

Board Meeting

Governance Meeting - August 20, 2025

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Mission

* Strong Stewardship * Ethical Oversight *
* Eternal Local Access *

Vision Statement

To be an energized, high performing advocate for the communities we serve, our patients and our staff. The board governs with an eye on the future of health care and its effects on the District and patient care. The Board is committed to continuous evaluation, dedication to our mission, and improvements as a board.

Values

* Integrity * Innovate Vision * Stewardship * Teamwork *

NOTICE

NORTHERN INYO HEALTHCARE DISTRICT Board of Directors' Governance Committee Meeting

August 20, 2025 at 11:00 am

The Governance Committee will meet in person at 150 Pioneer Lane, Bishop, CA 93514. 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/3257893484?pwd=VrgnzdFhLFICK7h6MlbfqehXlilrqm.1#success>

Meeting ID: 325 789 3484

Password: 623576

PHONE CONNECTION:

(669) 444-9171

(253) 215-8782

Meeting ID: 325 789 3484

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1. Call to Order at 11:00 am.
 2. Public Comment: At this time, members of the audience may speak only on items listed on this Notice. Each speaker is limited to a maximum of three (3) minutes, with a total of thirty (30) minutes for all public comments unless modified by the Chair. The Board is prohibited from discussing or taking action on items not listed on this Notice. Speaking time may not be transferred to another person, except when arrangements have been made in advance for a designated spokesperson to represent a large group. Comments must be brief, non-repetitive, and respectful.
 3. New Business
 - a) Meeting Minutes – July 17, 2024 – *Action Item*
 - b) Meeting Minutes – February 19, 2025 – *Action Item*
 - c) Mission, Vision, and Values – *Action Item*
 - d) Strategic Plan – *Information Item*
 - e) Brown Act, Roberts Rules – *Information Item*

f) Civility Training – *Action Item*

g) Board Self-Assessment Plan – *Action Item*

4. 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 the 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 4:00 p.m.

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

PRESENT VIA ZOOM

ABSENT Stephen DelRossi, MSA, Chief Executive Officer

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 JUNE 19, 2024 G.C. Chair Turner called attention to the June 19, 2024 Meeting Minutes.
Discussion ensued. Approved.

STANDING REFERENCE MATERIALS G.C. Chair Turner called attention to the Board Calendar of Time Sensitive Business and the G.C. Workplan.

Discussion ensued.

OPEN SESSION: Patty Dickson, Compliance Officer, shared the draft “knowledge” book that is being developed that will be given to all Board and future Board members, as a reference for rules, regulations, and policy information pertinent to their position.

Discussion ensued.

OLD BUSINESS:

BOARD POLICIES & PROCEDURES G.C. Chair Turner called attention to the Board Policies & Procedures that were approved by the Board at the June Regular Board Meeting. Those

policies will be reviewed in 2026.

STANDING BUSINESS:

**BOARD DEVELOPMENT
AND EDUCATION TOPICS**

G.C. Chair Turner called attention to the Board Development and Education Topics.

Discussion ensued.

MARKETING UPDATE

G. C. Chair Turner called attention to the Marketing update. Barbara Laughon, Marketing Director shared the new NIHD elections page with the G.C., Ms. Laughon reported that this is the first time NIHD had a page with all the election information.

Discussion ensued.

**NEXT MEETING TOPIC
DISCUSSION**

G.C. Chair Turner called attention the next meeting topics.

Discussion ensued. The G.C. decided that the next meeting will be scheduled for October 2024.

**G.C. WORKPLAN
UPDATES**

G.C Chair Turner called attention to the G.C. Workplan updates.

Discussion ensued. The G.C. would like to see the Workplan updated when the other two Board Committees have their meeting scheduled.

ADJOURNMENT

Adjournment at 04:49 p.m.

Jean Turner, Northern Inyo Healthcare District,
Governance Committee Member

Attest:

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

- CALL TO ORDER** Northern Inyo Healthcare District (NIHD) Board Chair Turner called the meeting to order at 4:00 pm.
- PRESENT** Jean Turner, Chair
David Lent, Secretary

Stephen DelRossi, Chief Executive Officer
Allison Partridge, Chief Operations Officer / Chief Nursing Officer
Adam Hawkins, DO, Chief Medical Officer
Alison Murray, Chief Human Resources Officer, Chief Business Development Officer
Andrea Mossman, Chief Financial 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.
- NEW BUSINESS** Chair Turner called attention to the meeting minutes.

 1. Meeting Minutes – July 17, 2024
 - a. Will be on the July 16, 2025 agenda as an action item.
- CHARTER** Chair Turner called attention to the Charter.

