

Board Meeting

Governance Meeting - January 13, 2026

Agenda

[Governance Committee Agenda - January 13, 2026](#) 2

Old Business

[Board Self-Assessment Action Plan Checklist](#) 4
[Advocacy Platform](#) 6
[Board Civility and Code of Conduct Policy](#) 7
[Governance Committee Charter - draft](#) 13
[Governance Committee Charter - draft redline](#) 15
[Onboarding and Continuing Education of Board Members](#) 19
[Purchasing and Signature Authority](#) 23

New Business

[Governance Meeting Minutes - December 9, 2025](#) 26



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

January 13, 2026 at 2:00 pm

The Governance Committee will meet in person at 150 Pioneer Lane. 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/s/86114057527>

Webinar ID: 861 1405 7527

Passcode: 898843

PHONE CONNECTION:

(669) 444-9171

(253) 215-8782

Webinar ID: 861 1405 7527

1. Call to Order at 2:00 pm
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. Old Business
 - a) Board Self-Assessment Action Plan Checklist – Information Item
 - b) Advocacy Platform – Action Item
 - c) Civility and Code of Conduct Policy – Action Item
 - d) Governance Committee Charter – Action Item
 - e) Onboarding and Continuing Education of Board Members Policy – Action Item
 - f) Purchasing and Signature Authority – Action Item

4. New Business
 - a) Meeting Minutes – December 9, 2025 – Action Item
5. General Information from Board Members – Information Item
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 the administration at (760) 873-2838 at least 24 hours prior to the meeting.

Board Self-Assessment Action Plan

August 2025 – Early Starts (Already in Progress)

Board Communication & Engagement Foundations

- CEO begins weekly updates (emails), urgent calls, and voice memos for non-urgent issues.
- Board Clerk clarifies process for Board members to request agenda items (Governance Committee discussion).
- COO coordinates hospital tours or rounding opportunities for Board members.

Governance & Strategic Direction

- Share Board self-assessment presentation slides with the Board.
- Governance Committee reviews Mission, Vision, and Values alongside the Strategic Plan.
- Document shared expectations for incoming CEO to guide hiring/onboarding.
- Board remains actively involved in finalizing CEO hiring process.

Community Engagement

- Marketing and Board Clerk draft public-facing calendar of community events.
- Board and CEO (with Marketing/Clerk) maintain and promote the community event calendar.

September 2025 – Foundations, Compliance & Meeting Conduct

Compliance & Meeting Rules

- Confirm Directors and Officers (D&O) liability coverage for executive staff.
- Legal Counsel conducts Brown Act training.
- Chair implements Robert's Rules of Order sequencing consistently at meetings.
- CEO informs staff that non-presenters attend Board meetings as members of the public only.
- Board sustains collaborative tone and incorporates individual member strengths into decision-making.

Governance Tools & Communication Protocols

- Governance Committee reviews and updates the Board's Code of Conduct.
- CEO and Executive Team develop vetting process for staff-generated agenda items.
- Board and CEO define the Board's role at community events.

Financial Oversight & Engagement

- Finance Committee continues monitoring financial turnaround progress (standing).
- Board participates in staff appreciation efforts (employees, providers, volunteers).

October 2025 – Strategic Direction & Partnerships

Governance & Culture

- ☒ Board begins discussion on documenting/formalizing how Board diversity and member strengths support governance.

Strategic Planning

- Governance Committee meets to discuss long-term vision and service line strategy. Includes physician recruitment as part of service line strategy.
- ☒ Board explores partnership opportunities (Mammoth, Toiyabe, Southern Inyo, Valley Health).
- ☒ Board and CEO discuss Northern Inyo Healthcare District's (NIHD) role in restoring access in Northern Mono County (Bridgeport Clinic).

November 2025 – Engagement & Oversight

Community & Staff Engagement

- ☒ Foundation and Auxiliary begin presenting regular updates at Board meetings.
- ☒ Board and Foundation host a provider/community recognition event.

Workforce Development

- Executive Team updates Board on physician recruitment and workforce development initiatives.

