



**DESERT HEALTHCARE DISTRICT
SPECIAL MEETING OF THE BOARD OF DIRECTORS
Board of Directors
March 16, 2021
5:00 P.M.**

In accordance with the current State of Emergency and the Governor’s Executive Order N- 25-20, of March 12, 2020, revised on March 18, 2020, teleconferencing will be used by the Board members and appropriate staff members during this meeting. In lieu of attending the meeting in person, members of the public will be able to participate by webinar by using the following link:

**<https://us02web.zoom.us/j/89168110792?pwd=VUd5bzdpZkRzTEtDNnJmdVpNMnIrUT09>
Password: 004521**

Participants will need to download the Zoom app on their devices. Members of the public may also be able to participate by telephone, using the follow dial in information:

**Dial in #: (669) 900-6833 To Listen and Address the Board when called upon:
Webinar ID: 891 6811 0792
Password: 004521**

<i>Pages</i>	AGENDA	<i>Item Type</i>
	<i>Any item on the agenda may result in Board Action</i>	
	A. CALL TO ORDER – President De Lara Roll Call Director Zavala____Director Shorr____Director Zende, MD____ Director PerezGil____Director Rogers, RN____ Vice-President/Secretary Borja____President De Lara	
	B. PLEDGE OF ALLEGIANCE	
1	C. APPROVAL OF AGENDA	Action
	D. CLOSED SESSION 1. Conference with Legal Counsel Pursuant to Government Code Section 54957(b)(1): Related to the Evaluation of Public Employee	
2-13	E. WORKSHOP AND TRAINING ON GOVERNANCE AND POLICIES 1. Facilitated workshop discussion on development, workplan, and governance on policy issues, Martin Rauch, President, Senior Consultant, Rauch Communication Consultants, Inc.	Information & Discussion
	F. ADJOURNMENT	

Notes from December 10, 2020 Workshop and Next Steps in the Governance Process

Description of the Notes in This Document.

The notes in this document were reviewed in detail at the December 10, 2020 Board Workshop. These notes are very similar to what was reviewed previously, with minor updates and Board comments incorporated.

The Board as a whole and individual directors must consistently work to follow the norms, practices, and policies that it has adopted.

The Board has adopted numerous new, norms, policies, and practices over the past year or more. These have significantly improved the Board's effectiveness and efficiency over time. However, periodically, a director or director suggests an action that is contrary to its agreed upon way of working together. This is at times appropriate for the circumstance, but at other times has led the board to engage in repetitive or unproductive discussion.

When a director suggests an action that is contrary to agreed-upon ways of working, each individual director, and the Board (with the help of the CEO and legal counsel) must be alert, raise the question of whether this is the most effective approach, and if not, recommit to either following the standard practice or to formally amend it through the proper committee, board, or workshop process.

Note that the Board Governance Work Plan is included in this document, along with a table showing the completed actions in the Work Plan. The reason for providing these is to remind the Board what it has agreed to over the past year or more.

Next Steps in the Board Governance Improvement Process

Below are the next steps planned in the Governance Improvement process.

Workshop #1 (March 16)

SELF ASSESSMENT: Review findings and develop consensus on key results and needed actions.

Workshop #2 (Mar 30)

BOARD / CEO POLICY. Review

Post Workshop (April or May Board Meeting)

BOARD / CEO POLICY: Consultant / legal counsel / staff incorporates board comments into initial draft policy Attorney formulates as a policy.

BOARD / CEO POLICY: Policy is brought to a board meeting for final comment, refinement, approval.

Desert Healthcare District

Notes from Board Workshop on December 10, 2020

The December Board workshop focused on a review of the September Board training and discussion.

Below Is A Summary of Actionable Items from The Discussion.

The table below shows the key actions resulting from the December 10, 2020 Board workshop. The following pages provide additional detail.