Discussion ensued.
 1. The charter will be amended to specify that meetings will occur twice per year.
- WORK PLAN** Chair Turner called attention to the Work Plan.

Discussion ensued.

 1. Form 700 – will need to be completed yearly by April 1
 2. Ethics Training – offered yearly by ACHD
 3. Sexual Harassment Prevention Training – offered yearly by ACHD
 4. Board Self-Assessment – started by the Chair yearly in April.
 5. Board Self-Assessment Results Review – yearly in May
 6. Governance Committee set goals – yearly in July based on Board Self-Assessment results.
- POLICIES** Chair Turner called attention to the policies.

Discussion ensued.

Governance policies are currently up to date.

Title: Appointment/Election of Board Member to Fill Unexpired Term of a
Board Member

Action Item: Attach the visual spreadsheet to the policy.

Adjournment

Adjournment at 4:39

Jean Turner
Northern Inyo Healthcare District
Chair

Attest: _____
David Lent
Northern Inyo Healthcare District Chair
Secretary

Northern Inyo Healthcare District — Mission, Vision & Values

Board of Directors Website Version

Mission

Strong stewardship. Ethical oversight. Eternal local access.

Vision

To be an energized, high performing advocate for the communities we serve, our patients, and our staff. The board governs with an eye on the future of health care and its effects on the District and patient care. The Board is committed to continuous evaluation, dedication to our mission, and improvements as a board.

Values

- **Integrity:** Highest standards of honesty, ethics, loyalty, and doing the right thing for the right reason.
 - **Innovative Vision:** Creativity and willingness to explore new approaches to improve quality of life.
 - **Stewardship:** Responsible stewards of team, assets, finances, and community service.
 - **Teamwork:** Respect for others and commitment to working together.
-

Pre-December 2024

Mission

Improving our communities, one life at a time. One Team. One Goal. Your Health.

Vision

Northern Inyo Healthcare District will be known throughout the Eastern Sierra Region for providing high quality, comprehensive care in the most patient-friendly way, both locally and in coordination with trusted regional partners.

Values

Core Values — Define who we are and why we are in healthcare: -

Compassion: Caring deeply and understanding patients' situations from

their point of view. - **Integrity**: Doing the right thing, being transparent about actions and areas for improvement.

Aspirational Values — Define how we strive to improve: -

Quality/Excellence: Exceeding accepted standards of care, ensuring confidence in care. - **Innovation**: Continuously seeking better ways to care for patients and improve outcomes.

Permissive Values — Required for patients to entrust us with their care: -

Team-Based: Partnering with patients, families, and each other to achieve the best outcomes. - **Safety**: Ensuring a secure environment for patients and staff to achieve their goals.

December 2024 Strategic Plan

Mission

Our purpose is your health; our passion is your well-being.

Vision

(No explicit vision stated in the December 2024 Strategic Plan.)

Values

- **Respect**: Trust, engagement, courtesy, professionalism, and empathy.
 - **Compassion**: Leading with empathy to preserve dignity.
 - **Stewardship**: Mindful use of resources.
 - **Excellence**: Pursuit of excellence in quality and safety.
 - **Accountability**: Reliable access to exceptional care.
-

Brown Act Summary

Purpose

- Ensures **transparency and public access** to the decision-making process of local government agencies (city councils, county boards, hospital districts, school boards, etc.).
 - Protects the public's right to attend, observe, and participate in government meetings.
-

Key Provisions

1. Open & Public Meetings

- All meetings of a legislative body must be **open to the public**, unless a specific exception applies.
- "Meetings" include not only formal sessions but also workshops, retreats, and certain informal gatherings where a quorum discusses agency business.

2. Agenda Posting

- Agendas must be **posted at least 72 hours in advance** for regular meetings.
 - Regular Meetings
 - Committee Meetings
- Special meetings require **24 hours' notice**.
- Agendas must include a **brief general description** of each item (enough for the public to understand the subject).

3. Public Participation

- Members of the public have the right to **attend, record, and comment** at meetings.
- Time must be provided for public comment on any item within the body's jurisdiction.
- Boards cannot prohibit criticism of policies, procedures, programs, or officials.

4. Limits on Closed Sessions

- Certain topics may be discussed privately in **closed session**, including:
 - Personnel matters (hiring, evaluation, discipline, dismissal)
 - Pending or potential litigation
 - Labor negotiations
 - Real estate negotiations
- The reason for closed session must be stated on the agenda, and a **report out** of actions taken is required afterward (if action is taken).