Oversight & Infrastructure

- ☒ CEO and IT Team review IT infrastructure and report findings.
- ☒ Finance Committee reviews billing issues and reports to the Board.

December 2025 – CEO Evaluation & Closing the Loop

CEO Evaluation Process

- Board refines CEO evaluation process (format, frequency, 360-degree feedback).

Board Development

- Full Board revisits Board self-assessment themes to close the feedback loop.



NORTHERN INYO HEALTHCARE DISTRICT

ANNUAL PLAN

Title: Advocacy Platform		
Owner: Chief Executive Officer	Department: Administration	
Scope:		
Date Last Modified: 11/05/2025	Last Review Date: No Review Date	Version: 1
Final Approval by: NIHD Board of Directors	Original Approval Date:	

Purpose

To adopt the District's Advocacy Platform yearly, establishing the policy direction that will guide NIHD's participation in legislative, regulatory, and associated activities supporting rural healthcare and good governance.

Proposed Priority Areas for the Advocacy Platform:

1. **Critical Access Hospital (CAH) Priorities** – financial sustainability, workforce development, access to care, and other issues central to rural hospital operations.
2. **Health in Rural Communities** – transportation, broadband, telehealth, chronic disease, behavioral health, and social determinants aligned with CHNA findings.
3. **Special District Governance** – district authority, independence, protecting local revenue and control, access to state and federal infrastructure funding opportunities, and Brown Act or governance-related statutory changes.
4. **General Healthcare Issues** – statewide and federal policy impacts, including reimbursement challenges, ACA subsidy implications, and major statewide initiatives.

The priorities serve as NIHD's guiding principles for annual advocacy. They reflect the areas where the Board places the highest emphasis that support NIHD's mission, values, and long-term rural healthcare sustainability. These priorities guide NIHD's advocacy direction without limiting the District's ability to act on related or emerging issues consistent with the Advocacy Policy.

Implementation and Reporting

Staff will monitor legislative and regulatory developments in partnership with Association of California Healthcare Districts (ACHD), District Hospital Leadership Forum (DHLF), California Hospital Association (CHA), and California Special District Association (CSDA).

A minimum of Quarterly updates will be provided to the Governance Committee.

If necessary, the CEO has the authority to take action on legislative issues with the concurrence of the Chair of the Governance Committee and consistent with the Advocacy Policy. The CEO will report all advocacy actions taken at the next regular meeting of the Board of Directors.

Supersedes: Not Set



NORTHERN INYO HEALTHCARE DISTRICT NON-CLINICAL POLICY

Title: Board Civility and Code of Conduct Policy		
Owner: Chief Executive Officer	Department: Administration	
Scope:		
Date Last Modified: 01/08/2026	Last Review Date: No Review Date	Version: 2
Final Approval by: NIHD Board of Directors	Original Approval Date:	

PURPOSE: The Board of Directors is committed to creating a meeting environment where every voice is heard with respect, discussions are conducted with fairness, and decisions reflect the District's mission of serving our community.

This policy is designed to support productive, well-organized meetings that encourage open dialogue, foster collaboration, and build public trust. It provides clear guidance on how the Board and all participants will work together with civility, professionalism, and integrity.

Meetings will follow Robert's Rules of Order to ensure consistency and fairness. In the event of a conflict between this policy, Robert's Rules, and the Brown Act, the Brown Act and applicable law will 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, advisory members, and members of the public.

STANDARDS OF CIVILITY AND CODE OF CONDUCT

Respectful Communication

- Members are expected to listen respectfully and speak courteously.
- Communication should foster constructive dialogue and avoid interruptions, raised voices, sarcasm, ridicule, dismissive gestures, profanity, or personal attacks.

Equal Participation

- Each member will have an equal opportunity to contribute to discussion.
- The Chair may set reasonable time limits on remarks, generally not exceeding five (5) minutes per round, to help ensure balanced participation.

Preparedness

- Members are expected to come prepared, having reviewed agenda packets and materials in advance.
- Meetings are most effective when discussion builds on the background information already provided, rather than revisiting it.