PROPOSED ACTION	STATUS
Consider adding another Officer (Secretary) now that we have a larger board. This will help develop experience and allow for shared leadership. Treasurer is a specialized skill for a specialized person.	Added to work plan. It is 3.9
Consider board officers rotating by zones. Consider any changes to how elect officers in summer or fall 2021 well before the officer election.	In plan #3.1.
Presentations should have time limits and the speaker should know in advance. Additional information in the packet is helpful. Questions follow the time limit.	Added to work plan. It is 3.8
Conduct Board Self-Assessment early in 2021	In plan #7.2
Conduct a Brown Act Refresher for the Board	Added to work plan. It is 3.10
Evaluate, content and level of detail in staff reports and roll of committees and consider changes.	Add to work item #3.2
Clarify process for placing an item on the agenda in a manner that will help limit the need for staff expending resources on items before it is clear there is Board support.	Added to work item #3.2

1. Develop and Implement a Public Outreach Program

Brief Summary of Topics Reviewed by the Consultant at the Workshop

- Evaluate how DHD can more effectively engage with the public year-round.
- Consider hosted meetings at funded programs to see them.
- Relationship between community and the board. One key is to understand the various individuals, interests, and groups in the community.
- What does the community think of the board and do we have a way to measure it? Most people do not know the district exists.

Comments During the Workshop Discussion

CONSULTANT'S SUMMARY OF THE DISCUSSION: There were comments on varied aspects of public outreach that will be dealt with when the public outreach plan is developed (August 2021)

DISCUSSION POINTS

- Are there ways to involve the community in program efforts and long-range planning? What is the best way to facilitate that?
- Staff could provide outreach to knowledgeable people in the community to help with decision-making.
- We have board policy with implementation plan.
- How do we know when we hear from the community that it reflects the public at large? How do we weigh it appropriately and not give it too much or too little weight?
- We want to encourage participation of our community in our processes, that is why when we brought idea of community health needs assessment and ask them to tell us their needs and how we can address their needs. This is ongoing and working with consultant.

2. BOARD ISSUES

Brief Summary of Topics Reviewed by the Consultant at the Workshop

- Consider term limits for board members.
- Succession of Officers.
- Is it desirable for the Board to seek unanimous votes? The Board should seek the best policy result that can achieve a board majority whether it is unanimous or not. Some tips for achieving better results were discussed as summarized here:
 - Come prepared by reading the staff report.
 - Conduct a thorough and fair deliberative process.
 - Do suggest options that will improve the proposal.
 - Each director should be clear about their perspective.
 - Make it ok to vote no.
 - Use multi-step decision-making when appropriate.
 - President should plan an amount of time for each agenda item when planning the meeting. I

- Gauge Where the Board Stands (to help unravel a messy or complex discussions).
- Restructure (as appropriate) the Agenda to make the meetings more efficient and to save time in meeting packet preparation.

Comments During the Workshop Discussion (on Staff reports)

CONSULTANT'S SUMMARY OF THE DISCUSSION. There was substantial discussion on the level of detail that should be in staff reports and whether there should be a staff recommendation and or pros and cons. Also, how the Committee process fits into this topic. (This topic is in the work plan for June 2021).

DISCUSSION POINTS

- ACTION: Evaluate, content and level of detail in staff reports and roll of committees and consider changes.
- Is it the responsibility of staff and the staff report to lay out the pros and cons of issues? Staff report should be available for committees; be neutral initially so the directors can evaluate without feeling like they are being pushed in a certain direction.
- It would be nice to hear staff information at beginning of meetings; it helps to prepare us.
- Committee process to vet a particular item; and out of that come up with pros and cons.
- Do not want to restrict staff from making a recommendation on the topic because they are experts on the subject. We do want pros and cons and if staff has a position, they should be invited to submit that for our consideration.
- Agreement that the Board wants to hear the pros and cons early.
- Job of board, especially committee chairs to encourage staff, our experts, to ask what their opinions are (attorney, CEO, etc.). That engagement is what committees can do that Board meetings cannot.
- A while back, it was recommended to shorten staff reports and just lay out the information. Then provide supporting documents as a supplement. So, we changed our staff report structure to be bullet point of information with recommendation. Helps board meetings move along quicker. If we want more with pros and cons, it may get too lengthy.
- Case by case: Not all discussions are that complex and require pros and cons details like we are discussing. Example the grant proposal next week. Do we need to bring pros and cons for that? I do not think necessary. But for complex matters that fall outside of typical amount of grant process that requires more in depth understanding. Consider this case by case.
- I expect the pros and cons to be reviewed in committee. Then the committee brings recommendation by committee. By the time it gets to board, it should not be open to such debate. Hash out the details in the committee. If committee is conflicted about issue, then find another mechanism for that. Of course, there should be discussion in board meeting, but I do not see public meetings to be a debate platform. It should flow smoothly.
- Committee should bring any controversial points to the board though. There is no one size fits all here. 90% of what we do is simple.
- Director should not have to ask for the cons. That could be in the staff report, or the committee brings it to the meeting.