5. Serial & Secret Meetings Prohibited

- A majority of members cannot use a series of communications (emails, texts, phone calls, staff intermediaries) to reach a collective decision outside a noticed meeting.
- This prevents “backroom deals” or “walking quorums.”

6. Accessibility

- Meetings must be held in a **publicly accessible location** (not private homes or discriminatory venues).
- Remote/teleconference meetings must also ensure public access and participation.

7. Enforcement

- Actions taken in violation may be declared **null and void**.
- Violations can lead to **civil actions**, injunctions, or in extreme cases, criminal misdemeanor charges for willful misconduct.

Robert's Rules of Order Summary

Purpose

- **Brown Act:** Ensures transparency and public participation in local government decision-making.
 - **Robert's Rules:** Provides structure for fair, orderly, and democratic meetings.
-

Quorum

- A quorum is the **minimum number of members required to conduct business**.
 - **Default:** A majority (more than half) of the body.
 - **Committees of 2 members:** Both must be present (one person alone cannot act as a committee).
-

Remote Attendance & Roll Call

- If a board member attends remotely (e.g., Zoom):
 - The meeting must begin with a **roll call** to establish presence.
 - **All votes must be by roll call** (each member's name called with "aye/no/abstain").
 - This ensures transparency since visual cues may not be clear remotely.
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Debate & Discussion

- **Equal Opportunity Rule:** No member may speak a second time until all who wish to speak have spoken once.
 - **Recognition by the Chair:** Members must be recognized before speaking; the chair decides fairly who has the floor.
 - **Time Limits:** Default is 10 minutes per speech (can be shortened by a 2/3 vote).
 - **Stay on Topic:** Comments must relate to the motion/agenda item.
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Chair's Best Practices for Balanced Participation

- **Go Around Method:** Invite each board member to speak in turn. Example:

“Before anyone speaks twice, I’d like to go around and see if each member would like to comment.”

- **Draw Out Quieter Members:**

“Are there any board members who haven’t spoken yet who’d like to add their thoughts?”

- **Restate the Motion Frequently:** Keeps discussion focused.
 - **Rounds of Comments:** Use structured rounds so no one dominates.
 - **Model Neutrality:** The chair ensures fairness, balance, and order — not taking sides during debate.
-

Strategic Plan History

October 16, 2024

- Agenda: *Strategic Plan*
- CEO DelRossi stated the executive team would present the plan at the November meeting.

November 20, 2024

- Agenda: *Strategic Plan*
- Minutes: Board discussed the plan and noted it would be brought forward for approval in December 2024.

December 11, 2024 – Board Approval

- Motion: Smith; Second: Barrett.
- Strategic Plan approved by the Board.

NIHD Strategic Plan

Mission Statement: Our purpose is your health; our passion is your well-being.

Values: Respect, Compassion, Stewardship, Excellence, Accountability

Respect: Unwavering support for employees and providers.

Purpose: Fostering an environment of trust and engagement.

Definition: Respect entails treating everyone – staff, patients, and their families – with courtesy, professionalism and empathy. To show respect to all people, beliefs, and cultures, acknowledging the inherent value of every person and their role, is of paramount importance.

Compassion: Leading with empathy to preserve dignity.

Purpose: Prioritize patient experience.

Definition: Compassion means temporarily suspending judgment so that you can appreciate others perspectives or situations when they are different from your own. To be compassionate you need to be genuinely concerned about the other person or people's needs. You need to think about and feel it from their perspective.

Stewardship: Mindful use of resources.

Purpose: Efficient, innovative, and sustainable.

Definition: Stewardship is the responsible planning, management and use of resources with the aim of ensuring their sustainability. This includes taking into account environmental, social, and economic factors to ensure that future generations can also benefit from these resources.

Excellence: Pursuit of excellence in quality and safety.

Purpose: Zero harm

Definition: An organizational recognition that achieving excellence requires a daily commitment in order to provide our patients with the highest quality care to achieve the best possible outcome.

Accountability: Reliable access to exceptional care.

Purpose: Responsibly serving the community with integrity.

Definition: Accountability is the responsibility of the organization to respond to the health priorities of the community while upholding our commitment to our patients and employees. We will be proactive in understanding healthcare related inequities that exists and implementing processes to minimize their negative impact on our patients and community.