Respect for Public Comment

- Public comment is a valued opportunity for community input. Board members listen respectfully, and responses—when appropriate—may be provided at a later time through staff or subject-matter experts, or during an agendized discussion.
- The Chair may adjust speaking time limits for all speakers equally, consistent with the Brown Act (Gov. Code §54954.3).

Cell Phones & Technology

- During public comment, members are encouraged to give their full attention to speakers without using devices.
- Limited use is appropriate only for emergencies, agenda materials, or urgent District business.

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.

Board–Staff Interaction

- Requests for information should be directed through the Chief Executive Officer to ensure clarity and respect staff's reporting structure.

Board Member Communications Outside of Meetings

- Board members should avoid 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).
- Board communications should be respectful and focused on logistics or information, with discussion of District business reserved for public 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 model professionalism by speaking respectfully about the District, staff, and fellow directors in public settings.
- Concerns about civility violations outside of meetings may be reported in writing to the Board Chair and Governance Committee for review.

Board Member Media and Public Communications

- **Board members serve as visible representatives of the District and must exercise care when communicating publicly to preserve public trust, comply with law, and avoid confusion regarding the District's official positions.**

- Individual Board members may express personal views in public settings; however, they shall not speak on behalf of the District, the Board as a body, or District staff unless specifically authorized to do so by the Board Chair or the Chief Executive Officer.
- All media inquiries, interview requests, filming requests, or requests for comment regarding District operations, incidents, patients, personnel, or Board actions must be referred promptly to the Chief Executive Officer or the Manager of Marketing, Communications, and Strategy, consistent with the District's Media Policy.
- Board members shall not provide off-the-record statements, background information, or informal commentary to members of the media regarding District matters.
- Board members shall not disclose confidential information, including closed session discussions, protected health information, personnel matters, attorney-client communications, or other non-public District information, in any public forum, including interviews, social media, or public meetings.
- When communicating publicly, including on personal social media platforms, Board members shall take reasonable steps to avoid statements that could reasonably be interpreted as representing official District policy, direction, or decisions, unless such statements have been formally adopted by the Board.
- Board members shall respect the role of designated spokespersons and avoid actions that could undermine coordinated public messaging during emergencies, incidents, or matters of heightened public interest.

Code of Conduct Commitments

I will:

1. represent the best interests of NIHD and be a positive example to others within NIHD and within the community in both my attitude and actions, acting at all times with honesty, integrity, diligence, competence, and in good faith;
2. become and stay knowledgeable about the Board's bylaws, policies, and procedures;
3. become well-informed about each matter coming before the Board for decision;
4. bring matters to the Board's attention that I believe may have a significant effect on the well-being of NIHD, its services, employees, or mission;
5. participate actively in Board and committee discussions;
6. listen carefully to other members and consider their opinions respectfully, particularly if they differ from mine;
7. respect and support the majority decisions of the Board, even if I disagree with that result;
8. acknowledge conflicts that arise between my personal interests and the Board's activities, identifying them early and withdrawing from related discussions and votes;
9. maintain, in accordance with law, the confidentiality of information provided to me in my role as a Board Member;
10. refer Board member complaints promptly and directly to the Board Chair and to the Chief Executive Officer (CEO), as appropriate;
11. surrender all information related to NIHD matters to my successor, but continue to maintain related duties of confidentiality;
12. comply with all NIHD policies and procedures to support and model a work environment that discourages any form of inappropriate conduct, harassment, discrimination, or retaliation;
13. recognize and respect the differentiation between Board and staff responsibilities.

I will not:

1. share opinions elsewhere that I am unwilling to discuss before the Board or its committees;
2. decide how to vote before hearing discussion and becoming fully informed;
3. interfere with duties and activities of other Board members;
4. speak publicly on behalf of the Board unless specifically authorized to do so by the Board Chair or CEO, consistent with the NIHD Media Policy.

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; Board members may speak or “pass.” No interruptions.
 - o **Step 2 – Clarification and Responses:** Staff or other Board members may clarify, directed through the Chair.
 - o **Step 3 – Open Floor Discussion:** Board 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.

