

GOVERNANCE COMMITTEE MEETING MINUTES

October 19, 2020

Teleconference 1 415 655 0002 / Access Code 479 493 525

MEMBERS PRESENT:

Jessica Carter Peer, Committee Chair

Sanford N. Cohen, MD, Board Member (joined 1:16 p.m.)

Diane Champion, Board Member

Donna Clarke, Board Member

MEMBERS ABSENT:

None

OTHERS PRESENT:

Genny White, Board Office Coordinator

Tracy Pyles, Senior Managing Attorney

Mary A. McGillicuddy, General Counsel, Administrative Sponsor

George Knott, Board Counsel

The Governance Committee Meeting was called to order at 1:00 p.m. by Jessica Carter Peer, Committee Chair.

PUBLIC INPUT STATEMENT

Jessica Carter Peer acknowledged the Public Input Statement.

CONSENT AGENDA

Jessica Carter Peer asked for approval of the Consent Agenda consisting of the June 11, 2020, Governance Committee Meeting Minutes and the Board and Committee Calendar for 2021.

A motion was made by Diane Champion to approve the Consent Agenda. The motion was seconded by Donna Clarke and carried with no opposition.

BOARD PORTAL

Genny White led the Committee through a discussion and demonstration of a Board Portal tool, called OnBoard, that will serve as a “one stop shop” for Board members to electronically access board and committee packets, resource documents, policies, calendars, special district information, and other materials. After talking with multiple

vendors, OnBoard was identified as the partner of choice, subject to Committee and Board approval. OnBoard was determined to be the best option based on IT security, cost and ease of use. The startup cost of \$9,500 is accounted for in the FY2021 Board of Directors budget, thereafter the annual subscription cost is approximately \$9,000. This platform will allow access all board related documents in one place.

Jessica Carter Peer shared her screen on the WebEx to allow the Committee meeting participants to view her screen for a high level demonstration of OnBoard. The Committee discussed the timing for rolling out OnBoard to Board Members. Genny White advised that, pending Board approval, it will take time to compile materials, upload documents, and schedule training for the users. Genny White estimated that OnBoard would most likely be operational by late December 2020.

Donna Clarke made a motion to recommend approval to the Board of Directors the development and implementation of the OnBoard meeting and information management software service.

The motion was seconded by Diane Champion and carried with no opposition.

BOARD MEMBER ORIENTATION CONTENT REVIEW

As part of its Committee Charter, the Governance Committee is tasked with ensuring there is an initial orientation for new Board Members. Genny White reviewed the current list of orientation contents with the Committee and Board Counsel and discussion ensued.

George Knott suggested that each new Board Member participate in various meetings and explained that new Board Member orientation should include information on ethics, fiduciary duties, the Enabling Legislation, policy structure, the Sunshine Law and Public Records.

The Committee discussed options in the event there is more than one new Board Member, including the idea of an orientation committee/task force to publicly educate new members at the same time, instead of numerous individual meetings.

Mary McGillicuddy advised the Committee that past practice for new Board Member orientation has been a noticed meeting attended by new members, as well as Board Members who wanted to attend as a refresher, and that option is still available. The Committee further discussed the possibility of proceeding with a workshop for new Board Member orientation, in lieu of a meeting, because a workshop does not require a quorum.

BOARD EDUCATION

Genny White provided the Committee with an update that due to the pandemic, no outside education is scheduled until September of next year and to date the System has not budgeted for any travel expense.

The FHA and AHA annual conferences have been canceled and there has been no confirmation of any conferences for next year. Should these be canceled, the Committee discussed options for teleconferences or virtual education that would involve an expense, but not travel.

WORKSHOP FOLLOW-UP ITEMS

The Committee next discussed two items identified at the Board of Directors Governance Workshop held on October 8, 2020 for the Committee to review and discuss: (1) Charter revisions; and (2) Policy revisions.