Strategic Initiatives (Tactics):

Workforce	Patient experience	Sustainability	No harm	Access to care
<p>Engagement survey:</p> <p>Goal: Increase scores for engagement and job satisfaction every year for the next three years:</p> <ul style="list-style-type: none"> Analyze survey results to identify key areas for improvement. Implement initiatives like regular recognition programs, team-building activities, and feedback mechanisms. Conduct quarterly check-ins with employees to monitor progress. Create a communication plan to share improvements and next steps with employees. <p>Goal: Increase participation rates every year for the next three years:</p>	<p>Improve Patient Experience:</p> <p>Goal: Increase HCAHPS:</p> <ul style="list-style-type: none"> Assess baseline HCAHPS scores and identify areas for improvement, focusing on empathy, communication, and responsiveness to patient needs. Launch staff education on empathy and compassionate communication, incorporating HCAHPS-focused training. Implement a hospital-wide initiative to improve key touchpoints (e.g., pain management, nurse communication) based on HCAHPS results. Review data and adjust strategies based on survey results, aiming for the 75% target. 	<p>Financial Stewardship:</p> <p>Goal: Maintain Financial Health Through Cash Management and Debt Service</p> <ul style="list-style-type: none"> Regularly review cash flow projections, identify trends, and implement strategies to ensure that cash on hand remains at or above the required threshold. <p>Goal: Reduce Accounts Receivable (AR) Days to Industry Standard</p> <ul style="list-style-type: none"> Implement more efficient billing practices, streamline the claims process, and enhance the 	<p>Highest Quality Care:</p> <p>Goal: Continuously deliver the highest quality clinical care by achieving excellence in clinical performance, regulatory compliance, and patient-centered outcomes, with a focus on health equity.</p> <ul style="list-style-type: none"> Reimagine the Northern Inyo Healthcare District Quality Assurance and Performance Improvement (QAPI) Plan to align with the District's Strategic Plan. Achieve the maximum allowable metrics for the Quality Incentive Pool (QIP) annually, with a focus on cancer screenings 	<p>Community Needs:</p> <p>Goal: Decrease the amount of time new-to-provider patients have to wait for an appointment.</p> <ul style="list-style-type: none"> Measure next third available appointment per provider. Establish processes that maximize the workflows for patient access, clinical efficiency, and provider productivity. Monitor on a monthly basis; discuss daily at morning huddle of clinic and patient access leadership; discuss monthly with providers lagging for expected daily appointment.

<ul style="list-style-type: none"> • Promote the importance of surveys through internal communications and leadership messaging. • Offer incentives such as prize drawings for survey completion. • Simplify survey process to make participation easier. • Share results transparently to encourage future participation. 		<p>revenue cycle management system.</p> <ul style="list-style-type: none"> • Regular audits and training for billing staff will be implemented to minimize delays. <p>Goal: Reduce First Pass Denials</p> <ul style="list-style-type: none"> • Conduct regular training sessions for the billing and coding teams. • Streamline the claims submission process • Implement a robust audit process to ensure claims are correctly coded and documented before submission. 	<p>and mental health services.</p> <ul style="list-style-type: none"> • Improve the completion rates of cancer screenings (Breast, Colon, and Cervical). 	<ul style="list-style-type: none"> • Continuous monitoring by management and training provided to staff.
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<p>Turnover:</p> <p>Goal: Reduce overall turnover rate:</p> <ul style="list-style-type: none"> • Conduct exit interviews to identify common reasons for turnover. • Develop targeted retention strategies, such as improving work-life balance and offering professional development opportunities. • Work closely with leadership to address high-turnover departments. • Monitor turnover rates quarterly and adjust strategies as needed. 	<p>Press Ganey Survey:</p> <p>Goal: Improve Press Ganey Patient Experience Survey Scores</p> <ul style="list-style-type: none"> • Analyze existing Press Ganey survey data to identify key pain points in patient care and interaction. • Develop an action plan for each department based on survey feedback, including specific training for staff. • Launch initiatives to improve areas such as wait times, patient-doctor communication, and staff responsiveness. • Monitor results and make final adjustments to achieve increase in "very good" ratings. 	<p>Budget and Expense Management</p> <p>Goal: Meet or Exceed Budgeted Net Income</p> <ul style="list-style-type: none"> • Review and adjust operational budgets as needed • Monitor departmental performance against budget expectations • Ensure appropriate cost containment strategies are in place. <p>Goal: Maintain Capital Spending Discipline</p> <ul style="list-style-type: none"> • Develop a comprehensive capital expenditure plan and establish approval processes to ensure spending is controlled and justified. 	<p>Infection Prevention / Control:</p> <p>Goal: Maintain infection rates for healthcare-associated infections (HAIs) and reduce surgical site infections (SSIs).</p> <ul style="list-style-type: none"> • Zero infections for Central Line-Associated Bloodstream Infection (CLABSI), Catheter-Associated Urinary Tract Infections (CAUTI), Ventilator-Associated Pneumonia (VAP), and Hospital-Onset C. difficile infections. • Reduce Surgical Site Infections for key procedures year-over-year. 	<p>Continuous Review of Service Lines:</p> <p>Goal: Meet needs of community in a sustainable manner.</p> <ul style="list-style-type: none"> • Conduct referral patterns analysis to determine the highest number of outside referrals. • Work with outside stakeholders to develop strategies to address community health needs. • Work with community leaders, governmental agencies, not-for-profit organizations, social clubs, and other third party stakeholders to develop comprehensive plan.
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		<ul style="list-style-type: none"> Review project costs regularly to identify opportunities for cost savings. 		
<p>Retention Rate:</p> <p>Goal: Increase retention rate:</p> <ul style="list-style-type: none"> Partner with locals who offer housing options for staff. Improve internal communication and listen to employee feedback. Implement career development programs to support career growth. Conduct regular stay interviews to understand and address employees' needs. 	<p>Patient rounding:</p> <p>Goal: Implement Leader Patient Rounding in Patient Care Areas</p> <ul style="list-style-type: none"> Establish clear goals for rounding, including frequency, responsibilities, and expected outcomes. Develop and deploy training for leaders, ensuring they understand the importance of compassionate, empathetic interactions with patients during rounds. Implement rounds across the hospital, ensuring leaders are present and actively engaging with patients. Review the effectiveness of rounding through patient feedback, and make adjustments to 	<p>Productivity and Staffing:</p> <p>Goal: Establish Staffing Benchmarks and Control Labor Costs</p> <ul style="list-style-type: none"> Collect and analyze data on staffing needs and productivity, adjusting hiring, retention, and training strategies accordingly. <p>Goal: Migrate Provider Compensation Models to Include Productivity or Quality Components</p> <ul style="list-style-type: none"> Work with providers and legal teams to revise compensation contracts and ensure alignment 	<p>Culture of Safety:</p> <p>Goal: Foster a culture of safety through leadership development, employee engagement, and a systematic approach to reducing harm.</p> <ul style="list-style-type: none"> Implement BETA HEART Program Safety Education and Training for Leaders 	<p>Community Relations</p> <p>Goal: Promote the District with local, state, and national audiences; develop good-will with the public; communicate the services offered by NIHD.</p> <ul style="list-style-type: none"> CEO, executives, management, leaders, and other staff attend and participate in community events. Develop a robust marketing plan using internal and external strategies to promote the District. Work with State and Federal Representatives to effectively communicate the needs and challenges of the District.