The Chair may adjust this process for routine or time-sensitive items, while ensuring all Board members have an opportunity to contribute.

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.
- **Two-Member Request** – If two Board members wish to place an item on a future agenda, they may do so by notifying the **Board Clerk**. The Clerk will confirm whether a second Board member supports the request, without Board members contacting each other directly, to avoid Brown Act violations. Items supported by two Board members will be placed on a future agenda, generally within two regular meetings, unless additional preparation is required.
- **Review** – For single-member requests, the Board Chair and CEO review the item 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 should 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.

Public Disruptions

- Members of the public are expected to maintain civility and respect during meetings.
- If a disruption occurs, the Chair may first issue a verbal warning and request that order be restored.
- If the disruption continues, the Chair may call a brief recess to address the matter privately with the individual.
- If disruption persists after these steps, the Chair may call the individual to order.
- If necessary, the Chair may direct the removal of the individual in accordance with Government Code §54957.9.
- In extreme cases, if willful interruptions make it unfeasible to continue the meeting, the Board may clear the meeting room and proceed in compliance with the Brown Act, while allowing members of the press and non-disruptive attendees to remain (Brown Act requirement).

Enforcement & Consequences

General

This policy applies equally to all Board members, including the Chair. When concerns arise, they will be addressed promptly, consistently, and respectfully to maintain order and trust in the Board's work.

If a Board Member Violates Civility or Meeting Procedure

The Chair may take the following steps, escalating only as necessary:

1. **Reminder/Redirection** – The Chair provides a reminder or may call a brief recess to redirect discussion privately.
2. **Call to Order** – If needed, the Chair formally calls the Board member to order.
3. **Referral** – Repeated or disruptive violations are documented and referred to the Governance Committee, which may recommend corrective action or training and report findings to the full Board.
4. **Board Action** – If necessary, the full Board may take corrective action, such as:
 - Issuing a private or public warning.
 - Requiring additional training (such as governance, civility, or Brown Act training offered by CSDA or another recognized provider).

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 Board 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:
 - Overrule the Chair's ruling.
 - Direct the Chair to comply with the policy.
 - Appoint a temporary presiding officer.
4. **Documentation** – Any such action is recorded in the minutes.

Removal from Office

The Board does not have the 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.

Definitions

- **Point of Order** – A procedural motion raised by a Board member to call attention to a violation of the rules or this policy.
- **Recess** – A temporary pause in a meeting called by the Chair to restore order or allow a break, after which the meeting resumes.
- **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).
- **Brown Act** – California's open meeting law (Gov. Code §54950 et seq.), requiring transparency and public access to local government meetings.

Annual Acknowledgement

I, _____, acknowledge that I have received and reviewed the Northern Inyo Healthcare District Board Civility & Code of Conduct Policy and commit to uphold its standards. I will annually reaffirm this commitment in writing.

Signature

Date

Supersedes: v.1 Board Civility and Code of Conduct Policy



NORTHERN INYO HEALTHCARE DISTRICT COMMITTEE CHARTER

Title: Governance Committee Charter		
Owner: Chief Executive Officer	Department: Administration	
Scope:		
Date Last Modified: 01/09/2026	Last Review Date: No Review Date	Version: 2
Final Approval by:	Original Approval Date:	

Board of Directors Bylaws: Governance Committee

1. The Governance Committee shall consist of two members of the Board of Directors and one alternate.
2. The function of the Governance Committee is to review and recommend amendments to the District's Bylaws and Board policies and to advise the Board of Directors on matters of Board governance.
3. The Governance Committee Shall meet quarterly or as needed.
4. Governance Committee meetings shall be conducted according to the Brown Act. The general public, patients, their families and friends, Medical Staff, and District staff are always welcome to attend and provide input.

COMMITTEE PURPOSE

The Committee reviews Board governance structure and policies, oversees Board development practices and committee charters, and oversees the District's Board advocacy platform, including legislative and regulatory matters affecting the District, and makes recommendations to the Board of Directors on governance-related matters.

