



# **NOTICE**

## **NORTHERN INYO HEALTHCARE DISTRICT BOARD OF DIRECTORS – GOVERNANCE COMMITTEE MEETING**

**May 14, 2024 AT 8:00 AM**

**The Governance Committee will meet in person at 150 Pioneer Street Bishop, CA 93514 Administration Meeting Room (AMR). Members of the public will be allowed to attend in person or via zoom. Public comments can be made in person or via zoom:**

**TO CONNECT VIA ZOOM:** *(A link is also available on the NIHD Website)*

<https://us06web.zoom.us/j/84826966884>

**Meeting ID:** 848 2696 6884

**PHONE CONNECTION:**

888 475 4499 US Toll-free

877 853 5257 US Toll-free

**Meeting ID:** 848 2696 6884

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1. Call to Order (at 8:00 am).
  2. **Public Comment:** At this time, members of the audience may speak only on items listed on the Notice for this meeting, and speakers will be limited to a maximum of three minutes each. The Governance Committee is prohibited from generally discussing or taking action on items not included on this Notice.
  3. Approval of G.C. Meeting Minutes for May 6, 2024 (*Action item*)
  4. Standing reference materials for G.C.
    - a) NIHD Board Calendar of Time Sensitive Business
    - b) 2024 NIHD Governance Committee Workplan
  5. Open Session:
    - a. New Business:
      - i. Review and discuss all Board of Directors policies & procedures:
        1. Appointments to the NIHD Board of Directors
        2. Attendance at Meetings
        3. Authority of the Chief Executive Officer for Contracts and Bidding
        4. Basis of Authority: Role of Directors
        5. Board Member Resignation and Filling of Vacancies
        6. Chief Executive Officer Compensation Philosophy

7. Compensation of the Chief Executive Officer
8. Conflicts of Interest
9. Election Procedures and Related Conduct
10. Governance Committee Charter
11. Guidelines for Business by the Northern Inyo Healthcare District Board of Directors
12. Meeting Minutes
13. Meeting Public Comment Policy
14. Meetings
15. Officers and Committees of the Board of Directors
16. Onboarding and Continuing Education of Board Members
17. Public Records Requests
18. Reimbursement of Expenses
19. Requests for Public Funds, Community Grants, Sponsorships
20. Suggested Guidance to Fill a Board Vacancy by Appointment
21. Teleconference Recordings, Retention and Destruction of Board Meetings
22. Use by NIHD Directors of District Email Accounts
23. Work Flow for Appointments to Fill Board Vacancy

b. Old Business:

- i. Board Self-Assessment

c. Standing Business:

- i. Board Development and Education topics
- ii. Marketing update
- iii. Next meeting topic discussion
- iv. G.C. Workplan updates

6. Adjournment

*In compliance with the Americans with Disabilities Act, if you require special accommodations to participate in a District Board Governance Committee meeting, please contact administration at (760) 873-2838 at least 24 hours prior to the meeting.*

CALL TO ORDER Northern Inyo Healthcare District (NIHD) Governance Committee member Jean Turner called the meeting to order at 8:00 a.m.

PRESENT Jean Turner, G.C. Chair (Vice Chair, Board of Directors)  
David McCoy Barrett, G.C. Board Member (Treasurer, Board of Directors)  
Stephen DelRossi, MSA, Chief Executive Officer  
Patty Dickson, Compliance Officer  
Barbara Laughon, Manager of Marketing & Strategy  
Katie Manuelito, Board Clerk & CFO Assistant

PRESENT VIA ZOOM

ABSENT

OPPORTUNITY FOR PUBLIC COMMENT Governance Committee Chair Jean Turner reported that at this time, members of the audience may speak only on items listed on the Notice for this meeting, and speakers will be limited to a maximum of three minutes each. The G.C. is prohibited from generally discussing or taking action on items not included on the Notice for this meeting.

There were no comments from the public.

APPROVAL OF G.C. MEETING MINUTES FOR MAY 06, 2024 G.C. Chair Turner called attention to the May 06, 2024 Meeting Minutes. Discussion ensued. G.C. Chair Turner called for a motion to approve minutes with changes as discussed.

**Motion by:** David McCoy Barrett  
**Seconded by:** Jean Turner  
**Passed 2-0 vote**

NIHD BOARD CALENDAR OF TIME SENSITIVE BUSINESS G.C. Chair Turner called attention to the Board Calendar of Time Sensitive Business. Discussion ensued. It was unanimously agreed by the G.C. that the Board Calendar of Time Sensitive Business is to be attached to every G.C. meeting agenda as a standing reference item moving forward.

2024 GOVERNANCE COMMITTEE WORKPLAN G.C. Chair Turner called attention to the 2024 G.C. Workplan. Discussion ensued. It was unanimously agreed by the G.C. that the 2024 G.C. Workplan is to be attached to every G.C. meeting agenda as a standing reference item moving forward.

**NEW BUSINESS:**

BOARD SELF-ASSESSMENT RECOMMENDATIONS

G.C. Chair Turner called attention to Board Self-Assessment recommendations.

Multiple recommendations to take to the full Board were discussed, however, the discussion will continue at the next G.C. meeting on if time permits.

**OLD BUSINESS:**

STRATEGIC PLANNING PROCESS

Discussion ensued.

ELECTION WINDOW INFORMATION

Information was presented to the full Board at the April meeting as requested. Completed

**STANDING BUSINESS:**

BOARD DEVELOPMENT AND EDUCATION TOPICS

Discussion ensued.

MARKETING UPDATE

Discussion ensued.

NEXT MEETING TOPIC DISCUSSION

G.C. will review all Board policies for recommendation for approval to the full Board. Time permitting; G.C. will continue review of Board Self-Assessment for recommendations to take to the full Board.

G.C. WORKPLAN UPDATES

Discussion ensued.

ADJOURNMENT

Adjournment at 08:49 a.m.

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Jean Turner, Northern Inyo Healthcare District,  
Governance Committee Member

Attest:

\_\_\_\_\_  
David McCoy Barrett, Northern Inyo Healthcare  
District, Governance Committee Member



## Northern Inyo Healthcare District (NIHD) Board of Directors' Calendar of Time Sensitive Business

Time Frame	Action Item	Executive Leadership	Board of Directors
June	<ul style="list-style-type: none"> <li>• Hear annual budget presentation, and adopt budget for the upcoming fiscal year</li> <li>• Board reviews Board policies and procedures</li> </ul>	X	X  X
July	<ul style="list-style-type: none"> <li>•</li> </ul>		
August	<ul style="list-style-type: none"> <li>• Board members complete CEO evaluation, using ACHD format, and each Board member sends his/her completed evaluation electronically by the due date to ACHD designee for compilation</li> </ul>		X
September	<ul style="list-style-type: none"> <li>• Board of Directors meets in closed session to discuss the results of the CEO evaluation, and to set CEO performance goals, and review CEO compensation</li> </ul>	X	X
October	<ul style="list-style-type: none"> <li>•</li> </ul>		
November	<ul style="list-style-type: none"> <li>• If not completed earlier, Board reviews and accepts the annual audit</li> </ul>	X	X
December	<ul style="list-style-type: none"> <li>• Board approves officer slate for the upcoming year</li> </ul>		X
January	<ul style="list-style-type: none"> <li>• New Board officers begin their one-year terms</li> <li>• New Board Chair appoints members to Standing Committees and any known Ad Hoc Committees</li> <li>• Each Board Member reads and signs the Board Member Code of Conduct</li> </ul>		X  X  X
February	<ul style="list-style-type: none"> <li>•</li> </ul>		
March	<ul style="list-style-type: none"> <li>•</li> </ul>		
April	<ul style="list-style-type: none"> <li>• Board discusses results of the Board Self-Assessment and possible goals for the coming year based on these results, including any results that may the inform the upcoming fiscal year budget</li> </ul>		X
May	<ul style="list-style-type: none"> <li>• CEO reports to Board regarding progress on the Strategic Plan and any CEO goals</li> </ul>	X	X



## 2024 Governance Committee Workplan

<b>January, February, March</b>
Committee 2024 Workplan
Discuss G.C. Terms
Review executive and Board strategic plans to prepare a strategic plan submission for the full board
Create Board Compliance Program Worksheet
Ensure Conflict of Interest Policy is being adhered to according to the form 700, complete annually for county
<b>April, May, June</b>
Review Board Policies and Procedures
Plan Board Self-assessment and strategic goals for coming year.
<b>July, August, September</b>
Governance Committee member contacts ACHD to initiate/plan the process for CEO evaluation by the full
Strategic plan mid-year review (current year)
<b>October, November, December</b>
Ensure Board Self-Assessment is complete
Review Board Compliance
Review 2025 GC Workplan (Submit to BOD in January 2025)
Oct - No less than every three years, will review new Board member orientation Handbook and make recommendations to full Board.
Nov -Prepares slate for rotation of elected officers for the Board Chair to present to the full Board for a vote.



**NORTHERN INYO HEALTHCARE DISTRICT  
NON-CLINICAL POLICY AND PROCEDURE**

Title: Appointments to the NIHD Board of Directors		
Owner: Board Clerk and CFO Assistant	Department: Administration	
Scope: Board of Directors		
Date Last Modified: 03/22/2022	Last Review Date: 03/22/2022	Version: 4
Final Approval by: NIHD Board of Directors	Original Approval Date: 05/16/2018	

**PURPOSE:** Procedures to fill a vacancy on the NIHD Board of Directors by appointment.

**POLICY:** When the Board of Directors (BOD) is notified of a vacancy or upcoming vacancy the BOD shall determine at a regular or special meeting whether to fill a vacancy by election or appointment. The following procedures shall apply if the BOD decides to fill the vacancy by appointment. Gov. Code 1780(a)

**PROCEDURE:**

1. The district shall notify the county elections official of the vacancy no later than 15 days following either the date on which the BOD is notified of the vacancy or the effective date of the vacancy, whichever is later.
2. The BOD must first post a notice of the vacancy in three or more conspicuous places in the district at least 15 days before the appointment is made.
3. Persons interested in the position shall submit an “Application for Appointment to a Special District Vacancy” and will be required to complete Form 700, “Statement of Economic Interests” form. Applications shall be available at the District Administration Office.
4. Interested persons shall acknowledge they will be subject to the District’s Conflict of Interest Policy.
5. The BOD shall appoint an Ad Hoc committee of two board members to interview all applicants and bring a recommendation to the full BOD for consideration.
6. The district has 60 days from the date the BOD is notified of the vacancy or the effective date of the vacancy, whichever is later to fill the vacancy by appointment or call a special election. Gov. Code 1780. If necessary the BOD shall call a special meeting to make the appointment within the 60-day deadline.
7. The BOD must notify the county elections official of the appointment no later than 15 days after the appointment is made.
8. The appointed person shall hold office until the next November general election that is scheduled 130 or more days after the date the district board is notified of the vacancy, and thereafter until the person elected at that election to fill the vacancy has been qualified. The person elected to fill the vacancy shall fill the balance of the unexpired term. Gov. Code 1780(a)
9. If the term of office left vacant is due to expire following the next November general election and that election is scheduled 130 or more days after the date the county election official is notified of the vacancy, the person appointed to the vacancy shall fill the balance of the unexpired term of their predecessor.