	improve rounding quality and outcomes.	with performance goals.		
<p>Diversity, Equity, and Inclusion (DEI) Management Plan:</p> <p>Goal: Create an inclusive, equitable, and sustainable culture and work environment:</p> <ul style="list-style-type: none"> • Conduct DEI training for all employees, ensuring 100% participation. • Establish a DEI advisory committee to monitor progress and suggest improvements. • Create a DEI dashboard to track diversity metrics and share progress with staff. • Implement policies to ensure equitable access to career advancement opportunities. 	<p>Leadership Training:</p> <p>Goal: Executive Leadership Training on Quality Customer Experience and Employee Engagement</p> <ul style="list-style-type: none"> • Identify key training opportunities and providers for leadership, with a focus on customer experience and employee engagement. • Schedule and conduct training for all executive leadership. • Apply learned concepts to leadership practices, including regular monitoring and feedback to staff. • Evaluate the impact of leadership training on patient experience and employee morale. 	<p>Service Line Management:</p> <p>Goal: Conduct Annual Service Line Analysis and Ensure ROI for New Services</p> <ul style="list-style-type: none"> • Collaborate with clinical leadership to assess existing services and determine opportunities for optimization. • For new services, conduct thorough financial assessments before contract initiation. 	<p>Prioritizing Health Equity to Reduce Health Disparities:</p> <p>Goal: Prioritize health equity to reduce health disparities by focusing on vulnerable populations and addressing social determinants of health.</p> <ul style="list-style-type: none"> • Identify priority populations experiencing health equity disparities and implement action plans. • Stratify key clinical KPIs by demographic variables and include findings in the hospital's performance dashboards. • Deepen community relationships to mitigate health disparities and to provide equitable 	

			access to high quality services.	
<p>Leadership rounding:</p> <p>Goal: Conduct regular rounding with teams to address issues in real-time.</p> <ul style="list-style-type: none"> • Develop a rounding schedule and assign responsibilities to leadership. • Log rounding sessions in a centralized system. • Review feedback gathered during rounding sessions and create action items. • Report weekly rounding activity to the Executive Team for accountability. 	<p>District-wide education:</p> <p>Goal: Establish and Implement a District-Wide Patient Experience Education Plan</p> <ul style="list-style-type: none"> • Assess current patient experience standards and create a curriculum tailored to each department and role. • Launch district-wide training, ensuring all employees have access to the materials and sessions. • Complete training for all staff and gather feedback for continuous improvement. • Integrate patient experience education into the onboarding process for new employees. 	<p>Cash and Investment Management:</p> <p>Goal: Review Investments Annually for Maximum ROI</p> <ul style="list-style-type: none"> • Conduct an annual review of all investments, working with financial advisors to adjust strategies for optimal returns. 		