Comments During the Workshop Discussion (other topics)

- PROPOSED ACTIONS: Consider adding another Officer (Secretary) now that have larger board. This will help develop experience and allow for shared leadership. Treasurer is a specialized skill for a specialized person. (Added to work plan. It is #3.9)
- Consider board officers rotating by zones.

3. EVALUATE AND UPDATE MEETING AND AGENDA LENGTH AND STRUCTURE

Brief Summary of Topics Reviewed by the Consultant at the Workshop

- Packet is good, but long. Use jump links.
- Sometimes we end up talking about informational items and having long presentation about things we do not need to have presentations about
- Our current board is not good at deliberating.
- There are often no pros and cons given in directors discussion, often set positions. Not often seeking to deliberate with consideration of other board members in mind. Often pushing an agenda.

Comments During the Workshop Discussion

CONSULTANT'S SUMMARY OF THE DISCUSSION. There was consensus that speakers, especially outside ones should be given clear and enforced time limits. (Added to work plan. It is #3.8)

DISCUSSION POINTS

- ACTION: Presentations should have time limits and the speaker should know in advance. Additional information in the packet is helpful. Questions follow the time limit.
- Some outside presentations are too long. They should be given a time limit then answer questions at the end. Then make available the handout. Handout should be in packet so we can see it ahead of time.
- Presenter should be advised about how much time he has by staff and/or president (president responsible for meeting structure/timing)
- Presentation by staff or by outside? Mostly outside people. They need to be instructed by us as to how much time they are allotted. This is a decision made by president working with staff.

4. CONDUCT NEW BOARD SELF-ASSESSMENT

Brief Summary of Topics Reviewed by the Consultant at the Workshop

- Want to follow up on last year's board assessment and undertake a new one.

Comments During the Workshop Discussion

CONSULTANT'S SUMMARY OF THE DISCUSSION. A board self-assessment is planned for early in 2021.

DISCUSSION POINTS

- ACTION: Conduct CHD board assessment early in 2021.
- The question: what is board assessment? Was asked and answered.
- Two benefits - benefit to Board, and part of accreditation with ACHD.

5. INDIVIDUAL DIRECTORS MUST BE RESPONSIVE TO THE PEOPLE THEY REPRESENT IN THEIR DISTRICT WHILE ACTING IN THE INTERESTS OF THE ENTIRE DISTRICT

Brief Summary of Topics Reviewed by the Consultant at the Workshop

- Board members need to represent their zones and the entire District.
- When there is an issue that occurs in a zone the person who represents should be involved
- Our job is to convince our constituents that we need to optimize the needs of the District as a whole.

Comments During the Workshop Discussion

- None

6. BOARD / CEO ROLES AND RELATIONSHIPS

Brief Summary of Topics Reviewed by the Consultant at the Workshop

- How do we balance delegating at the same time feeling like we are doing our job as board members and leading?
- In Corporate World CEO leads the governing body,
- We are close to the right working relationship between CEO and Board.
- Our CEO gets his power in presenting ideas and gathering 4 votes.
- Board vs. Staff responsibilities:
- The Board generally likes and trusts the CEO which may make the Board/CEO relationship feel good. However, this positive feeling does not necessarily mean there are correct roles and relationship between the Board and CEO.

Comments During the Workshop Discussion

CONSULTANT'S SUMMARY OF THE DISCUSSION. There were a couple of comments about the Brown act. Holding a brown act refresher. (Added to work plan. It is #3.10)

- Brown act rules that do not allow us to talk to each other about stuff, relationship between staff and directs may have to do with that.
- What Brown Act does not want you to do is come to a consensus outside the public meeting. Does not preclude one member talking to another member. But you must be careful about it. It must be done in right context and transparently.
- Law about cannot talk to any potential grantees - influences how we can get background information. Discussion belongs in this area.
- ACTION: Conduct a Brown Act refresher for the Board

7. LONG RANGE AND STRATEGIC ISSUES

Brief Summary of Topics Reviewed by the Consultant at the Workshop

- Look at future direction of delivery of health care.

