



**BOARD AND STAFF COMMUNICATIONS & POLICIES COMMITTEE MEETING
MEETING MINUTES
February 27, 2020**

Directors Present	District Staff Present	Absent
President Leticia De Lara Director Les Zendle, MD	Conrado E. Bárzaga, MD, CEO Chris Christensen, CAO Donna Craig, Chief Program Officer Andrea S. Hayles, Clerk of the Board	Director Evett PerezGil

AGENDA ITEMS	DISCUSSION	ACTION
I. Call to Order	The meeting was called to order at 10:30 a.m. by Chair De Lara.	
II. Approval of Agenda	Chair De Lara asked for a motion to approve the agenda	Moved and seconded by Director Zendle and President De Lara to approve the agenda as amended. Motion passed unanimously.
III. Old Business – Existing Policy Revisions		
1. District Bylaws – Revised to include Board & Staff Communications and Policies Committee as a standing committee	<p>Conrado E. Bárzaga, MD, CEO, explained that the change to the bylaws includes the Board and Staff Communications & Policies Committee as a standing committee.</p> <p>Director Zendle explained that there should be a discussion in the future about rotating the president position for the election of officers on the Board and discussing with Jeff how other districts select their president.</p>	<p>Moved and seconded by President De Lara and Director Zendle to approve District Bylaws – Revised to include Board & Staff Communications and Policies Committee as a standing committee and forward to the Board for approval. Motion passed unanimously.</p>
2. Policy #BOD-3 Appointment to Committees	<p>Dr. Bárzaga explained that Policy BOD-3 eliminates the volunteer community members from the Program and F&A Committees. 1.2.1. and 1.2.2 will be updated to remove the volunteer community members and student volunteers, explaining that the committee chair and the CEO may bring in content</p>	<p>Moved and seconded by President De Lara and Director Zendle to approve Policy #BOD-3 Appointment to Committees with the recommended changes and forward to the Board for approval. Motion passed unanimously.</p>

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<p>3. Policy #BOD-8 Board Meetings</p> <p>4. Policy #BOD-15 Conflict of Interest</p> <p>5. Policy #BOD-17 CEO Compensation and Performance Evaluation</p>	<p>experts to committee meetings as needed.</p> <p>Donna Craig, Chief Program Officer, explained that the District has a Community Engagement Policy that was approved by the Board in March 2018. The Community Engagement Policy will be assigned a number and added to the consent agenda of the March Board meeting.</p> <p>An additional paragraph describing that <i>notwithstanding the committees of the board, the District will make every effort to ensure that there are community forums for community input.</i></p> <p>Bullet 6.1 related to providing reports on activities of the Hospital will be removed from the policy.</p> <p>Dr. Bárzaga, CEO, explained that the language concerning the Brown Act was included in policy BOD-8.</p> <p>Dr. Bárzaga, CEO, explained that the title changes were updated to BOD-15.</p> <p>Dr. Bárzaga, CEO, described the changes to the compensation policy. At the request of President De Lara, staff will</p>	<p>Moved and seconded by Director Zendle and President De Lara to approve Policy #BOD-8 – Board Meetings and forward to the Board for approval. Motion passed unanimously.</p> <p>Moved and seconded by Director Zendle and Director De Lara to approve Policy #BOD-15 – Conflict of Interest and forward to the Board for approval. Motion passed unanimously.</p> <p>Moved and seconded by Director Zendle and President De Lara to approve Policy #BOD-17 – CEO Compensation and Performance</p>
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<p>6. Policy #OP-5 Grant Policy</p>	<p>include that the Board shall meet in closed session for the CEO performance evaluation.</p> <p>Dr. Bárzaga, CEO, described the addition of AB 2019, a clause for assistance to nonprofit organizations with revenue less than \$5,000, and capacity building with the inclusion of gender identity to section 4.1. Staff will revise the policy to exclude the Center for Non-Profit Advancement through the RAP Foundation.</p> <p>Dr. Bárzaga described the exclusion of funding restrictions – item 4. concerning annual campaigns, funding events, or expenses related to fundraising and changing some parameters for sponsorships. No revisions will be made to fundraising events, and if directors have sponsorship requests to advise the President.</p> <p>President De Lara inquired on an appeals process within 30 days describing the Program Committee’s role. Staff was directed to attach the grants policy flow chart to the grant policy.</p>	<p>Evaluation and forward to the Board for approval. Motion passed unanimously.</p> <p>Moved and Seconded by President De Lara and Director Zendle to approve Policy #OP-5 Grant Policy and forward to the Board for approval. Motion passed unanimously.</p>
<p>IV. New Business – New Policies 1. Policy #OP-14 Expense Authorization</p>	<p>Dr. Bárzaga, CEO, explained that the policy is related to staff, and the committee recommended changing the policy to indicate <i>staff expense authorization</i>.</p>	<p>Moved and Seconded by President De Lara and Director Zendle to approve POLICY #op-14 and forward to the Board for approval. Motion passed unanimously.</p>
<p>V. Future Topics & Issues</p>	<p>Director Zendle requested that the election of officers for</p>	



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	rotating the President's role is included in the next agenda.	
VI. Adjournment	Chair De Lara adjourned the meeting at 11:23 a.m.	Audio recording available on the website at https://www.dhcd.org/Agendas-and-Documents

ATTEST: _____
Leticia De Lara, Chair/President
Board and Staff Communications & Policies Committee

Minutes respectfully submitted by Andrea S. Hayles, Clerk of the Board