**REFERENCES:**

1. Government Code 1780
2. County of Inyo Clerk/Recorder Office

**RECORD RETENTION AND DESTRUCTION:**

**CROSS REFERENCED POLICIES AND PROCEDURES:**

1. Appointments to the NIHD Board of Directors
2. Appointments to the NIHD Board of Directors

Supersedes: v.3 Appointments to the NIHD Board of Directors



**NORTHERN INYO HEALTHCARE DISTRICT  
NON-CLINICAL POLICY AND PROCEDURE**

Title: Attendance At Meetings		
Owner: Board Clerk and CFO Assistant	Department: Administration	
Scope: Board of Directors		
Date Last Modified: 08/08/2023	Last Review Date: 08/17/2023	Version: 2
Final Approval by: NIHD Board of Directors	Original Approval Date: 04/18/2018	

**PURPOSE:** Establish policy for Board of Directors (BOD) meeting attendance.

**POLICY:**

1. Directors are expected to the extent reasonable, to make good faith efforts to schedule vacation, business and personal commitments at time that with not conflict with the schedule of regular Board meetings.
2. It is recognized the timing of business and family commitments, since they involve addition people and outside factors, cannot always be controlled.

**PROCEDURE:**

1. Notwithstanding any other provision of law the term of any member of the BOD shall expire if they are absent from three consecutive regular Board meetings, or from three of any five consecutive meetings of the Board and the Board by resolution declares a vacancy exists.
2. As set forth in the Ralph M. Brown Act in CA Government Code Section 54953, a Director may attend a meeting by teleconference.

**REFERENCES:**

1. CA Health and Safety Code Section 32100.2
2. Ralph M. Brown Act in CA Government Code Section 54953

**RECORD RETENTION AND DESTRUCTION:**

Minutes from the Board of Director’s meeting must be retained for six (6) years.

**CROSS REFERENCED POLICIES AND PROCEDURES:**

1. Attendance At Meetings
2. Attendance At Meetings
3. Attendance At Meetings

Supersedes: v.1 Attendance At Meetings
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**NORTHERN INYO HEALTHCARE DISTRICT  
NON-CLINICAL POLICY AND PROCEDURE**

Title: Authority of the Chief Executive Officer for Contracts and Bidding		
Owner: Board Clerk and CFO Assistant	Department: Administration	
Scope: Board of Directors, Chief Executive Officer (CEO)		
Date Last Modified: 07/06/2022	Last Review Date: 07/20/2023	Version: 2
Final Approval by: NIHD Board of Directors	Original Approval Date: 05/16/2018	

**PURPOSE:** Establish policy and procedure process for Authority for Contracts and Bidding.

**POLICY:**

Northern Inyo Healthcare District (NIHD) shall comply with the requirements of California Health and Safety Code Section 32132, which set forth competitive means bidding requirements. “Competitive means” includes any appropriate means specified by the Board of Directors (BOD), including, but not limited to, the preparation and circulation of a request for a proposal to an adequate number of qualified sources, as determined by the BOD in its discretion, to permit reasonable competition consistent with the nature and requirements of the proposed acquisition.

When the BOD awards a contract through competitive means, the district's requirements, as determined by the evaluation criteria specified by the board. The evaluation criteria may provide for the selection of a vendor on an objective basis other than cost alone.

**PROCEDURE:**

1. NIHD “shall acquire materials and supplies that cost more than twenty-five thousand dollars (\$25,000) through competitive means, except when the board determines either that (1) the materials and supplies proposed for acquisition are the only materials and supplies that can meet the district's need, or (2) the materials and supplies are needed in cases of emergency where immediate acquisition is necessary for the protection of the public health, welfare, or safety.” (Ca. H&S Code Section 32132)
2. This bidding process “Shall not apply to medical or surgical equipment or supplies, to professional services, or to electronic data processing and telecommunications goods and services. Medical or surgical equipment or supplies includes only equipment or supplies commonly, necessarily, and directly used by, or under the direction of, a physician and surgeon in caring for or treating a patient in a hospital.” (Ca. H&S Code Section 32132)
3. “Bids need not be secured for change orders that do not materially change the scope of the work as set forth in a contract previously made if the contract was made after compliance with bidding requirements, and if each individual change order does not total more than 5% (five percent) of the contract.” (Ca. H&S Code Section 32132)
4. The professional services to which the bidding rules do not apply include those of persons who are highly skilled in their science or profession; persons such as Attorney At Law, architect, engineer or artist; and persons whose work requires skill and technical learning and ability of a rare kind.

5. The hospital administrator or designated staff shall mail notice of the action or decision to the affected applicant or medical staff member within the time specified in the applicable bylaw or rule.

**REFERENCES:**

1. California Health and Safety Code Section 32132

**RECORD RETENTION AND DESTRUCTION:**

**CROSS REFERENCED POLICIES AND PROCEDURES:**

Supersedes: v.1 Authority of the Chief Executive Officer for Contracts and Bidding
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## NORTHERN INYO HEALTHCARE DISTRICT NON-CLINICAL POLICY AND PROCEDURE

Title: Basis of Authority: Role of Directors		
Owner: Board Clerk and CFO Assistant	Department: Administration	
Scope: Board of Directors		
Date Last Modified: 11/03/2023	Last Review Date: 12/05/2023	Version: 2
Final Approval by: NIHD Board of Directors	Original Approval Date: 04/18/2018	

**PURPOSE:** Establish governing Board of Directors (BOD) best practices and Director’s roles.

**POLICY:**

1. A Director of Northern Inyo Healthcare District (NIHD) is to be conscientious and concerned with all aspects of the District including its financial health, community needs, quality of care, employee relations, and compliance with the law.
2. A Director must act in good faith, with the highest ethical standards, in the best interest of the organization.
3. A Director must act in a manner consistent with the Board’s stated mission and bylaws and conduct their activities within the powers conferred upon them by federal, state, and local regulations.
4. A Director must work to ensure the District’s Missions, Vision, and Values are the center of decision-making.

**PROCEDURE:**

1. Apart from their normal function as part of the NIHD BOD, a Director has no individual authority to commit the District to any policy, act, or expenditure, unless the BOD takes specific action to grant such authority as to a given matter.
2. The NIHD BOD primary responsibility is the formulation and evaluation of policy. Directors are responsible for monitoring the District’s progress in attaining goals and objectives, while pursuing its mission.
3. Matters concerning the operational aspects of the District are to be delegated to the Chief Executive Officer of NIHD.
4. While the BOD is responsible for monitoring hospital management activities, a Board member shall not use inappropriate involvement in day-to-day management or interfere with senior management duties.
5. A Director shall not compete with the District or act on behalf of its competitors; not derive profits from inside information; not disclose confidential information; not accept improper payments or gratuities, and beware of potential conflicts of interest.
6. A Director has protection from organization and personal liability when their duties are exercised in good faith and legally using sound and informed judgment. Having all the information available to make a decision will not only increase the likelihood of making the right decision, but will go a long way to legally protect the BOD if they make a wrong one.
7. A Director is expected to become and stay current on District affairs and projects and become familiar with District financial reports and carefully review all materials in advance of Board Meetings.
8. A Director is expected to become familiar with the Ralph M. Brown Act and at all times conform to its policies and regulations.

**REFERENCES:**

**RECORD RETENTION AND DESTRUCTION:**

**CROSS REFERENCED POLICIES AND PROCEDURES:**

Supersedes: v.1 Basis of Authority: Role of Directors
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**NORTHERN INYO HEALTHCARE DISTRICT  
NON-CLINICAL PROCEDURE**

Title: Board Member Resignation and Filling of Vacancies		
Owner: Board Clerk and CFO Assistant	Department: Administration	
Scope: Board of Directors		
Date Last Modified: 11/19/2021	Last Review Date: 11/16/2021	Version: 1
Final Approval by: Executive Committee		Original Approval Date:

**PURPOSE:**

1. The purpose of this procedure is to set forth the procedure by which a member of the Board of Directors may resign and the procedure by which vacancies may be filled.

**PLAN TO FILL A BOARD VACANCY BY APPOINTMENT:**

1. On a semi-annual basis, District staff will secure from the County of Inyo/Recorder’s Office a list of registered voters in each of the Zones within the jurisdiction of the Northern Inyo Healthcare District.
2. On an ongoing and continuous basis, Board members will encourage interested registered voters to serve the Northern Inyo Healthcare District through service on the Board of Directors.

**CIRCUMSTANCES CAUSING A VACANCY:**

1. A vacancy on the Board of Directors may occur upon the occurrence of any of the events described in Government Code section 1770, including but not limited to, written resignation and the failure to discharge the duties of a Board member for a period of 3 consecutive months.
2. Board members wishing to resign must deliver written resignation to the Chief Executive Officer.

**PROCEDURE FOR FILLING A VACANCY:**

Pursuant to Article III, Section 4 of the Northern Inyo Healthcare District Bylaws, all vacancies on the Board of Directors shall be filled in compliance with the procedures outlined in Government Code section 1780 and this procedure. Vacancies may be filled by either appointment or election. Upon the occurrence of any vacancy on the Board of Directors, the District shall notify the Inyo County elections official within 15 days.

**PROCEDURE FOR FILLING A VACANCY BY APPOINTMENT:**

1. Upon the occurrence of a vacancy, or the District being notified of a Board vacancy, District staff shall immediately determine the date by which the vacancy must be filled.

2. If the Board decides to fill the vacancy by appointment, the Board shall appoint an ad hoc committee to make a recommendation regarding filling the vacancy. District staff will, in collaboration with the ad hoc committee members, establish target dates by which various parts of this process shall be completed so as to afford the ad hoc committee members and any potential applicant the fullest of opportunities to fill the vacant position with a qualified candidate.
3. After the Board has appointed an ad hoc committee, District staff shall coordinate availability of schedules between all appointed ad hoc committee members so that there is sufficient time to complete the interviews, make a recommendation to the full Board and to make the appointment, all of which must occur within 60 days.
4. District staff shall post the notice of the Board vacancy in at least 3 conspicuous places.
5. District staff shall receive applications from each candidate and will immediately review the application for completeness.
6. Upon receipt of a completed application, District staff shall determine if the candidate meets the required qualifications for the Board vacancy as follows:
  - a. Applicant must be a resident of the Zone of the Healthcare District in which the vacancy occurs;
  - b. Applicant must be a registered voter of the Zone of the Healthcare District in which the vacancy occurs;
  - c. Applicant must acknowledge that applicant will be subject to the Healthcare District's Conflict of Interest policy;
  - d. Applicant must acknowledge that applicant will be required to complete Form 700 "Statement of Economic Interests."
7. If the applicant meets the required qualifications for the Board vacancy as set forth above, District staff shall transmit an informational booklet to the applicant and shall transmit the application to each ad hoc committee Member for a determination on whether to interview the candidate.
8. Upon receipt of a notification from the ad hoc committee that a candidate is to be scheduled for the interview, District staff shall consult the schedules of the ad hoc committee members and the candidates to set a mutually convenient time for the interview. Notification of the dates set for the interviews shall be transmitted to both the ad hoc committee and the candidate.
9. At the option of the ad hoc committee, the attached guidelines for interviewing candidates and sample interview questions may be used. The ad hoc committee may also opt to set scoring criteria for the interviews.
10. Upon completion of all interviews, the ad hoc committee will bring a recommendation for the appointment to the full Board for consideration.

