



**GOVERNANCE COMMITTEE MEETING
WEDNESDAY, June 11, 2014**

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

MINUTES

OPEN SESSION / ROLL CALL – 8:30 AM

ROLL CALL WAS TAKEN AND THE FOLLOWING TRUSTEES WERE PRESENT:

Valerie D. Lewis, J. Bennett Tate, Joe DeVries

TAB #1 ACTION: Approval of Minutes

Minutes of the April 9th, 2014 Governance Committee Meeting.

ACTION: A motion was made and seconded, and the Committee approved the minutes of the April 9, 2014 Governance Committee meeting.

TAB #2 UPDATE / DISCUSSION: Trustee Appointments / Re-appointments / Identification & Development of Future Trustees

Valerie D. Lewis, Chair, welcomed Trustee Joe DeVries to the committee. The Committee reviewed and approved the recommendation of 5 new trustees: Patricia Scates, James Potter, Maria Hernandez, Tracy Jensen and Jim Falaschi. The committee discussed the need to develop a stronger relationship with the Alameda County Supervisors; the County Administrators office is working with AHS to find a date for a joint meeting that will work for both boards.

The committee discussed the need for a process to identify key candidates in the development of future trustees and having a succession plan in place; Trustees Kirk Miller and Valerie D. Lewis who both carry strong legal backgrounds, healthcare and professional experience will be retiring December 2015.

TAB #3 DISCUSSION: Executive Succession Planning

The committee discussed the need to complete a departure risk assessment of each executive staff position to determine other professional interests, retirement or what a time frame would be with any risk. The committee identified the greatest risk as the newly acquired Alameda Hospital where the Chief Executive Officer (CEO) and Chief Financial Officer (CFO) will not remain with AHS; there is no second tier roll. In the event an executive leaves abruptly or is ill and there is no second tier roll, we have staff who can take on shared duties. The committee discussed the need to have a plan in place in the event the CEO was to depart; historically, the Chief Operating Officer (COO) and Chief Medical Officer (CMO) would be candidates to step in as interim CEO.

TAB #4 DISCUSSION: CEO Review Process

Valerie D. Lewis, Chair, wants to make sure timing is in place and we have a working process. Ideally the review would be given in December with compensation information provided in January. In the past the CEO would provide the Board with the self-review materials in September to initiate the process. In late September to November the Board would determine what input they want to receive from the Board members including forms, feedback or additional information beyond what the CEO submitted. The Executive Committee is responsible for the CEO review which will take place on an annual basis. The CEO review material and survey should be sent out in October; the Board review would be done in December in order to have the results by the Spring Retreat.

TAB #5 DISCUSSION: Recordation of Meetings

The committee discussed the possibility of discontinuing the recordation of meetings; the concern is it not being an efficient use of time for summarized minutes. The committee discussed concerns such as; the disposal of minutes after 30 days; holding the recordings until the minutes are approved or even longer. Doug Habig, General Counsel, stated that if the committee decides to discontinue the recordings, it won't be possible for the Clerk of the Board to take accurate minutes while performing other necessary duties during meetings. The Governance Committee is not in a position to make a decision but did agree to continue recording and will communicate it to the President of the Board.

TAB #6 DISCUSSION: Trustee Stipend

Currently the Board of Trustees is authorized to receive \$200 per Regular, Special Board or Committee meetings, not to exceed 4 meetings a month. A point was discussed regarding the removal of "not to exceed" from the language of the Bylaws and having the Governance Committee provide clarity on how to do the request so it is done consistently. The Committee discussed changing the number of meetings from 4 per month to 6-8 per month and have the proposal presented to the Board of Supervisors. No timeline was discussed.

TAB #7 DISCUSSION: Orientation Materials

Carladenise Edwards, CSO, provided a copy of the BOT Orientation Materials. Feedback from Trustee Miller was incorporated. The COB is in the process of scheduling the first New Trustee Orientation.

TAB #8 DISCUSSION: BOT Policies and Procedures

Doug Habig, General Counsel, suggested that the BOT Policies and Procedures be reviewed periodically to make sure the committee structure is correct. It was requested that a brief memo be sent to each committee chair from the Governance Committee asking them to review the language in the Policies and Procedures and confirm it's consistent with their recordings and practices.

TAB #9 ACTION: Community Advisory Council Charter

Wright Lassiter, CEO, stated that there were no concerns or issues; the feedback received was to move forward.

ACTION: Upon motion made and seconded, the committee approved the Community Advisory Council Charter.

TAB #10 DISCUSSION: Fall 2014 Retreat Planning

The Committee briefly discussed the Fall Board Retreat. No specific agenda items were identified, further discussion is needed.

TAB #11 INFORMATION: Annual Governance Committee Work Plan & Issue Tracking


Valerie D. Lewis, Chair, added Alameda Hospital District (AHD) appointment to the issue tracking. No issues were discussed.

Public Comments – No Comment

Board of Trustees Remarks – No Comment

ADJOURNMENT – 10:45am

Respectfully Submitted,


Marla D. Cox
Clerk of the Board

APPROVED AS TO FORM:

Reviewed by: 

Douglas Flahig, Esq.
General Counsel