



ALAMEDA COUNTY MEDICAL CENTER

Highland Campus • Fairmont Campus

John George Psychiatric Pavilion • Ambulatory Healthcare Services

GOVERNANCE COMMITTEE MEETING

TUESDAY, February 9, 2012

Central Administration Offices Located at Highland Hospital

1411 East 31st Street Oakland, CA 94602

Barbara L. McElroy, Clerk of the Board

(510) 437-8468

MINUTES

THE MEETING WAS CALLED TO ORDER AT 8:21 AM.

ROLL CALL WAS TAKEN AND THE FOLLOWING TRUSTEES WERE PRESENT:

Valerie D. Lewis, Esq., Ronald D. Nelson, Barbara Price, J. Bennett Tate, and Daniel Boggan, Jr.

TAB #2 ACTION: Approval of Minutes

ACTION: A motion was made, seconded, and unanimously passed to approve the Minutes from the November 21, 2011 Governance Committee Meeting as presented.

MOTION: Trustee Boggan

SECOND: Trustee Tate

TAB #3 REPORT: Trustee Appointments / Re-appointments

Douglas B. Habig, General Counsel, reported that the Clerk of the Board has met with the Clerk of the Board of Supervisors to confirm the appointment status of each member of the Board of Trustees.

Wright Lassiter, III, CEO asked the Clerk of the Board to confirm if Trustee Schiffman's re-appointment was for a 2 or 3 year term.

Trustee Nelson signed a letter of intent acknowledging his desire for re-appointment. A recommendation will be made to the full Board in March to recommend the re-appointment of Trustee Nelson to the Board of Supervisors.

Trustee Lewis announced that a resume had been received by Trustee Nelson for a potential Trustee. The Clerk of the Board was asked to make copies of the resume for the Committee to review.

TAB #4 DISCUSSION: Succession Planning

Mr. Habig discussed a framework for succession planning for the Board. The plan should not only address the needs of filling vacant positions, but also to identify skill sets that are missing.

Trustee Boggan suggested that a matrix be developed to identify the skill sets that are needed as well as the existing skill sets of the Trustees.

Mr. Lassiter requested that staff prepare a draft matrix for the Committee to review.

The Committee discussed possible skills to include: financial, administrative, marketing, political, and mental health & outreach. The Committee agreed that the number of skill sets should be between 8 to 10. Other areas that should be identified are geography and diversity within the community.

The Clerk of the Board was directed to arrange a meeting with Trustees Price and Tate and the potential candidate identified by Trustee Nelson.

Trustee Lewis reported that the Executive Committee had contacted her regarding Trustee Price continuing as Vice-President for 6 months and the vacancy that would need to be filled. Trustee Miller has expressed an interest in serving the second half of the Vice-President's term.

ACTION: A motion was made for Trustee Price to continue as Vice President for 6 months, seconded, and unanimously passed to accept the report as presented.

MOTION: Trustee Boggan
SECOND: Trustee Price

TAB #5 DISCUSSION: Board of Trustees Committee Structure

The Committee discussed the previous By-Law revisions submitted to the Board of Supervisors in 2009. The two issues addressed were Board compensation and increasing the size of the Board.

Mr. Lassiter suggested that the two issues be presented separately to the Board of Supervisors for consideration.

The Committee discussed compensation and agreed that there should not be a cap on how many meetings a Trustee is compensated for in a given month. As there had been a previous action item identifying a specific compensation amount and cap, the

Committee agreed that a new action item should be made to clarify the recommendation to the Board of Supervisors.

ACTION: A motion was made, seconded, and unanimously passed to recommend to the Board of Supervisors a new policy for Board of Trustees compensation. The new policy would provide that the Board of Trustees is empowered to set reasonable compensation for meeting attendance.

MOTION: Trustee Tate
SECOND: Trustee Price

The Committee separated the expansion of the Board as a second action item for recommendation to the Board of Supervisors.

ACTION: A motion was made, seconded, and unanimously passed to recommend to the Board of Supervisors an increase in the number of Trustees that serve on the Board from eleven (11) to thirteen (13).

MOTION: Trustee Tate
SECOND: Trustee Price

The Committee discussed the 2009 By-Law revisions recommended to the Board of Supervisors and how to move forward with re-submitting those recommendations.

Mr. Lassiter will reach out to Susan Muranishi, County Administrator office to initiate conversation with the Board of Supervisors in regards to the proposed changes to the Board of Trustees By-Laws. In addition, staff will develop talking points for the Trustees.

