

**POLICIES AND PROCEDURES
SEQUOIA HEALTHCARE DISTRICT**

Adopted April 19, 2005
Restated August 9, 2006

- POLICY NO. 1 MISSION**
- POLICY NO. 2 BASIS OF AUTHORITY; ROLE OF DIRECTORS**
- POLICY NO. 3 TERM OF OFFICE**
- POLICY NO. 4 OFFICERS OF THE DISTRICT**
- POLICY NO. 5 COMMITTEES OF THE BOARD; PUBLIC INFORMATION
LIAISON; AUDITORS**
- POLICY NO. 6 BOARD MEETINGS: LOCATION, TIME, DATE, AND QUORUM**
- POLICY NO. 7 ATTENDANCE AT MEETINGS**
- POLICY NO. 8 AGENDA**
- POLICY NO. 9 TOPICS FOR DISCUSSION AT BOARD MEETINGS**
- POLICY NO. 10 CONDUCT OF MEETINGS**
- POLICY NO. 11 MINUTES**
- POLICY NO. 12 CONFLICT OF INTEREST**
- POLICY NO. 13 APPOINTMENTS TO THE DISTRICT BOARD**
- POLICY NO. 14 APPOINTEES TO THE BOARD OF SEQUOIA HEALTH SERVICES**
- POLICY NO. 15 CONDUCT RELATED TO ELECTIONS**
- POLICY NO. 16 REMUNERATION AND REIMBURSEMENT**
- POLICY NO. 17 MEMBERSHIP IN ASSOCIATIONS; TRAINING & EDUCATIONAL
CONFERENCES**
- POLICY NO. 18 AUTHORITY AND RESPONSIBILITY OF CEO**
- POLICY NO. 19 BIDDING**
- POLICY NO. 20 PUBLIC RECORD REQUESTS**
- POLICY NO. 21 REVIEW OF ADMINISTRATIVE DECISIONS**
- POLICY NO. 22 AMENDMENT OR SUSPENSION OF POLICIES & PROCEDURES**
- POLICY NO. 23 AMORTIZATION OF CAPITAL ASSETS; INVESTMENTS**
- POLICY NO. 24 GRANTS**

.....
These policies and procedures are adopted pursuant to Section 32104 of the California Health and Safety Code, which provides as follows:

“The board of directors shall provide for the time and place of holding its regular meetings and the manner of calling the same, and shall establish rules for its proceedings and may adopt such rules and regulations not inconsistent with law as may be necessary for the exercise of the powers conferred and the performance of the duties imposed upon the board.”

.....

POLICY NO. 1 MISSION

1.1 Sequoia Healthcare District's mission is to improve the quality of life for District residents by providing oversight and support to Sequoia Hospital and by supporting and encouraging programs and activities designed to achieve health, wellness, and disease prevention for residents of the District.

1.2 In accordance with the Strategic Plan ratified by the Board on February 19, 2003, Sequoia Healthcare District's strategic vision is to be the catalyst that stimulates sustainable efforts to assure access to health and health care for District residents today and for years to come.

POLICY NO. 2 BASIS OF AUTHORITY; ROLE OF DIRECTORS

2.1 The Board of Directors is the governing body of the District. Apart from his or her normal function as a part of this governing body, a Director has no individual authority. For example, as individuals, Directors do not have authority to commit the District to any policy, act, or expenditure, unless the Board of Directors takes specific action to grant such authority as to a given matter.

2.2 Directors do not represent any fractional segment of the community, but are, rather, a part of the body that represents and acts for the community as a whole.

2.3 The primary responsibility of the Board of Directors is the formulation and evaluation of policy. Directors are responsible for monitoring the District's progress in attaining its goals and objectives, while pursuing its mission. Routine matters concerning the operational aspects of the District are to be delegated to professional staff members of the District.

2.4 Individual Directors shall not instruct District staff, District legal counsel, or District consultants, advisors, vendors, or contractors, but shall work through the District President or the Board as a whole. However, the chairperson of any Board committee shall be authorized to work with District staff and receive information and support from District staff with respect to matters within the committee's jurisdiction.

2.5 Directors have a fiduciary duty to act in good faith and for the benefit of the District. In exercising that fiduciary duty in the context of requesting information from staff or making public records requests, Directors are encouraged to identify their specific issue of concern rather than making broad requests that require significant amounts of staff time and hinder staff's ability to devote the time necessary to the business of running the District.

2.6 Any request by an individual Director for substantive information and/or research from District staff or advisors, the response to which will require the use of material District staff time or resources, shall be submitted in writing (which includes email) through the Board President, who shall decide whether or not it is in the District's best interests to expend District resources in such a fashion and, for approved requests, shall advise staff regarding the appropriate level of resources to be devoted to the matter. If an individual Director's request is denied by the Board President, the request shall, if the individual Director wishes, be placed on the agenda of the next meeting of the Board (for which an agenda has not yet been posted). If a majority of the Directors (as defined in policy 22.2) approve the request for information and/or research, the CEO shall respond to the individual Director's request for substantive information and/or research.

