



**SONOMA VALLEY HEALTH CARE DISTRICT  
GOVERNANCE COMMITTEE  
REGULAR MEETING AGENDA  
Wednesday, October 24, 2012  
4:00 p.m.**

**Location: Schantz Conference Room  
Sonoma Valley Hospital  
347 Andrieux Street, Sonoma, CA 95476**

AGENDA ITEM	RECOMMENDATION	
<b>MISSION STATEMENT</b> <i>The mission of the SVHCD is to maintain, improve, and restore the health of everyone in our community.</i>		
<b>1. CALL TO ORDER</b>	Carruth	
<b>2. PUBLIC COMMENT SECTION</b> <i>At this time, members of the public may comment on any item not appearing on the agenda. It is recommended that you keep your comments to three minutes or less. Under State Law, matters presented under this item cannot be discussed or acted upon by the Committee at this time. For items appearing on the agenda, the public will be invited to make comments at the time the item comes up for Committee consideration. At all times please use the microphone.</i>	Carruth	
<b>3. CONSENT CALENDAR:</b> A. Prior Meeting Minutes for September 26, 2012	Carruth	Inform/Action
<b>4. BOARD ORIENTATION UPDATE</b>	Davis	Inform
<b>5. BOARD POLICY REGARDING BOARD CHAIR AND BOARD MEMBERS, THE LIMITATIONS OF POWER, AND AUTHORITY OF THE BOARD</b>	Carruth	Inform/Action
<b>6. QUALITY TRAINING FOR THE BOARD AND THE COMMITTEE</b>	Carruth	Inform
<b>7. GOVERNANCE COMMITTEE CHARTER REVIEW AND ANNUAL REPORT</b>	Carruth	Inform/Action
<b>8. UPDATE - BOARD POLICY ON CEO EVALUATION, COMPENSATION, SCHEDULE, ETC.</b>	Hohorst	Inform/Action
<b>9. 2012 GOVERNANCE COMMITTEE WORK PLAN</b>	Davis	Inform
<b>10. NOVEMBER AND DECEMBER MEETING DATES</b>	Carruth	Inform/Action
<b>11. CLOSING COMMENTS</b>	Carruth	Inform
<b>12. ADJOURN</b>		

3.A.

MINUTES

9.26.12



**SONOMA VALLEY HEALTH CARE DISTRICT  
GOVERNANCE COMMITTEE  
REGULAR MEETING MINUTES  
Wednesday, September 26, 2012  
Schantz Conference Room**

<b>Committee Members Present</b>	<b>Committee Members Absent</b>	<b>Administrative Staff Present</b>
Kevin Carruth, Chair Peter Hohorst	Paula Davis	

<b>AGENDA ITEM</b>	<b>DISCUSSION</b>	<b>CONCLUSIONS/ ACTION</b>	<b>FOLLOW-UP/ RESPONSIBLE PARTY</b>
<b>MISSION AND VISION STATEMENTS</b>	<p><i>The mission of the SVHCD is to maintain, improve, and restore the health of everyone in our community.</i></p> <p><i>The vision of the SVHCD is that: SVH will be a nationally recognized, compassionate place of healing and known for excellence in clinical quality. We serve as the guide and indispensable link for our community's health care journey.</i></p>		
<b>1. CALL TO ORDER</b>	3:05 p.m.		
<b>2. PUBLIC COMMENT</b> <i>At this time, members of the public may comment on any item not appearing on the agenda. It is recommended that you keep your comments to three minutes or less. Under State Law, matters presented under this item cannot be discussed or acted upon by the Committee at this time. For items appearing on the agenda, the public will be invited to make comments at the time the item comes up for Committee consideration. At all times please use the microphone.</i>	There was no public comment.		
<b>3. CONSENT CALENDAR:</b> A. Prior Meeting Minutes 5.3.12 B. Prior Meeting Minutes 7.30.12 C. Prior Meeting Minutes 8.22.12 D. Prior Meeting Minutes 8.27.12		<b>MOTION:</b> by Carruth; second by Hohorst to approve Items A through D on the Consent Calendar and carried. All in favor; none opposed.	
<b>4. CORRESPONDENCE</b>	<i>Kevin Carruth, Chair</i>	<b>MOTION:</b> by	

