

BOARD OF DIRECTORS OF DEL PUERTO HEALTH CARE DISTRICT

Board Meeting – April 24, 2023

9E. Review and Adoption of New Governance Policies

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Department: Chief Executive Office

CEO Concurrence: Yes

Consent Calendar: Yes

4/5 Vote Required: No

SUBJECT: 9E. Review and Adoption of New Governance Policies

STAFF REPORT: 1001 Policy Review Policy – sets expectations for periodic policy review
4001 Adoption and Amendment of Governance Policies – defines how governance policies can be proposed, adopted, and amended
4115 Ethics Training – clarifies expectations of participation in biennial, state-mandated training.
4125 Training, Education, and Conferences – establishes policies and procedures for board member participation in formal learning opportunities and related travel
4220 Minutes of Board Meetings – provides guidelines to produce board meeting minutes.

CONSIDERATIONS: Adopting new 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): DRAFT POLICIES TO BE RECOMMENDED FOR ADOPTION
1001 Policy Review Policy
4001 Adoption and Amendment of Governance Policies
4115 Ethics Training
4125 Training, Education, and Conferences
4220 Minutes of Board Meetings

RECOMMENDED BOARD ACTION:

ROLL CALL REQUIRED:

YES / NO

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

BOARD OF DIRECTORS OF DEL PUERTO HEALTH CARE DISTRICT

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<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>				

POLICY REVIEWS	EFFECTIVE DATE
	TBD
REVIEW DATE:	REVISION DATE:
POLICY SOURCE:	

Purpose: This policy outlines the requirements for the board of directors to review policies periodically and when certain events occur.

Policy: The board of directors is responsible for ensuring that all policies and procedures are up to date, relevant, and compliant with applicable laws and regulations. To achieve this, the board will review policies and procedures at least once every three years, or sooner if there are organizational changes, changes to laws or regulations, or an incident or policy violation occurs.

Scope: In a California public agency, policies, and procedures are typically established by the board of directors or management. It is essential to distinguish between those that are board governed and those that are management decisions.

Board-governed policies and procedures are typically established by the board of directors and set forth the agency's goals, objectives, and operational parameters. They are typically broad in scope and provide guidance and direction for management to carry out the agency's mission. Examples of board-governed policies may include the agency's mission statement, vision, and values, as well as policies related to the budget, staffing, and strategic planning.

On the other hand, management decisions are typically made by the district's executive management team and are more specific in scope. These decisions may relate to day-to-day operations, such as staffing levels, job descriptions, or purchasing decisions. Management decisions are typically guided by board-governed policies, but they are more specific and focused on carrying out the policies in practice.

It is the responsibility of the board of directors to establish clear policies and procedures that guide the district's operations and provide guidance to management on carrying out the agency's mission. By working together, the board and management team can ensure that policies and procedures are aligned with the district's goals and objectives and that they are effective in achieving the district's mission.

Policy Review: The board of directors will establish a policy review schedule, which will be reviewed and approved annually. The schedule will include the policies and procedures that are due for review, the review date, and the individual responsible for conducting the review.

Policy updates will be based on changes to laws, regulations, or other external factors, as well as internal factors, such as changes in the organization's goals, objectives, or operating environment.

Policy Review Process: The board of directors will assign a policy review team or individual to conduct the review. The policy review team or individual will assess the policy's effectiveness, relevance, and compliance with applicable laws and regulations.

The policy review team or individual will provide a report to the board of directors that includes recommendations for updates, revisions, or elimination of policies and procedures that are no longer relevant or required.

POLICY REVIEWS	EFFECTIVE DATE
	TBD

The board of directors will review the report and make the necessary decisions about policy updates, revisions, or elimination. The CEO will communicate any changes to policies and procedures to all stakeholders.

Policy Violations: If a board-governed policy violation occurs, the board of directors will review the policy to determine whether updates or revisions are necessary to prevent future violations. The policy review team or individual will conduct a thorough review of the policy and provide a report to the board of directors with recommendations for updates or revisions.

If a day-to-day operations policy violation occurs (e.g., staffing levels, job descriptions, or purchasing decisions), the CEO will review the operations policy and procedure to determine whether updates or revisions are necessary to prevent future violations. Management will thoroughly review the operational policy and provide an update to the board of directors.

Policy Exceptions: Exceptions to this policy can be made by the board of directors in exceptional circumstances, such as a change in laws or regulations requiring an immediate update to a policy.

Conclusion: The board of directors is committed to ensuring that all policies and procedures are up-to-date, relevant, and compliant with applicable laws and regulations. The policy review process is an essential part of this commitment, and the board of directors will review policies and procedures periodically and when certain events occur to ensure that they remain effective and relevant.

