

CALL TO ORDER	Northern Inyo Healthcare District (NIHD) Governance Chair Turner called the meeting to order at 9:32 am.
PRESENT	Jean Turner, Governance Chair David Lent, Governance Vice-Chair  Christian Wallis, Interim Chief Executive Officer Allison Partridge, Chief Operations Officer / Chief Nursing Officer Alison Murray, Chief Business Development Officer / Chief Human Resources Officer
PUBLIC COMMENT	Chair Turner reported that at this time, audience members may speak on any items on the agenda that are within the jurisdiction of the Board.  There were no comments from the public.
OLD BUSINESS	
BOARD SELF-ASSESSMENT ACTION PLAN CHECKLIST	The committee reviewed the Board Self-Assessment Action Plan and agreed that the Governance Committee is making steady progress, with most items completed or actively underway. The checklist will be updated at each meeting, to reflect completed items.

### **CEO Expectations and Lessons Learned**

The committee agreed that one of its key goals is to strengthen governance continuity and preserve institutional knowledge related to CEO recruitment and evaluation. To achieve this, the Board will hold a closed-session discussion to develop and document shared expectations for the incoming CEO, using the ACHD template as a starting point. Members also supported creating a concise “how-to” or reference guide capturing key steps, HR coordination points, and communication protocols for both interim and permanent CEO selections. This document will serve as a practical governance tool for future Boards during leadership transitions.

Committee members further recommended that current Board members participate in a debrief session to reflect on the recent CEO recruitment process and identify lessons learned—what worked well, what challenges arose, and what improvements could be made in the future. Christian and Jean will coordinate how this discussion and documentation process will take place.

### **Key components to include:**

- Closed-session discussion on CEO expectations (ACHD template starting point)
- Written reference guide outlining steps, HR coordination, and communication protocols
- Board debrief on the recent recruitment process to capture lessons learned

- Ongoing coordination by Christian and Jean to organize and formalize these efforts

#### ADVOCACY POLICY

The committee reviewed the revised Advocacy Policy and confirmed that the most recent version incorporated all prior edits and legal counsel's redline revisions. Members noted that the final document remained consistent with the previous draft, with only minor clarifications added.

Staff explained that the process will involve bringing the policy forward to the full Board first for approval. Once the Board adopts the policy, staff will then develop the annual Legislative Advocacy Platform, which will align with the legislative calendar and be ready for presentation in December or January as new bills are introduced.

The committee noted that the policy was previously reviewed, discussed, and approved for advancement to the full Board at the September 2025 Governance Committee meeting. As there were no additional comments or changes, no further action was required.

#### Action Item:

- Confirm placement of the Advocacy Policy on the October 15, 2025, Board of Directors agenda for formal approval.

#### CIVILITY AND CODE OF CONDUCT POLICY

The committee reviewed the updated Civility and Code of Conduct Policy, which consolidates the previous Civility Policy and Code of Conduct into one comprehensive document. The revised version includes an annual acknowledgment section and incorporates the "I will" and "I will not" commitments directly into the main body, as previously requested by the committee. Members confirmed that all prior feedback from the last meeting had been addressed in this version.

During discussion, members noted that the section on media interactions for Board members may need to be updated once the forthcoming District-wide Media Policy is developed. Staff explained that while existing policies include limited language on media contact, a dedicated policy is being prepared to clarify expectations for both workforce and Board members.

The committee also discussed the section regarding public comment responses and agreed to revise the language to clarify that responses, when appropriate, may be provided at a later time through staff or subject-matter experts, or during an agendaized discussion. This clarification will help guide Board members on appropriate procedures for responding to public comment.

#### Action Items:

- Revise the policy to include the phrase "or provided at a later time through staff or subject-matter experts."
- Note that the media section may need to be updated once the District-wide Media Policy is adopted.

- Forward the finalized Civility and Code of Conduct Policy to the Board of Directors for approval at the October 15, 2025, meeting.

