

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

PRESENT Jean Turner, G.C. Chair (Vice Chair, Board of Directors)  
Stephen DelRossi, MSA, Chief Executive Officer  
Patty Dickson, Compliance Officer

PRESENT VIA ZOOM

ABSENT David McCoy Barrett, G.C. Board Member (Treasurer, Board of Directors)  
Barbara Laughon, Manager of Marketing & Strategy  
Katie Manuelito, Board Clerk & CFO Assistant

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

There were no comments from the public.

APPROVAL OF G.C. MEETING MINUTES FOR MAY 14, 2024 G.C. Chair Turner called attention to the May 14, 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. G.C. Chair Turner noted that the committees of the whole (Finance and Quality, Compliance, and Risk) have not been scheduled but recommended that the meeting schedule needs to be added to the Board Calendar of Time Sensitive Business.

**NEW BUSINESS:**

REVIEW AND DISCUSS ALL BOARD OF DIRECTORS POLICIES & PROCEDURES G.C. Chair Turner called attention to the review and discussion of all Board policies & procedures.  
Discussion ensued. The following were discussed:

- All Board policies & procedures should be included in the Board onboarding packet, reviewed during annual Board education, and assigned to the Board clerk to review each year.
- Discussed that all Board policies should have the Board

Governance Committee as one of the “reviewers”.

- Governance Committee would like a “clean” and a “redline” copy for the BOD June Meeting
- Policy settings should be set to review every 24 months for all Board Policies.
- G.C. Committee discussed that many “excerpts or sections” of the Board policies should be provided in a “quick reference guide” for the Board Chair and Board Clerk at each meeting.

1.) APPOINTMENTS  
TO THE NIHD  
BOARD OF  
DIRECTORS

This policy was merged (will be archived if new policy is approved) with the policies listed in 1, 5, 20 & 23 from the agenda list became an attachment to the merged policy, now titled: “Appointment/Election of Board Member to Fill Unexpired Term of Board Member.”

Discussion ensued. Ms. Turner recommended this new policy be presented to the NIHD full Board for approval with changes as discussed.

2.) ATTENDANCE AT  
MEETINGS

Add reference to summary section on teleconferencing.

Discussion ensued. Ms. Turner recommended this policy be presented to the NIHD full Board for approval with changes as discussed

3.) AUTHORITY OF  
THE CHIEF  
EXECUTIVE  
OFFICER FOR  
CONTRACTS AND  
BIDDING

Typos corrected, and record retention discussed.

Discussion ensued. Ms. Turner recommended this policy to be presented to the NIHD full Board for approval with changes discussed.

4.) BASIS OF  
AUTHORITY:  
ROLE OF  
DIRECTORS

No suggested changes. Ms. Turner approved current version to be presented to full Board for approval.

5.) BOARD MEMBER  
RESIGNATION  
AND FILLING OF  
VACANCIES

This policy will be archived if the full Board approves.  
“Appointment/Election of Board member to fill unexpired term of a Board member.

6.) CHIEF EXECUTIVE  
OFFICER  
COMPENSATION  
PHILOSOPHY

No suggested changes. Ms. Turner approved current versions to be presented to full Board for approval.

7.) COMPENSATION  
OF THE CHIEF  
EXECUTIVE  
OFFICER

No suggested changes. Ms. Turner approved current version to be presented to full Board for approval.

8.) CONFLICTS OF  
INTEREST

Add “sample District COI form” as attachment, and District COI form, per Compliance Program