ADOPTION / AMENDMENT OF OPERATIONAL POLICIES	EFFECTIVE DATE
	TBD

REVIEW DATE: none	REVISION DATE: none
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Purpose: To define the process by which operational policies are adopted and amended.

Policy: Consideration to adopt a new *operational* policy or to amend an existing operational policy may be initiated by any department head or the Administrative Director / CEO. Adoption of a new operational policy or amendment of an existing operational policy shall be accomplished when approved by the Department Head and Administrative Director / CEO and published to affected personnel

Operational policies, as defined below, shall be reviewed and approved by the Administrative Director/CEO, according to Administration Policy #1001.

Definitions: Operational Policies = Operational Policies guide the leadership, management, and accomplishment of the District's work. Operating policies are created by and used by the department heads and Administrative Director / CEO to guide the accomplishment of the organizational work, as defined by the board of directors. In contrast to the governance policies, operational policies direct the staff how to accomplish their work in such a way as to be aligned with the direction, and within the limits, created by the governance policies.

Governance Policies = Governing Policies are created and used by the Board of Directors to direct, protect and enable the organization, give the staff clear direction on what the organization is to accomplish, establish protective limits in key operational areas, and document the board roles and enabling the work the organization.

Procedure: The governance policy proposed adoption or amendment shall be initiated by a Director or the Administrative Director / CEO by submitting a written draft of the proposed new or amended governance policy to the Board President and the Administrative Director / CEO.

The request/written draft may be submitted in person or by any communication method approved by the District.

The written draft should include a request that the item be included for consideration on the agenda of the next appropriate regular meeting of the Board of Directors in which it is presented.

Any member of the Board may place a governance policy on a future agenda by making a formal request to the Administrative Director / CEO at a meeting of the Board. The Administrative Director / CEO will place Board meeting requested items on a future Board agenda, based on the staff time and research necessary to prepare the governance policy for Board consideration.

Copies of the proposed new or amended governance policy shall be included in the agenda information packet for any meeting in which they are scheduled for consideration (listed on the agenda).

ADOPTION / AMENDMENT OF OPERATIONAL POLICIES	EFFECTIVE DATE
	TBD

A copy of the proposed new or amended governance policy shall be made available to each Director for review at least 72 hours, per the Brown Act, prior to any meeting at which the governance policy are to be considered.

DRAFT

ETHICS TRAINING	EFFECTIVE DATE
	11/30/2020

REVIEW DATE:	REVISION DATE:
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Purpose: DPHCD officials are required to take an ethics training course to educate them on the ethical standards required of any individual who works in state or local government.

Policy: All Directors, designated staff, and members of all committees or other bodies subject to the Brown Act shall receive two hours of training in general ethics principles and ethics laws relevant to public service within one year of election or appointment to the board of directors and at least once every two years thereafter, pursuant to Government Code Sections 53234 et seq. as may be amended from time to time.

Procedure: All ethics training shall be provided by providers whose curricula have been approved by the California Attorney General and the Fair Political Practices Commission.

Ethics training may consist of either a training course or a set of self-study materials with tests, and may be taken at home, in person, or online.

District staff shall provide the prospective attendees with information on available training that meets the requirements of this policy at least once every year.

A single training course may be used to satisfy the obligation to receive training for multiple agencies or positions.

Attendees shall obtain proof of participation after completing the ethics training. Applicable costs for attending the training shall be reimbursed by the District when approved in advance.

District staff shall maintain records indicating both the dates that attendees completed the ethics training and the name of the provider that provided the training. These records shall be maintained for at least five years after the date of training and may be public records subject to disclosure under the California Public Records Act.

TRAINING, EDUCATION, AND CONFERENCES	EFFECTIVE DATE
	11/30/2020

REVIEW DATE:	REVISION DATE:
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Purpose: Members of the Board of Directors are encouraged to attend educational conferences, seminars, trainings, and professional meetings when the purpose of any such activity is to improve District operation. There is no limit as to the number of Directors attending a particular activity when it is apparent that attendance is beneficial to the District, as long as a majority of the members of a body do not discuss issues related to their local agency's business. Directors shall not attend conference or training event when there is apparent no significant benefit to the District. Directors shall not attend or engage in any tour or journey for pleasure at public expense (e.g. "junkets" or other such events that are not beneficial to the District).

Policy: It is the policy of the District to encourage Board development and excellence of performance by reimbursing actual expenses incurred for tuition, travel, lodging, and meals as a result of training, educational courses, participation with professional organizations, and attendance at local, state and national conferences associated with the interests of the District. Cash advances or the use of District credit cards for these purposes is prohibited.

