, telephone, or letter. The President shall notify the Administrative Director / CEO and the Board of all absences that are excused for good cause. The minutes shall indicate whether an absence was excused.
- c. A vacancy shall occur if a Board Member is absent, without good cause, from three (3) consecutive regular meetings, or any three (3) of five (5) consecutive regular, special, or emergency meetings except as otherwise provided for by law or as authorized by the Board.

4200.10 Adjournment

Regular and special meetings (including adjourned regular and adjourned special meetings) may be adjourned to a future date and time.

- a. If, after a meeting has been convened, the number of Directors present drops below the number required for a quorum, no further action may be taken except that less than a quorum of the Board shall adjourn the meeting to a future date and time or to the next regular meeting.
- b. If no Directors are present, the clerk of the Board shall adjourn the meeting to a future date and time and shall give notice of the adjournment in the same manner as for special meetings. The subsequent meeting is known as an “adjourned regular meeting” or “adjourned special meeting.” A notice of the adjournment, including the future date and time of the adjourned meeting, shall be conspicuously posted on or near the door of the place where the meeting was held within 24 hours after the time of the adjournment.
- c. If the future date of the adjourned meeting is within five (5) days of the original meeting, no new agenda need be posted (so long as the adjourned meeting is limited to the original agenda). If the date of the adjourned meeting is more than five (5) days from the original meeting, a new agenda must be prepared and posted.

4200.11 Annual Activities

BOARD MEETING STANDARDS	EFFECTIVE DATE
	10/30/2018

Certain Board activities are generally expected to occur at a standard time each year. Any of these items can be continued from the designated meeting to a future meeting upon vote of the Board.

- a. **Annual Meeting.** The annual organizational meeting of the Board shall be the Board's regular meeting in January or an earlier meeting, if called. At that meeting, annual officers shall be elected.
- b. **Annual Budget.** The Administrative Director/CEO should present the fiscal year (July 1 – June 30) budget no later than the June meeting.
- c. **State of the District Report.** The Administrative Director/CEO shall report on the state of the District in simultaneous to delivery of Audited Financial Statements.

MEETING AGENDA PREPARATION	EFFECTIVE DATE
	10/30/2018

4205.1 Agenda preparation

The Board President and Administrative Director / CEO shall jointly prepare an agenda for each regular and special meeting of the Board of Directors in accordance with the Brown Act. Any Director may contact the Board President and request an item to be placed on the agenda no later than 5:00 P.M. on the day that is 48 hours prior to the closing of the agenda for the next meeting date.

4205.2 Public Requests for Matter to be Included on Agenda

Any member of the public may request that a matter directly related to District business be placed on the agenda of a regularly scheduled meeting of the Board of Directors, subject to the following conditions:

- a. The request must be in writing and be submitted to the District Office, together with supporting documents and information, if any, at least seven business days prior to the date of the meeting. The Administrative Director / CEO shall be the sole judge of whether the public request is or is not a "matter directly related to District business." The Administrative Director / CEO shall determine the timing of when the item will be placed on the agenda.
- b. If denied a place on the agenda, the public member requesting the agenda item may appeal the Administrative Director / CEO's decision at the next Regular Meeting of the Board of Directors. Any Director may request that the item be placed on the agenda of the Board's next regular meeting. No matter legally a proper subject for consideration by the Board in closed session will be accepted under this policy.
- c. The Board of Directors may place limitations on the total time to be devoted to a public request issue at any meeting, and may limit the time allowed for any one person to speak on the issue at the meeting.

4205.3 Agenda Descriptions

All Board agendas shall include an unambiguous description of each item on the agenda to be discussed, including closed session items. The Administrative Director / CEO shall ensure that the description gives notice to the public of the essential nature of business to be considered.

- a. **Consent Calendar.** These matters include routine financial and administrative actions and are identified with an asterisk (*). All items on the

MEETING AGENDA PREPARATION	EFFECTIVE DATE
	10/30/2018

consent calendar will be voted on as a single action at the beginning of the meeting under the section titled "Consent Calendar" without discussion. If you wish to discuss an item on the Consent Calendar, please notify the Clerk of the Board prior to the beginning of the meeting or you may speak about the item during Public Comment Period.

