



**GOVERNANCE COMMITTEE MEETING  
WEDNESDAY, August 14, 2013**

**Executive Suite Located at Highland Healthcare Pavilion  
1411 East 31<sup>st</sup> Street Oakland, CA 94602  
Marla D. Cox, Clerk of the Board  
(510) 535-7515**

**MINUTES**

**THE MEETING WAS CALLED TO ORDER AT 8:43 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 June 12, 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:** Resignation of Trustee Anthony Slimick

Trustee Lewis reported that Trustee Anthony Slimick resigned from the Alameda Health System Board of Trustees.

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B. **ACTION:** Nomination of one(1) Board Member

James Lugannani was presented as a candidate. Trustee Nelson asked if we should have a closed session when discussing Board of Trustee member candidates. Doug Habig, General Counsel said yes it would be appropriate but no action can be taken.

Trustee requested to interview the candidate prior to presentation before the Board of Trustees.

***ACTION: A motion was made, seconded, and unanimously approved to forward James Lugannani's CV to the full Board of Trustees as presented.***

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

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

C. **UPDATE:** Identification and Development of Future Trustees

Trustee Tate reported that he and Wright Lassiter, CEO are in the process of meeting the prospective resources and will report back to the committee.

Trustee Nelson commented that he would like to submit a CV as a board member candidate to the Governance Committee. Trustee Nelson will submit CV to the Clerk of the Board.

Trustee Lewis would like to see a number of candidates to consider and interview.

***The topic of a closed session for the committee was brought up again. Doug Habig, General Counsel said the committee can move forward with a Closed Session for the Governance Committee.***

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

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

Trustee Lewis reported that she attended the Health Committee in July, 2013 to address any questions the Board of Supervisors may have with regards to the Bylaw amendments. The Supervisors indicated they would like to meet with the Board of

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Trustees. Trustee Lewis requested we consider sending a letter to the Supervisors. Doug Habig, General Counsel will consult and prepare a letter.

**TAB #5 ACTION: Board of Trustees Travel Policy**

Mr. Habig presented the revised policy for Board of Trustees' travel.

***ACTION: A motion was made, seconded, and unanimously approved to forward the Board of Trustees Travel Policy to the full Board of Trustees as presented.***

***MOTION: Trustee Tate***  
***SECOND: Trustee Nelson***

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

**ADDED ITEM ACTION: CEO Review**

Trustee Lewis reported that the committee needs to complete the CEO review and would like to get Board of Trustee input. There was a recommendation for Dr. Marilyn Parker of the Parker Group to assist in the CEO 360 process.

***ACTION: A motion was made, seconded, and unanimously approved to authorize Trustee Lewis to contact the Parker Group for a quote and move forward with the CEO Review as presented.***

***MOTION: Trustee Tate***  
***SECOND: Trustee Nelson***

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

**TAB #6 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. Trustee Lewis asked Doug Habig to remind her to follow-up.

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

Trustee Lewis asked that Doug Habig, General Counsel review the last two committee meeting minutes for status and place item on the Governance Committee meeting October 9, 2013.

***Trustee Lewis asked that the Community Advisory Council be presented as an action item at the Board of Trustees Retreat in October.***

**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:

- Measure A – discuss who to invite
- Community Advisory Council
- Peer Review Assessment – Trustee Boggan to present individual results

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

Trustee Lewis discussed items on the committee work plan and issue tracking throughout the committee meeting.

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

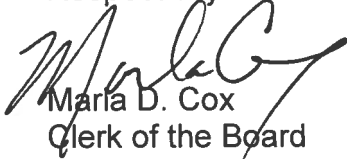
Mr. Habig reported there was no Closed Session.

**Public Comments - None**

**Board of Trustees Remarks – None**

**ADJOURNMENT: THE MEETING WAS ADJOURNED AT 9:41 AM.**

Respectfully Submitted,

  
Maria D. Cox  
Clerk of the Board

APPROVED AS TO FORM:

Reviewed by:

  
Douglas Flabig, Esq.  
General Counsel