Tracy Pyles presented for the Governance Committee's consideration proposed Charter revisions to the Audit; Quality, Safety and Patient Experience; and, Governance Committee Charters that would incorporate the Board's feedback from the Board of Directors Workshop. These revisions will make clear that the Audit Committee also serves as the Audit Selection Committee for the Board (Audit Committee Charter), incorporating Employee and Physician Engagement into the Quality, Safety and Patient Experience Committee's responsibilities (Quality, Safety and Patient Experience Committee Charter), and will increase the Committee membership of the Governance Committee from four (4) to five (5) members, thereby allowing an additional Board Member to serve on the Governance Committee (Governance Committee Charter).

The Committee discussed the proposed revisions including the process for recommending a new Governance Committee Member as proposed in the revised Governance Committee Charter and pursuant to Board policy.

Donna Clarke made a motion to recommend approval to the Board of Directors the proposed revisions to the Charters as presented.

The motion was seconded by Diane Champion and carried with no opposition.

Tracy Pyles next presented for the Governance Committee's consideration a proposed revision to Board Policy 10.56, Board Omnibus Policy on Committees that would incorporate the Board's feedback from the Board of Directors Workshop. The proposed revision would redefine the quorum requirements for Committee Meetings (Paragraph 3); confirm the ability to participate in Board and Committee Meetings via teleconference (Paragraphs 3 and 6); and change participation by non-Committee Members at

Committee meetings to allow, within each Committee Chair's discretion, non-Committee Board Members and members of administration attending a Committee meeting to comment during the Committee meeting (Paragraph 11).

The Committee had a thoughtful conversation regarding the revision relating to participation in Committee meetings by non-committee members. The Committee raised the point that it could place an onerous burden on the Committee Chair to use their discretion to allow or exclude participation and to control that participation. Non-Committee members can read a Board Packet and comment at a Board Meeting.

The Committee agreed to amend the policy but to remove the proposed revision in paragraph 11 feeling it would put the Committee Chair in an uncomfortable situation and may affect the goodwill established for a cohesive team.

Donna Clarke asked the Committee to consider stating in policy that every member of the Board would serve on two (2) committees and noted that increasing the Governance Committee from four (4) to five (5) members allowed every Board Member to serve on two (2) committees. Discussion ensued. Dr. Sanford Cohen felt that the Committee should not make it a requirement but instead an aspiration. Mary McGillicuddy suggested that the Committee bring this item back to consider adding an aspirational statement to the Omnibus Policy that all Board Members participate in a minimum of two (2) committees, without making it a requirement. The Committee agreed with this approach.

Diane Champion mentioned that, as it relates to the Audit Committee, she was not sure it would be feasible to proceed with a Committee Member change in March and continue executing the Audit Committee's business at hand.

Donna Clarke made a motion to recommend approval to the Board of Directors the proposed revisions to Board Policy 10.56 entitled Board of Directors Omnibus Policy on Committees as presented.

The motion was seconded by Diane Champion and carried with no opposition.

Tracy Pyles presented for the Governance Committee's consideration the proposed revisions to Board Policy 10.06, Conduct of Board Business, that would incorporate the Board's feedback from the Board of Directors Workshop. The proposed revisions would confirm the ability to participate in Board and Committee Meetings via teleconference (Policy 10.06, Attendance and Voting at Meetings by Teleconference Paragraph).

The Committee discussed the proposed revisions.

Donna Clarke made a motion to recommend approval to the Board of Directors the proposed revisions to Board Policy 10.06 entitled Conduct of Board Business as presented.

The motion was seconded by Diane Champion and carried with no opposition.

Before concluding the agenda, Jessica made a motion for the Committee to recommend and appoint Dr. Stephen Brown as a member of the Governance Committee to the Board Chair.

Diane seconded the motion and carried with no opposition.

NEXT REGULAR MEETING

The next Governance Committee Meeting will be held on March 5, 2021 at 1:00 p.m. with location and virtual mode to be determined.

ADJOURNMENT

The Governance Committee Meeting adjourned at 2:08 p.m. by Jessica Carter Peer, Committee Chair.

Minutes were recorded by Josephine Desibia

Signed by: Committee Chair

Signed: **Sanford Cohen, MD**

Date: **3/25/21**