- b. **Regular Calendar.** These items will be individually discussed and include all items not on the consent calendar, all public hearings and correspondence.
- c. **Closed Session.** Is the portion of the meeting conducted in private without the attendance of the public or press to discuss certain confidential matters specifically permitted by the Brown Act. The public will be provided an opportunity to comment on any matter to be considered in closed session prior to the Board adjourning into closed session.

4205.4 Agenda Posting

Agendas for regular meetings shall be posted 72 hours in advance of the meeting and agendas for special meetings shall be posted 24 hours in advance of the meeting. Agendas are typically posted on the Internet on Friday afternoons preceding a Monday meeting. Posting occurs in a place that is freely accessible to the public and on the District's website.

4205.5 Agenda Packages

Distribution of agenda packages and other materials to Board Members shall occur at substantially the same time. Agenda packages, except for closed session materials, should also be made available to the public once distributed to the Board.

4205.6 Meeting Materials not in Agenda Package

Materials related to an item on this Agenda submitted to the Board after distribution of the agenda packet are available for public inspection in the District Office. Such documents are also available online, subject to staff's ability to post the documents before the meeting, at the following website

4205.7 Closed Sessions

The Board may conduct a Closed Session during a properly noticed meeting for certain matters, as identified on the properly posted agenda, when it is necessary to conduct business in private. Major reasons for permissible closed sessions, as authorized by the Brown Act, include real property transactions, labor negotiations, and pending litigation. The Board shall allow public comment on any closed session

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	10/30/2018

item before going into closed session.

4205.8 Items not on the agenda

The Board shall not discuss or take action on any item that does not appear on the posted agenda except that the Board may act on items not on the agenda to address emergency situations, subsequent need items, and hold-over items from a continued previous meeting held within the prior five days, as authorized by the Brown Act.

BOARD MEETING MANAGEMENT	EFFECTIVE DATE
	10/30/2018

4210.1 Rules of Order

Meetings of the Board of Directors shall be conducted by the President in a manner consistent with the policies of the District. Policy No. 4230, "Rules of Order for Board and Committee Meetings," shall be used as a general guideline for meeting protocol.

4210.2 Agenda Timing

All Board meetings shall commence at the time stated on the agenda and shall be guided by same. The placement of an item on the agenda shall not be deemed a requirement that the items proceed in that particular order. The Board President, with concurrence of a majority of the Board, may alter the order in which agenda items shall be considered for discussion and/or action by the Board.

4210.3 Conduct of Meetings

The following concepts shall be applied to Board meetings:

- a. The meetings shall be conducted in an open and fair manner.
- b. The public shall be given ample opportunity to participate in the meetings.
- c. Due process principles shall apply to quasi-judicial proceedings, or as otherwise required by law.
- d. The meetings shall proceed in a manner that enables the Board to consider problems to be solved and make wise decisions intended to solve the problems.
- e. The Board may receive, consider, and take any needed action with respect to reports of accomplishment of District operations.
- f. Noticed public hearings shall be conducted in an orderly fashion, with the Board President establishing the order of the proceedings.
- g. The Board may weigh and determine the credibility of evidence and public comment.

