



**GOVERNANCE COMMITTEE MEETING**

**WEDNESDAY, June 12, 2013**

**Central Administration Offices Located at Highland Hospital**

1411 East 31<sup>st</sup> Street Oakland, CA 94602

Barbara L. McElroy, Clerk of the Board

(510) 437-8468

**MINUTES**

**THE MEETING WAS CALLED TO ORDER AT 8:05 AM.**

**ROLL CALL WAS TAKEN AND THE FOLLOWING TRUSTEES WERE PRESENT:**

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

Kirk E. Miller, President, was in attendance via telephone as an ex officio non-voting member.

**TAB #2 ACTION: Approval of Minutes**

***ACTION: A motion was made, seconded, and unanimously approved the Minutes from the April 10, 2013 Governance Committee Meeting as presented.***

***MOTION: Trustee Nelson***

***SECOND: Trustee Tate***

***AYES: Trustees Lewis, Nelson, and Tate***

***NAYS: None***

***ABSTAIN: None***

***ABSENT: None***

**TAB #3 UPDATE / DISCUSSION: Trustee Appointments / Re-appointments / Identification & Development Future Trustees**

A. **UPDATE:** Re-appointment of Trustees Valerie D. Lewis, Esq., Kirk E. Miller, and Anthony Slimick.

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Douglas B. Habig, General Counsel, reported that the re-appointments of Trustees Miller and Lewis have been approved by the Alameda County Board of Supervisors. Trustee Slimick's re-appointment is pending before the Board of Supervisors' Health Committee.

Wright Lassiter, III, Chief Executive Officer, reported that Trustee Lewis will be attending an upcoming Health Committee meeting in July to address the pending appointments and the approval of the AHS Bylaw amendments that were submitted to Alameda County Board of Supervisors in February 2013.

B. **DISCUSSION:** Open Trustee Appointments

Peter Ross' paperwork has been submitted to the Clerk of the Board of Supervisors.

C. **DISCUSSION:** Policy - Identification and Development of Future Trustees

Trustee Tate and Mr. Lassiter reported on the progress of the policy. Two companies have been identified and contacted which specialize in identifying potential board candidates for consideration of the Board of Trustees. Trustee Tate noted that over the course of the next two years a total of eight (8) Trustees will have served the maximum number of terms allowed under the bylaws and will need to be replaced.

Discussion ensued with regards to the pros and cons of utilizing a third party vendor for identifying and vetting potential candidates.

***The Committee agreed that utilizing a third party vendor would be the best course of action and asked Trustee Tate and Mr. Lassiter to continue with the process and develop a formal policy for recommendation at the August 14, 2013 Governance Committee meeting.***

**TAB #4 UPDATE: Bylaws Amendments Status**

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

Mr. Lassiter reminded the Committee that the Bylaw amendments were submitted to the Alameda County Board of Supervisors President, County Administrator, and Clerk of the Board of Supervisors in February, 2013. In addition, a copy has been sent to the Chair of the Health Committee.

As discussed under TAB #3, Trustee Lewis will be attending the Health Committee in July, 2013 to address any questions the Supervisors may have with regards to the Bylaw amendments and assist with moving the process forward for approval.

**TAB #5 ACTION: Form 700 Conflict of Interest Policy revisions**

Douglas B. Habig, General Counsel, presented the revised Form 700 Conflict of Interest Policy.

The change reflected in the policy is the addition of time frames for complying with the annual April 2 deadline for submittal.

***ACTION: A motion was made, seconded, and unanimously approved the Form 700 Conflict of Interest Policy as presented.***

***MOTION: Trustee Nelson***

***SECOND: Trustee Tate***

***AYES: Trustees Lewis, Nelson, and Tate***

***NAYS: None***

***ABSTAIN: None***

***ABSENT: None***

**TAB #6 ACTION: Board of Trustees Travel Policy**

Mr. Habig presented a new policy for Board of Trustees' travel.

***The Committee discussed the policy in detail requesting the General Counsel revise the policy and bring back to the Committee at the August 14, 2013 Committee meeting for recommendation of approval.***

No action was taken.

**TAB #7 ACTION: Peer Review Assessment**

No action was taken on this item. Further development of the process needs to occur before an assessment can be approved.

***The Clerk of the Board will provide Trustee Lewis with the contact information for Roger Witalis to discuss the development of the survey assessment.***

***The Clerk of the Board reported that Mr. Witalis has indicated an interest in participating as a non-voting member of the Governance Committee. Trustee Lewis will follow-up with Mr. Witalis to discuss.***

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**TAB #8 UPDATE: Community Advisory Council**

Jeanette Loudon-Corbett presented the revised Community Advisory Council framework based on Committee recommendations made at the February, 2013 meeting.

Mr. Lassiter reported that a new Director of Legislative Affairs should be identified within the next 30 days as well as a new Chief Strategy Officer within the next 60 days. These two staff positions will manage the CAC process and move it forward.

The Committee thanked Ms. Corbett for her work.

***Trustee Lewis asked that the Community Advisory Council presentation be made to the Board of Trustees at their July meeting.***

**TAB #9 DISCUSSION: Fall Retreat Planning**

The Committee discussed various topics for the upcoming Fall Board Retreat in October 2013. Topics agreed upon were as follows:

- Brown Act Training
- Governance Committee – Overview
- Review of low scoring BOT Self Assessment areas

***Mr. Lassiter will include these items in a draft agenda for presentation to the Committee at the August 14, 2013 Governance Committee meeting.***

Measure A was also discussed with regards to starting a dialogue with stakeholders.

***The Committee asked Mr. Lassiter to approach the Alameda County Board of Supervisors to begin the process.***

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

***Trustee Lewis asked the Clerk of the Board to add the Policy on Policies to the Issue Tracking database to reflect the presentation at the August 14, 2013 Governance Committee meeting.***

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

Mr. Habig reported there was no Closed Session.

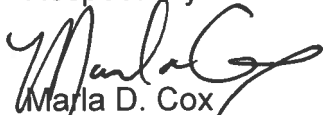
**Public Comments - None**

**Board of Trustees Remarks --**

Trustee Miller thanked the Clerk of the Board for her work and service to the organization and added that she will be missed. The Committee shared their appreciation.

**ADJOURNMENT: THE MEETING WAS ADJOURNED AT 9:15 AM.**

Respectfully Submitted,

  
Marla D. Cox  
Clerk of the Board

APPROVED AS TO FORM:

Reviewed by:

  
Douglas Flabig, Esq.  
General Counsel