11. The Board shall make the appointment within 60 days of the vacancy or receipt of the notice of vacancy, whichever occurs later. Upon receipt of the Board's decision on the ad hoc committee's recommendation, District staff will be instructed to notify the unsuccessful candidate(s), if any, and the successful candidate of the Board's appointment.
12. At the Board's direction, District staff shall transmit the Board's appointment to the county elections official as per the Board's policy.
13. The length of the appointee's term shall be determined pursuant to Government Code section 1780(d)(1)-(2).

**PROCEDURE FOR FILLING A VACANCY BY ELECTION:**

1. Upon the occurrence of a vacancy, or the District being notified of a Board vacancy, District staff shall immediately determine the date by which the vacancy must be filled.
2. If the Board decides to fill the vacancy by election, the Board shall call an election to fill the vacancy within 60 days, to be held on the next established election day [Elec. Code § 1000 et seq.] that is at least 130 days from the date the Board calls the election.
3. The person elected to fill the vacancy shall hold office for the balance of the unexpired term.

**REFERENCES:**

1. Appointments to the NIHD Board of Directors Policy.
2. Gov. Code § 1780.
3. County of Inyo/Recorder Office.
4. Work Flow for Appointments to Fill Board Vacancy (With Approximate Time Frames).

**RECORD RETENTION AND DESTRUCTION:**

**CROSS REFERENCES POLICIES AND PROCEDURES:**

Supersedes: N/A
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**NORTHERN INYO HEALTHCARE DISTRICT  
NON-CLINICAL POLICY**

Title: Chief Executive Officer Compensation Philosophy		
Owner: Board Clerk and CFO Assistant	Department: Administration	
Scope: Board of Directors, CEO		
Date Last Modified: 11/03/2023	Last Review Date: 12/05/2023	Version: 4
Final Approval by: NIHD Board of Directors	Original Approval Date: 10/15/2014	

**PURPOSE:**

To adopt a philosophy in awarding compensation to the District Chief Executive Officer (CEO), in order to attract, retain, and motivate Senior Hospital Executives who reflect the values of our District and the community.

**POLICY:**

The Board of Directors of Northern Inyo Healthcare District desire to attract, retain and motivate senior hospital executives who reflect the values of our District and community. These individuals must be able to lead our District in the delivery of excellent patient care and service. In part, this process is accomplished by offering a remuneration package that is in line with the market as defined by peer comparable hospitals in size, mission, scope of operations and locale. Therefore, the Board uses the Allied for Health Services Executive Compensation Report for District employee pay range determination. Within that range, which is reviewed and reset every two years, the Board sets compensation based upon training, experience, successes, and impact as measured against established goals for the organization and the senior executive.

Once hired the Board continues to annually, (or more often if needed) assess the performance of the CEO in achieving set performance goals. Based upon the results of the review, the compensation may be adjusted: but will never exceed the upper limit of the pay range determined in the Allied for Health Executive Compensation Report. Furthermore, the benefits package will be consistent with what is offered to non-union District employees.

Additionally, we ensure the approval of the CEO's compensation is first proposed by a subcommittee of the Board of Directors and that this subcommittee is composed of individuals without a conflict of interest. The full Board then has final approval of any pay rate before it goes into effect.

**REFERENCE:**

1. Allied for Health Services Executive Compensation Report

**RECORD RETENTION AND DESTRUCTION:**

1. Employees not entitled to pension: 15 years
2. Employees entitled to pension: life of employee plus 6 years

**CROSS REFERENCED POLICIES AND PROCEDURES: N/A**

Supersedes: v.3 Chief Executive Officer Compensation Philosophy



**NORTHERN INYO HEALTHCARE DISTRICT  
NON-CLINICAL POLICY AND PROCEDURE**

Title: Compensation of the Chief Executive Officer		
Owner: Board Clerk and CFO Assistant	Department: Administration	
Scope: Board of Directors, Chief Executive Officer		
Date Last Modified: 08/18/2022	Last Review Date: 07/20/2023	Version: 2
Final Approval by: NIHD Board of Directors	Original Approval Date: 05/16/2018	

**PURPOSE:** The Chief Executive Officer (CEO) of Northern Inyo Healthcare District (NIHD) is the person responsible for the efficient operation of NIHD. Therefore, it is the desire of the NIHD Board of Directors (BOD) to provide a fair compensation (salary and benefits) to the CEO.

**POLICY:**

1. Annually (as of hire date) the NIHD Board of Directors shall evaluate the performance and review the compensation of the Chief Executive Officer to determine if an adjustment to compensation is appropriate.

**PROCEDURE:**

1. The BOD Chair shall appoint two members of the BOD as an Ad Hoc committee to research comparability data of similar organizations and similar qualified individuals.
2. At a BOD meeting (may be during closed session), the Ad Hoc committee will make a recommendation to the full BOD for any compensation (salary and/or benefits) adjustments based on a review of the data and CEO Performance Review.
3. During the Open Session of the Meeting Agenda, the BOD Chair will report any action taken on the recommendation. The meeting at which the compensation adjustment is approved the minutes are to include the documentation of how the BOD reached its decisions and the effective date.

**REFERENCES:**

1. 5 U.S.C. § 5304 - U.S. Code - Unannotated Title 5. Government Organization and Employees § 5304. Locality-based comparability payments Current as of January 01, 2018.
2. Office of Human Resource Management; *Locality-based comparability pay.*  
[https://www.commerce.gov/hr/practitioners/compensation-policies/general-pay/locality-based-comparability-pay.](https://www.commerce.gov/hr/practitioners/compensation-policies/general-pay/locality-based-comparability-pay)

**RECORD RETENTION AND DESTRUCTION:**

Records related to CEO compensation must be maintained for term of employment, plus ten (10) years.

**CROSS REFERENCED POLICIES AND PROCEDURES:**

1. Chief Executive Officer Compensation Philosophy
2. Compensation of the Chief Executive Officer

Supersedes: v.1 Compensation of the Chief Executive Officer



**NORTHERN INYO HEALTHCARE DISTRICT  
NON-CLINICAL POLICY AND PROCEDURE**

Title: Conflicts of Interest		
Owner: Board Clerk and CFO Assistant	Department: Administration	
Scope:		
Date Last Modified: 02/12/2024	Last Review Date: 03/22/2022	Version: 2
Final Approval by: NIHD Board of Directors	Original Approval Date:	

**PURPOSE:** Establish ethical standards for governing conflicts of interest for Northern Inyo Healthcare District (NIHD) Board of Directors (BOD). This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to this organization.

**POLICY:**

1. All Directors shall be held to the highest ethical standard and shall not have conflicts of interest when making decisions, except when permitted by law.
2. Sources of rule that address financial conflicts of interest are The Political Reform Act (CA Government Code Section 87110 et seq.), CA Government Code Section 1090 and the common law prohibition against conflicts of interest.
3. A Director is bound to exercise the powers conferred on them with disinterest and diligence and primarily for the benefit of the public.

**PROCEDURE:**

1. The Political Reform Act requires each Director to file a Form 700 Statement of Economic Interests upon assuming office, annually while in office, and upon leaving office.
2. The Form 700 shall be completed and filed in compliance with the District Board’s Conflict of Interest Policy and applicable state law.
3. In signing the Form 700 a Director is certifying under penalty of perjury the information is true and correct.
4. It is the responsibility of each Director to review each schedule and its instructions carefully and to complete the form accurately and comprehensively.
5. During a meeting, a Director with a conflict (or who think he/she may have a conflict) with a proposed matter on the agenda is required to disclose the conflict or potential conflict.
6. After disclosure of the financial interest and all material facts, and after any discussion with the Director, the Director will leave the meeting while the determination of a conflict of interest is discussed and voted on by the remaining BOD members.
7. If necessary, the Chair shall appoint a disinterested person or committee to investigate alternatives to the proposed matter.
8. A Director with a conflict is prohibited from making or in any way attempting to use his/her official position to influence a decision in which they know or would have reason to know he/she may have a financial interest.
9. A Director is prohibited from voting on any matter in which there is a conflict of interest.

10. Minutes of board meetings shall reflect when a Director discloses he/she has a conflict of interest and how the conflict was managed. Such as there was a discussion on the matter without the Director present in the room, and a vote was taken and the Director abstained.
11. Each Director is required to annually complete the District's Conflict of Interest Statement as well.
12. Decisions of the BOD shall be consistent with the Mission and Vision Statements and the Strategic Plan adopted by the NIHD BOD.

**REFERENCES:**

1. CA Government Code Section 87110 et seq
2. CA Government Code Section 1090

**RECORD RETENTION AND DESTRUCTION:**

**CROSS REFERENCED POLICIES AND PROCEDURES:**

1. Conflicts of Interest

Supersedes: v.1 Northern Inyo Healthcare District Board of Directors Conflicts of Interest
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**NORTHERN INYO HEALTHCARE DISTRICT  
NON-CLINICAL POLICY AND PROCEDURE**

Title: Election Procedures and Related Conduct		
Owner: Board Clerk and CFO Assistant	Department: Administration	
Scope:		
Date Last Modified: 03/22/2022	Last Review Date: 03/22/2022	Version: 2
Final Approval by: NIHD Board of Directors	Original Approval Date:	

**PURPOSE:** Establish procedures for adherence to election process and conduct relating to elections as defined by state and county law for the five elected members of the Board of Directors.

**POLICY:**

1. Northern Inyo Healthcare District (NIHD) Board of Directors (BOD) shall consist of five elected members.
2. The District is divided into five (5) separate zones with each member living in and representing one of the zones.
3. An elected term shall be of four years duration.
4. There is no limit to the number of terms a member may serve.

**PROCEDURE:**

1. The District shall hold its general election consolidated with the statewide general election held on the first Tuesday after the first Monday in November in even numbered years.
2. The candidate receiving the most votes in each zone, even if not a majority shall be elected.
3. Unless as a result of a vacancy, all BOD terms shall be four (4) years.
4. Those Board members whose term in office has concluded shall continue on the board until the successor has qualified or the first Thursday in December following the election which ever is later.
5. All registered voters within each zone are qualified to run for office in their zone of residence.
6. Prospective Board members must be at least eighteen (18) years of age and District residents.
7. Interested candidates for the BOD are directed to the Inyo County Clerk/Recorder’s office for information regarding the rules and regulations related to candidacy for a Board seat.
8. Law sets the candidate filing period for Statewide General Elections.
9. All candidates must file a Form 700 Statement of Economic Interest.
10. The candidate pays for the cost of the candidate’s policy statement.
11. Directors shall not use any District resources, for example, photocopiers or paper supplies, or make requests of staff to produce or disseminate any partisan campaign material to be used in support of or in opposition to any candidate for public office or any ballot measure.
12. By law, NIHD may not use public funds or resources to advocate for or against any ballot measure or candidate.
13. It is permissible to use public funds for the dissemination of impartial educational information, to make a fair presentation of the facts to aid voters in making an informed decision.

