



# ALAMEDA COUNTY MEDICAL CENTER

Highland Campus • Fairmont Campus

John George Psychiatric Pavilion • Ambulatory Healthcare Services

## GOVERNANCE COMMITTEE MEETING

WEDNESDAY, January 9, 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 4:43 PM.**

**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 October 15, 2012 Governance Committee Meeting as presented.***

***MOTION: Trustee Nelson***

***SECOND: Trustee Tate***

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

***NAYS: None***

***ABSTAIN: None***

***ABSENT: None***

The committee discussed changing the time of the Governance Committee meetings for 2013. The committee agreed that the remainder of the meetings would be held on Wednesday morning's beginning at 8:30 am.

***The Clerk of the Board will poll the committee for all remaining meeting dates to confirm a quorum.***

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

Trustee Lewis shared that a potential trustee is being vetted and asked if other Committee members would like to be involved in the interview process. Trustee Tate confirmed that he would participate in the interview.

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Trustee Tate shared that he and Trustee Miller had met with Supervisor Carson prior to the Committee meeting. The APMC bylaws were discussed at the meeting.

***THE COMMITTEE CONVENED TO CLOSED SESSION AT 4:52 PM AND RECONVENED TO OPEN SESSION AT 5:06 PM.***

Trustee Lewis announced that Michele Lawrence had been appointed by the Alameda County Board of Supervisors on November 20, 2012. Trustee Lawrence fills the seat previously held by Barbara Price.

There will be two (2) vacant seats on the Board as of April 30, 2013 (current vacancy of Ilene Weinreb and Trustee Huen will be termed out and ineligible for re-appointment as of April 30, 2013). The Committee discussed the experience and skill sets that the Board potentially stands to lose and what new or additional skill sets will be needed when current members of the Board of Trustees transition. Those skills sets will be Community Health, Mental Health, and strategic relationships.

**TAB #6 DISCUSSION: Board Assessment / Board Member Assessment**

Trustee Lewis met with Roger Witalis in December to discuss the Board Assessment and Board Member Self-Assessment. Mr. Witalis indicated that The Governance Institute is in the process of revising the Board Member Self-Assessment. He also suggested that we may need or want to make certain APMC specific changes.

The Clerk of the Board shared that the Board Assessment has been revised this year by The Governance Institute. The previous two years of assessments will not be compared to this year's assessment. A new benchmark will be established with this year's survey.

***The Committee asked the Clerk of the Board to retool the previous letter to the Trustees and open the link for the assessment on BoardEffect with a completion date of February 8, 2013.***

**TAB #7 DISCUSSION: CEO Performance Review**

The Committee agreed that the Governance Committee should recommend to the Executive Committee that the Board move forward with the CEO Evaluation process to be completed in the 3<sup>rd</sup> quarter of the calendar year.

In addition, the Committee will recommend that succession planning for senior management be implemented to identify strengths, weakness and needs and to make recommendations for future planning along with identifying an ongoing process moving forward.

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**TAB #4 ACTION: Community Advisory Council**

Patricia Barerra and Warren Lyons presented a framework for a Community Advisory Council (CAC).

The Committee expressed concern that the focus of the materials being presented referenced a previous New York hospital council model that had been rejected by the Committee. The consensus of the Committee was to move in a different direction than the CAC model that was presented in years past. Staff emphasized that the presentation was a springboard for the Committee to utilize in framing a CAC and could be modeled in a fashion that would meet the needs of the organization.

Discussion ensued with regards to the potential members of the council and how the members would be identified and what skill sets would be desired on the council.

Ms. Barerra focused on the “Issues to Consider” in the discussion process. Highlights included the following:

- Reporting structure
- Who is selected in the community – influence and communication ability
- How will the council present to the BOT – a filter through the committee structure was recommended – most likely the Governance Committee
- Involvement of the CAC with the push for Measure A
- Will CAC be advocacy ambassadors or a vehicle for information
- The council will have no governance roll
- What will the leadership structure look like? A BOT member should chair the council
- How will the selection process move forward? No policy decisions were confirmed, a list of criteria needs to be developed and presented to the BOT
- The process should be formalized for presentation at the April Board Retreat
- Number of council members was discussed – approximately 20
- Possible classes established
- Meetings will not be open/public forum – by invitation

The Committee asked staff to prepare more information to be presented at the February 13, 2013 Governance Committee meeting.

Also discussed was the role of Trustees in advocacy for the organization.

***Trustee Lewis asked staff to develop a community engagement plan to utilize Trustees as ambassadors, consistent with previous Trustee requests and as discussed at various Retreats.***

***No action was taken on this agenda item.***

**TAB #5 ACTION / DISCUSSION: Bylaws Amendments & Bi-Annual Review Status**

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

The Committee discussed the resolution and requested General Counsel take the resolution back to the QPS Committee for further clarification of the language. At present, the language does not meet the intent of the Board that the committee should have a majority of non-physician Trustees.

The Committee asked General Counsel to invite Trustee Zorthian, Chair of QPSC, to the next Governance Committee meeting if further discussion on the resolution was needed.

***No action was taken on this item.***

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

Discussion around the Bylaws took place earlier in the meeting, clarification of when Bylaws had been submitted to the BOS was requested of the Clerk of the Board to provide to the Board President.

**TAB #8 INFORMATION: Annual Governance Committee Work Plan & Issue Tracking**

General Counsel will prepare a draft 2013 Work Plan and present at the February 13, 2013 Governance Committee meeting.

**TAB #9 REPORT: Legal Counsel's Report on Action Taken in Closed Session**

Douglas B. Habig, General Counsel reported that during Closed Session no action was taken.

**Public Comments: *None***

**Board of Trustees Remarks: *None***

**ADJOURNMENT: THE MEETING WAS ADJOURNED AT 6:17 PM.**

Respectfully Submitted by:

Barbara L. McElroy,  
Clerk of the Board

APPROVED AS TO FORM:

Reviewed by:

  
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Douglas Habig, Esq.  
General Counsel