**Motion by Lent:** to recommend approval of the Civility and Code of Conduct Policy to the full Board, with the revisions stated above.

**2<sup>nd</sup>:** Turner

**Pass:** 2–0

#### OFFICERS AND COMMITTEES OF THE BOARD OF DIRECTORS

The committee reviewed the revised policy, which clarifies the Chair’s role and responsibilities. Minor edits were made to other officer descriptions for consistency. No further changes were requested.

**Motion by Lent:** to recommend approval of the Officers and Committees of the Board of Directors Policy to the full board.

**2<sup>nd</sup>:** Turner

**Pass:** 2-0

#### TICKETING POLICY

The committee reviewed the updated Ticketing Policy, which outlines procedures for distributing and reporting tickets provided to the District. A wording correction on page three was identified and revised to read: “All written contracts with NIHD shall specify the number of tickets made available for District use.”

The committee also reviewed **Appendix A**, which lists preapproved community events—Mule Days, Tri-County Fair, and Railroad Express—with the option to add additional events in the future as needed.

Members discussed requirements for filing **FPPC Form 802**, which documents the distribution of tickets. Staff confirmed that NIHD will prepare and file the form as required, including event details, ticket value, and recipient information, and that the completed form will be posted publicly within forty-five days as required by law. The committee noted that a copy of the form may also be provided to recipients when tickets are distributed for transparency.

#### **Action Items:**

- Update page three to read: “All written contracts with NIHD shall specify the number of tickets made available for District use.”
- Retain the existing policy language stating that NIHD shall prepare and file FPPC Form 802 as required.
- Forward the finalized Ticketing Policy to the Board of Directors for approval at the October 15, 2025, meeting.

#### **Motion:**

Motion by Lent to recommend approval of the Ticketing Policy to the full Board with the noted corrections.

**2<sup>nd</sup>:** Turner

**Pass:** 2–0

MISSION, VISION,  
VALUES

The committee reviewed the proposed Mission, Vision, and Values statements prepared by the Executive Team. Members discussed minor wording adjustments, including changing “rural community” to “rural communities” in the Mission statement to better reflect the District’s broader service area.

The committee expressed support for the unified statements and agreed they accurately represent NIHD’s purpose and direction. Staff will share the statements with hospital teams to gather feedback prior to the Board meeting.

**Action Items:**

- Update the Mission statement to read “communities we serve.”
- Share the proposed statements with staff for feedback prior to the October 15, 2025, Board meeting.
- Forward the Mission, Vision, and Values to the Board of Directors for approval at the October 15, 2025, meeting.

**Motion by Lent:** to recommend approval of the Mission, Vision, and Values as revised to the full board.

**2<sup>nd</sup>:** Turner

**Pass:** 2–0

NEW BUSINESS

MEETING MINUTES

**Motion by Lent:** Approval of meeting minutes from September 17, 2025

**2<sup>nd</sup>:** Turner

**Pass:** 2-0

POLICY ON POLICIES

Removed from the agenda.

COMMITTEE DISCUSSION

The committee discussed upcoming governance items and meeting logistics. Members agreed that the next Governance Committee meeting will be rescheduled to **Wednesday, November 12, 2025, at 9:30 a.m.**, due to scheduling conflicts with the regular meeting date.


It was requested that at the end of each Governance Committee meeting, time be set aside to review and confirm items for the next agenda to ensure clear preparation and continuity between meetings.


The committee also reviewed the timeline for filling the current Board vacancy. Staff provided an overview of next steps, including the public notice period, candidate application window from **October 16–31**, candidate interviews tentatively planned for **November 6–7**, and Board appointment and swearing-in targeted for **mid-November**.

Members emphasized the importance of scheduling the January Board retreat early to allow sufficient planning time for staff and directors.

Adjournment

Adjournment at 10:21

  
Jean Turner  
Northern Inyo Healthcare District  
Governance Chair

Attest:   
David Lent  
Northern Inyo Healthcare District Chair  
Governance Vice-Chair