COMMITTEE RESPONSIBILITIES

1. Review and recommend amendments to the District's Bylaws
2. Review and recommend Board governance policies
3. Review and recommend Board committee structure and committee charters
4. Oversee Board orientation and onboarding processes
5. Recommend Board education and governance training priorities
6. Monitor governance-related statutory training requirements applicable to Board members
7. Ensure an annual Board self-assessment is conducted and review results to recommend governance improvements
8. Maintain and implement a governance policy review schedule
9. Review and recommend the District's Board advocacy platform

10. Review legislative and regulatory issues affecting the District and recommend advocacy priorities and legislative representation to the Board
11. Serve as the forum for governance matters not assigned to another standing committee
12. Perform other governance-related duties as assigned by the Board

FREQUENCY OF REVIEW/REVISION

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

Supersedes: v.1 Governance Committee Charter



NORTHERN INYO HEALTHCARE DISTRICT COMMITTEE CHARTER

Title: Governance Committee Charter		
Owner: Chief Executive Officer	Department: Administration	
Scope:		
Date Last Modified: 01/09/2026	Last Review Date: No Review Date	Version: 2
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COMMITTEE PURPOSE

The Committee reviews Board governance structure and policies, oversees Board development practices and committee charters, and oversees the District's Board advocacy platform, including legislative and regulatory matters affecting the District, and makes recommendations to the Board of Directors on governance-related matters.

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.

COMMITTEE RESPONSIBILITY

1. Review and recommend amendments to the District's Bylaws
2. Review and recommend Board governance policies
3. Review and recommend Board committee structure and committee charters
4. Oversee Board orientation and onboarding processes
5. Recommend Board education and governance training priorities
6. Monitor governance-related statutory training requirements applicable to Board members
7. Ensure an annual Board self-assessment is conducted and review results to recommend governance improvements
8. Maintain and implement a governance policy review schedule
9. Review and recommend the District's Board advocacy platform
10. Review legislative and regulatory issues affecting the District and recommend advocacy priorities and legislative representation to the Board
11. Serve as the forum for governance matters not assigned to another standing committee
12. Perform other governance-related duties as assigned by the Board

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

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: v.1 Governance Committee Charter



NORTHERN INYO HEALTHCARE DISTRICT NON-CLINICAL POLICY AND PROCEDURE

Title: Onboarding and Continuing Education of Board Members		
Owner: Chief Executive Officer		Department: Administration
Scope: Board of Directors		
Date Last Modified: 01/06/2026	Last Review Date: No Review Date	Version: 3
Final Approval by: NIHD Board of Directors		Original Approval Date:

Purpose/Policy

This document outlines the onboarding and orientation process for newly elected or appointed Board Members of the Northern Inyo Healthcare District (NIHD). The process ensures each Director receives the information, access, and introductions necessary to begin performing governance responsibilities.

Board Chair

- Meeting norms
- Roles and Communication
- Committees
- Board Culture

Chief Executive Officer (CEO): provides a general orientation that includes:

- Orientation to Special Districts and Healthcare Districts
- Introduction to NIHD's history and structure
- Mission, Vision, and Values
- Organizational Chart
- Strategic Plan
- Update on current events and issues.

General Counsel: reviews the Board Member's legal and statutory responsibilities:

- Brown Act requirements
- Public meeting procedures
- Overview of District authorities and limits

Executive Team: the new Board Member meet individually with:

- Chief Business Development Officer
- Chief Financial Officer
- Chief Human Resources Officer
- Chief Medical Officer
- Chief Nursing Officer
- Chief Operating Officer
- Chief of Staff

Compliance Officer:

- NIHD's Compliance Program
- Compliance & Business Ethics Committee
- Board Reference Binder
- How Compliance supports Board operations

Clerk of the Board: supports the Board Member through the following onboarding activities:

1. Provide initial access and materials:
 - Issue District identification badge
 - Initiate IT access and email credential setup
2. Support completion of required regulatory filings and trainings:
 - Form 700
 - AB 1234 Ethics Training
 - Sexual Harassment Prevention Training
 - Board Civility and Code of Conduct acknowledgment
 - Stipend Payment
3. Coordinate meetings and orientation activities:
 - Introduction to the Executive Team
 - Meeting with the Compliance Officer
 - Hospital campus tour
 - Photography appointment with Marketing/Communications
4. Collect Information:
 - Biography Information

Continuing Education

Administration will recommend external Board development opportunities, trainings, and conferences.
Education will be reimbursed according to District policy.