4210.4 Public Comment

Public comment is welcome under the following guidelines

BOARD MEETING MANAGEMENT	EFFECTIVE DATE
	10/30/2018

- a. The Board may not require members of the public to give names or sign a register as a condition of attendance or speaking.
- b. The Board may not prohibit public criticism, but shall control the order of the proceedings, including placing reasonable time limits on public comment.
- c. Public comments must be addressed to the Board as a whole through the President. Comments to individuals or staff are not permitted.
- d. For regular meetings the Board shall provide the public with an opportunity to address any item not on the agenda and within the subject matter jurisdiction of the District.
 - 1. This Public Comment period is held at the beginning of the meeting.
 - 2. California law prohibits the Board from taking action on any matter which is not on the posted agenda unless it is determined to be an emergency by the Board of Directors.
 - 3. Persons speaking during Public Comment will be limited to five minutes or, depending on the number of persons wishing to speak, it may be reduced to allow all members of the public the opportunity to address the Board.
- e. For special meetings, the Board shall provide the public with an opportunity to address any item on the agenda.
- f. Members of the public who wish to speak on an item on the agenda, are welcome to do so during consideration of the agenda item itself. Five minutes may be allotted to each speaker and a maximum of 20 minutes to each subject matter.
- g. The Board president may allow additional per speaker and per subject comment time when necessary for a full and fair proceeding.

4210.5 Disruption of meetings

BOARD MEETING MANAGEMENT	EFFECTIVE DATE
	10/30/2018

No disruptive conduct shall be permitted at any Board meeting. If the presiding officer finds that there is willful disruption of any meeting of the Board by any person present, the presiding office may do the following:

- a. Persistence in disruptive conduct shall be grounds for summary termination, by the Board President, of that person's privilege of address.
- b. Notify the disrupting parties to immediately stop the conduct and that they will be asked to leave the meeting if the behavior continues.
- c. If the behavior continues after notice, order the disrupting parties out of the room and conduct the Board's business without them present.
- d. In cases of extreme disruption, clear the room of all members of the public, and conduct the Board's business without them present.
- e. Duly accredited representatives of the news media, whom the President finds not to have participated in the disruption, shall be permitted to remain in the meeting.

TOPICS FOR DISCUSSION AT BOARD MEETINGS	EFFECTIVE DATE
	MARCH 27, 2017

REVIEW DATE:	REVISION DATE:
POLICY SOURCE: California Government Code	

Purpose: To prioritize specific sections of the Ralph M. Brown Act in California Government Code Sections 54950 - 54963, which are of interest to the DPHCD Board of Directors, to establish its agenda for each meeting of the board.

Policy: Board meeting agendas shall follow the rules established in Ralph M. Brown Act in California Government Code Sections 54950 - 54963.

Definitions: **Legislative Body.** As used in this policy, "legislative body" means the governing body of a local agency.

Procedure: The following items shall guide the setting of the agenda of the Board of Directors:

Public Comment on Non-Agenda Items. Each agenda for a regular and special meeting shall include an item for public comment on non-agenda items. Board members may offer such public comment as well as members of the public. Because such matters have yet to be noticed to the public, Board members may not engage in a substantive discussion of matters raised during public comment. However, the Board may direct staff to follow up on or verify information provided during public comment.

Regular Meeting Topics. No action or discussion shall be undertaken on any item not appearing on the posted agenda, except that members of a legislative body or its staff may briefly respond to statements made or questions posed by persons exercising their public testimony rights under Section 5495. In addition, on their own initiative or in response to questions posed by the public, a member of a legislative body or its staff may ask a question for clarification, make a brief announcement, or make a brief report on his or her own activities. (Per California Government Code Section 54952(a).)

Regular Meeting Public Comments. Every agenda for regular meetings shall provide an opportunity for members of the public to directly address the legislative body on any item of interest to the public, before or during the legislative body's consideration of the item, that is within the subject matter jurisdiction of the legislative body, provided that no action shall be taken on any item not appearing on the agenda [except that the Board may adopt reasonable regulations such as limiting the total amount of time allocated for public testimony on particular issues and for each individual speaker]. (Per California Government Code Section 54956.)

Emergency Topics. "Notwithstanding subdivision (a), the legislative body may take action on items of business not appearing on the posted agenda under any of the conditions stated below. Prior to discussing any item pursuant to this subdivision, the legislative body shall publicly identify the item.

