



**GOVERNANCE COMMITTEE MEETING
WEDNESDAY, February 13, 2013**

**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 8:30 AM.

ROLL CALL WAS TAKEN AND THE FOLLOWING TRUSTEES WERE PRESENT:

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

TAB #2 ACTION: Approval of Minutes

ACTION: A motion was made, seconded, and unanimously approved the Minutes from the January 9, 2013 Governance Committee Meeting as presented.

**MOTION: Trustee Tate
SECOND: Trustee Lewis**

**AYES: Trustees Lewis, Nelson, and Tate
NAYS: None
ABSTAIN: None
ABSENT: None**

TAB #3 UPDATE / DISCUSSION: Trustee Appointments / Re-appointments

A. UPDATE: Re-appointment of Trustees Valerie D. Lewis, Esq. and Kirk E. Miller to the Alameda County Board of Supervisors. Terms expired December 19, 2012.

Trustee Lewis reported that the re-appointments of Trustees Lewis and Miller are pending with the Alameda County Board of Supervisors.

B. DISCUSSION: Open Trustee Appointments

Trustee Slimick will be sent re-appointment polling to determine if he is interested in pursuing re-appointment to the Board of Trustees.

Trustees Lewis and Tate met with Peter Ross – potential candidate for Trustee. Mr. Ross' skill set includes construction and community involvement.

ACTION: A motion was made, seconded, and unanimously approved the recommendation of Peter Ross as a potential Trustee to the Board of Trustees for approval and recommendation to the Alameda County Board of Supervisors for appointment.

MOTION: Trustee Lewis

SECOND: Trustee Tate

AYES: Trustees Lewis, Nelson, and Tate

NAYS: None

ABSTAIN: None

ABSENT: None

Trustee Huen will be termed out on April 30, 2013. Trustee Weinreb's seat on the Board of Trustees remains open. Skills sets that will be lacking due to the departure of Trustees Weinreb and Huen are mental health and community healthcare, respectively.

TAB #4 ACTION: Form 700 – Statement of Economic Interests

A. **ACTION: Form 700 – Policy update – requirements for filing Board of Trustees and Staff.**

The Committee briefly discussed the changes to the policy which reflect changes to the schedules required for reportable interests.

ACTION: A motion was made, seconded, and unanimously approved the Form 700 – Conflict of Interest policy changes as presented and recommended the revised policy for approval to the full Board.

MOTION: Trustee Lewis

SECOND: Trustee Tate

AYES: Trustees Lewis, Nelson, and Tate

NAYS: None

ABSTAIN: None

ABSENT: None

TAB #5 UPDATE: Community Advisory Council

Daniel Virkstis, Senior Associate PR and Communications, was introduced to the Committee as a new member of the Corporate Communications & Marketing Department.

The Committee was presented an update to the CAC based on feedback from the presentation made to the Committee at the January meeting. The following issues were discussed and will be incorporated into the CAC Charter:

- The Council will be an advisory body – complementing the advocacy efforts of the Board of Trustees
- Will not be a governance roll, strictly advisory
- Different messages will be developed for different sectors of the community
- Governance Committee should have oversight of the CAC
- CAC will be chaired by a Trustee of the Board
- Agenda development will be driven by the Board of Trustees, but members of the CAC can make recommendations to the BOT for consideration
- Appointment process/selection criteria: consensus of the Committee was that members should be residents of Alameda County for consideration of appointment
- The meetings of the CAC will be by invitation, not open to the public.

Staff will update the CAC Charter documents to reflect changes discussed.

Douglas Habig, General Counsel, noted that the Governance Committee Charter will need to be amended to reflect the oversight of the CAC.

TAB #6 ACTION / UPDATE: Bylaws Amendments & Policy and Procedures Status

- A. **ACTION:** Resolution 2013-001 - Recommending changes to the membership language of the Quality Professional Services Committee section of the Bylaws.

Barry Zorthian, MD, Chair, Quality Professional Services Committee presented the resolution for consideration by the Governance Committee.

The Committee discussed the challenges of restructuring the Quality Services Professional Committee membership. At this time, due to the limited size of the Board of Trustees the Committee agreed that it would be difficult to implement a change in membership. No action was taken on the resolution.

B. **UPDATE:** Reconciliation process with the Board of Supervisors to address Bylaw amendments.

The Committee discussed the process of reconciling the AHS Bylaws with the Alameda County Board of Supervisors.

Mr. Habig reported that documentation was being prepared for submittal to the Alameda County Board of Supervisors for review.

THE COMMITTEE CONVENED TO CLOSED SESSION AT 10:00 AM AND RECONVENED TO OPEN SESSION AT 10:19 AM.

The Governance Chair will contact the President of the Board to discuss issues relating to the Bylaw reconciliation.

C. **ACTION:** Policy and Procedures revisions

Mr. Habig presented AHS Board of Trustee Policy and Procedures revisions which were requested by the Board at the January Board of Trustees meeting.

Specific changes to the Policy and Procedures are as follows:

- *The work of committees, within their designated area of responsibility, including presentations received, will not be duplicated by the Board, except as necessary to allow the Board to make informed decisions or upon their request.*
- *The Board will receive meeting information seven (7) days in advance of each scheduled meeting.*

ACTION: A motion was made, seconded, and unanimously approved the AHS Board of Trustees Policy and Procedures revisions as presented.

MOTION: Trustee Tate

SECOND: Trustee Nelson

AYES: Trustees Lewis, Nelson, and Tate

NAYS: None

ABSTAIN: None

ABSENT: None

TAB #7 UPDATE: Board Self Assessment / Board Member Assessment

A. Board Self Assessment – The Governance Institute

The Committee agreed to keep the link to the assessment open through February 15 to allow all Trustees to complete the assessment. The Clerk of the Board will send out a reminder to the Trustees.

B. Board Member Peer Assessment

The Committee discussed implementing a peer assessment for the Board. All Board members would evaluate all the members of the Board. One Board member would be chosen to evaluate all responses, and then provide individual feedback to each Trustee. The process will be discussed at the April Retreat.

TAB #8 DISCUSSION: April Board Retreat

The Committee discussed potential agenda topics for the upcoming April Board Retreat, as an educational component AB1234 is being considered.

TAB #9 INFORMATION: Annual Governance Committee Work Plan & Issue Tracking

A. 2013 Governance Committee Work Plan

The 2013 Work Plan was reviewed, the Committee requested that succession planning be added to the October meeting and the kickoff for the Community Advisory Council be added to the June agenda.

B. Issue Tracking

The Committee reviewed outstanding issues.

TAB #10 REPORT: Legal Counsel's Report on Action Taken in Closed Session

Mr. Habig reported that no action was taken in Closed Session.

Public Comments - None

Board of Trustees Remarks – None

ADJOURNMENT: THE MEETING WAS ADJOURNED AT 10:25 AM.

Respectfully Submitted by:

Barbara L. McElroy,
Clerk of the Board

APPROVED AS TO FORM:

Reviewed by:



Douglas Habig, Esq.
General Counsel