Procedure: The District Office shall reimburse Directors for conference tuition and registration expenses and per diem for meal & incidental expenses. All expenses for which Directors request reimbursement or billed to the District by Directors shall be submitted to the District Office, together with validated receipts. All reimbursements shall be made in accordance with applicable State and federal law, including but not limited to Internal Revenue Service Guidelines.

Per diem for meal and incidental expenses shall follow federal reimbursement guidelines. Per Diem shall be paid:

- ½ day for travel days with no conference sessions
- ½ days where two meals are part of the conference fees
- No days where three meals are included.
- No days where meal expenses are paid directly by the District.

Attendance by Directors at seminars, workshops, courses, professional organization meetings, and conferences shall be approved by the Board of Directors prior to the District incurring any reimbursable costs.

Expenses to the District for Board of Directors training, education, and conferences should be kept to a minimum by utilizing recommendations for transportation and housing accommodations recommended by the District Office and by:

- Utilizing hotel(s) recommended by the event sponsor to obtain discounted rates.
- Directors traveling together whenever feasible and economically beneficial.
- Requesting reservations sufficiently in advance, when possible, to obtain discounted airfares and hotel rates.

A Director shall not be reimbursed for expenses incurred at any educational conference, seminar, training, or professional meeting event if such event occurs after the District has announced that Director's pending resignation or if such event occurs after an election in

TRAINING, EDUCATION, AND CONFERENCES	EFFECTIVE DATE
	11/30/2020

which it has been determined that the Director will not retain his or her seat on the Board.

Upon returning from educational conferences, seminars, trainings, and professional meetings where expenses are reimbursed by the District, Directors will either prepare a written or verbal report for presentation at the next regular meeting of the Board. Said report shall detail what was learned at the session(s) that will be of benefit to the District. Materials from the session(s) may be delivered to the District office to be included in the District library for the future use of other Directors and staff.

DRAFT

MINUTES OF BOARD MEETINGS	EFFECTIVE DATE
	11/30/2020

REVIEW DATE:	REVISION DATE:
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Purpose: Board meeting minutes are more than a general accounting of board discussions; they serve as an official and legal record of the meeting of the Board of Directors. Minutes are used in a variety of ways including tracking progress, detailing future plans, and serving as a reference point.

Policy: The Secretary or Clerk of the Board of Directors shall keep minutes of all regular and special meetings of the Board.

Procedure: Copies of a meeting's minutes clearly marked "Draft" shall be distributed to Directors as part of the information packet for the next regular meeting of the Board, at which time the Board will consider approving the minutes as presented or with modifications. Once approved by the Board, the official minutes shall be kept in paper and electronic form.

Unless directed otherwise, an audio tape recording of regular and special meetings of the Board of Directors will be made. The device upon which the recording is stored shall be kept until the official minutes of the meeting are approved by the Board of Directors. Members of the public may inspect recordings of Board meetings without charge on a playback machine that will be made available by the District.

Motions, resolutions or ordinances shall be recorded in the minutes as having passed or failed. The motion makers, and individual votes will be recorded. A unanimous vote shall be recorded as a vote in favor by each member.

All resolutions adopted by the Board shall be numbered consecutively, starting new at the beginning of each year.

In addition to other information that the Board may deem to be of importance, the following information (if relevant) shall be included in each meeting's minutes:

1. Date, place and type of each meeting;
2. Directors present and absent by name;
3. Administrative staff present by name;
4. Call to order;
5. Time and name of late arriving Directors;
6. Time and name of early departing Directors;
7. Names of Directors absent during any agenda item upon which action was taken;
8. Summary record of public comment regarding matters not on the agenda, including names of commentators, if provided;

MINUTES OF BOARD MEETINGS	EFFECTIVE DATE
	11/30/2020

9. Approval of the minutes or amended minutes of preceding meetings;
10. Acceptance of financial reports for audit;
11. Record by number (a sequential range is acceptable) of all warrants approved for payment;
12. Complete information as to each subject of the Board's deliberation;
13. Record of the vote of each Director on every action item;
14. Resolutions and ordinances described as to their substantive content and sequential numbering;
15. Record of all contracts and agreements, and their amendment, approved by the Board;
16. Summary record of director reports;
17. Summary record of staff reports;
18. Approval of the annual budget;
19. Approval of all governance polices, rules and/or regulations;
20. Approval of all dispositions of District assets;
21. Approval of all purchases of District assets;
22. Next meeting date(s); and,
23. Time of meeting's adjournment.