AGENDA ITEM	DISCUSSION	CONCLUSIONS/ ACTION	FOLLOW-UP/ RESPONSIBLE PARTY
<b>PROCEDURES TO THE GOVERNOR AND LEGISLATORS</b>		Carruth; second by Hohorst to approve the correspondence procedures and be brought to the Board. All in favor; none opposed.	
	Mr. Carruth explained this item, which gives the Committee authority to act on legislative issues and report at the next Board meeting.		
<b>5. DESIGN-BUILD LEGISLATIVE SUNSET AND PROPOSED LEGISLATION</b>	<i>Kevin Carruth, Chair</i>		
	<p>Mr. Carruth suggested writing and filing a report within the next two months to give to the author.</p> <p>Mr. Carruth and Mr. Hohorst would further discuss with Mr. Gilroy for more detailed history on the passage of prior build statute. Desirous of having it extended and would like the Board to support as information and for Mr. Carruth to generate the California General Services Association members to get Section 20133 of the public contract at reauthorize.</p>		
<b>6. BOARD ORIENTATION UPDATE</b>	<i>Kevin Carruth, Chair</i>		
	Mr. Carruth briefly discussed the Board Orientation packet. He suggested the SVH CEO to suggest which publication(s) would be good to subscribe for the Board, Finance, and Quality Committee members and also recommended to continue fine-tuning the Board Orientation packet.		
<b>7. CEO COMPENSATION POLICY AND PROCEDURE UPDATE</b>	<i>Peter Hohorst</i>		
	Mr. Hohorst would create a schedule and establish objectives.		
<b>8. POLICIES PREVIOUSLY DISCUSSED:</b>	<i>Kevin Carruth, Chair</i>		
A. Conflict of Interest		<b>MOTION:</b> by Carruth; second by Hohorst to approve the Conflict of Interest policy and brought to the Board to adopt it.	

AGENDA ITEM	DISCUSSION	CONCLUSIONS/ ACTION	FOLLOW-UP/ RESPONSIBLE PARTY
		All in favor; none opposed.	
B. 2012 Compliance Plan		<b>MOTION:</b> by Carruth; second by Hohorst to approve the 2012 Compliance Plan and brought to the Board. All in favor; none opposed.	
C. Confidentiality Acknowledgement		<b>MOTION:</b> by Carruth; second by Hohorst to approve the Confidentiality Acknowledgement included with the Compliance Plan and brought to the Board. All in favor; none opposed.	
<b>9. 2012 GOVERNANCE COMMITTEE WORK PLAN</b>	<i>Kevin Carruth, Chair</i>		
	Mr. Carruth and Mr. Hohorst reviewed and discussed the 2012 Governance Committee Work Plan.		
<b>10. CLOSING COMMENTS</b>	<i>Kevin Carruth, Chair</i>		
	There was no closing comment.		
<b>11. ADJOURN</b>	3:45 p.m.		

4.

**BOARD  
ORIENTATION  
UPDATE**



# DRAFT

## SONOMA VALLEY HEALTH CARE DISTRICT ORIENTATION FOR NEW BOARD MEMBERS

### I. Board of Directors:

- Board's and Chairs Duties, Role sand Responsibilities
- Limits on Power and Authority
- Ethics Policy
- Conflict of Interest Policy
- Board Committees
  - Audit
  - Citizen's Bond Oversight
  - Finance
  - Governance
  - Quality
- Local Health Care District Law
- District Bylaws
- Board Policy
- Brown Act
- Public Records Act
- Most recent financial audit
- Strategic Plan
- Facility Master Plan
- Meeting Dates and Times

### II. Administration:

- President and CEO
  - Roles and responsibilities
  - Current contract
  - Annual goals
- SVH Description
  - Organization structure
  - District Status and Size
  - Hospital Services and Volumes
  - Hospital: Bed Size, Scope, Clinical Depts.
  - Nurse Staffing
  - Recruitment/Retention Challenges
  - Patient Care Plan

- Financial Imperatives:
  - Financial Condition of the Hospital
  - Budget Fiscal Year
  - Risks/Opportunities
  