<p>Union Negotiations:</p> <p>Goal: Successfully negotiate successor contracts by October 31, 2025.</p> <ul style="list-style-type: none"> • Form a negotiation team and partner with representatives from key departments. • Develop a negotiation timeline and communication plan. • Meet regularly with union representatives to discuss priorities and address concerns. • Review financial models to ensure proposed contracts align with the District's goals. 	<p>Control and Monitoring:</p> <p>Goal: Ensure that patient experience improvements are sustained by instituting a formal observation and feedback process.</p> <ul style="list-style-type: none"> • Define the control plan, including observation tools, protocols, and a feedback loop for staff. • Conduct initial observations and provide feedback to department leaders. • Expand the control plan to all relevant areas, including regular monitoring and continuous improvement. • Analyze data to ensure that patient care continues to meet established compassion-based standards. 	<p>Seismic Compliance:</p> <p>Goal: Achieve Seismic 2030 NPC5 Compliance</p> <ul style="list-style-type: none"> • Ensure that necessary resources, project teams, and timelines are in place to meet seismic compliance requirements 		
<p>Leadership training:</p> <p>Goal: Provide monthly leadership training for all leaders.</p>				

<ul style="list-style-type: none">• Identify monthly training topics aligned with organizational goals.• Assign training modules through the Relias Learning Management System.• Monitor and report training completion rates to the Executive Team.• Gather feedback on training sessions to improve future content.				
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Board Meeting Civility Policy

Purpose & Values

The Board of Directors affirms that effective governance requires mutual respect, fairness, and a focus on the District's mission. This policy is adopted to protect the integrity of deliberations, ensure compliance with law, and maintain the trust of the community.

This policy establishes the process and standards for conducting Board of Directors meetings in a civil, orderly, and legally compliant manner. It provides rules for civility, meeting discussion, technology use, agenda management, and enforcement.

Unless otherwise provided by law or this policy, meetings shall be conducted in accordance with Robert's Rules of Order. In the event of a conflict between this policy, Robert's Rules, and the Brown Act, the Brown Act and applicable law shall control.

This policy applies to all members of the Board of Directors, as well as participants in Board and standing committee meetings, including staff, consultants, and advisory members.

Standards of Civility & Conduct

Board members are expected to uphold professionalism and respect during and outside of meetings.

Respectful Communication

- No interrupting, raising voices, sarcasm, ridicule, dismissive gestures, profanity, or personal attacks.
- Focus debate on issues, not personalities.

Equal Participation

- Each member shall be given an equal opportunity to speak.
- No monopolizing the floor; the Chair may set reasonable time limits on remarks, generally not exceeding five (5) minutes per round of comments per member.

Preparedness

- Members are expected to review agenda packets and materials in advance.
- Meetings should not be used to revisit background information already provided.

Respect for Public Comment

- Board members must listen attentively and avoid side conversations or phone use during public input.
- Public comment is not a debate with the Board; responses are addressed through staff or during the agenda discussion.

- The Chair may adjust speaking time limits for all speakers equally, consistent with the Brown Act (Gov. Code §54954.3).

Cell Phones & Technology

- Board members shall not use cell phones, text, email, or browse the internet during meetings except for emergencies or to view agenda materials.
- Device use during public comment is prohibited.

Confidentiality & Closed Session

- Members must respect the confidentiality of closed session discussions as required by the Brown Act (Gov. Code §54963).
- Civility standards apply equally in closed session; debate must remain respectful and orderly.

Board–Staff Interaction

- Board members shall direct requests for information through the Chief Executive Officer, not directly to staff.
- No micromanaging or directing staff in public meetings.

Board Member Communications Outside of Meetings

- Board members shall not use email, text, or phone chains to engage in “serial meetings” or reach a consensus outside of publicly noticed meetings, in compliance with the Brown Act (Gov. Code §54952.2).
- Emails or messages between board members must not be used to stir conflict, undermine fellow directors, or debate District business outside of meetings.
- Written communications between members should remain professional and respectful, recognizing they may become part of the public record.

