



**NORTHERN INYO HEALTHCARE DISTRICT  
NON-CLINICAL POLICY AND PROCEDURE**

Title: Guidelines for Business by the Northern Inyo Healthcare District Board of Directors		
Owner: Board Clerk and CFO Assistant	Department: Administration	
Scope: Board of Directors		
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**PURPOSE:** To explain the guidelines for the Northern Inyo Healthcare District (NIHD) Board of Directors in conducting business for the District. To clarify the requirements of state law for public meetings while conducting business and meetings on behalf of the District.

**POLICY:** To make known to any interested party the general guidelines for the conduct of business by the Board of Directors of the Northern Inyo Healthcare District, the following compendium of provisions from the NIHD bylaws and the Ralph M. Brown Act, hereinafter referred to as the Brown Act, is hereby established.

**PROCEDURE:**

**A. Officers of the Board of Directors**

1. The officers of the Board of Directors are as follows: Chair, Vice Chair, Secretary, Treasurer and Member at Large.
2. Per the District Board Bylaws, the current Chair shall propose the following slate of officers:
  - a. Member at Large becomes the Treasurer
  - b. Treasurer becomes Secretary
  - c. Secretary becomes Vice Chair
  - d. Vice Chair becomes Chair
  - e. Chair becomes Member at Large
3. At the December meeting of every calendar year, the Board of Directors **shall vote** whether to accept the proposed slate of officers, or whether to propose an alternative slate.
4. Each officer shall hold the office for one year or until a successor shall be elected and qualified, or until the officer is otherwise disqualified to serve.

**B. Meetings of the Board of Directors**

1. Regular Meetings: Regular Meetings of the Board of Directors shall be held the third Wednesday of each month at 5:30 PM at 2957 Birch Street, Bishop, California, Board Room, unless specified in advance to another location within the Healthcare District boundaries. The regular meeting shall begin in Open Session in accordance with the Brown Act and may adjourn to Closed Session in compliance with law. The notice for meetings of the NIHD Board of Directors shall be posted per the requirements of the Brown Act.
2. It is the duty, obligation, and responsibility of the Board Chair to call for Board of Directors' meetings and meeting locations. This authority is vested within the office of the Chief Executive Officer or Board Clerk and is expected to be used with the best interests of the District, Directors, staff, and communities we serve.

3. Special Meetings: Special Meetings of the Board of Directors may be held from time to time as specified in the District Bylaws and with the required 24-hours' notice as stated in the Brown Act.
  - a. The Chair of the Board, or three Directors, may call a special meeting in accordance with the notice and posting provisions of the Brown Act.
  - b. Special meetings shall be called by delivering written notice to each Board member and to the public in compliance with the Brown Act (to the local newspaper(s) of general circulation and radio or television station requesting notice in writing), including providing a description of the business to be transacted. Board members may dispense with the written notice provision if a written waiver of notice has been filed with the Board Clerk before a meeting convenes.
  - c. No business other than the purpose for which the special meeting was called shall be considered, discussed, or transacted at the meeting.
4. Emergency Meetings: Emergency meetings may be called in the event of an emergency situation, defined as a crippling disaster, work stoppage or other activity which severely impairs public health, safety or both, as determined by a majority of the Board, or in the event of a dire emergency, defined as a crippling disaster, mass destruction, terrorist act, or threatened terrorist activity so immediate and significant that requiring one hour notice before holding an emergency meeting may endanger the public health, safety, or both as determined by a majority of the Board.
  - a. In the case of an emergency situation involving matters upon which prompt action is necessary due to the disruption or threatened disruption of public facilities, then a one (1) hour notice provision as prescribed by the Brown Act is required. In the event telephone services are not working, notice must be given as soon as possible after the meeting.
  - b. No business other than the purpose for which the emergency meeting was called shall be considered, discussed, or transacted at the meeting.
5. Closed Session Meetings: Closed Session meetings of the Board of Directors may be held as deemed necessary by members of the Board of Directors or the Chief Executive Officer pursuant to the required notice and the restriction of subject matter as defined in the Brown Act and the Local Healthcare District Law. Closed session items must be briefly described on the posted agenda and the description must state the specific statutory exemption (grounds for convening a closed session). Agenda descriptions can cover: license and permit determinations, real property negotiations, existing or anticipated litigation, liability claims, threats to security, hospital peer review and trade secrets, public employment appointments, evaluations and discipline, labor negotiations, hospital board of directors, and medical quality assurance committees.
  - a. Hard copy documentation of closed session materials will be available to Board Members during the actual closed session but will be returned by all Board members at the completion of the closed session.
  - b. Closed session will be attended by General Counsel. If General Counsel is not available, full Board will vote on whether closed session is tabled.
  - c. Prior to entering into closed session, the Board will read aloud the agenda item to the public.
  - d. Following closed session, the Board will provide an oral or written report on certain actions taken and the vote of every elected member present.
6. Teleconferencing: Any regular, special, or emergency meeting at which teleconferencing is utilized shall be conducted in compliance with the provisions of the Brown Act.