POLICY NO. 3 TERM OF OFFICE

3.1 The term of office of an elected Director begins at noon on the first Friday in December pursuant to California Elections Code Section 10554. The oath of office of an elected Director is taken and filed at the time the Director, as a candidate, files his or her declaration of candidacy.

3.2 The term of office of an appointed Director begins effective upon appointment and upon taking the oath of office. The Director shall be sworn in by an official authorized to administer the oath of office.

3.3 Officials authorized by law to administer the oath of office include every county officer and the officer's deputies (Government Code §24057), every executive and judicial officer and every member of the legislature (Government Code §1225), and the elections official (Elections Code §10265). Executive officers include persons who fill offices created by or under the authority of the Local Healthcare District Law. (Government Code §1001).

POLICY NO. 4 OFFICERS OF THE DISTRICT

- 4.1 The District officers shall be President, Vice President, and Secretary/Treasurer.
- 4.2 The President shall conduct the meetings of the Board and lead the Board and the District in fulfilling the District's mission. The President shall appoint Board committees, both standing and ad hoc, and shall appoint individual Board members to specific tasks.
- 4.3 The Vice President shall conduct the meetings of the Board in the absence of the President and shall assist the President in leading the Board and the District.
- 4.4 The Secretary/Treasurer shall execute those documents required by law of the secretary or treasurer with respect to the minutes and other records of the District. The Secretary/Treasurer shall be the Board's liaison with the District's auditors and financial consultants and shall be available to staff as necessary with respect to such matters.
- 4.5 The term of office for each District officer shall be two years; provided, however, that if an officer leaves office mid-term for any reason, his or her replacement shall serve the balance of the original two-year term.

**POLICY NO. 5 COMMITTEES OF THE BOARD; PUBLIC INFORMATION LIAISON;
AUDITORS**

5.1 There shall be no standing committees of the Board.

5.2 The President of the Board shall appoint such ad hoc committees as may be deemed necessary or advisable by the President or by the Board. The duties of an ad hoc committee shall be outlined at the time of appointment, and the committee shall be deemed dissolved when its final report has been made.

5.3 The President of the Board shall appoint a Director to be Public Information Liaison to serve at the pleasure of the President and to work with the CEO and outside advisors to promote effective communications with the local community consistent with the mission of the District, as set by the Board.

5.4 For purposes of maintaining appropriate checks and balances and cost control, a request for proposals (RFP) for audit services to the District shall be issued every three years.

5.5 The due date for completion of the District's annual audit shall be the January 31st immediately following the end of the fiscal year that is the subject of the audit.

POLICY NO. 6 BOARD MEETINGS: LOCATION, TIME, DATE, AND QUORUM

6.1 Meetings of the Board of Directors shall be held at Sequoia Hospital, 170 Alameda de las Pulgas, Redwood City, California 94062-6056, except as otherwise set forth in the Ralph M. Brown Act, California Government Code Section 54954(b) or (e) and Section 54953(b)(3) or successor provision. If any Director is attending a meeting by teleconference, the teleconference location shall be accessible to the public, which shall be provided an opportunity to address the Board directly. If a meeting includes any Director's attendance by teleconference, a least a majority of the Directors (as defined in policy 22.3) shall participate in the meeting from locations within the boundaries of the District although it is not required that the majority all be at the same location within the District.

6.2 Section 32106 of the California Health and Safety Code provides that "A majority of the members of the board shall constitute a quorum for the transaction of business." The definition in policy 22.3 shall apply to this provision.

6.3 Regular meetings of the Board shall be scheduled for 4:30 p.m. and shall begin at that time or as soon thereafter as a quorum is present.

6.4 The regular meetings of the Board shall be held on the first Wednesday of even-numbered months, i.e., February, April, June, August, October, and December.

6.5 The annual organizational meeting of the Board shall be the Board's regular meeting in February. At that meeting officers shall be elected, any committee appointments shall be made, the District CEO shall report on the state of the District report, and the District's auditors shall present the annual audit report. The fiscal year budget (July 1 – June 30) will be presented at the April meeting.

6.6 Special meetings of the Board may be called by the Board President or by a majority of the Directors (as defined in policy 22.3) at a time and for the purpose(s) specified in the call. All Directors, the CEO of the District, District Counsel, and the Administrator/President of Sequoia Hospital shall be notified of the special Board meeting and the purpose(s) for which the meeting is called. The provisions of the Ralph M. Brown Act applicable to special meetings shall be followed.