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

~~Complete and sign necessary paperwork with Human Resources.~~

~~Introduction to NIHD Workforce: a review of NIHD benefits, special events, community involvement.~~
~~Arrange District campus tour.~~

Clerk of the Board

~~Receives tablet, user ID and email~~

~~Completes FPPC Statement of Economic Interest Form 700~~

~~Initiates required regulatory training (i.e. AB1234 Ethics training, Sexual Harassment Prevention training).~~

~~Discuss cost effectiveness and efficiency of direct deposit reimbursement of expenses and stipends versus paper check process. Recommend and complete as appropriate.~~

~~Provides overview of Board Meeting structure.~~

~~Arrange District leadership introductions, department tours, and services line overview.~~

Chief Executive Officer (CEO)

~~Meets with CEO to review the Mission, Vision, Values, Organizational Chart, and Strategic Plan of the District.~~

~~Reviews patient grievance process.~~

~~Reviews Board policies.~~

~~Facilities meet and greet with Executive Team.~~

General Counsel

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

Compliance Officer

~~Reviews District's Compliance Program and Work Plan.~~

~~Completes NIHD Conflicts of Interest form.~~

~~Review Compliance and Ethics Committee structure, role and duties.~~

NIHD Board Chair and/or Vice Chair

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

Chief Financial Officer

~~Reviews most recent audited financials, budget and 10 year forecast.~~

~~Reviews monthly financials report and package.~~

~~Reviews Finance Committee role and duties.~~

Director of Quality

~~Reviews Quality Assurance Performance Improvement Plan (QA/PI).~~

~~Reviews Quality Dashboard.~~

~~Reviews Patient Satisfaction platform.~~

~~Reviews Quality and Safety Committee role and duties.~~

Director of Medical Staff Services

~~Reviews structure and duties of Medical Executive Committee.~~

~~Reviews current process for Medical Staff credentialing.~~

~~Reviews Medical Staff Peer Review process.~~

~~Reviews Medical Staff Bylaws.~~

~~Manager of Marketing, Communication & Strategy~~
~~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:~~

collaboration



NORTHERN INYO HEALTHCARE DISTRICT NON-CLINICAL POLICY AND PROCEDURE

Title: Purchasing and Signature Authority		
Owner: Chief Financial Officer	Department: Fiscal Services	
Scope: District Leadership		
Date Last Modified: 01/09/2026	Last Review Date: No Review Date	Version: 6
Final Approval by: NIHD Board of Directors	Original Approval Date: 04/20/2016	

PURPOSE:

To control the commitment of healthcare District funds, including purchasing and signing activities. Goods and services purchased with District funds must be necessary and relevant to the District's business and the advancement of its mission. District funds include Local District Taxing Authority revenues and carry with them fiduciary responsibilities. Proper stewardship of District funds is the responsibility of all employees involved in procurement transactions.

POLICY:

- Established purchase levels are tiered in low, mid, and high value purchasing authority. All purchases including purchase orders and check requests will follow these guidelines as outlined in the procedure below. The only exception made is for emergency purchases as outlined in the Emergency Purchases Policy.
- The Board of Directors delegates and approves authority for purchases to the Chief Executive Officer (CEO).
- The CEO delegates purchasing authority to the Chief Financial Officer (CFO), Chief Medical Officer (CMO), Chief Nursing Officer (CNO), Chief Operating Officer (COO), Chief Human Resource Officer (CHRO), Administrator on Call (AOC), directors (and equivalent level positions), and managers at the approval levels defined in the procedure below.
- Only those employees given explicit written authority by the Northern Inyo Healthcare District (NIHD) Board of Directors, currently the Chief Executive Officer (CEO) or CEO's designee may execute the procurement agreements.
- Group Purchasing Organization (GPO) contracts, approved by the CEO, allow Directors to work within the terms stipulated. Various departments utilize GPO contracts without requiring new signatures per the established purchasing levels.