7. All meetings of the Board of Directors shall be chaired by members of the Board of Directors in the following order: Chair, Vice Chair, and Secretary, or in the absence of all officers, another Director selected by the Board to do so at the meeting in question.

**C. Activities/Meeting of Board Committees**

1. Board committees will undertake the activities of the committee as outlined in the Northern Inyo Healthcare District Board Bylaws. In addition, each Committee will annually establish Committee Workplans, and such workplans will be presented to the Board of Directors for annual approval, within 60 calendar days of appointment.

**D. Meetings Open to the Public**

All meetings of the Board of Directors are open to the public except for the Closed Session portion of such meetings.

**E. Notices of Meetings of the Board of Directors and Board Committees Supplied to the Public**

Notices of any Regular or Special meeting of the Board of Directors and, where applicable Board Committees, shall be mailed or emailed to any interested party who has filed a written request for such notice. The request must be renewed annually in writing, delivered USPS mail, in person or via email.

**F. Board and Board Committee Agenda Packets for Members of the Public**

1. Board, and where required by the Brown Act, Board Committee, agendas and agenda materials are available for review by any interested party at the Administrative Office or at the Board or Board Committee meeting itself.
2. Any requests from the public for Board and Board Committee agenda packets shall be filled within a reasonable amount of time. Any member of the public requesting a Board or Board Committee agenda packet with all attachments shall be charged \$.10 per page for such material. The charge is only intended to capture direct costs associated with complying with public requests for documents provided by the California Public Records Act. In no way, does the District profit from this activity; but only seeks to remain fiscally prudent and provide equity of service while maintaining easy access. Additionally, any members of the public being able to demonstrate true indigence shall be exempted from the fee per page charges. An agenda packet with all attachments shall be made available for use by any interested party at all Regular and Special meetings of the Board of Directors and where applicable, Board Committee meetings. Agenda packets in whole or in part may also be posted to the District's website.

**G. Public Input at Meetings of the Board of Directors and Board Committee Meetings**

On each agenda of Regular and Special Meetings of the Board of Directors and Board Committee meetings that are subject to the Brown Act, there shall be a provision made for input from the audience. The Board of Directors or Board Committee may impose a time limit for such public input. Pursuant to the Brown Act, items which have not previously been posted on the meeting agenda may not be discussed or acted upon at that meeting by the Board of Directors with the following exceptions:

1. If a majority of the Board of Directors determine that an emergency exists as defined under the "Emergency Meetings" section of this policy, or
2. If two-thirds of the members of the Board of Directors or Board Committee present at the meeting, or, if less than two-thirds of the members are present, a unanimous vote of those members present, agree an item requires immediate action and the need for action came to the District's attention after the agenda was posted, or

3. If the item was previously posted and continued from a meeting which occurred no more than 5-days prior to the date on which the proposed action will be taken.

## **H. Preparation of the Agenda for Board or Board Committee Meetings**

1. Placing of Items on the Agenda:
  - a. As provided for in the Brown Act pertaining to public input, the District will provide an opportunity for members of the public to address the Board on any matter within their subject matter jurisdiction at monthly, regularly scheduled meetings. It is the desire of the Board of Directors to adhere to legislative requirements and conduct the business of the District in a manner to address the needs and concerns of members of the public.
  - b. Members of the public are directed to contact the Chair of the Board of Directors, a Director of the Board, the Chief Executive Officer or Board Clerk, at least two weeks prior to the meeting of the Board of Directors at which they wish to have an item placed on the agenda for discussion/action. Requests to Directors of the Board will be referred to the Chief Executive Officer for follow-up. While the District values public input, the Board and District staff control meeting agendas and the District has no obligation to agendize a matter requested by a member of the public. If a matter is not agendized, the person seeking to discuss it may raise it in the public comment portion of a meeting.
  - c. No matters shall be placed on the agenda that are beyond the jurisdiction and authority of a Local Healthcare District or that are not relevant to hospital district governance.
  - d. Last minute supporting documents by staff put Board members at a disadvantage by diluting the opportunity to study the documents. All late submission of supporting documents must be justified in writing stating the reasons for the late submission. The Board Clerk will notify the Board of late submissions and their justification when appropriate. Bona fide emergency items involving public health and safety requiring Board action will be excluded.
2. The Chief Executive Officer and Board Chair, with input from members of the Board, shall prepare the agendas for the meetings of the Board of Directors. The Chief Executive Officer or his/her designee, and where applicable the Board Committee chairperson, shall prepare the agendas for the meetings of the Board or the Board Committee. Items to be placed on an agenda should be submitted to the Chief Executive Officer or the Board Clerk, no later than 10 days prior to the Board meeting.
3. In addition to discussing with the Board Chair or Chief Executive Officer, a Board member can ask that a topic be placed on next month's agenda for discussion during the appropriate time at a Board meeting. An item will be placed on next month's agenda if a majority of the Board occurs. No more than two items per Board member will be considered at a Board meeting.
4. The format for agendas of meetings of the Board of Directors will be as follows unless the Board or Chief Executive Officer otherwise directs:
  - a. Call to Order
  - b. Roll Call
  - c. Deletions/Corrections to the Posted Agenda, if necessary
  - d. Public Comment
  - e. Acknowledgements
  - f. Open Session – Items for Board Action/Board Discussion/Information Only
    - a. Open session items shall be presented in congruence to the current FY budget and strategic plan.
    - b. May contain special items not directly associated with the budget or current strategic.