14. It is permissible for the BOD to go on record at a public meeting in favor of or opposed to a particular ballot measure.
15. Directors shall not hand out any partisan campaign material supporting or opposing any candidate for public office or any ballot measure while the public Board meeting is in progress.

**REFERENCES:**

1. Inyo County Clerk/Recorder

**RECORD RETENTION AND DESTRUCTION:**

**CROSS REFERENCED POLICIES AND PROCEDURES:**

1. Election Procedures and Related Conduct

Supersedes: v.1 Election Procedures and Related Conduct
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## NORTHERN INYO HEALTHCARE DISTRICT COMMITTEE CHARTER

Title: Governance Committee Charter		
Owner: Board Clerk and CFO Assistant		Department: Administration
Scope:		
Date Last Modified: 02/15/2024	Last Review Date: 02/22/2024	Version: 1
Final Approval by:		Original Approval Date:

### COMMITTEE PURPOSE

Consistent with the Mission of the District the Governance Committee (GC) assists the Board to improve its functioning, structure, and infrastructure, while the Board serves as the steward of the District. The Board serves as the representative of the residents of the Northern Inyo Healthcare District (NIHD) by protecting and enhancing their investment in the NIHD in ways that improve the health of the community collectively and individually. The Board formulates policies, makes decisions, and engages in oversight regarding matters dealing with business performance trends, CEO performance, quality of care, and finances. The Board must ensure that it possesses the necessary capacities, competencies, structure, systems, and resources to fulfill these responsibilities and execute these roles. In this regard, it is the Board’s duty to ensure that:

- Its configuration is appropriate;
- Necessary evaluation and Board development and education processes are in place;
- Its meetings are conducted in a productive manner;
- Its fiduciary obligations are fulfilled.

The GC shall assist the Board in its responsibility to ensure that the Board functions effectively. To this end the GC shall:

- Formulate policy to convey Board expectations and directives for Board action;
- Make recommendations to the Board among alternative courses of action;
- Provide oversight, monitoring, and assessment of key organizational processes and outcomes.

The Board shall use the GC to address these duties and shall refer all matters brought to it by any party regarding Board governance to the GC for review, assessment, and recommended Board action, unless that issue is the specific charge of another Board Standing Committee. The GC makes recommendations and reports to the Board. It has no authority to make decisions or take actions on behalf of the District, except for legislative issues requiring prompt action.

### Policy:

### SCOPE AND APPLICABILITY

This is a NIHD Board Policy, and it specifically applies to the Board, the Governance Committee and all other Standing Committees, the CEO, and the Compliance Officer.

## **RESPONSIBILITY**

### **Committee Structure and Membership**

- The GC, with input from the Standing Committees, shall review the composition of the Standing Committees annually for vacancies, including an assessment of the desired homogeneous and heterogeneous traits necessary for the Board to work together effectively. Examples of desired homogeneous traits include integrity, interest in, and commitment to the District, interpersonal maturity, and willingness to devote the necessary time and effort, and the ability get along and work effectively with others; and heterogeneous traits include their relationship to the District, experience, gender, ethnicity, and expertise. The GC may have one member from the community, subject to approval by the Board of Directors.

### **Board Development**

- **New Member Orientation**
  - Design our Board's new-member orientation process and reassess it periodically including Human Resources and the Board Clerk.
- **Continuing Education of the Board**
  - Plan annual board special sessions in concert with the Board Chair to identify an annual training program addressing current issues of importance to the Board to be presented for the Board, possibly including Standing Committee members, Medical Staff, selected hospital leaders, and others as deemed appropriate by the Board.
  - Direct and oversee our Board's continuing education and development activities for both the Board and its Standing Committees.
- **Board Self-Assessment**
  - Ensure, with the Chair of the Board, that an annual Board self-assessment is completed.

### **Develop Policies and Recommend Decisions**

- Draft policies and decisions regarding governance performance and submit them to the Board for deliberation and action.

### **Oversight**

- **Compliance**
  - Conduct a review and revision of all Board policies as dictated by the policy schedule.

### **Legislation**

- Review, draft, and/or recommend legislative proposals to the Board for deliberation and action in concert with the CEO.
- At its discretion and in concert with the CEO, the Governance committee, or Board, can deliberate and take action on legislation or regulatory issue. The CEO may commit the district to support or oppose legislative initiatives, provide the CEO and the Board Chair are in agreement.
- Perform other tasks related to governance as assigned by the Board.

## **Annual GC Calendar**

- Scheduled review and assessment of all board policies regarding governance, specifically including the GC and all other Standing Committee Charters and make recommendations to the Board for action per the schedule.
- The GC shall create an annual work plan.
- The GC shall report on the results of its prior year's work plan accomplishments by November.
- The GC annual work plan shall be updated and submitted to the Board no later than December for approval.
- The GC shall establish the next calendar meeting schedule at the last meeting of the year.
- Ensure that the CEO develops and provides a 12-month calendar of all scheduled Regular Board Meetings and post on the NIHD website at the beginning of the calendar year. It shall be kept updated.
- The GC shall annually review the District's Code of Conduct and NIHD Compliance Program and report to the Board for its action no later than December, for presentation to the Board in January.

## **GC Membership**

The GC shall have 2 members, normally the elected officers in the Chair & Secretary position, and the CEO, unless the Board acts specifically to make an exception.

## **Staff to the GC**

The GC shall be staffed by the District's CEO and/or Administrative Representative. At the request of the GC Chair, the Compliance Officer shall attend GC meetings.

## **Frequency of GC Meetings**

The GC shall meet quarterly at minimum unless there is a need for additional meetings. Meetings may be held at irregular intervals.

## **Public Participation**

All GC meetings shall be announced and conducted pursuant to the Brown Act. The general public, patients, and their families and friends, Medical Staff, and District staff are always welcome to attend and provide input. Other Board members may attend but may not comment as it may be a Brown Act violation.

## **FREQUENCY OF REVIEW/REVISION**

The GC shall review the Charter biennially, or more often if required. If revisions are needed, they will be taken to the Board for action.

Supersedes: Not Set
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**NORTHERN INYO HEALTHCARE DISTRICT  
NON-CLINICAL POLICY AND PROCEDURE**

Title: Guidelines for Business by the Northern Inyo Healthcare District Board of Directors		
Owner: Board Clerk and CFO Assistant	Department: Administration	
Scope: Board of Directors		
Date Last Modified: 02/08/2024	Last Review Date: 05/26/2022	Version: 1
Final Approval by: NIHD Board of Directors	Original Approval Date: 05/25/2022	

**PURPOSE:** To explain the guidelines for the Northern Inyo Healthcare District (NIHD) Board of Directors in conducting business for the District.

To clarify the requirements of state law for public meetings while conducting business and meetings on behalf of the District.

**POLICY:** To make known to any interested party the general guidelines for the conduct of business by the Board of Directors of the Northern Inyo Healthcare District, the following compendium of provisions from the NIHD bylaws and the Ralph M. Brown Act, hereinafter referred to as the Brown Act, is hereby established.

**PROCEDURE:**

**A. Officer of the Board of Directors**

1. The officers of the Board of Directors are: Chair, Vice Chair, Secretary, Treasurer and Member at Large.
2. The officers shall be chosen every year by the Board of Directors in December and each officer shall hold office for one-year or until such officer’s successor shall be elected and qualified or until such officer is otherwise disqualified to serve. The person holding the office of Chair of the Board of Directors may serve successive terms by unanimous vote taken at a regularly scheduled meeting. The office of Chair, Vice Chair, Secretary, Treasurer and Member-at-Large shall be filled by members of the Board of Directors.

**B. Meetings of the Board of Directors**

1. Regular Meetings: Regular Meetings of the Board of Directors shall be held the third Wednesday of each month at 5:30PM at 2957 Birch Street, Bishop, California, Board Room, unless specified in advance to another location within the Healthcare District boundaries. The regular meeting shall begin in Open Session in accordance with the Brown Act and may adjourn to Closed Session in compliance with law. The notice for meetings of the NIHD Board of Directors shall be posted per the requirements of the Brown Act.
2. It is the duty, obligation, and responsibility of the Board Chair to call for Board of Directors meetings and meeting locations. This authority is vested within the office of the Chief Executive Officer or Administrative Assistant – Board Clerk “Board Clerk” and is expected to be used with the best interests of the District, Directors, staff, and communities we serve.
3. Special Meetings: Special Meetings of the Board of Directors may be held from time to time as specified in the District Bylaws and with the required 24-hours’ notice as stated in the Brown Act.

- a. The Chair of the Board, or three Directors, may call a special meeting in accordance with the notice and posting provisions of the Brown Act.
  - b. Special meetings shall be called by delivering written notice to each Board member and to the public in compliance with the Brown Act (to the local newspaper(s) of general circulation and radio or television station requesting notice in writing), including providing a description of the business to be transacted. Board members may dispense with the written notice provision if a written waiver of notice has been filed with the Board Clerk before a meeting convenes.
  - c. No business other than the purpose for which the special meeting was called shall be considered, discussed, or transacted at the meeting.
4. Emergency Meetings: Emergency meetings may be called in the event of an emergency situation, defined as a crippling disaster, work stoppage or other activity which severely impairs public health, safety or both, as determined by a majority of the Board, or in the event of a dire emergency, defined as a crippling disaster, mass destruction, terrorist act, or threatened terrorist activity so immediate and significant that requiring one hour notice before holding an emergency meeting may endanger the public health, safety, or both as determined by a majority of the Board.
    - a. 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, then a one (1) hour notice provision as prescribed by the Brown Act is required. In the event telephone services are not working, notice must be given as soon as possible after the meeting.
    - b. No business other than the purpose for which the emergency meeting was called shall be considered, discussed, or transacted at the meeting.
  5. Closed Session Meetings: Closed Session meetings of the Board of Directors may be held as deemed necessary by members of the Board of Directors or the Chief Executive Officer pursuant to the required notice and the restriction of subject matter as defined in the Brown Act and the Local Healthcare District Law. Closed session items must be briefly described on the posted agenda and the description must state the specific statutory exemption (grounds for convening a closed session). Agenda descriptions can cover: license and permit determinations, real property negotiations, existing or anticipated litigation, liability claims, threats to security, hospital peer review and trade secrets, public employment appointments, evaluations and discipline, labor negotiations, hospital board of directors, and medical quality assurance committees.
    - a. Hard copy documentation of closed session materials will be available to Board Members during the actual closed session but will be returned by all Board members at the completion of the closed session.
    - b. As a best practice, closed session will be attended by General Counsel.
    - c. Prior to entering into closed session, the Board will read aloud the agenda item to the public.
    - d. Following closed session, the Board will provide an oral or written report on certain actions taken and the vote of every elected member present.
  6. Teleconferencing: Any regular, special, or emergency meeting at which teleconferencing is utilized shall be conducted in compliance with the provisions of the Brown Act.
  7. All meetings of the Board of Directors shall be chaired by members of the Board of Directors in the following order: Chair, Vice Chair, and Secretary, or in the absence of all officers, another Director selected by the Board to do so at the meeting in question.