- Health Care Regulatory Environment:
  - District Law
  - State – Title 22, etc.
  - Medicare Corporate Compliance Regulations
  - OSHPD (Office of Statewide Health Planning & Development)
  - TJC (The Joint Commission)
  - COBRA
  - Medicare: Conditions of Participation
  
- Physician Recruitment:
  - Current Status – Physician Specialty Recruitment
  - Current Status – New Services
  - Physician Business Plan
  
- Development/Foundation:
  - Articles of Incorporation, Structure, Members and Bylaws
  - Strategic Plan – Fiscal Year -Fund Raising

### **III. Medical Staff:**

- Membership
- Role and Responsibilities of Organized Medical Staff
- Relationship to SVH Board of Directors
- Peer Review/Credentialing
- Call Responsibilities; Service Coverage
- Specialty Services Available
- Quality/Performance Improvement
- Medical Staff Bylaws

### **IV. Tour of Facility**



5.

BOARD POLICY  
REGARDING BOARD  
CHAIR & BOARD  
MEMBERS, THE  
LIMITATIONS OF  
POWER, AND  
AUTHORITY OF THE  
BOARD



**Meeting Date:** October 24, 2012

**Prepared by:** Kevin Carruth, Chair, Governance Committee

**Agenda Item Title:** Position Description – Chair and Board Member

**Recommendation:**

The Board adopt the attached Board Policy regarding Board Members, Board Chair and the Limitations of the Power and Authority of the Board.

**Background:**

This issue was on the Board agenda as a discussion item on October 4, 2012. At that time the Board adopted the position description for Board Chair, and had suggestions for improvement on the Board Member description by adding more detail.

As a result of the recommendation the Board Member description was revised, and it was combined into one policy along with the description of Board Chair and the Boards and Chair's Limits on Power and Authority.

**Consequences of Negative Action/Alternative Actions:**

The Board currently has no official position description outside the District Bylaws and the Local Health Care District Law. This will provide more specific affirmative guidance to the Board and the Board Chair if approved. It further clarifies the Board's role in relationship to the CEO and provides much more detailed and publicly available position descriptions to which the Board can be held accountable. However, the Board has operated since the District was established without this level of policy specificity and clarity and could continue to do so.

**Financial Impact:**

None

**Selection Process and Contract History:**

Not applicable.

**Board Committee:**

Governance

**Attachment:**

Sonoma Valley Health Care District Board Member and Board Chairperson Legal Duties, Roles and Responsibilities and Limits on Power and Authority

**Sonoma Valley Health Care District  
Board Member and Board Chairperson  
Legal Duties, Roles and Responsibilities  
and  
Limits on Power and Authority**

**Legal Duties**

The Board has three legal duties:

**A duty of obedience** to the charitable purpose of the organization, a duty that should be demonstrable in all the Board's decisions.

**A duty of loyalty**, to act based on best interests of the organization and the wider community it serves, not the narrow interests of an individual or stakeholder group

**A duty of care**, to be diligent in carrying out the work of the Board by preparing for meetings, attending faithfully, participating in discussions, asking questions, making sound and independent business judgments, and seeking independent opinions when necessary.

**Roles**

The role of the Board is to govern, not manage, the organization. Board work involves three main roles with respect to five primary responsibilities:

**Policy Formulation**

Specify and convey Board expectations, directives and constraints  
Approve and periodically review major policies affecting the District, Hospital and the operation of the Board.

**Decision Making**

Choose among alternatives regarding matters requiring Board attention and input.

**Oversight**

Monitor and assess key organizational process and outcomes.

**Board Member**

**Responsibilities**

The Board has five primary responsibilities:

**Strategic Direction**

Formulate the District's ends, its vision, and key goals, and ensure that management strategies are aligned;

Review and approve the District's Mission, Vision, Values and Annual Strategic Plan and updates;

Review and approve major transactions and significant new programs and services; and  
Monitor organizational performance against goals.

**Executive Performance**

Ensure high levels of executive performance;

Select, support, advise, and set policy for the CEO; and

Establish and approve annual performance expectations and criteria, evaluate, and determine annual compensation including benefits and bonus, and determine retention or termination of the CEO.