6.7 Emergency meetings of the Board may be called by the Board President or by a majority of the Directors (as defined in policy 22.3) at a time and for the purpose(s) specified in the call in the case of an *emergency situation* involving matters upon which prompt action is necessary due to the disruption or threatened disruption of public facilities. An *emergency situation* is "a work stoppage, crippling activity, or other activity that severely impairs public health, safety, or both, as determined by a majority of the members of the legislative body" or "a crippling disaster, mass destruction, terrorist act, or threatened terrorist activity that poses peril so immediate and significant that requiring a legislative body to provide one-hour notice before holding an emergency meeting...may endanger the public health, safety, or both, as determined by a majority of the members of the legislative body." The provisions of the Ralph M. Brown Act applicable to emergency meetings shall be followed.

6.8 Regular and special meetings (including adjourned regular and adjourned special meetings) may be adjourned to a future date and time. If, after a meeting has been convened, the number of Directors present drops below the number required for a quorum, no further action may be taken except that less than a quorum of the Board may adjourn the meeting to a future date and time. If no Directors are present, the clerk of the Board may adjourn the meeting to a future date and time and shall give notice of the adjournment in the same manner as for special meetings. The subsequent meeting is known as an “adjourned regular meeting” or “adjourned special meeting.” A notice of the adjournment, including the future date and time of the adjourned meeting, shall be conspicuously posted on or near the door of the place where the meeting was held within 24 hours after the time of the adjournment. If the date of the adjourned meeting is within five (5) days of the original meeting, no new agenda need be posted (so long as the adjourned meeting is limited to the original agenda). If the date of the adjourned meeting is more than five (5) days from the original meeting, a new agenda must be prepared and posted.

6.9 District staff shall insure that appropriate information, including Board packets, is available for the audience at meetings of the Board of Directors and that physical facilities for meetings are functional and appropriate. Board packets shall be posted on the District’s web site at same time as the packets are sent to the Directors.

POLICY NO. 7 ATTENDANCE AT MEETINGS

7.1 Directors shall attend all regular and special meetings of the Board unless there is good cause for absence. Good cause for absence includes, but is not necessarily limited to, illness, accident, vacation, business or family commitments or other unavoidable personal matters. It is recognized that the timing of business and family commitments, since they involve additional people and outside factors, cannot always be controlled. However, to the extent reasonable, Directors are expected to make good faith efforts to schedule vacation, business, and personal commitments at times that will not conflict with the schedule of regular Board meetings.

7.2 Section 32100.2 of the California Health and Safety Code provides as follows:

“Notwithstanding any other provision of law, the term of any member of the board of directors shall expire if he or she is absent from three consecutive regular meetings, or from three of any five consecutive meetings of the board and the board by resolution declares that a vacancy exists on the board.”

7.3 As set forth in the Brown Act in Government Code Section 54953, Directors may attend a meeting by teleconference.

POLICY NO. 8 AGENDA

8.1 The District CEO, in consultation with the President of the Board of Directors, shall determine the items to be placed on the agenda and shall prepare the agenda for each meeting of the Board of Directors. The ultimate authority for determining the agenda shall rest with the President of the Board.

8.2 Any Director or member of the public may request that a matter directly related to District business be placed on the agenda of a meeting of the Board of Directors. The request must be in writing and submitted to the CEO, together with supporting documents and information, if any, at least two weeks prior to the date of the meeting. It shall be up to the discretion of the CEO and the President of the Board, as set forth in Policy No. 8.1, whether to place the requested item on the agenda.

8.3 Notwithstanding Policy No. 8.1 and Policy No. 8.2, any Director may place one item on the agenda of each scheduled meeting so long as the item is within the subject matter jurisdiction of the District and so long as the item complies with Policy No. 10. Any Director may request at a regular meeting of the Board that an item be placed on the agenda of a subsequent meeting. Such request shall be honored if the request is seconded and approved by a majority of the Directors (as defined in policy 22.2).

8.4 The agenda for each Board meeting shall be posted as required by the Brown Act, which requires, among other things, that the agenda be posted "in a location that is freely accessible to members of the public." (California Government Code Sections 54954.2(a) and 54956) For Sequoia Healthcare District that shall mean that the agenda shall be posted in the following location(s): outside the door to the office of the District CEO, in the main lobby of Sequoia Hospital where notices are posted, in the professional staff office in Sequoia Hospital, and on the District's website.

8.5 For any meeting in which teleconferencing is to be used, the Brown Act also requires the District to "post agendas at all teleconference locations." (California Government Code Section 54953(b)(3)) If the teleconference location is a private home, the agenda shall be posted on the front door, if that is freely accessible to the public, and otherwise at the point where the private driveway to the home meets the nearest public street. If the teleconference location is in a hospital, hotel, or other commercial establishment, the agenda shall be posted where notices of meetings or other events are commonly posted, if there is such a place, and otherwise in a location on the premises where the public commonly gathers or passes and where the notice can be read. If the teleconference location is elsewhere, the agenda shall be posted in the location most accessible to the public. The notice and agenda of the meeting shall identify each teleconference location and the agenda shall be posted at all teleconference locations for the required length of time (at least 72 hours before a regular meeting, at least 24 hours before a special meeting, and as otherwise required for an emergency meeting).