



**GOVERNANCE COMMITTEE MEETING  
WEDNESDAY, November 12, 2014**

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

**MINUTES**

**OPEN SESSION / ROLL CALL – 8:37 AM**

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

Valerie D. Lewis and Joe DeVries

**TAB #1 ACTION: Approval of Minutes**

Minutes of the June 11<sup>th</sup>, 2014 Governance Committee Meeting.

***ACTION: A motion was made and seconded, and the Committee approved the minutes of the June 11<sup>th</sup>, 2014 Governance Committee meeting.***

**TAB #2 DISCUSSION / ACTION: Alameda Health Partners**

Bill Peruzzi, MD, Chief Medical Officer (CMO), and the committee discussed adopting the By Laws and appointing a Physician Director. Alameda Health Partners (AHP) was incorporated in April and Alameda Health System is the sole corporation. The AHP Board of Directors approved the By Laws in October. Dr. Joe Walker will be employed with AHP as the first Physician Director once the By Laws are adopted by Alameda Health System. The union is worried about how AHP will affect the current employees but it is not the intent to move the unionized positions into AHP, however, AHP will roll in positions hired under a temporary fund which allows safe harbor for public institutions.

***ACTION: A motion was made and seconded, and the Committee approved the Bylaws with changes to be made and the appointment of Joe Walker as Physician Director of Alameda Health Partners.***

**TAB #3 DISCUSSION: Community Advisory Council Strategy**

Carladenise Edwards, Chief Strategy Officer and the committee discussed the Community Advisory Council Strategy Memo. Trustee Joe DeVries suggest faith based organizations to help get people engaged in the community. Trustee Valerie Lewis stated we should address exactly what we are and are not looking for. She stated the need to reach out to our Board of Trustees and talk to the Board of Supervisors to hear our positions. Wright Lassiter, CEO stated that we already have a group called Patient Family Advisory Council we've been using for a few years already to engage the community.

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**TAB #4 DISCUSSION: AHS Annual Community Meeting**

The committee discussed the current format of the meeting which is being held in January/February and features a welcome and comments from the Board President, an annual report from the CEO, showcase of patient stories; networking and review of the AHS annual report. Trustee Joe DeVries believes it's a good idea to have community events to attract people to Alameda Health System.

**TAB #5 DISCUSSION / ACTION: AHS BOT By Laws (Proposed Revision to QPSC Membership & Function)**

Joel Isaacson, Associate General Counsel, discussed with the committee the problems with the By Laws having to require gratification of Full Board. He recommends that it goes back to the Board of Supervisors for revisions and balance and to delete a paragraph in order to give authorization to QPSC. The recommendation for the composition of the Committee is to delete the paragraph and replace with a new paragraph that increases the voting membership from three to five and change the non-voting membership representation. Discussion ensued.

***ACTION: A motion was made and seconded, and the Committee approved the recommended change to the Quality Professional Services Committee Membership and Function paragraph with the Board of Trustees By Laws.***

**TAB #6 DISCUSSION: Executive Succession Planning**

The committee discussed the need for a formal succession plan with recommended timeline and CEO review plan. Trustee Valerie Lewis suggested adding that we look at the skill set of replacement candidates for employees leaving against the matrix to find the best fit and would like this added to the work plan for Executive Succession Planning.

**TAB #7 DISCUSSION / ACTION: Alameda Health System Foundation**

The committee discussed the amount to participate with the Foundation. Carladenise Edwards, Chief Strategy Officer (CSO), suggested an idea of a "give or get policy" where participants can give a percentage or amount or earn through fundraising events or other activities. Trustee Valerie Lewis believes it's an educational issue where the participants need to start thinking about supporting their organization and not just their role. Wright Lassiter, CEO stated the Foundation doesn't look at how much someone gives but how deep and wide they give. A recommendation will be made to the Board with no dollar amount but 100% participation.

***ACTION: A motion was made and seconded, and the Committee approved the recommendation to participate and be involved.***

**TAB #8 DISCUSSION / ACTION: Measure AA**

The committee discussed the Board of Trustees involvement in Measure AA. It was recommended that Trustees 100% participation with no dollar amount to contribute.

***ACTION: A motion was made and seconded, and the Committee approved the recommendation to participate and be involved.***

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

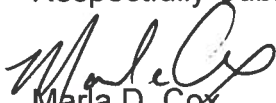
The committee discussed the recommendation for Brown Act training for existing and new members. Trustee Joe DeVries would like to create agenda items that would create discussion (suggested the debt issue). Wright Lassiter, CEO suggested creating an agenda to present to the Governance Committee for approval before bringing it up to the Board of Supervisors. Mr. Lassiter stated he hasn't talked to Vintage with AMF Media for about 3 weeks and will suggest that Trustee Lewis and Trustee Miller stay in contact with him.

**Public Comments – No Comment**

**Board of Trustees Remarks – No Comment**

**ADJOURNMENT – 10:43am**

Respectfully Submitted,

  
Maria D. Cox  
Clerk of the Board

APPROVED AS TO FORM:

Reviewed by: \_\_\_\_\_

  
Mike Moye, Esq.  
Interim General Counsel