TOPICS FOR DISCUSSION AT BOARD MEETINGS	EFFECTIVE DATE
	MARCH 27, 2017

- (1) Upon a determination by a majority vote of the legislative body that an emergency situation exists, as defined in Section 54956.5.
- (2) Upon a determination by a two-thirds vote of the members of the legislative body present at the meeting, or, if less than two-thirds of the members are present, a unanimous vote of those members present, that there is a need to take immediate action and that the need for action came to the attention of the local agency subsequent to the agenda being posted as specified in subdivision (a).
- (3) The item was posted pursuant to subdivision (a) for a prior meeting of the legislative body occurring not more than five calendar days prior to the date action is taken on the item, and at the prior meeting, the item was continued to the meeting at which action is being taken." (Per California Government Code section 54954.2(b).)

Special Meeting Topics. The call and notice shall specify the time and place of the special meeting and the business to be transacted or discussed. This is the only business that the legislative body shall consider at these meetings. *(Per California Government Code Section 54956.)*

Special Meeting Public Comments. Every notice for a special meeting shall provide an opportunity for public members to directly address the legislative body concerning any item described in the notice for the meeting before or during the consideration of that item. (Per California Government Code Section 54956.)

Tape Destruction	EFFECTIVE DATE
	JUNE 23, 2004

Purpose: To provide guidance on the retention and destruction of meeting recordings

Policy: Tape recording meetings of Del Puerto Health Care District shall be retained until the minutes of the meeting(s) are reviewed and approved by the Board of Directors of Del Puerto Health Care District.

After Board action to accept the minutes as an accurate reflection of the meeting(s), the tape(s) may be recorded over or destroyed.

Definitions: Tape recording refers also to any electronic method of recording the meeting activities.

Procedure:

LEGISLATIVE ADVOCACY POLICY	EFFECTIVE DATE
	03/29/2021

REVIEW DATE:	REVISION DATE:
POLICY SOURCE: California Special Districts Association Best Practice	

Purpose

The purpose of the policy is to guide Del Puerto Health Care District (DPHCD) officials and staff in considering legislative or regulatory proposals that are likely to have an impact on DPHCD, and to allow for a timely response to important legislative issues. Although the expenditure of public funds for the purpose of supporting or opposing a ballot measure or candidate is prohibited (Cal. Gov. Code § 54964), the expenditure of public funds can advocate for or against proposed legislation or regulatory actions which will affect the public agency expending the funds. (Cal. Gov. Code § 53060.5; Stanson v. Mott (1976) 17 Cal. 3d 206.)²

The purpose for identifying Legislative Advocacy Procedures is to provide clear direction to DPHCD staff about monitoring and acting upon bills during state and federal legislative sessions. Adherence to Legislative Advocacy Procedures will ensure that legislative inquiries and responses will be administered consistently with “one voice” as to the identified Advocacy Priorities adopted by the Board of Directors. The Legislative Advocacy Procedures and Advocacy Priorities will provide DPHCD Administrative Director/CEO, or other designee, discretion to advocate in DPHCD best interests in a manner consistent with the goals and priorities adopted by the Board of Directors. This policy is intended to be manageable, consistent, and tailored to the specific needs and culture of DPHCD.

Policy Goals

- Provide leadership in advocacy on legislation, regulatory changes, budget proposals, ballot initiatives, educational programs, outreach, and services that support and promote the interests of DPHCD and the communities we serve.
- Advocate DPHCD legislative interests at the State, County, and Federal levels.
- Inform and provide information to the Board of Directors and district staff on the legislative process and key issues and legislation that could have a potential impact on the district.
- Serve as an active participant with other local governments, the California Special Districts Association, and local government associations on legislative and regulatory issues that are important to the district and the region.
- Seek grant and funding assistance for DPHCD projects, services, and programs to enhance services for the community.

Policy Principles

LEGISLATIVE ADVOCACY POLICY	EFFECTIVE DATE
	03/29/2021

The Board of Directors recognizes the need to protect DPHCD interests and local control, and to identify various avenues to implement its strategic and long-term goals. It is the policy of DPHCD to proactively monitor and advocate for legislation as directed by the District's Advocacy Priorities and by the specific direction of the Board of Directors.