PROCEDURE:

- District leadership may authorize purchases at the levels defined below for cost centers associated with their leadership position.
- Purchase authorization and approval levels are established in the following manner:
 - Manager – up to \$3,000
 - Director or equivalent position – up to \$10,000
 - Chief - up to \$25,000
 - CEO - up to \$40,000
 - All purchase requests above \$40,000 require the approval of the NIHD Board of Directors with the exception of Capital Approved purchases that were part of the NIHD Board Budget approval

process and purchases authorized in the approved District operational budget. See Capitalization of Asset policy for specific information on capital purchase limits.

3. Check signing
 - i. All checks will be electronically signed by a chief who has a signature card on file with the appropriate financial institution.
 - ii. Printed checks over \$10,000 will be hand-signed by a second chief who has a signature card on file with the appropriate financial institution.
4. Materials Management via Purchasing Department with Predetermined Catalog items
 - i. Board of Directors approves the annual District budget, which includes materials supplied via the Purchasing Department.
 - ii. Pre-established Periodic Automated Replenishing (PAR) levels based on department needs are built into the District's information system.
 - iii. Upon documented use of items, District Information System reorders the items necessary to maintain PAR stock.
 - iv. Items reordered within the PAR do not fall into the need for purchase orders or signature requirements listed within procedure #1.
 - v. Special order items, not routinely requested or on the PAR, do fall under the purchase signature requirements listed within procedure #1.
5. Emergency Purchasing Authorization
 - i. **Authority to Approve Emergency Purchases**
With prior approval from the Board Chair or the next Director in the chain of command, the CEO may authorize an unbudgeted purchase of up to **\$100,000** during a declared emergent operational situation when failure to act would be detrimental to District operations.
 - ii. **Board Notification Requirement**
If this emergency authority is exercised, the full Board must be notified and provided with the expenditure details and a summary of the circumstances at the earliest available Board meeting, for retroactive approval.
 1. If the expenditure is not approved by the full Board, the Board, in consultation with General Counsel, will determine whether any further review is conducted in open session (e.g., policy or procedural compliance) or in closed session in accordance with the Brown Act's personnel provisions (e.g., matters involving CEO performance).
 - iii. **Limitation of Emergency Authority**
This emergency authorization is limited to true emergency conditions and may not be used to circumvent the normal budgeting process or standard purchasing thresholds.
6. Reporting violations for complaints or concerns regarding compliance with the above, please contact the Chief Finance Officer (CFO) or the Compliance Officer.

REFERENCES:

1. The Joint Commission (CAMCAH Manual) January 2022. Standard LD.01.04.01 EP 1.

RECORD RETENTION AND DESTRUCTION:

Maintenance of Fiscal records, including documents associated with procurement contracts and purchase orders is for fifteen (15) years.

CROSS REFERENCE POLICIES AND PROCEDURES:

1. [Capitalization of Assets](#)
2. [Emergency Purchases](#)

Supersedes: v.5 Purchasing and Signature Authority

review

CALL TO ORDER

Northern Inyo Healthcare District (NIHD) Governance Chair Turner called the meeting to order at 9:31 am.

PRESENT

Jean Turner, Governance Chair
Laura Smith, Governance Alternate

Christian Wallis, Chief Executive Officer
Allison Partridge, Chief Operations Officer / Chief Nursing Officer

Patty Dickson, Compliance 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.

BOARD SELF-ASSESSMENT ACTION PLAN CHECKLIST

The Committee reviewed the remaining items on the Board Self-Assessment Action Plan and agreed that these topics—including Brown Act training, strategic planning alignment, and the CEO evaluation framework—will be incorporated into the January 2026 Board seminar. The Committee further decided that the checklist will be revisited at the January 2026 Governance Committee meeting to confirm completion of the seminar-related action items. Following that review, an update will be brought to the Board to formally close the feedback loop.