- Be prepared for lease extension.
- Is staffing adequate for new expanded service area?
- Need more funding for the expanded District.

Comments During the Workshop Discussion

- None

8. WORK PLAN

Brief Summary of Topics Reviewed by the Consultant at the Workshop

- Current
- Overall work plan
- Completed and Deleted Tasks

Comments During the Workshop Discussion

CONSULTANT'S SUMMARY OF THE DISCUSSION. How agendas items are added have been a continuous issue. The main concern at this point appears to be ensuring staff does not expend resources on topics pressed by one or two directors without consensus support. (Added to work plan. It is #3.10)

DISCUSSION POINTS

- Better process to deal with future agenda items. It is unclear that we have to a discussion and debate around it. This happens at the end of the meeting. We need to work on the process and see what other boards do on this issue.
- Pretty typical provision. Opportunity for board members to bring up new items. We have gotten off track and turned it into a discussion. We can be better about it. But it should be OK for board members to bring up topics to discuss.
- Do not need consensus to have an item on an agenda. Maybe need a chair to acknowledge that item is of merit or interest.
- Board is filter to protect staff from having to do whatever any board member suggests.
- For an item to be added to board agenda; requires board member and president.
- Also talking about not just putting it on agenda, talking about if staff uses time on something that is not the consensus of the board.
- ACTION (From the Consultant) Clarify process for placing an item on the agenda in a manner that will help limit the need for staff expending resources on items before it is clear there is Board support. The current policy (BOD-7) is clear that the Board President or any two board members may call the president to place an item on the agenda by 5:00 PM no later than five days prior to the meeting date. That Board may want to consider an updated policy that would help to avoid staff from expending resources on preparing a staff report for an item for which there is not Board consensus. This can be accomplished by the President indicating to staff when a subject should be presented minimally for initial Board direction before expending significant resources.

9. DISCUSSION ABOUT POLICY ON COMMUNITY MEMBERS

Comments During the Workshop Discussion

CONSULTANT'S SUMMARY OF THE DISCUSSION: There has been an ongoing challenge caused when a single director repeatedly brings back a topic that has been voted on seeking to reconsider it. The President during agenda setting and the entire Board during meetings should not allow itself to be dragged backwards repeatedly on topics like this. (This is covered by work item #2.1)

- We should see how the community engagement plan is accommodated at the program level and we would revisit in a year to re-evaluate it.
- Board did agree on a policy on Community members. When the board decides, there is no coming back to it unless something changed.
- A year is not enough time to assess if something changes. We should not reconsider policy on community members on committees.
- I do not want it to have a situation in which staff must be the bad guy to say board already decided on this. The Board needs to take responsibility for enforcing its decision not to have community members on Committees.

10. DISCUSSION ABOUT TICKET POLICY

NONE

11. WRAP UP

Was there something that you were expecting that was not covered today? Suggestions for next meeting.

Les Zendel—No. Great to have a process for Board to self-reflect.

Arthur Shorr—No. This is my first public board. Level of compatibility and integration of different views is such that decorum at meetings is fine, communication is fine. We have a very fine process.

VP Borja—No. Hope for CEO conversation. We did heavy work together during evaluation process. What could remain public shared with Martin...- does that mean Martin needs to talk to Jeff and? Or needs more information from us. Important, it will lead to a policy.

Carol Rogers—No. Deep respect for board and staff. Lots of things coming up - upcoming lease, funding for expansion of district, need for additional facilities, clinics, etc.

PerezGill—No. No recommendations.

Carmina Zavala—No. No recommendations.

Leticia De Lara—No. Thought it was well done. If have not been covered they will be. For next meeting, want to see policies on roles and responsibilities as frame of reference, before meeting, to help refresh our memories.

CEO Conrado—We do not have a policy on roles/Resp, we are working on one with Martin. These exercises are very healthy. Very proud of the work we are doing. Very healthy relationship.