- g. Medical Staff Executive Committee
  - h. Consent Agenda – Approval of All Consent Agenda Items
  - i. Consent Agenda – Discussion of Consent Agenda Items Pulled
  - j. Board Members Reports/Closing Remarks
  - k. Closed Session
  - l. Open Session – Report Out on Any Action Taken During Closed Session, if necessary
5. The Board of Directors wishes to facilitate input from members of the Medical Staff, consultants, vendors and others. When possible, reports and presentations from such parties will be placed as a timed item in the agenda and/or early in the agenda to minimize the demands on the time of the presenter.
  6. The Board Chair and the Chief Executive Officer will create a “Consent Agenda” for those items on the agenda which are reasonably expected to be routine and non-controversial. The Board of Directors shall consider all the items on the agenda marked “Consent Agenda” at one time by vote, after a motion has been duly made and seconded. Board Chair will ask if any Board member wishes to have an item pulled from the Consent Agenda for further discussion. If any member of the Board of Directors or District staff requests that a consent item be pulled from the list of consent items prior to the vote on the Consent Agenda, such item(s) shall be taken up for separate consideration and disposition. Members of the public may request a Board member do so on their behalf or may provide public comment on a particular item before the Board votes on the Consent Agenda.
    - a. Board members are encouraged to notify the Board Chair and Chief Executive Officer prior to a meeting if there is intent to pull an item and/or provide questions and concerns. This will enable proper preparation to address questions and concerns.
    - b. Department Heads, or their designated representative, will be present during the Consent Agenda to answer any questions. If the Department Head is unable to attend, the Chief Executive Officer or other Chief Officer will respond to questions and/or the item may be postponed until later in the meeting or a following meeting, if necessary.
  7. Minutes of Board Committee meetings will be included in the Board agenda packet. If not available, the agenda for the Committee meeting will be included. Recommendations from a Board Committee to the Board of Directors will be highlighted at the beginning of the minutes for ease of presentation.

**I. Notification by Board Member of Anticipated Absences**

In the event a Board Member will be out of the area or unable to participate in a meeting, the Board Member is requested to provide notification to the Board Clerk, with information including the dates of absence, best method of contact, applicable telephone, fax number and email address, and, if possible, a mailing address. If you do not wish to be contacted in the event of an emergency, you must acknowledge this preference, and written notices will be provided to your permanent address.

**J. Minutes of Meetings of the Board of Directors and Board Committees**

Minutes of meetings of the Board of Directors and Board Committees shall be taken by the Board Clerk. The minutes shall be transcribed and reviewed by the Chief Executive Officer prior to submittal to the Board of Directors or Board Committees for review and approval at their next regularly scheduled meeting.

**K. Special Rules/Robert’s Rules of Order**

The Board of Directors has adopted Robert's Rules of Order, Revised, as the framework to guide discussion and actions within the Board of Directors' meetings and its subsidiary committee structure. With acknowledgement that the Northern Inyo Healthcare District Board of Directors is somewhat different in form, membership and objective than is captured in Robert's Rules, the placement of "Special Rules" is appropriate to facilitate superior deliberation and decision-making. With Robert's Rules providing the basis for debate and action, the following procedures and/or expectations shall take precedence over Robert's Rules of Order, Revised and may be further amended at the discretion of the Chair.

### **1. Discussion/Debate**

- a) As is practical, oral staff summaries shall precede motions and public comment on an agenda item.
- b) Invited outside presenters, such as our auditors, accountants, and legal counsel shall offer their comments and documentation prior to a motion being introduced by one of the Board Members and public comment on an agenda item.
- c) *Brief* questions to fill in knowledge gaps or to provide clarification should be posed prior to motion language being introduced and public input/comments on an agenda item. This is not an opportunity for Board Members to state their views on the substance of a matter.
- d) Any Board Committee input or recommendations should be presented prior to a motion. Again, *brief* questioning for clarification may be engaged in prior to motions; this is not an opportunity for Board Members to state their views on the substance of a matter.
- e) Public input/comments regarding items not on an agenda will be sought at the beginning of Board/Board Committee meetings. It is noted that presentations from outside organizations may be referred to a Board Committee by the Board Chair for the formulation of a recommendation to the Board of Directors.
- f) Requests by Board Members during a meeting for the opportunity to speak, for public input, or for additional staff input, should be made through the Board Chair.