### **C. Activities/Meeting of Board Committees**

1. Board committees will undertake the activities of the committee as outlined in the Northern Inyo Healthcare District Board Bylaws. In addition, each Committee will annually establish Committee goals, and such goals will be presented to the Board of Directors for approval.

**D. Meetings Open to the Public**

All meetings of the Board of Directors are open to the public except for the Closed Session portion of such meetings.

**E. Notices of Meetings of the Board of Directors and Board Committees Supplied to the Public**

Notices of any Regular or Special meeting of the Board of Directors and, where applicable Board Committees, shall be mailed to any interested party who has filed a written request for such notice. The request must be renewed annually in writing.

**F. Board and Board Committee Agenda Packets for Members of the Public**

1. Board, and where required by the Brown Act, Board Committee, agendas and agenda materials are available for review by any interested party at the Administrative Office or at the Board or Board Committee meeting itself.
2. Any requests from the public for Board and Board Committee agenda packets shall be filled within a reasonable amount of time. Any member of the public requesting a Board or Board Committee agenda packet with all attachments shall be charged \$.10 per page for such material. The charge is only intended to capture direct costs associated with complying with public requests for documents provided by the California Public Records Act. In no way, does the District profit from this activity; but only seeks to remain fiscally prudent and provide equity of service while maintaining easy access. Additionally, any members of the public being able to demonstrate true indigence shall be exempted from the fee per page charges. An agenda packet with all attachments shall be made available for use by any interested party at all Regular and Special meetings of the Board of Directors and where applicable, Board Committee meetings. Agenda packets in whole or in part may also be posted to the District's website.

**G. Public Input at Meetings of the Board of Directors and Board Committee Meetings**

On each agenda of Regular and Special Meetings of the Board of Directors and Board Committee meetings that are subject to the Brown Act, there shall be a provision made for input from the audience. The Board of Directors or Board Committee may impose a time limit for such public input. Pursuant to the Brown Act, items which have not previously been posted on the meeting agenda may not be discussed or acted upon at that meeting by the Board of Directors with the following exceptions:

1. If a majority of the Board of Directors determine that an emergency exists as defined under the "Emergency Meetings" section of this policy, or
2. If two-thirds of the members of the Board of Directors or Board Committee present at the meeting, or, if less than two-thirds of the members are present, a unanimous vote of those members present, agree an item requires immediate action and the need for action came to the District's attention after the agenda was posted, or
3. If the item was previously posted and continued from a meeting which occurred no more than 5-days prior to the date on which the proposed action will be taken.

**H. Preparation of the Agenda for Board or Board Committee Meetings**

1. Placing of Items on the Agenda:
  - a. As provided for in the Brown Act pertaining to public input, the District will provide an opportunity for members of the public to address the Board on any matter within their subject

- matter jurisdiction at monthly, regularly scheduled meetings. It is the desire of the Board of Directors to adhere to legislative requirements and conduct the business of the District in a manner to address the needs and concerns of members of the public.
- b. Members of the public are directed to contact the Chair of the Board of Directors, a Director of the Board, the Chief Executive Officer or Board Clerk, at least two weeks prior to the meeting of the Board of Directors at which they wish to have an item placed on the agenda for discussion/action. Requests to Directors of the Board will be referred to the Chief Executive Officer for follow-up. While the District values public input, the Board and District staff control meeting agendas and the District has no obligation to agendaize a matter requested by a member of the public. If a matter is not agendaized, the person seeking to discuss it may raise it in the public comment portion of a meeting.
  - c. No matters shall be placed on the agenda that are beyond the jurisdiction and authority of a Local Healthcare District or that are not relevant to hospital district governance.
  - d. Last minute supporting documents by staff put Board members at a disadvantage by diluting the opportunity to study the documents. All late submission of supporting documents must be justified in writing stating the reasons for the late submission. The Board Clerk will notify the Board of late submissions and their justification when appropriate. Bona fide emergency items involving public health and safety requiring Board action will be excluded.
2. The Chief Executive Officer and Board Chair, with input from members of the Board, shall prepare the agendas for the meetings of the Board of Directors. The Chief Executive Officer or his/her designee, and where applicable the Board Committee chairperson, shall prepare the agendas for the meetings of the Board or the Board Committee. Items to be placed on an agenda should be submitted to the Chief Executive Officer or the Board Clerk, no later than 10 days prior to the Board meeting.
  3. In addition to discussing with the Board Chair or Chief Executive Officer, a Board member can ask that a topic be placed on next month's agenda for discussion during the appropriate time at a Board meeting. An item will be placed on next month's agenda if a majority of the Board occurs. No more than two items per Board member will be considered at a Board meeting.
  4. The format for agendas of meetings of the Board of Directors will be as follows unless the Board or Chief Executive Officer otherwise directs:
    - a. Call to Order
    - b. Roll Call
    - c. Deletions/Corrections to the Posted Agenda, if necessary
    - d. Public Comment
    - e. Acknowledgements
    - f. Open Session – Items for Board Action/Board Discussion/Information Only
    - g. Medical Staff Executive Committee
    - h. Consent Agenda – Approval of All Consent Agenda Items
    - i. Consent Agenda – Discussion of Consent Agenda Items Pulled
    - j. Board Members Reports/Closing Remarks
    - k. Closed Session
    - l. Open Session – Report Out on Any Action Taken During Closed Session, if necessary
  5. The Board of Directors wishes to facilitate input from members of the Medical Staff, consultants, vendors and others. When possible, reports and presentations from such parties will be placed as a timed item in the agenda and/or early in the agenda to minimize the demands on the time of the presenter.

6. The Board Chair and the Chief Executive Officer will create a “Consent Agenda” for those items on the agenda which are reasonably expected to be routine and non-controversial. The Board of Directors shall consider all the items on the agenda marked “Consent Agenda” at one time by vote, after a motion has been duly made and seconded. Board Chair will ask if any Board member wishes to have an item pulled from the Consent Agenda for further discussion. If any member of the Board of Directors or District staff requests that a consent item be pulled from the list of consent items prior to the vote on the Consent Agenda, such item(s) shall be taken up for separate consideration and disposition. Members of the public may request a Board member do so on their behalf or may provide public comment on a particular item before the Board votes on the Consent Agenda.
  - a. Board members are encouraged to notify the Board Chair and Chief Executive Officer prior to a meeting if there is intent to pull an item and/or provide questions and concerns. This will enable proper preparation to address questions and concerns.
  - b. Department Heads, or their designated representative, will be present during the Consent Agenda to answer any questions. If the Department Head is unable to attend, the Chief Executive Officer or other Chief Officer will respond to questions and/or the item may be postponed until later in the meeting or a following meeting, if necessary.
7. Minutes of Board Committee meetings will be included in the Board agenda packet. If not available, the agenda for the Committee meeting will be included. Recommendations from a Board Committee to the Board of Directors will be highlighted at the beginning of the minutes for ease of presentation.

#### **I. Notification by Board Member of Anticipated Absences**

In the event a Board Member will be out of the area or unable to participate in a meeting, the Board Member is requested to provide notification to the Board Clerk, with information including the dates of absence, best method of contact, applicable telephone, fax number and email address, and, if possible, a mailing address. If you do not wish to be contacted in the event of an emergency, you must acknowledge this preference, and written notices will be provided to your permanent address.

#### **J. Minutes of Meetings of the Board of Directors and Board Committees**

Minutes of meetings of the Board of Directors and Board Committees shall be taken by the Board Clerk. The minutes shall be transcribed and reviewed by the Chief Executive Officer prior to submittal to the Board of Directors or Board Committees for review and approval at their next regularly scheduled meeting.

#### **K. Special Rules/Robert’s Rules of Order**

The Board of Directors has adopted Robert’s Rules of Order, Revised, as the framework to guide discussion and actions within the Board of Directors’ meetings and its subsidiary committee structure. With acknowledgement that the Northern Inyo Healthcare District Board of Directors is somewhat different in form, membership and objective than is captured in Robert’s Rules, the placement of “Special Rules” is appropriate to facilitate superior deliberation and decision-making. With Robert’s Rules providing the basis for debate and action, the following procedures and/or expectations shall take precedence over Robert’s Rules of Order, Revised and may be further amended at the discretion of the Chair.

##### **1. Discussion/Debate**

- a) As is practical, oral staff summaries shall precede motions and public comment on an agenda item.
- b) Invited outside presenters, such as our auditors, accountants, and legal counsel shall offer their comments and documentation prior to a motion being introduced by one of the Board Members and public comment on an agenda item.
- c) *Brief* questions to fill in knowledge gaps or to provide clarification should be posed prior to motion language being introduced and public input/comments on an agenda item. This is not an opportunity for Board Members to state their views on the substance of a matter.
- d) Any Board Committee input or recommendations should be presented prior to a motion. Again, *brief* questioning for clarification may be engaged in prior to motions; this is not an opportunity for Board Members to state their views on the substance of a matter.
- e) Public input/comments regarding items not on an agenda will be sought at the beginning of Board/Board Committee meetings. It is noted that presentations from outside organizations may be referred to a Board Committee by the Board Chair for the formulation of a recommendation to the Board of Directors.
- f) Requests by Board Members during a meeting for the opportunity to speak, for public input, or for additional staff input, should be made through the Board Chair.

## 2. **Voting/Motions**

- a) Any member of the Board of Directors may introduce or second a motion, including the Board Chair or other currently presiding officer. All members, including the Board Chair, are encouraged to vote on all motions presented while in attendance unless required to abstain by a conflict of interest or other law. If a Director's vote is not discernible, the vote shall be recorded as in favor of the motion.
- b) Amendment of a motion may only be amended by the motion maker with the concurrence of the second.
- c) No more than one motion may be considered at a time.
- d) Recording of the vote shall be first done by voice vote, with exception going to resolutions that require a roll call vote as a matter of law. Any member may request a roll call vote as a matter of law. Any member may request a roll call vote on any motion; such requests will not require a second and shall be performed at once.
- e) Three votes of the Board, unless a greater number is required by law, are required to constitute a Board action. A tie vote on a motion affecting the merits of any matter shall be deemed to be a denial of the matter.
- f) Motion of Reconsideration: When additional information has surfaced at a meeting after a motion has duly passed or failed, a motion for reconsideration may be accepted only if advanced by a Board Member who voted on the prevailing side of the original motion. The Board Chair may reschedule an item if the participating public was present when originally considered and departed before reconsideration. Questions from the Board will occur prior to public comment. Items will not be debated by the Board until after public comment has been closed.
- g) "Secret ballots" or any other means of casting anonymous or confidential votes are strictly prohibited per law. All votes shall be recorded and be available for public view.
- h) Unless otherwise noted, all Board related business, whether in committee or Board session (open or closed) shall be conducted in a fashion compliant with Robert's Rules of Order, Revised, as modified by this policy. The Board formally adopts this method of conducting business to ensure that all Board affairs are conducted in an equitable,

orderly, and timely fashion. Parliamentary procedures are seen as a valuable tool for proper conduct in meetings, and should provide a degree of standardization in regards to other governmental interests, facilitating the public's understanding (and other governmental bodies' understanding) of our actions.