Out-of-Meeting Conduct

- Civility standards apply outside the boardroom, including in emails, public events, and on social media.
- Board members shall not disparage fellow directors, staff, or the District in public settings.
- Concerns about civility violations outside of meetings may be reported in writing to the Board Chair and Governance Committee for review.

Conflict of Interest & Ethical Conduct

- Board members must disclose conflicts of interest as required by law (Gov. Code §87100 et seq.).
- Members shall refrain from participating in discussion or action on items where such conflicts exist.

Chair-Specific Civility

- The Chair must apply these rules consistently and fairly, without favoring one member over another.
 - The Chair shall not use procedural authority to silence or favor any member.
 - The Chair should ensure all members are recognized and not dominate discussion.
 - The Board affirms its responsibility to support the Chair in enforcing this policy.
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Meeting Procedures: Order of Discussion for Each Agenda Item

1. **Chair Introduces the Item**
 2. **Presentation of Item**
 3. **Public Comment** – 3 minutes per speaker; 30 minutes total unless extended by the Chair
 4. **Board Discussion**
 - o **Step 1 – Round-Robin Discussion:** Each Board member is called on in turn; members may speak or “pass.” No interruptions.
 - o **Step 2 – Clarification and Responses:** Staff or other members may clarify, directed through the Chair.
 - o **Step 3 – Open Floor Discussion:** Members may request recognition; repetition should be avoided.
 - o **Step 4 – Summarizing Key Points:** Chair summarizes the discussion.
 - o **Step 5 – Final Comments:** Chair invites final remarks.
 - o **Step 6 – Transition to Action:** Chair calls for a motion.
 5. **Motion and Vote** – Motion made and seconded, restated by the Chair, then voted on. Roll call required if remote participation.
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Agenda Management

- **Adding Items** – Individual Board members may request items for a future agenda by submitting the request to the Chief Executive Officer and Board Chair in advance.
- **Review** – The Board Chair and CEO review requests to determine placement, timing, and whether additional background information is required.

- **Final Authority** – The Board, acting as a body, may add items during a meeting only as allowed under the Brown Act (Gov. Code §54954.2(b)).
 - **No Off-the-Cuff Additions** – Items shall not be added or acted upon during meetings unless they meet the legal urgency exception and are approved by a two-thirds vote.
 - **Applicability to Committees** – These procedures apply to all meetings of the Board of Directors and standing committees, unless otherwise modified by committee charter.
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Public Disruptions

- Members of the public are expected to maintain civility during meetings.
 - The Chair may first issue a verbal warning to restore order.
 - If disruption continues, the Chair may call the individual to order and direct them to cease the conduct.
 - If the disruption persists, the Chair may direct the removal of the individual in accordance with Government Code §54957.9.
 - In extreme cases, if the meeting is rendered unfeasible, the Board may clear the meeting room and continue in compliance with the Brown Act.
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Enforcement & Consequences

General

- All members, including the Chair, are subject to this policy.
- Violations will be addressed promptly, consistently, and respectfully to preserve the integrity of the Board's work.

A. Cell Phone & Technology Violations

- First violation: The Chair issues a reminder.
- Repeated violation: The member may be asked to step out of the meeting until in compliance.
- Persistent disregard: The violation is documented in the minutes and referred to the Governance Committee for review.

B. If a Board Member Violates Civility or Meeting Procedure

The Chair may take the following steps, escalating as needed:

1. Reminder – Chair reminds the member of the rule.
2. Call to Order – If the conduct continues, the Chair calls the member to order.

3. Loss of Floor – If the member refuses to comply, the Chair may withhold recognition.
4. Recess – The Chair may call a brief recess to restore order.
5. Referral – Repeated violations are documented in the minutes and referred to the Governance Committee or the full Board.
 - o The **Governance Committee** may review conduct, recommend censure or corrective action, and report findings at a regular Board meeting. The Committee’s role is advisory; final action rests with the full Board.
6. Board Action – The full Board may act by:
 - o Issuing a warning or reprimand.
 - o Adopting a censure resolution.
 - o Removing the member from officer or committee roles (as permitted by law).
 - o Requiring additional training (such as governance, civility, or Brown Act training offered by CSDA or another recognized provider).

C. If the Chair Violates this Policy

If the Chair fails to follow these rules or does not apply them fairly, the Board may take the following actions:

1. Point of Order – Any member may raise a Point of Order. The Chair must allow it to be heard.
2. Discussion – The Board may briefly discuss whether the Chair’s action violated this policy.
3. Board Vote – By majority vote, the Board may:
 - o Overrule the Chair’s ruling.
 - o Direct the Chair to comply with the policy.
 - o Appoint a temporary presiding officer.
4. Documentation – Any such action is recorded in the minutes.

