



ALAMEDA COUNTY MEDICAL CENTER

Highland Campus • Fairmont Campus

John George Psychiatric Pavilion • Ambulatory Healthcare Services

GOVERNANCE COMMITTEE MEETING

THURSDAY, May 3, 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 8:07 AM.

ROLL CALL WAS TAKEN AND THE FOLLOWING TRUSTEES WERE PRESENT:

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

Trustee Price chaired the meeting until Trustee Lewis' arrival at 8:20 am.

TAB #2 ACTION: Approval of Minutes

ACTION: *A motion was made, seconded, and unanimously approved the Minutes from the February 9, 2012 Governance Committee Meeting as presented.*

MOTION: *Trustee Tate*

SECOND: *Trustee Nelson*

AYES: *Trustees Nelson, Price, and Tate*

NAYS: *None*

ABSTAIN: *None*

ABSENT: *Trustee Lewis*

TAB #3 ACTION: Trustee Appointments / Re-appointments

The Committee discussed the appointment process of Michele Barraza Lawrence to the ACMC Board of Trustees.

ACTION: *A motion was made, seconded, and unanimously approved the recommendation by the Governance Committee to the Board of Trustees to recommend to the Alameda County Board of Supervisors to appoint Michele Barraza Lawrence to the Alameda County Board of Trustees.*

MOTION: *Trustee Tate*

SECOND: *Trustee Nelson*

AYES: Trustees Nelson, Price, and Tate

NAYS: None

ABSTAIN: None

ABSENT: Trustee Lewis

TAB #4 DISCUSSION: Exiting Board Members Recognition

This item was moved to the end of the agenda for discussion.

TAB #6 DISCUSSION: By-Laws Amendments

The Committee discussed the action taken at the April Board Retreat to change the name of Alameda County Medical Center to Alameda Health System and to move forward with a Resolution to the Alameda County Board of Supervisors.

ACTION: *A motion was made, seconded, and unanimously passed to prepare a Resolution changing the name of the organization from Alameda County Medical Center to Alameda Health System and submit to the Alameda County Board of Supervisors for approval.*

MOTION: Trustee Tate

SECOND: Trustee Nelson

AYES: Trustees Nelson, Price, and Tate

NAYS: None

ABSTAIN: None

ABSENT: Trustee Lewis

TAB #7 DISCUSSION: Succession Planning

The Committee discussed an organizational needs assessment matrix with regards to skill sets that are important to look for in potential candidates; and what skill sets the Board is currently lacking.

Douglas B. Habig, General Counsel, and Trustee Tate will work together to refine the matrix and develop a list of potential candidates.

TAB #5 DISCUSSION: Board Self-Assessment Follow-up

Trustee Lewis requested input from the Committee on the self-assessment process. Discussion ensued with regards to individual assessment. Wright Lassiter, III, Chief Executive Officer, received a document from Roger Witalis that could be tailored to the Board's needs for individual assessment.

Mr. Lassiter will provide Trustee Lewis with the document.

Trustee Price reminded the Clerk of the Board to send out Form 700 to both her and Trustee Weinreb upon their retirement from the Board of Trustees.

Mr. Lassiter informed the Committee that Supervisor Wilma Chan has requested that a member of the Board of Trustees attend every third Alameda County Health Committee meeting to provide an update on APMC.

TAB #8 DISCUSSION: CEO Review

The Committee discussed the CEO Review process and putting in place a formal procedure.

Mr. Habig will work to develop a formal process to present at the next Governance Committee meeting.

TAB #9 DISCUSSION: Board Member Assessment

The Committee discussed incorporating an individual assessment into the process.

Mr. Lassiter will provide Trustee Lewis with the assessment tool Roger Witalis provided post Retreat.

Trustee Lewis will work with Mr. Witalis to implement an individual self assessment and bring back to the next Governance Committee meeting.

TAB #10 DISCUSSION: Committee Structure Review

Mr. Habig presented an overview of the current committee structure in relationship to the existing Policies & Procedures. There are discrepancies that need to be corrected.

Mr. Habig will revise the Policies & Procedures to reflect the current committee structure and bring back to the next Governance Committee meeting.

Trustee Lewis suggested that the Governance Committee move to bi-monthly meetings vs. quarterly; the Committee agreed. As the Policies & Procedures state “at least quarterly” no action will be required by the Board to amend the Policies & Procedures.

TAB #11 DISCUSSION: Board Education Review

Mr. Habig suggested that the fall retreat education component be centered around “advocacy” as this was an area on the board self-assessment that scored below the national average.

With regards to the “don’t knows” that were identified on the board self-assessment; Mr. Habig will work on providing education for the main “don’t know” topics.

With regards to Form 700, Mr. Habig will provide clarifying language at the next Governance meeting.

Mr. Lassiter announced there would be a system invitational through The Governance Institute September 30 – October 2, 2012 in Arizona. He would like to see as many Trustees attend as possible as it will be a great educational opportunity.

TAB #12 INFORMATION: Annual Governance Committee Work Plan & Issue Tracking

Trustee Tate suggested that an 8:30 am start time would be better for this Committee meeting.

TAB #13 REPORT: Legal Counsel’s Report on Action Taken in Closed Session

Mr. Habig reported there was no Closed Session.

At 9:45 am Barbara Price left for another appointment.

TAB #4 DISCUSSION: Exiting Board Members Recognition

The Committee discussed ways to recognize Trustees Price and Weinreb for their 9 years of service. Mr. Lassiter will put together a proposed plan and send to the Governance Committee and Trustee Boggan for review.

Public Comments: None.

Board of Trustees Remarks: None.

ADJOURNMENT: THE MEETING WAS ADJOURNED AT 10:00 AM.

Respectfully Submitted by:

Barbara L. McElroy,
Clerk of the Board

APPROVED AS TO FORM:

Reviewed by:



Douglas Habig, Esq.
General Counsel