Summary of the Proposed Implementation Actions

Below are the implementation actions developed throughout the facilitated process and described in more detail throughout this and other reports. Ongoing items without a set deadline will be reported on at least once each year during December.

Most Recent		Not Started Yet	Underway	Delayed		
#	What	Who	Support	due	Recurs	Status/Notes
1	Manage Board / CEO Roles and Relationships for Success					
1.1	(5-19) Develop and approve a code of conduct.	B&S, C&P Comte.	NA	Mar-22	Two Years	
1.2	(staff 11-20) Develop Succession Plan	Conrado	NA	Sep-21	Annual	
1.3	(5-19) Develop a Culture of Embracing Policy and Appropriate Process.	B&S, C&P Comte.	Board	Jun-21	Annual	Board development (education) activities will help build this culture.
1.4	(5-19) Need to build new norms, processes, and procedures.	B&S, C&P Comte.	Board	Sep-21	Five-Years	Note directors represent their zone and whole District
1.5	(5-19) Clarify and enshrine in policy the roles and responsibilities of the Board and CEO.	Chris	Committee	Mar-21	Two Years	Chris send Martin copy
1.6	(9-20) (5-19) Develop and Enhance New Board Member Orientation.	B&S, C&P Comte.	Board	Nov-21	New Director	Promote ACHD, CSDA trainings. Note directors represent their zone and whole District
2	Enforce Board Decisions.					
2.1	(5-19) Prevent backtracking by the Board.	Board	President	June 21	Ongoing	
3	Make Board Meetings More Productive					
3.1	(2-20) Consider a rotation system for Board Officers.	President	Conrado	Sep-21	NA	Consider ACHD policy model and other options
3.2	(12-20) (9-20) (5-19) Consider length and content of agenda packets. Consider how to better define the choices (options), when and how to include a recommendation and pros/cons, evaluate role of committees, along with any guidance that would help the Board to set up debate and deliberation. Clarify the process for placing an item on the agenda. Also, limiting the need for staff expending resources on items before it is clear there is Board support.	Conrado	B&S, C&P Comte.	Jun-21	NA	Some changes already.
3.3	(5-19) Directors are responsible for reviewing the agenda packet in advance of Board meetings and arrive to meetings prepared.	B&S, C&P Comte.	NA	Jun-21	Ongoing	If questions, reach out to CEO
3.4	(5-19) Consider using the consent agenda more to speed up meetings and to focus on what is important.	President	Conrado	Apr-21	Ongoing	Increased Use. More Can be done.

3.5	(1-20) Committee reports provide more focus on key issues and suggestions for deliberation.	President	Chairs	Jun-21	NA	Discussion. See above
3.6	(1-20) Committee recommendations are more often provided in writing.	Conrado	Committee	Jun-21	NA	Mostly. Ongoing
3.7	(1-20) Reinforce proper role of committees is to help the Board deliberate more effectively.	President	Chairs	Jun-21	NS	Yes. Ongoing
3.8	(12-20) Set and enforce clear time limits for speakers	Conrado	President	Mar-21		Additional info in packets
3.9	(12-20) Consider adding another Officer (Secretary) now that have larger board. Treasurer is a specialized skill for a specialized person.					Will help develop experience and allow for shared leadership.
3.10	Conduct Brown Act Refresher	??	??	??	??	
4	Develop Consensus on Strategy and Direction.					
4.1	(9-20) Develop adequate long-term funding for expanded District	Conrado	Board	Jan-22	Ongoing	Inputs from Needs Assessment, County, Assembly, Hospital
4.2	(12-20 Martin) Develop strategic goals and priorities	Board	Conrado	May-21	Annual	
4.3	(1-20) Undertake a comprehensive, long-term planning process that starts with a needs assessment and is followed by a strategic plan.	Conrado	Board	Jun-21	NA	Underway. Include future direction of healthcare and staffing
4.4	(1-20) Conduct a board workshop to explain and discuss the needs assessment and strategic planning processes. how it will unroll, timeline and key actions.	Conrado	NA	Jun-21	NA	Ongoing
5	Prepare for the Tenet Lease Renewal					
5.1	(5-19) Begin strategizing and planning for the negotiation on the Tenet lease.	Conrado	Board	May-27	Ongoing	Underway since 2019
5.2	(1-20) Each year until a contract is in place, consider potential financial liabilities to determine the amount that should be distributed in grants each year, saved in reserves, etc.	Conrado.	F&A Committee.	Jun-21	Annual	Consider in each budget cycle
5.3	(1-20) Seek CVAG support for whatever the ultimate hospital agreement is	Conrado	NA	May-27	Annual	When and if appropriate
6	Review Grants Program.					
6.1	(5-19 & 1-20) Following completion of the needs assessment & strategic plan, update the Policy on how funds are granted	Program Committee	Conrado	Jun-21	NA	
7	Other Actions					
7.1	(9-20) Develop and implement a public outreach program	Conrado	Board	Aug-21	Annual	
7.2	(9-20) Conduct annual board self-assessment	President	Conrado	Feb-21	Annual	
7.3	(1-20) Prepare for 2020 Rezoning.	Conrado	NA	Jan-22	Ten Years	Confirm date