D. Serious or Ongoing Misconduct

- If a member (including the Chair) repeatedly violates this policy or engages in serious misconduct, the Board may take further action, including:
 - o Issuing a formal censure.
 - o Removing the member from officer or committee positions (as permitted by law).
 - o Requiring additional training (such as governance, civility, or Brown Act training offered by CSDA or another recognized provider).

- **Annual Acknowledgment** – All Board members shall annually acknowledge in writing their commitment to this policy.

Removal from Office

- The Board does not have authority to remove an elected director from office.
 - Removal, if necessary, is governed by the District bylaws and California law, including voter recall and judicial declaration of vacancy.
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Definitions

- **Censure** – A formal resolution adopted by the Board expressing disapproval of a member's conduct.
- **Serial Meeting** – A series of communications, directly or through intermediaries, that results in a majority of the Board discussing, deliberating, or reaching consensus outside of a publicly noticed meeting, prohibited by the Brown Act (Gov. Code §54952.2).
- **Recess** – A temporary pause in a meeting called by the Chair to restore order or allow for a break.
- **Point of Order** – A procedural motion raised by a Board member to call attention to a violation of the rules or this policy.

Board Self-Assessment Action Plan

August 2025 – Early Starts (Already in Progress)

- **Board Communication & Engagement Foundations**
 - o CEO begins weekly updates (emails), urgent calls, and voice memos for non-urgent issues.
 - o Board Clerk clarifies process for Board members to request agenda items (Governance Committee discussion).
 - o COO coordinates hospital tours or rounding opportunities for Board members.
 - **Governance & Strategic Direction**
 - o Share Board self-assessment presentation slides with the Board.
 - o Governance Committee reviews Mission, Vision, and Values alongside the Strategic Plan.
 - o Document shared expectations for incoming CEO to guide hiring/onboarding.
 - o Board remains actively involved in finalizing CEO hiring process.
 - **Community Engagement**
 - o Marketing and Board Clerk draft public-facing calendar of community events.
 - o Board and CEO (with Marketing/Clerk) maintain and promote the community event calendar.
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September 2025 – Foundations, Compliance & Meeting Conduct

- **Compliance & Meeting Rules**
 - o Confirm Directors and Officers (D&O) liability coverage for executive staff.
 - o Provide Institute for Healthcare Improvement (IHI) governance materials to the Board.
 - o Legal Counsel conducts Brown Act training.
 - o Chair implements Robert's Rules of Order sequencing consistently at meetings.
 - o CEO informs staff that non-presenters attend Board meetings as members of the public only.
 - o Board sustains collaborative tone and incorporates individual member strengths into decision-making.
- **Governance Tools & Communication Protocols**
 - o Governance Committee reviews and updates the Board's Code of Conduct.
 - o CEO and Executive Team develop vetting process for staff-generated agenda items.
 - o Board and CEO define the Board's role at community events.
- **Financial Oversight & Engagement**
 - o Finance Committee continues monitoring financial turnaround progress (standing).

- o Board participates in staff appreciation efforts (employees, providers, volunteers).
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October 2025 – Strategic Direction & Partnerships

- **Governance & Culture**
 - o Board begins discussion on documenting/formalizing how Board diversity and member strengths support governance.
 - **Strategic Planning**
 - o Governance Committee meets to discuss long-term vision and service line strategy.
 - Includes physician recruitment as part of service line strategy.
 - o Board explores partnership opportunities (Mammoth, Toiyabe, Southern Inyo, Valley Health).
 - o Board and CEO discuss Northern Inyo Healthcare District's (NIHD) role in restoring access in Northern Mono County (Bridgeport Clinic).
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November 2025 – Engagement & Oversight

- **Community & Staff Engagement**
 - o Foundation and Auxiliary begin presenting regular updates at Board meetings.
 - o Board and Foundation host a provider/community recognition event.
 - **Workforce Development**
 - o Executive Team updates Board on physician recruitment and workforce development initiatives.
 - **Oversight & Infrastructure**
 - o CEO and IT Team review IT infrastructure and report findings.
 - o Finance Committee reviews billing issues and reports to the Board.
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December 2025 – CEO Evaluation & Closing the Loop

- **CEO Evaluation Process**
 - o Board refines CEO evaluation process (format, frequency, 360-degree feedback).
- **Board Development**
 - o Full Board revisits Board self-assessment themes to close the feedback loop.