The Committee discussed the existing structure of the committees for the Board of Trustees and whether there was a need to review the structure. Mr. Habig noted one issue is the Policies and Procedures do not mirror the existing committee structure.

Discussion ensued with regards to the addition of an Operations Committee. A majority of the Committee was in agreement that an Operations Committee was not needed. These issues are currently being reported to the full Board on a regular basis by Bill Manns, Chief Operating Officer.

Mr. Lassiter shared that the existing committee structure was for the most part in alignment with the national average for organizations similar to ACMC.

ACTION: A motion was made, seconded, and unanimously passed directing General Counsel to review language in the Policies and Procedures and align with the current structure of the BOT Committees. Once identified, the document will be sent to the Governance Committee members for review to include on the March 27, 2012 Board of Trustees meeting agenda.

MOTION: Trustee Tate
SECOND: Trustee Price

TAB #6 DISCUSSION: By-Laws Bi-Annual Review

The Clerk of the Board contacted the Clerk of the Board of Supervisors to confirm that the 2009 By-Law revisions were never approved or denied by the Board of Supervisors; the item was tabled.

The Committee directed General Counsel to prepare a side-by-side comparison of the 2007 and 2009 By-Laws reflecting the current status of the committee structure and send to the Governance Committee members after the March Board of Trustees meeting, but prior to the next Governance meeting in May to allow the committee time to review.

A request has been made by the Quality Professional Services Committee to ratify the By-Laws to delegate the authority to approve policies and procedures at the committee level with the option of recommending any policy/procedure for full Board approval.

ACTION: A motion was made, seconded, and unanimously passed to approve ratifying the By-Laws to give authority to the Quality Professional Services Committee to approve Policies and Procedures at the Committee level and no longer requiring full Board approval. As a By-Law revision, the recommendation will be made to the Board of Supervisors upon full Board approval.

MOTION: Trustee Boggan
SECOND: Trustee Price

TAB #7 ACTION: CEO Evaluation Process

The Committee discussed the process for moving forward with the CEO Evaluation. It was agreed that the entire Board should have input in the evaluation and that information would be provided to the Executive Committee. The Committee also agreed that The Governance Institute's template was a useful tool that should be utilized. Pages 11 – 15 of the template should be sent to all Trustees for input.

The Committee, in conjunction with the Executive Committee, needs to establish a time table for the review process.

ACTION: A motion was made, seconded, and unanimously passed to approve the use of The Governance Institute CEO Evaluation template. The document will be sent to all Trustees to receive their input and then provided to the Executive Committee for review to complete the CEO Evaluation process.

MOTION: Trustee Tate
SECOND: Trustee Lewis

TAB #8 DISCUSSION: Board Self-Assessment 2012

The 2012 Board Self-Assessment will be uploaded to BoardEffect by March 1 to ensure Trustees have sufficient time to complete the assessment and The Governance Institute enough time to tabulate the results for presentation at the April Board Retreat.

Trustee Lewis emphasized the importance of comparing the results of last year's assessment to this year's results.

TAB #9 DISCUSSION: Board Education Review

Mr. Habig presented recommendations for Board education based on last year's self assessment.

The Committee discussed the importance of tracking Trustee attendance to educational conferences. More important, however, is developing opportunities for Trustees to share the knowledge they have gained.

Trustee Boggan suggested that the Clerk of the Board develop a system to track Trustee attendance.

TAB #10 INFORMATION: Annual Governance Committee Work Plan & Issue Tracking

Mr. Habig presented the issue tracking tool and proposed Annual Governance Committee work plan.

Trustee Lewis asked Mr. Habig to add language pertaining to patient health information to the last page of all committee and full Board agendas before the March meetings.

TAB #11 REPORT: Legal Counsel's Report on Action Taken in Closed Session

Mr. Habig reported there was no Closed Session.

Public Comments: None.

Board of Trustees Remarks: None.

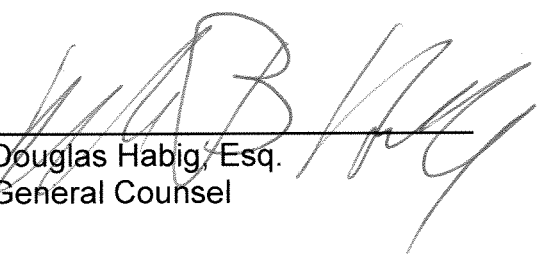
ADJOURNMENT: THE MEETING WAS ADJOURNED AT 9:29 AM.

Respectfully Submitted by:

Barbara L. McElroy,
Clerk of the Board

APPROVED AS TO FORM:

Reviewed by: _____


Douglas Habig, Esq.
General Counsel