- Discussion ensued. Ms. Turner recommended this policy be presented to the NIHD full Board for approval with changes as discussed.
- 9.) ELECTION PROCEDURES AND RELATED CONDUCT  
Attach District Zone Maps, incorporate 4 year cycle regular election year info for each zone.  
Discussion ensued. Ms. Turner recommended this policy be presented to the NIHD full Board for approval with changes as discussed.
- 10.) GOVERNANCE COMMITTEE CHARTER  
No suggested changes. Ms. Turner approved current version to be presented to full Board for approval.
- 11.) GUIDELINES FOR BUSINESS BY THE NORTHER INYO HEALTHCARE DISTRICT BOARD OF DIRECTORS  
Discussion ensued. It was discussed that a development of a knowledge notebook for all directors, Roberts rules, brown act, policies should be created for the Board. February education session – Board education on Roberts rules/brown act, mid-term turnover done through the orientation. Cheat sheet for order of comments on items (Board/exec comments, public comments, motion, second, vote.)  
Discussion ensued. Ms. Turner recommended this policy be presented to the NIHD full Board for approval with changes as discussed.
- 12.) MEETING MINUTES  
No suggested changes. Ms. Turner approved current version to be presented to full Board for approval.
- 13.) MEETING PUBLIC COMMENT POLICY  
Add Board Committee Agenda comments  
Discussion ensued. Ms. Turner recommended this policy be presented to the NIHD full Board for approval with changes as discussed.
- 14.) MEETINGS  
Discussed including some info on a quick reference guide.  
No suggested changes. Ms. Turner approved current version to be presented to full Board for approval.
- 15.) OFFICERS AND COMMITTEES OF THE BOARD OF DIRECTORS  
No suggested changes. Ms. Turner approved current version to be presented to full Board for approval.
- 16.) ONBOARDING AND CONTINUING EDUCATION OF BOARD MEMBERS  
Added info for District COI form, and cost effectiveness of the direct deposit to the Clerk section.  
Discussion ensued. Ms. Turner recommended this policy be presented to the NIHD full Board for approval with changes as discussed.

- 17.)PUBLIC RECORDS REQUESTS No suggested changes. Ms. Turner approved current version to be presented to full Board for approval.
- 18.)REIMBURSEMENT OF EXPENSES Update links, update location to Board Clerk will assist.  
Discussion ensued. Ms. Turner recommended this policy be presented to the NIHD full Board for approval with changes as discussed.
- 19.)REQUESTS FOR PUBLIC FUNDS, COMMUNITY GRANTS, SPONSORSHIPS Corrected odd wording in policy statement.  
Discussion ensued. Ms. Turner recommended this policy be presented to the NIHD full Board for approval with changes as discussed.
- 20.)SUGGESTED GUIDANCE TO FILL A BAORD VACANCY BY APPOINTMENT This policy will be archived if the full Board approves, replaced by “Appointment/Election of Board Member to fill unexpired Term of Board Member
- 21.)TELECONFERENCE RECORDINGS, RETENTION AND DESTRUCTION OF BOARD MEETINGS No suggested changes. Ms. Turner approved current version to be presented to full Board for approval.
- 22.)USE BY NIHD DIRECTORS OF DISTRICT EMAIL ACCOUNTS Added info re: notifying the Inyo County Clerk/Recorder  
Discussion ensued. Ms. Turner recommended this policy be presented to the NIHD full Board for approval with changes as discussed.
- 23.)WORK FLOW FOR APPOINTMENTS TO FILL BOARD VACANCY Is now attached to “Appointment/Election of Board Member to Fill Unexpired Term of a Board Member.” Will be archived once policy is approved with attachment.

**OLD BUSINESS:**

BOARD SELF-ASSESSMENT Discussion ensued.

**STANDING BUSINESS:**

BOARD DEVELOPMENT AND EDUCATION TOPICS Discussed several topics for Board Education – Brown Act, Robert’s Rules of Order, Policy summary education.  
Patty Dickson will submit tentative info for education to Stephen for review. Education session, also, routine education in February.

MARKETING UPDATE Discussion ensued.

NEXT MEETING TOPIC  
DISCUSSION

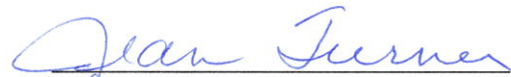
- Next regular 1 hour G.C. meeting will be scheduled for Wednesday, June 19, 2024 at 4pm – 5pm
- Board Education
- Reference documents
- Updated Workplan
- Planning for study session
- “Knowledge book”

G.C. WORKPLAN  
UPDATES

Add study session to the Board of Directors’- Calendar of Time Sensitive Business for July (annually), Add Board Education (Brown, Robert’s, Board policies, other as needed) to the BOD Calendar for February annually.

ADJOURNMENT

Adjournment at 09:57 a.m.



Jean Turner, Northern Inyo Healthcare District,  
Governance Committee Member

Attest:



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