#### **L. Urgent Decisions**

In the event that an urgent or emergent decision or action is required by the Board prior to a regularly scheduled meeting, the Board Chair, or a majority of the Board Members, may call a special board meeting or an emergency meeting to take action.

#### **M. Contingent Approval**

- a) In the event the Board approves an item at a Board meeting, in which all of the terms, conditions, restrictions, commitments, etc. are clearly defined, but which such provisions have not been formalized in contracts or other appropriate documentation, the Board may give preliminary approval to the Chief Executive Officer to execute the contract or other appropriate documentation, contingent upon the following:
  - i. The terms are not substantively altered from those previously approved;
  - ii. All involved parties to the transaction or agreement are notified in writing of the contingent approval of the terms pending ratification by the Board; and,
  - iii. The final terms and documentation are approved or rejected by the Board at a subsequent Board meeting.
- b) If the terms of the supporting documentation are substantively different than those previously approved at the public meeting, then approval must be obtained at a subsequent Board meeting.

#### **N. Complaints Addressed to the Board**

Written or verbal comments, concerns or complaints addressed to any or all members of the Board that are received by Board members, or any District staff member, or provider, must be forwarded immediately to the Chief Executive Officer. The Chief Executive Officer or designee, will initiate the formal review process. Findings will prompt the appropriate action planning for any areas requiring performance improvement. Annual reporting of findings/action to resolution, will be provided through compliant processes to the Board of Directors.

#### **O. Board Member Requests for Information**

Individual Board Members may request data from the District by contacting the Chief Executive Officer. Board Member requests must indicate the specific information being requested and will be responded to as follows:

1. The Chief Executive Officer will review the request to determine material availability, sensitivity, necessary resources and anticipated costs (if any) of production.
2. Should the Chief Executive Officer determine that materials are not readily available, sensitive in nature or costly to produce, the Chief Executive Officer may defer to a decision of the Board of Directors, to fulfill the request.
3. All approved requests by the Chief Executive Officer and/or the Board of Directors will be produced and distributed to each member of the Board of Directors.

#### **REFERENCES:**

Ralph M. Brown Act (CA Govt Code §54950)

**RECORD RETENTION AND DESTRUCTION: N/A**

**CROSS REFERENCED POLICIES AND PROCEDURES:**

Supersedes: Not Set
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**NORTHERN INYO HEALTHCARE DISTRICT  
NON-CLINICAL POLICY AND PROCEDURE**

Title: Meeting Minutes		
Owner: Board Clerk and CFO Assistant	Department: Administration	
Scope: Board of Directors		
Date Last Modified: 02/12/2024	Last Review Date: 08/17/2023	Version: 2
Final Approval by: NIHD Board of Directors	Original Approval Date: 06/20/2018	

**PURPOSE:** Establish documentation policy for Northern Inyo Healthcare District (NIHD) Board of Directors (BOD) meeting minutes.

**POLICY:** Northern Inyo Healthcare District Board of Directors meeting minutes shall be kept in action format. The following information shall be included in each meeting’s minutes:

- Date, place and type (regular or special) of meeting
- Directors and Chief Executive team members present and absent by name.
- Call to Order (including time)
- Names (if given) of public commentators, and topic commented on.
- If a Director arrives late or leaves early, the time and name shall be recorded.
- Names of Directors absent during any agenda item on which action was taken.
- BOD directives to staff.
- Motions or resolutions on which action was taken.
- Names of Directors making and seconding motions.
- Public comments made by BOD members.
- Topics included in closed session.
- Announcement by BOD Chair stating what action, if any, was taken during closed session.
- Time of adjournment.

**PROCEDURE:**

1. The clerk of the BOD shall prepare and keep minutes of all regular and special BOD meetings.
2. The draft minutes of the previous regular BOD meeting and any special meeting(s) of the BOD held since the previous regular meeting shall be distributed to Directors as part of the information packet for the next regular BOD meeting at which time the BOD shall consider approving the minutes as presented or with corrections.
3. Unapproved minutes are “preliminary drafts that are not retained by the public agency in the ordinary course of business.” (CA Government Code Section 6254). Therefore, draft minutes shall not be released until the BOD has approved them.
4. Once approved by the BOD the minutes shall be posted on the District website and maintained in the District’s official files.
5. After approval, the Secretary of the BOD shall sign the minutes.
6. Motions and resolutions of regular and special BOD meetings shall be recorded as having passed or failed. Individual votes for and against and abstentions shall be recorded unless the action was unanimous.

7. All resolutions adopted by the BOD shall be numbered consecutively, starting new numbering at the beginning of each calendar year.

**REFERENCES:**

1. (CA Government Code Section 6254) Public Records Act

**RECORD RETENTION AND DESTRUCTION:**

**CROSS REFERENCED POLICIES AND PROCEDURES:**

Supersedes: v.1 NIHD Board Meeting Minutes
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**NORTHERN INYO HEALTHCARE DISTRICT  
NON-CLINICAL POLICY**

Title: Meeting Public Comment Policy		
Owner: Board Clerk and CFO Assistant	Department: Administration	
Scope: Board of Directors		
Date Last Modified: 02/12/2024	Last Review Date: 12/05/2023	Version: 2
Final Approval by: NIHD Board of Directors		Original Approval Date:

**PURPOSE:** To ensure the orderly conduct of District business and to protect the ability of the public to participate meaningfully in such business.

**POLICY:**

1. Public comment on matters not on the agenda.
  - a) Speakers shall be limited to comments on matters within the subject matter jurisdiction of the Board of Directors.
  - b) Public comment on matters not on the agenda will be limited to a total of 30 minutes at the beginning of the meeting, unless otherwise modified by the Chair.
2. Public comment on matters on the agenda.
  - a) Speakers shall be limited to comments on the agenda item being considered by the Board of Directors.
  2. Public comment on matters on the agenda will be limited to a total of 30 minutes per agenda item.
3. Public Comments generally.
  - a) Each speaker shall have three minutes.
  - b) Public comment speakers shall limit comments to no more than 3 minutes each.
  - c) Each speaker shall have one opportunity to address the Board on matters not on the agenda, and once per agenda item.
  - d) The Chair, in his/her discretion, and/or in consultation with the Board, may limit or extend time for public comment as he/she may find reasonable under the circumstances.
  - e) Speakers may not cede their time to other speakers. However, to allow for the more efficiency and use of meeting time, the Chair may, in his/her reasonable discretion and after advance request, allow multiple speakers at the meeting to designate one person to speak on their behalf at a greatly reduced amount of time than the speakers would have otherwise taken individually.
  - f) Use of technology in the meeting room (such as Power Points and overhead displays) is restricted to staff, District consultants, applicants for a quasi-judicial approval, and appellants of a quasi-judicial approval. Members of the public may use such technology only upon the approval of the body when necessary for clarification of the speaker's public comment.
  - g) No person shall be permitted to speak or present evidence that is (a) not directly relevant to the matter which is the subject of the item, or (b) unduly repetitious. The Chair may admonish a speaker to address the item of business, and thereafter terminate a speaker's time for failure to remain on topic.

- h) Members of the public shall direct comments to the Board of Directors as a whole, and not to staff, individual members of the body, or the public. However, the Board may direct staff to follow-up with a member of the public who requests specific information. While the Board may respond briefly to public comments, it can take no action on items not appearing on the agenda and need not respond to public comments.
  - i) No person shall be permitted to interrupt members of the body, staff presentations; or members of the public who are giving public comment during a meeting.
  - j) Any person disrupting a meeting may be asked by the Chair to cease and desist such activity and may be requested or required to leave the meeting in the event the disruptive behavior continues.
4. The Chair retains discretion to reasonably modify these rules to promote the efficient conduct of District business and/or to protect the ability of the public to meaningfully participate in District business.

**REFERENCES:**

- 1. CA Government Code Section 54954.3

**RECORD RETENTION AND DESTRUCTION:**

**CROSS REFERENCED POLICIES AND PROCEDURES:**

- 1. [Attendance At Meetings](#)
- 2. [Meeting Minutes](#)
- 3. [Meetings](#)

Supersedes: v.1 Northern Inyo Healthcare District Board of Directors Meeting Public Comment Policy
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**NORTHERN INYO HEALTHCARE DISTRICT  
NON-CLINICAL POLICY AND PROCEDURE**

Title: Meetings		
Owner: Board Clerk and CFO Assistant	Department: Administration	
Scope: Board of Directors		
Date Last Modified: 02/12/2024	Last Review Date: 11/02/2023	Version: 2
Final Approval by: NIHD Board of Directors	Original Approval Date: 06/20/2018	

**PURPOSE:** Establish procedures for Northern Inyo Healthcare District (NIHD) Board of Directors’ (BOD) meetings.

**POLICY:**

1. All meetings of the NIHD BOD shall be conducted in accordance with the Ralph Brown Act, Government Code 54950 et seq. and such additional requirements as set forth in any other BOD Policy and Procedures.

**PROCEDURE:**

1. Meetings of the BOD shall be held at the NIHD Board Room located at 2957 Birch St. Bishop CA 93514 except as otherwise set forth in agenda notices.
2. Regular meetings shall be held the third Wednesday of each calendar month unless it is deemed necessary to cancel or hold the regular monthly meeting on a different date.
3. As the BOD encourages public participation at its meetings (whether regular, special, study sessions, or emergency) and to facilitate communications, the BOD will ensure agendas are posted in the required timeframe on the NIHD website in addition to other legal requirements. The place, date and time of the meeting shall be indicated on the agenda.
4. Each agenda shall include a time for public comment on non-agenda items as well as comment opportunity on each action agenda item when called.
5. If any Director is attending the meeting by teleconference, the location shall be posted and accessible to the public.
6. The Chair of the NIHD BOD shall preside at all board meetings at which they are present. In absence of the Chair, the Vice Chair shall perform the Chair’s duties and have the Chair’s rights. If both the Chair and Vice Chair are absent then the Secretary shall perform the Chair’s duties and have the Chair’s rights.
7. The Chair shall call the meeting to order at the time set on the agenda or as soon as a quorum is present.
8. A majority (3 of 5 members) shall constitute a quorum for transaction of business. An abstention does not count as a vote for or against.
9. If no directors are present the clerk of the board shall adjourn the meeting to a future date and time. 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.
10. If the date of the adjourned meeting is within five (5) days of the original meeting, no new agenda need be posted if no additional agenda items are added. If the date of the adjourned meeting is more than five (5) days a new agenda must be posted.
11. The Chair of the BOD, as necessary to conduct business of the District, can call special meetings or study sessions.