### **2. Voting/Motions**

- a) Any member of the Board of Directors may introduce or second a motion, including the Board Chair or other currently presiding officer. All members, including the Board Chair, are encouraged to vote on all motions presented while in attendance unless required to abstain by a conflict of interest or other law. If a Director's vote is not discernible, the vote shall be recorded as in favor of the motion.
- b) Amendment of a motion may only be amended by the motion maker with the concurrence of the second.
- c) No more than one motion may be considered at a time.
- d) Recording of the vote shall be first done by voice vote, with exception going to resolutions that require a roll call vote as a matter of law. Any member may request a roll call vote as a matter of law. Any member may request a roll call vote on any motion; such requests will not require a second and shall be performed at once.
- e) Three votes of the Board, unless a greater number is required by law, are required to constitute a Board action. A tie vote on a motion affecting the merits of any matter shall be deemed to be a denial of the matter.
- f) Motion of Reconsideration: When additional information has surfaced at a meeting after a motion has duly passed or failed, a motion for reconsideration may be accepted only if

advanced by a Board Member who voted on the prevailing side of the original motion. The Board Chair may reschedule an item if the participating public was present when originally considered and departed before reconsideration. Questions from the Board will occur prior to public comment. Items will not be debated by the Board until after public comment has been closed.

- g) “Secret ballots” or any other means of casting anonymous or confidential votes are strictly prohibited per law. All votes shall be recorded and be available for public view.
- h) Unless otherwise noted, all Board related business, whether in committee or Board session (open or closed) shall be conducted in a fashion compliant with Robert’s Rules of Order, Revised, as modified by this policy. The Board formally adopts this method of conducting business to ensure that all Board affairs are conducted in an equitable, orderly, and timely fashion. Parliamentary procedures are seen as a valuable tool for proper conduct in meetings, and should provide a degree of standardization in regards to other governmental interests, facilitating the public’s understanding (and other governmental bodies’ understanding) of our actions.

#### **L. Urgent Decisions**

In the event that an urgent or emergent decision or action is required by the Board prior to a regularly scheduled meeting, the Board Chair, or a majority of the Board Members, may call a special board meeting or an emergency meeting to take action.

#### **M. Contingent Approval**

- a) In the event the Board approves an item at a Board meeting, in which all of the terms, conditions, restrictions, commitments, etc. are clearly defined, but which such provisions have not been formalized in contracts or other appropriate documentation, the Board may give preliminary approval to the Chief Executive Officer to execute the contract or other appropriate documentation, contingent upon the following:
  - i. The terms are not substantively altered from those previously approved;
  - ii. All involved parties to the transaction or agreement are notified in writing of the contingent approval of the terms pending ratification by the Board; and,
  - iii. The final terms and documentation are approved or rejected by the Board at a subsequent Board meeting.
- b) If the terms of the supporting documentation are substantively different than those previously approved at the public meeting, then approval must be obtained at a subsequent Board meeting.

#### **N. Complaints Addressed to the Board**

Written or verbal comments, concerns or complaints addressed to any or all members of the Board that are received by Board members, or any District staff member, or provider, must be forwarded immediately to the Chief Executive Officer. The Chief Executive Officer or designee, will initiate the formal review process. Findings will prompt the appropriate action planning for any areas requiring performance improvement. Reporting of findings/action to resolution, will be provided through compliant processes to the Board of Directors.

#### **O. Board Member Requests for Information**

Individual Board Members may request data from the District by contacting the Chief Executive Officer. Board Member requests must indicate the specific information being requested and will be responded to as follows:

1. The Chief Executive Officer will review the request to determine material availability, sensitivity, necessary resources and anticipated costs (if any) of production.
2. Should the Chief Executive Officer determine that materials are not readily available, sensitive in nature or costly to produce, the Chief Executive Officer may defer to a decision of the Board of Directors, to fulfill the request.
3. All approved requests by the Chief Executive Officer and/or the Board of Directors will be produced and distributed to each member of the Board of Directors.

**REFERENCES:**

Ralph M. Brown Act (CA Govt Code §54950)

**RECORD RETENTION AND DESTRUCTION: N/A**

**CROSS REFERENCED POLICIES AND PROCEDURES:**

Supersedes: v.1 Guidelines for Business by the Northern Inyo Healthcare District Board of Directors
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