Completed and Deleted Implementation Actions

Complete						
#	What	Who	Support	due	Recurs	Status/Notes
1.	Manage Board / CEO Roles and Relationships for Success					
1.6	(1-20) Review and Update Board Policies. (9-20) vote on public members on Committees soon. (9-20) Delay review of ticket policy.	Chris	Legal, Conrado	Dec-20	Two Years	CURRENT
1.8	(5-19) Develop a performance evaluation process and timing and incorporate and formally approved it.	CEO	President, counsel	Jun-20	Ongoing	DONE
1.9	(5-19) Clarify the process for reviewing, setting, and updating policies.	B&S, C&P Comte.		11-20	Ongoing	DONE
2.	Make Board Meetings More Productive					
3.11	(1-20) Ensure that meeting times, hours, days, and locations for meetings are practical and convenient for Board members that work.	Conrado	President		Ongoing	DONE
3.12	(1-20) End having public committee members.	Chris	B&S, C&P	Oct-20	NA	DONE
3.13	(1-20) Develop a new calendar system to augment or replace the outlook calendar.	Andrea	Board	Feb-20	Ongoing	DONE
3.14	(1-20) Institute Monthly CEO Report.	Conrado		Feb-20		DONE – provided during monthly board meetings
3.15	(5-19) Evaluate increased use of committees for complex issues.			Jun-20		DONE
3.16	(1-20) Develop an annual calendar of meetings and incorporate extra meetings and workshops so they are pre calendared.	Andrea	Board Review	Feb-20		DONE
3.17	(1-20) Add a placeholder for discussing future agenda topics at the end of each agenda.	Conrado		May-20		DONE
5.6	(1-20) Provide monthly CEO report on Tenet negotiation.	Counsel	Conrado	NA	Monthly	Reinstate when active
5.7	(1-20) Update the Board agenda to move the monthly directors' comments and reports to early in the meeting.	Conrado		Mar-20		DONE Decided not to make this change
3.	Develop Consensus on Strategy and Direction.					
4.4	(1-20 Be prepared for the LAFCO Municipal Service Review (MSR). Since the District does not operate a hospital and has substantial (necessary) reserves. Does that threaten the District's status as an independent agency given current law?	Conrado		Nov-20	Five Years	DONE
4.5	(1-20) Identify near term goals, objectives, and priorities through the CEO performance evaluation.			Jul-20	Annually	DONE. Underway
6.	Review Grants Program.					
6.1	(5-19) Determine how to fund the East Side (Develop New Revenue Sources).	Conrado	Board	Jul-20	NA	DONE
7	Other Actions					

7.4	(1-20) Obtain certification by ACHD	Conrado		Mar-20	Three years	DONE
7.5	(1-20) Obtain certification by CSDA	Conrado		Mar-20	Three years	DONE
3.5	(1-20) Staff will keep board updated on progress over time	Conrado			Quarterly	DELETED
3.6	(1-20) Schedule more public study sessions.	Conrado	B&S, C&P Comte.		Ongoing	DELETED
3.2	(5-19) Develop a new ad hoc committee to provide suggestions on how to improve meetings (consider length and structure)	B&S, C&P Comte.	Conrado	NA	NA	DELETED