



**GOVERNANCE COMMITTEE MEETING
WEDNESDAY, April 10, 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 8:01 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.

TAB #2 ACTION: Approval of Minutes

ACTION: A motion was made, seconded, and unanimously approved the Minutes from the February 13, 2013 Governance Committee Meeting as presented.

MOTION: Trustee Tate

SECOND: Trustee Nelson

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.

Douglas B. Habig, General Counsel, reported that there has been no movement in the re-appointment process for Trustees Miller and Lewis. The re-appointment

paperwork is with the President of the Alameda County Board of Supervisors and has not been placed on an agenda for consideration. Trustee Slimick's re-appointment paperwork has been submitted to the Clerk of the Board of Supervisors office for processing.

The Committee requested staff to contact Supervisor Wilma Chan, Chair of the Health Committee, Alameda County Board of Supervisors to request status and a time table for pending re-appointments.

B. **DISCUSSION:** Open Trustee Appointments

The Committee discussed a potential candidate recommended by Trustee Nelson. Trustee Lewis recommended that the needs assessment matrix be reviewed to determine if the skill set the candidate possesses is in line with the needs of the organization.

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

The Committee discussed the process for recruiting and vetting potential candidates for the Board. Emphasis was placed on identifying the needs of the organization when recruiting potential Trustees; referencing the needs assessment matrix for areas that are not represented on the Board. In addition, the scope of recruiting should identify candidates that represent all geographic areas of the County.

Trustee Tate will work with Wright Lassiter, III, CEO to identify a process and bring forward to the Committee for review.

Mr. Lassiter will work with the Clerk of the Board to refine the information packet for perspective Trustees.

Trustee Miller asked to address two issues: Form 700 Conflict of Interest policy and Board of Trustees Travel Policy.

Form 700 Conflict of Interest Policy – the policy should include a time table for the overall process that clearly defines the due dates.

Mr. Habig will revise the policy to include the time table and present to the Committee for review at the June 12, 2013 meeting.

Board Travel Policy – a clearly defined travel policy specific to the Board of Trustees is needed.

Mr. Habig will refine the staff travel policy and develop a policy specific to the Board of Trustees. The policy will be presented to the Committee at the June 12, 2013 meeting.

TAB #4 UPDATE: Community Advisory Council

This item was pulled from the agenda and will be presented at the June 12, 2013 Governance Committee meeting.

TAB #5 UPDATE: Bylaws Amendments Status

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

The Alameda County Board of Supervisors has not taken action on the proposed Bylaw Amendments submitted February 20, 2013.

TAB #6 ACTION: Highland Care Pavilion Transition Agreement

Mr. Habig presented the Highland Care Pavilion Transition Agreement with Alameda County requesting recommendation of the Governance Committee to the full Board for approval at the April Board Retreat.

ACTION: A motion was made, seconded, and unanimously approved the recommendation to the full Board for approval of the Highland Care Pavilion Transition Agreement with Alameda County.

MOTION: Trustee Nelson

SECOND: Trustee Tate

AYES: Trustees Lewis, Nelson, and Tate

NAYS: None

ABSTAIN: None

ABSENT: None

TAB #7 UPDATE / ACTION: April Board Retreat

- A. **UPDATE:** April Board Retreat revisions from March 27, 2013 Board of Trustees meeting.

Mr. Lassiter presented the revised April Board Retreat agenda with revision recommendations made at the March 27, 2013 Board of Trustees meeting.

B. **UPDATE**: Review results of The Governance Institute Board Self Assessment.

Trustee Lewis requested the Clerk of the Board to include the 2012 Board Self Assessment long form results in the April Board Retreat meeting book as a comparison to the 2013 results.

C. **ACTION**: Peer Review process – Next Steps.

No action was taken on this item. A Board Peer Review assessment will be developed and presented to Committee for review/approval in June 2013.

TAB #8 DISCUSSION: Locus of Policy Approvals

Mr. Habig will bring this topic forward at a future meeting as the policy on approving policies is in the development process at this time.

THE COMMITTEE CONVENED TO CLOSED SESSION AT 9:01 AM AND RECONVENED TO OPEN SESSION AT 9:05 AM.

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

A. 2013 Governance Committee Work Plan

The following items will be added to the Committee work plan:

June Meeting

Form 700 Conflict of Interest Policy revisions
Board of Trustees Travel Policy
Policy for BOT Recruitment
Policy for approving policies

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

There was no action taken in Closed Session.

Public Comments - None

Board of Trustees Remarks – None

ADJOURNMENT: THE MEETING WAS ADJOURNED AT 9:07 AM.

Respectfully Submitted by:

Barbara L. McElroy,
Clerk of the Board

APPROVED AS TO FORM:

Reviewed by:



Douglas Habig, Esq.
General Counsel