12. Ordinarily, items on the agenda will be considered in the order set forth in the agenda. However, the Chair may alter the order of items on the agenda, as the Chair deems necessary for the good of the meeting.
13. The Chair may declare a short recess during any meeting.
14. The Chair shall have the same rights as the other Board members in voting, introducing or seconding motions and resolutions as well as participating in discussions.
15. No action may be taken by secret ballot. (Government Code Section 54953(c).)
16. All votes taken during a teleconferenced meeting shall be by roll call. (Government Code Section 54953(b)(2).)
17. Directors shall observe all applicable conflict of interest rules. If a financial interest is determined by any board member they must abstain from any vote that may be in violation of Government Code 1090. The director shall leave the meeting room during any discussion and the vote and shall state the reason for abstention.
18. The annual organizational meeting shall be the regular BOD meeting held in December or at an earlier meeting if called. At that meeting officers shall be elected.<sup>5</sup>

**REFERENCES:**

1. Ralph Brown Act, Government Code 54950 et seq.
2. Government Code Section 54953(c)
3. Government Code Section 54953(b)(2)
4. Government Code 1090

**RECORD RETENTION AND DESTRUCTION:**

**CROSS REFERENCED POLICIES AND PROCEDURES:**

Supersedes: v.1 Northern Inyo Healthcare District Board of Directors Meetings
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## NORTHERN INYO HEALTHCARE DISTRICT NON-CLINICAL POLICY AND PROCEDURE

Title: Officers and Committees of the Board of Directors		
Owner: Board Clerk and CFO Assistant	Department: Administration	
Scope: Board of Directors		
Date Last Modified: 08/21/2023	Last Review Date: 11/02/2023	Version: 2
Final Approval by: NIHD Board of Directors	Original Approval Date: 05/16/2018	

**PURPOSE:** Describe the District officers and Board Committees and their duties.

**POLICY:**

1. The officers of the Northern Inyo Healthcare District (NIHD) Board of Directors (BOD) shall be a Chair, Vice Chair, Secretary, Treasurer, and Member at Large.
2. The Board of Directors may sit as a Committee of the Whole or as Task Force Committees as deemed appropriate.
3. The Chair of the Board shall appoint such Ad Hoc committees as may be deemed necessary or advisable by the Chair or by the BOD. 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.
4. As provided in the BOD By-Laws, no committee so appointed shall have any power or authority to commit the BOD or the District in any manner unless the BOD directs the committee to act for and on its behalf by special vote.

**PROCEDURE:**

1. The Board of Directors at the December meeting of every calendar year shall choose the officers of the Board every year. Each officer shall hold office for one year or until a successor shall be elected and qualified or until the officer is otherwise disqualified to serve.
2. Any officer of the BOD may resign or be removed as a Board officer by the majority vote of the other Directors then in office at any regular or special meeting of the BOD. In the event of resignation or removal of an officer the BOD shall elect a successor to serve for the balance of that officer’s unexpired term.
3. The **Chair** shall conduct the meetings of the BOD and shall act as the lead liaison between the BOD and District Management for communications and oversight in fulfilling the District’s Mission, Vision and Values. The Chair shall have, subject to the advice and control of the BOD, general responsibility of the affairs of the District and shall discharge all other duties that shall be required of the Chair by the By-Laws of the BOD.
4. The **Vice Chair** shall in the event of absence or inability of the Chair, exercise all the powers and perform all the duties given to the Chair by the By-Laws of the District.
5. The **Secretary** shall act in this capacity for both the District and the BOD. In the absence or inability of the Chair and Vice Chair shall exercise all powers and perform all duties given to the Chair. Shall be responsible for seeing that all actions, proceedings and minutes of the meetings of the BOD are properly kept and are maintained at District Administrative offices. Shall perform such other duties as pertains to the office and as prescribed by the BOD and By-Laws of the BOD. The Secretary may delegate his/her duties to appropriate management personnel.

6. The **Treasurer** shall be responsible for the safekeeping and disbursement of the funds of the District in accordance with the provisions of the “Local Healthcare District Law: and in accordance with resolutions, procedures and directions as the BOD may adopt. Shall perform such other duties as pertain to the office and as prescribed by the BOD and By-Laws of the BOD. The Treasurer may delegate his/her duties to appropriate management personnel.
7. The **Member at Large** shall have all the powers and duties of the Secretary in the absence of the Secretary, and shall perform such other duties as may from time to time be prescribed by the BOD and By-Laws of the BOD.
8. The duties of the **committees** shall be to develop and make policy recommendations to the BOD and to perform such other functions as shall be stated in the BOD By-Laws or in the resolution or motion creating the committee. The Chair with the approval of the BOD may appoint special or Ad Hoc committees as special circumstances warrant. Composition of the committee may consist of only Board members or they may include individuals not on the Board.

**REFERENCES:**

1. Northern Inyo Healthcare District Board of Directors By-Laws

**RECORD RETENTION AND DESTRUCTION:**

**CROSS REFERENCED POLICIES AND PROCEDURES:**

Supersedes: v.1 Officers and Committees of the Board of Directors
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## NORTHERN INYO HEALTHCARE DISTRICT NON-CLINICAL POLICY AND PROCEDURE

Title: Onboarding and Continuing Education of Board Members		
Owner: Board Clerk and CFO Assistant	Department: Administration	
Scope: Board of Directors		
Date Last Modified: 07/27/2022	Last Review Date: 07/27/2022	Version: 1
Final Approval by: NIHD Board of Directors	Original Approval Date:	

**PURPOSE:**

The purpose of the onboarding and orientation process is to provide a new Northern Inyo Healthcare District (NIHD) board member the information necessary to begin the governing work of the Board of Directors. Further development as a board member is through continuing education.

**POLICY:**

NIHD will provide essential knowledge of the District to all incoming board members within thirty (30) days of election or appointment.

Board members will be provided opportunities for continuing education to expand their knowledge on key healthcare issues and governance.

**PROCEDURE:**

When onboarding, new board members complete the following steps:

Human Resources

1. Complete and sign necessary paperwork with Human Resources.
2. Introduction to NIHD Workforce: a review of NIHD benefits, special events, community involvement.
3. Arrange District campus tour.

Clerk of the Board

4. Receives tablet, user ID and email
5. Completes FPPC Statement of Economic Interest Form 700
6. Initiates required regulatory training (i.e. AB1234 Ethics training, Sexual Harassment Prevention training).
7. Provides overview of Board Meeting structure.
8. Arrange District leadership introductions, department tours and services line overview.

Chief Executive Officer (CEO)

9. Meets with CEO to review the Mission, Vision, Values, Organizational Chart and Strategic Plan of the District.
10. Reviews patient grievance process.

11. Reviews Board policies.
12. Facilities meet-and-greet with Executive Team.

#### General Counsel

13. Meets with General Counsel to review Brown Act, public meeting procedures, etc.

#### Compliance Officer

14. Reviews District's Corporate Compliance Program and Work Plan.
15. Review Compliance and Ethics Committee structure, role and duties.

#### NIHD Board Chair and/or Vice Chair

16. Reviews Order & Decorum, board policies, etc.

#### Chief Financial Officer

17. Reviews most recent audited financials, budget and 10 year forecast.
18. Reviews monthly financials report and package.
19. Reviews Finance Committee role and duties.

#### Director of Quality

20. Reviews Quality Assurance Performance Improvement Plan (QA/PI).
21. Reviews Quality Dashboard.
22. Reviews Patient Satisfaction platform.
23. Reviews Quality and Safety Committee role and duties.

#### Director of Medical Staff Services

24. Reviews structure and duties of Medical Executive Committee.
25. Reviews current process for Medical Staff credentialing.
26. Reviews Medical Staff Peer Review process.
27. Reviews Medical Staff Bylaws.

#### Manager of Marketing, Communication & Strategy

28. Reviews District's website.

Additional materials on governance, quality and finance topics will be distributed electronically.

Appropriate external continuing education and conference will be suggested by Administration. Outside education costs will be paid in accordance with District policy.

#### **REFERENCES:**

#### **RECORD RETENTION AND DESTRUCTION:**

#### **CROSS REFERENCED POLICIES AND PROCEDURES:**



**NORTHERN INYO HEALTHCARE DISTRICT  
NON-CLINICAL POLICY AND PROCEDURE**

Title: Public Records Requests		
Owner: Board Clerk and CFO Assistant	Department: Administration	
Scope: Board of Directors		
Date Last Modified: 04/25/2024	Last Review Date: 12/05/2023	Version: 2
Final Approval by: NIHD Board of Directors	Original Approval Date: 05/16/2018	

**PURPOSE:** Establish guidelines for the Northern Inyo Healthcare District (NIHD) Board of Directors (BOD) to follow when there is a request for information under the California Public Records Act.

**POLICY:**

1. All California Public Records Act requests made to a BOD member for NIHD related information are to be referred to the Compliance Officer.

**DEFINITIONS:**

**California Public Records Act** – The fundamental precept of the California Records Act is that governmental records shall be disclosed to the public, upon request, unless there is a specific reason not to do so.

**Public Records** – Any writing containing information relating to the conduct of the public’s business prepared, owned, used, or retained by the entity regardless of physical form or characteristics.

**PROCEDURE:**

1. Requests made to a Director to inspect and copy public records shall be referred directly to the Compliance Office.
2. As NIHD is required to “assist the member of the public in making a focused and effective request that reasonably describes an identifiable record” or “on the facts of the particular case the public interest served by not making the record public clearly outweighs the public interest served by disclosure of the record”, no opinion of what may or may not be exempt from disclosure is to be inferred by a Director.

**REFERENCES:**

1. California Government Code (6250), 6252(e), 6253.1(a), 6255(a)

**CROSS-REFERENCE P&P:**

1. NIHD California Public Records Act – Information Requests Policy

Supersedes: v.1 Public Records Requests
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**NORTHERN INYO HEALTHCARE DISTRICT  
NON-CLINICAL POLICY AND PROCEDURE**

Title: Reimbursement of Expenses		
Owner: Board Clerk and CFO Assistant	Department: Administration	
Scope: Board of Directors		
Date Last Modified: 02/12/2024	Last Review Date: 12/05/2023	Version: 2
Final Approval by: NIHD Board of Directors	Original Approval Date: 04/18/2018	

**PURPOSE:** Procedure for reimbursement of qualified expenses to NIHD Board of Directors.

**POLICY:**

1. If requested, the District shall reimburse NIHD Board of Directors for necessary travel and incidental expenses incurred in the performance of official duties as Directors, subject to requirements of the NIHD Policy and Procedures and the law.

**PROCEDURE:**

1. The following types of occurrences qualify for reimbursement if attended in the performance of official duties as NIHD Director.
  - a. Training, workshops, seminars and conferences.
  - b. Educational workshops, seminars, and conference.
  - c. Meetings of local governmental entities and bodies.
  - d. Meetings of community or civic groups or other state or national organizations.
  - e. Any other activity approved by the BOD in advance of attendance.
2. Reimbursement for travel, meals, lodging, and other expenses shall be in accordance with the NIHD Travel and Reimbursement Policy.
3. Request for reimbursement shall include receipts for all expenses for which reimbursement is requested.
4. Local Mileage log is available on the NIHD Intranet>Resources>Forms and Templates>Administrative>Mileage Form Log or as an attachment to this policy within Policy and Procedure Manager (PPM).
5. Employee Reimbursement Request Form is available on the NIHD Intranet>Resources>Forms and Templates>Administrative>Employee Reimbursement Request Form or as an attachment to this policy within PPM.