ADVOCACY PLATFORM

The Committee discussed the need to clarify and simplify the structure of the District's Advocacy Platform so it can serve as a practical tool for responding to legislation, shaping positions, and guiding timely advocacy actions. CEO Wallis presented a refined priority framework, focusing on priority areas that most directly impact NIHD's operations, governance expectations, and community health needs.

Proposed Priority Areas for the Advocacy Platform:

1. Critical Access Hospital (CAH) Priorities – financial sustainability, workforce development, access to care, and other issues central to rural hospital operations.
2. Special District Governance – district authority, independence, funding opportunities, and Brown Act or governance-related statutory changes.
3. Health in Rural Communities – transportation, broadband, telehealth, chronic disease, behavioral health, and social determinants aligned with CHNA findings.
4. General Healthcare Issues – statewide and federal policy impacts, including reimbursement challenges, ACA subsidy implications, and major statewide initiatives.

Staff will update the Advocacy Platform accordingly and bring the revised draft back to the Governance Committee in January 2026.

**POLICY DOCUMENTS
REQUIRING BOARD
APPROVAL**

The Committee received an update on which policy documents require Board approval, noting that BBK revised its earlier guidance and confirmed the District should continue its approach of sending only true policies—not procedures or internal processes—to the Board. NCOC and CCOC will now screen all documents to ensure correct classification before routing.

**BOARD OF DIRECTORS
SEMINAR**

The Committee outlined a two-day structure for the January 2026 Board seminar to ensure both governance training and strategic planning needs are met.

Day One – Governance & Board Operations

- Annual Brown Act refresher with practical guidance for real-world scenarios
- Guidance on responding to community emails and avoiding inadvertent Brown Act violations (e.g., reply-all)
- Review and updates to the Board Reference Binder, including new regulations (e.g., SB 707)
- Completion of required annual documents (Form 700, Code of Conduct, Civility Pledge, etc.)
- MEC attorney's presentation will be added to the reference binder and reviewed as part of annual training
- Polling the Board for any additional governance or training topics

Day Two – Strategic Direction

- Mission, Vision, and Values (MVV) review and updating
- Strategic planning session aligned with updated MVV
- Discussion of CEO evaluation framework linked to strategic priorities

The Board Clerk will poll the full Board for availability and topic preferences and will finalize dates.

**BOARD COMMITTEE
RESTRUCTURE**

The Committee reviewed the three-month pilot of the revised committee structure and agreed it has greatly improved scheduling consistency, overall workflow, and the timely movement of action items. Members noted that the use of alternate committee members reduced delays and created clearer, more reliable pathways for items to advance from committee to the full Board, strengthening overall governance.

Motion by Smith: to recommend approval of the Board Committee Restructure
2nd: Turner
Pass: 2-0

Compliance Officer Dickson briefed the Committee on the need to reestablish the Compliance and Ethics Committee, which has been inactive since 2020 but remains an important best-practice component of the District's compliance program. She noted that while not legally mandated, guidelines strongly recommend a functioning compliance committee that includes a board member

to ensure appropriate oversight, transparency, and risk mitigation, particularly in the event of regulatory review. Staff will prepare a proposal outlining committee membership and the designated board member role, and move forward as appropriate.

MEETING MINUTES

Motion by Turner: approve meeting minutes for November 12, 2025
Abstain: Smith
Yes: Turner
Pass: 1-0

EMERGENCY SPENDING
LIMITS FOR CEO

The Committee discussed adding emergency spending authority to the CEO's existing purchasing limits, allowing for rapid action during operational emergencies. Members agreed in concept to permit CEO expenditures of up to \$100,000 in emergencies where failure to act would be detrimental to District operations, subject to prior approval from the Board Chair or their designee and notification to the full Board as soon as possible. Staff will update the current policy accordingly.

Motion by Smith: to recommend the emergency spending authority policy be sent to the full board
2nd: Turner
Pass: 2-0

GENERAL INFORMATION

None

Adjournment

Adjourn at 10:28

David lent
Northern Inyo Healthcare District
Governance Chair

Attest:

Laura Smith
Northern Inyo Healthcare District
Governance Vice-Chair