**Quality**

Ensure the Hospital provides high quality patient care and patient experiences;  
Review recommendations from the Medical Staff and approve the credentialing of physicians and other medical professionals; and  
Establish quality goals, review the Hospital's means and methods of measuring quality patient care and patient experiences and the results, and take corrective action when necessary.

**Finances**

Ensure the District's financial health;  
Establish the financial goals, develop the financial indicators, monitor financial performance, and take corrective action when necessary;  
Approve the annual budget in alignment with the Strategic Plan and key financial objectives; and  
Ensure the necessary financial controls are in place.

**Board Effectiveness and Efficiency**

Ensure the Board is effective and efficient, focused on its roles and responsibilities.

**Board Chairperson****Responsibilities****Leadership**

Guide and direct the governance process, centering the work of the Board on the organization's mission, vision and strategic direction.

**Agendas**

Establish agendas for Board meetings, in collaboration with the CEO.

**Meeting Management**

Preside over Board meetings in a manner that encourages participation and information sharing while moving the Board toward timely closure and prudent decision-making.

**Committee Direction**

Work with committee chairpersons to align the work of Board committees with the District's Strategic Plan, including its vision and goals.

**CEO Relationship**

Serve as the Board's central point of official communication with the CEO. Develop a positive, collaborative relationship with the CEO, including acting as a sounding board for the CEO on emerging issues and alternative courses of action; and  
Stay up-to-date about the organization and determines when an issue needs to be brought to the attention of the full Board or a committee.

**CEO Performance Appraisal**

Lead the processes of CEO goal-setting, performance evaluation and compensation review, consistent with Board policy.

**Board Conduct**

Set a high standard for Board conduct by modeling, articulating and upholding rules of conduct set out in board bylaws and policies. Intervene when necessary in instances involving conflict-of-interest, confidentiality and other Board policies.

**Board Learning and Development**

Lead the development of the Board's knowledge and capabilities by playing a central role in orientation of new Board members, mentoring and ensuring continuing education for the entire Board.

**Succession Planning**

Participate in the recruitment of new Board and Board committee members.

**Self-evaluation**

Provide for an effective, objective Board self-evaluation process and supports implementation of recommendations for improvement; and

Seek feedback on his or her performance as Chairperson.

**Limits on Power and Authority**

The Board acts only collectively, never individually. Individual Board members have absolutely no power: Board authority derives from the Board as a whole. The Board Chair, Board Officers, and Board Committee Chairs, have limited individual powers only as specifically established in the District Bylaws, Board Policy, Board Resolutions or other specific Board action.

7.

GOVERNANCE  
COMMITTEE  
CHARTER REVIEW



SUBJECT: Governance Committee Charter	POLICY #
DEPARTMENT: Board of Directors	PAGE 1 OF 5
APPROVED BY: Board of Directors (1/5/12)	EFFECTIVE: 1/5/12
	REVISED:

**Purpose:**

Consistent with the Mission of the District the Governance Committee (GC) assists the Board to improve its functioning, structure, and infrastructure, while the Board serves as the steward of the District. The Board serves as the representative of the residents of the SVHCD by protecting and enhancing their investment in the SVH in ways that improve the health of the community collectively and individually. The Board formulates policies, makes decisions, and engages in oversight regarding matters dealing with ends, CEO performance, quality of care, and finances. The Board must ensure that it possesses the necessary capacities, competencies, structure, systems, and resources to fulfill these responsibilities and executive these roles. In this regard it is the Board’s duty to ensure that:

- Its configuration is appropriate;
- Necessary evaluation and development processes are in place;
- Its meetings are conducted in a productive manner;
- Its fiduciary obligations are fulfilled.

The GC shall assist the Board in its responsibility to ensure that the Board functions effectively. To this end the GC shall:

- Formulate policy to convey Board expectations and directives for Board action;
- Make recommendations to the Board among alternative courses of action;
- Provide oversight, monitoring, and assessment of key organizational processes and outcomes.
- Take action on behalf of the Board when prompt action is necessary regarding pending legislation (state or federal) that affects the District/Hospital. The GC Chair shall report such action, and provide copies of correspondence with legislators, to the Board at the next regular Board meeting.