**REFERENCES:**

1. IRS Mileage: <https://www.irs.gov/newsroom/irs-increases-mileage-rate-for-remainder-of-2022>

**RECORD RETENTION AND DESTRUCTION:**

Payment record based on invoices, including expense logs, will be maintained for fifteen (15) years.

**CROSS REFERENCE POLICIES AND PROCEDURES:**

1. Reimbursement of Expenses
2. Reimbursement of Expenses

### 3. Travel between District Locations

Supersedes: v.1 Reimbursement of Expenses



## NORTHERN INYO HEALTHCARE DISTRICT NON-CLINICAL POLICY AND PROCEDURE

Title: Requests for Public Funds, Community Grants, Sponsorships		
Owner: Board Clerk and CFO Assistant	Department: Administration	
Scope: Board of Directors		
Date Last Modified: 01/18/2023	Last Review Date: 08/17/2023	Version: 2
Final Approval by: NIHD Board of Directors	Original Approval Date: 05/16/2018	

**PURPOSE:** Establish criteria for granting requests for Public Funds, Community Grants, and Sponsorships. A community’s health needs are served not only by traditional acute care hospitals, but also by a broad array of other health-related programs and initiatives. These include local health and wellness programs, community based clinics, health provider educational programs, and other programs and organizations that promote physical health, emotional health, and behavioral health well-being.

**POLICY:**

As allowed by Northern Inyo Health Care District’s (NIHD) financial condition and the law, the District may provide assistance to Healthcare programs, services, facilities and activities at any location within or without the NIHD for benefit of the District and the people served by the District.

**PROCEDURE:**

1. When considering funding a request, NIHD shall address identified community healthcare needs as envisioned by the Mission and Vision Statements and the strategic plan.
2. Within the limits of the budget and the law, sponsorship of events of qualified programs is allowed. NIHD staff will administer sponsorship requests.
3. In conjunction with setting the annual budget each year, the District shall determine whether to fund any requests for Community Grants and if so, what amount. NIHD staff shall administer the Community Grants program with the Directors making the final decision regarding grant recipients.
4. Information regarding the availability of the Community Grants and the application process shall be posted on the NIHD website and publicized appropriately so eligible programs may make timely applications.

**REFERENCES:**

1. California Health and Safety Code Sections 32121(j) and 32126.5.

**RECORD RETENTION AND DESTRUCTION:**

**CROSS-REFERENCE POLICIES AND PROCEDURES:**

Supersedes: v.1 Requests for Public Funds, Community Grants, Sponsorships
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**NORTHERN INYO HEALTHCARE DISTRICT  
NON-CLINICAL PROCEDURE**

Title: Suggested Guidance to Fill a Board Vacancy by Appointment		
Owner: Board Clerk and CFO Assistant	Department: Administration	
Scope: Board of Directors		
Date Last Modified: 03/22/2022	Last Review Date: 03/22/2022	Version: 3
Final Approval by: Executive Committee		Original Approval Date:08/15/2018

**PURPOSE:**

1. The purpose of this suggested guidance is to set forth a flexible procedure to fill a vacancy on the Board of Directors by appointment.
2. This suggested guidance does not apply to any Board vacancy that is to be filled by election.

**PROCEDURE:**

**PLAN TO FILL A BOARD VACANCY BY APPOINTMENT**

1. On a semi-annual basis, District staff will secure from the County of Inyo/Recorder’s Office a list of registered voters in each of the Zones within the jurisdiction of the Northern Inyo Healthcare District.
2. On an ongoing and continuous basis, Board members will encourage interested registered voters to serve the Northern Inyo Healthcare District through service on the Board of Directors.

**SUGGESTED GUIDANCE:**

1. Upon receipt of a notification of a board vacancy, and after the Board has determined to fill the vacancy by appointment versus by election, the notification will be examined by District staff to determine the date by which the vacancy must be filled.
2. After the Board has appointed an ad hoc committee to fill the vacancy, District staff shall immediately commence to fill the vacancy. District staff will, in collaboration with the ad hoc committee members, establish target dates by which various parts of this process shall be completed so as to afford the ad hoc committee members and any potential applicant the fullest of opportunities to fill the vacant position with a qualified candidate.

3. Upon receipt of a notification of a board vacancy, District staff shall notify the county elections official of the vacancy within the proper time frame as per the Board's policy.
4. After the Board has appointed an ad hoc committee, District staff shall coordinate availability of schedules between all appointed ad hoc committee members so that there is sufficient time to complete the interviews and make a recommendation to the full Board of an appointee to fill the vacancy, all of which must occur within the proper time frame as per the Board's policy.
5. District staff shall post the notice of the Board vacancy in locations and within the time frames per the Board's policy on Appointments to the NIHD Board of Directors.
6. District staff shall receive applications (see attached application form) from each candidate and will immediately review the application for completeness.
7. Upon receipt of a completed application, District staff shall determine if the candidate meets the required qualifications for the Board vacancy, as follows:
  - a. Applicant must be a resident of the Zone of the Healthcare District in which the vacancy occurs;
  - b. Applicant must be a registered voter of the Zone of the Healthcare District in which the vacancy occurs;
  - c. Applicant must acknowledge that applicant will be subject to the Healthcare District's Conflict of Interest policy;
  - d. Applicant must acknowledge that applicant will be required to completed Form 700 "Statement of Economic Interests" form.
8. If the applicant meets the required qualifications for the Board vacancy as set forth above, District staff shall transmit an informational booklet to the applicant and shall transmit the application to each ad hoc committee member for a determination to interview the candidate.
9. Upon receipt of a notification from the ad hoc committee that a candidate is to be scheduled for the interview, District staff shall consult the schedules of the ad hoc committee members and the candidates to set a mutually convenient time for the interview. Notification of the dates set for the interviews shall be transmitted to both the ad hoc committee and the candidate.

10. At the option of the ad hoc committee, guidelines for interviewing candidates and sample interview questions are on file and available upon request from the Administrative Assistant – Board Clerk. The ad hoc committee may also opt to set scoring criteria for the interviews.
11. Per the Board policy, the ad hoc committee will bring a recommendation for the appointment to the full Board for consideration.
12. Upon receipt of the Board’s decision on the ad hoc committee’s recommendation, District staff will be instructed to notify the unsuccessful candidate(s), if any, and the successful candidate of the Board’s appointment.
13. At the Board’s direction, District staff shall transmit the Board’s appointment to the county elections official as per the Board’s policy.

**REFERENCES:**

1. Appointments to the NIHD Board of Directors Policy
2. Gov. Code 1780 (a)
3. County of Inyo/Recorder Office
4. Work Flow for Appointments to Fill Board Vacancy (With Approximate Time Frames)

**RECORD RETENTION AND DESTRUCTION:**

**CROSS REFERENCES POLICIES AND PROCEDURES:**

1. Suggested Guidance to Fill a Board Vacancy by Appointment
2. Suggested Guidance to Fill a Board Vacancy by Appointment

Supersedes: v.2 Suggested Guidance to Fill a Board Vacancy by Appointment
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**NORTHERN INYO HEALTHCARE DISTRICT  
NON-CLINICAL POLICY AND PROCEDURE**

Title: Teleconference Recordings, Retention and Destruction of Board Meetings		
Owner: Board Clerk and CFO Assistant	Department: Administration	
Scope:		
Date Last Modified: 04/22/2024	Last Review Date: 02/22/2024	Version: 1
Final Approval by: NIHD Board of Directors	Original Approval Date:	

**PURPOSE:** To provide clarification of retention and destruction of Local Agency recordings of open meetings of the Northern Inyo Board of Directors and its standing committees.

**POLICY:**

1. Northern Inyo Healthcare District Board of Directors hosts open meetings in public and via live teleconference to provide transparency and opportunity to accommodate as many members of the public as possible.
2. The teleconference live video is recorded for the purposes of validating accuracy of Board Minutes.
3. The recording will not be posted on the Northern Inyo Healthcare District Board web page.
4. The recording will be destroyed no less than 30 days after the meeting date.
5. The recordings are available for viewing via public records request, within 30 days of the meeting.

**PROCEDURE:**

1. The Information Technology Services (ITS) department ensures open meetings are hosted on a teleconference platform that allows members of the public to join.
2. The ITS department ensures the recording is saved and transferred to a location for access by the Board Clerk.
3. The Board Clerk uses the recording to validate the accuracy of the Board Meeting minutes.
4. The Board Clerk will ensure the previous meeting’s teleconference recording is fully deleted 30 days after the meeting.
5. The Board Clerk will maintain a log of the recordings and date of destruction in the Board Clerk files.

**REFERENCES:**

California Government Code Section 54953.5 (b)

**RECORD RETENTION AND DESTRUCTION:**

Video recording files should be destroyed after 30 days.

**CROSS REFERENCE POLICIES AND PROCEDURES:**

Supersedes: Not Set
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**NORTHERN INYO HEALTHCARE DISTRICT  
NON-CLINICAL POLICY AND PROCEDURE**

Title: Use by NIHD Directors of District Email Accounts		
Owner: Board Clerk and CFO Assistant	Department: Administration	
Scope: Board of Directors		
Date Last Modified: 08/08/2023	Last Review Date: 08/17/2023	Version: 2
Final Approval by: NIHD Board of Directors	Original Approval Date: 05/16/2018	

**PURPOSE:** Establish policy and procedure for appropriate use of the District’s official email accounts by Northern Inyo Healthcare District (NIHD) Board of Directors (BOD)

**POLICY:**

1. The District shall issue an official email address, using the District’s domain name for all Directors.
2. The District shall provide technical support to enable Directors to access their official email accounts from mobile devices and home computers.
3. No Director shall conduct District business on any email account other than the official District email account.
4. Director’s emails pertaining to District business shall not be deleted during the Director’s term of office.
5. Non-District related emails may be deleted at the Directors discretion.
6. All emails related to District business are understood to be a part of the public record.

**PROCEDURE:**

1. Communications from District staff to Directors regarding District business shall utilize the Directors official email accounts. A Director may not request, such communications be sent to a different email account.
2. Directors are required to use their official email for District-related communications. Email communications on a Director’s personal or business account that relate to District business are subject to disclosure under the Public Records Act. Directors who knowingly or inadvertently use a personal or other business account shall make their personal and/or business email account available for review by the District’s legal counsel when necessary to comply with a request under the Public Records Act.
3. The Director shall not delete any District Board related emails until such time as approved copies have been saved and stored in the District IT system.
4. In order to avoid inadvertent violations of the Brown Act, Directors and staff shall exercise caution when using the “reply all” email function. Directors may not communicate with more than one other Director including via email, except for trivial or scheduling matters. It is to be understood that comments or questions in a “reply all” response may constitute a serial meeting under the Brown Act.

**REFERENCES:**

1. Public Records Act
2. Ralph M. Brown Act

**RECORD RETENTION AND DESTRUCTION:**

**CROSS-REFERENCE POLICIES AND PROCEDURES:**

Supersedes: v.1 Use by NIHD Directors of District Email Accounts

# Work Flow for Appointments to Fill Board Vacancy

(With Approximate Time Frames)

## District Staff Work Flow

## Board of Director Work Flow