This policy provides DPHCD Administrative Director/CEO, or other designee, the flexibility to adopt positions on legislation in a timely manner, while allowing the Board of Directors to set Advocacy Priorities to provide policy guidance. The Board of Directors shall establish various Advocacy Priorities and, so long as the position fits within the Advocacy Priorities, staff is authorized to take a position without board approval.

Whenever an applicable Advocacy Priority does not exist pertaining to legislation affecting DPHCD, the matter shall be brought before the Board of Directors at a regularly scheduled board meeting for formal direction from the Board of Directors.

The Board of Directors may choose to establish an ad hoc committee of two Directors, known as the "Legislative Advocacy Committee", with the authority to adopt a position when consideration by the full Board of Directors is not feasible within the time-constraints of the legislative process.

Generally, DPHCD will not address matters that are not pertinent to the district's local government services, such as international relations issues.

Legislative Advocacy Procedures

It is the policy of DPHCD to proactively monitor and advocate for legislation as directed by the Advocacy Priorities and by the specific direction of the Board of Directors. This process involves interaction with local, state, and federal government entities both regarding specific items of legislation and to promote positive intergovernmental relationships. Accordingly, involvement and participation in regional, state, and national organizations is encouraged and supported by DPHCD.

Monitoring legislation is a shared function of the Board of Directors and Administrative Director/CEO or designated staff. The Legislative Advocacy Procedures are the process by which staff will track and respond to legislative issues in a timely and consistent manner. The Administrative Director/CEO, or other designee, will act on legislation utilizing the following procedures:

1. The Administrative Director/CEO or other designee shall review requests that DPHCD take a position on legislative issues to determine if the legislation aligns with the district's current approved Advocacy Priorities.
2. The Administrative Director/CEO or other designee will conduct a review of positions and analysis completed by the California Special Districts Association and other local government associations when formulating positions.
3. If the matter aligns with the approved priorities, DPHCD response shall be supplied in the form of a letter to the legislative body reviewing the bill or measure. Advocacy methods utilized on behalf of the district, including but not limited to letters, phone calls, emails, and prepared forms, will be communicated through the Administrative Director/CEO or designee. The Administrative Director/CEO or designee shall advise

LEGISLATIVE ADVOCACY POLICY	EFFECTIVE DATE
	03/29/2021

staff to administer the form of advocacy, typically via letters signed by the Administrative Director/CEO, or designee, on behalf of the Board of Directors.

4. All draft legislative position letters initiated by the Administrative Director/CEO or designee shall state whether the district is requesting “support”, “support if amended”, “oppose”, or “oppose unless amended” action on the issue and shall include adequate justification for the recommended action. If possible, the letter should include examples of how a bill would specifically affect the district, (e.g., “the funding the district will lose due to this bill could pay for X capital improvements”).
 - a. Support – legislation in this area advances the district’s goals and priorities.
 - b. Oppose – legislation in this area could potentially harm, negatively impact or undo positive momentum for the district, or does not advance the district’s goals and priorities.
5. The Administrative Director/CEO may also provide a letter of concern or interest regarding a legislative issue without taking a formal position on a piece of legislation. Letters of concern or interest are to be administered through the Administrative Director/CEO or designee.
6. When a letter is sent to a state or federal legislative body, the appropriate federal or state legislators representing DPHCD shall be included as a copy or “cc” on the letter. The appropriate contacts at the California Special Districts Association and other local government associations, if applicable, shall be included as a cc on legislative letters.
7. A position may be adopted by the Administrative Director/CEO or designee if any of the following criteria is met:
 - a. The position is consistent with the adopted Advocacy Priorities;
 - b. The position is consistent with that of organizations to which the district is a member, such as the California Special Districts Association and the Association of California Healthcare Districts; or
 - c. The position is approved by the Board of Directors.
8. All legislative positions adopted via a process outside of a regularly scheduled Board Meeting shall be communicated to the Board of Directors at the next regularly scheduled Board Meeting. When appropriate, the Administrative Director/CEO or other designee will submit a report (either written or verbal) summarizing activity on legislative measures to the Board of Directors.