The Board shall use the GC to address these duties and shall refer all matters brought to it by any party regarding Board governance to the GC for review, assessment, and recommended Board action, unless that issue is the specific charge of another Board Standing Committee. The GC makes recommendations and reports to the Board. It has no authority to make decisions or take actions on behalf of the District, except for legislative issues requiring prompt action.

**Policy:**



SUBJECT: Governance Committee Charter	POLICY #
	PAGE 2 OF 5
DEPARTMENT: Board of Directors	EFFECTIVE: 1/5/12
APPROVED BY: Board of Directors (1/5/12)	REVISED:

**SCOPE AND APPLICABILITY**

This is a SVCHD Board Policy and it specifically applies to the Board, the Governance Committee and all other Standing Committees, the CEO, and the Compliance Officer.

**RESPONSIBILITY**

**Committee Structure and Membership**

- The GC, with input from the Standing Committees, shall review the composition of the Standing Committees annually for vacancies, including an assessment of the desired homogeneous and heterogeneous traits necessary for the Board to work together effectively. Examples of desired homogeneous traits include integrity, interest in, and commitment to the Hospital, interpersonal maturity, and willingness to devote the necessary time and effort, and the ability get along and work effectively with others; and heterogeneous traits include their relationship to the Hospital, experience, gender, ethnicity, and expertise. The GC shall assist the Board in having a well qualified, committed, interpersonally skilled, and diverse mix of Standing Committee members, reflective of the District.
- The GC, with input from the Standing Committees and the Board, shall identify the skill sets of the current members and the skills sets ideal for the Standing Committees as a whole, and present a matrix to the Board for its action and use when recruiting and screening potential Standing Committee members.

**Board Development**

- **New Member Orientation**
  - Design our Board’s new-member orientation process and reassess it bi-annually before elections.
- **Continuing Education of the Board**
  - Plan the two annual board retreats—one in and one away from Sonoma. Identify an annual training program addressing current issues of importance to the Board to be presented off-site in Sonoma for the Board, possibly including Standing Committee members, Medical Staff, selected hospital leaders, and others as deemed appropriate by the Board. Coordinate with other Standing Committees as appropriate to avoid duplication of effort.
  - Direct and oversee our Board’s continuing education and development activities for both the Board and its Standing Committees.
- **Board Self Assessment**
  - Direct and oversee the annual assessment of our Board, Standing Committees,





SUBJECT: Governance Committee Charter	POLICY #
DEPARTMENT: Board of Directors	PAGE 3 OF 5
APPROVED BY: Board of Directors (1/5/12)	EFFECTIVE: 1/5/12
	REVISED:

and individual Board members; reviewing these assessments; and making recommendations to the Board regarding ways in which its performance and contributions can be enhanced.

**Monthly Board Development**

- Plan a systematic reading program for the Board, designed to increase Board knowledge in issues of interest and important to the District. The GC shall consult with the other Board members and the CEO in developing the program.

**Develop Policies and Recommend Decisions**

- Draft policies and decisions regarding governance performance and submit them to the Board for deliberation and action.

**Oversight**

- **Compliance**
  - Recommend quantitative measures to be employed by the Board to assess governance performance and contributions.
  - Conduct the annual review of governance performance measures and submit an analysis to the Board for deliberation and action.
- Conduct an annual assessment of all Board policies and decisions regarding governance performance.

**Legislation**

- Review, draft, and/or recommend legislative proposals to the Board for deliberation and action.

Perform other tasks related to governance as assigned by the Board.

**Annual GC Calendar**

- In April, in advance of the budget process, review the adequacy of financial and human resources currently allocated for the Board and its Standing Committees to meet their obligations and comply with their Charters. This includes but is not limited to the financial and human resources necessary to support the Board, for a Compliance Officer and related support funding, and Continuing Education Board retreat and local offsite, the annual Board self assessment, and new Board member orientation, and Board monthly development.
- Annually review and assess all board policies regarding governance, specifically including the GC and all other Standing Committee Charters, and make



SUBJECT: Governance Committee Charter	POLICY #
DEPARTMENT: Board of Directors	PAGE 4 OF 5
APPROVED BY: Board of Directors (1/5/12)	EFFECTIVE: 1/5/12
	REVISED:

- recommendations to the Board for action in December.
- The CY GC work plan shall be submitted to the CEO no later than November for input and resource assessment and shall be submitted to the Board for action no later than December.
- The GC shall report on the status of its prior year’s work plan accomplishments by December.
- The GC shall establish the next CY meeting schedule no later than December.
- The CEO shall develop and provide a rolling 12 month calendar of all scheduled Regular and Special Board Meetings, Board Standing Committee meetings, and Standing Committee Work Plan due dates, update it monthly, and include it on each regular Board meeting Consent Calendar.
- The CEO shall develop and submit proposed legislative changes annually at the first meeting **after the** legislature has adjourned its regular session for the next calendar year—typically September, October at the latest. The GC shall make its recommendations to the Board for action no later than December.
- The GC shall annually review the District’s Code of Conduct and Compliance Program and report to the Board for its action no later than December.
- The CEO shall promptly submit to the GC all reports, assessments, audits by external organizations and the Hospital’s responses that are not submitted to the Audit Committee or the Quality Committee as required by their Charters. In those cases the GC shall determine the appropriate reviewing body and make that referral or conduct the review and referral to the Board itself.

**Even Numbered Year GC Calendar Years**

- Present the New Board Member Orientation Process to the Board for its review and action by August in even numbered years, in advance of the pending election.

**GC Membership**

The GC shall have 2 members. The GC shall be staffed by the Hospital’s CEO at the request of the GC Chair until there is a Compliance Director who shall attend all QC meetings. The CEO may attend all GC meetings and shall be a resource at the GC meetings upon request of the GC chair. GC membership is the Board Chair and the Board Secretary. Generally, the GC Chair shall be the Board Chair, at the Chair’s discretion.

**Frequency of QC Meetings**

The GC shall meet six times a year at minimum, unless there is a need for additional meetings. Meetings may be held at irregular intervals.



SUBJECT: Governance Committee Charter	POLICY #
DEPARTMENT: Board of Directors	PAGE 5 OF 5
APPROVED BY: Board of Directors (1/5/12)	EFFECTIVE: 1/5/12
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**Public Participation**

All GC meetings shall be announced and conducted pursuant to the Brown Act. The general public, patients, and their families and friends, Medical Staff, and Hospital staff are always welcome to attend and provide input. Other Board members may attend but may not comment as it may be a Brown Act violation.

**FREQUENCY OF REVIEW/REVISION**

The GC shall review the Charter annually, or more often if required. If revisions are needed, they will be taken to the Board for action.

9.

GOVERNANCE  
COMMITTEE  
WORKPLAN

## 2012 Governance Committee Work Plan

<p><b>January</b></p> <ul style="list-style-type: none"> <li>• Governance Committee Charter Approval</li> <li>• Governance Committee Work Plan Review</li> <li>• Continuing Education Suggestions</li> <li>• Begin Board Policy Manual</li> </ul>	<p><b>February</b></p> <ul style="list-style-type: none"> <li>• Finance committee Charter</li> <li>• CBOC Charter</li> <li>• Plan Board Retreat (1)</li> <li>• Review Board Policies</li> <li>• GC Analysis of resources for committees to BOD and CEO</li> </ul>	<p><b>March</b></p> <ul style="list-style-type: none"> <li>• Audit Committee Charter</li> <li>• Review Board Self Assessment</li> <li>• Plan Board Retreat (2) AHA Leadership Summit?</li> </ul>	<p><b>April</b></p> <ul style="list-style-type: none"> <li>• Compliance Plan Including Code of Conduct , Policies and Procedures and Compliance Officer job description</li> <li>• Ethics Training</li> </ul>
<p><b>May</b></p> <ul style="list-style-type: none"> <li>• Procurement and Contracting Policy</li> <li>• Compliance Report</li> </ul>	<p><b>June</b></p> <ul style="list-style-type: none"> <li>• Compliance Report</li> <li>• Confidentiality Agreements</li> <li>• Conflict of Interest</li> </ul> <p><b>MEETING CANCELLED</b></p>	<p><b>July</b></p> <ul style="list-style-type: none"> <li>• CEO Performance Review started</li> <li>• <del>Review Board Policies</del></li> <li>• Compliance Report</li> </ul>	<p><b>August</b></p> <ul style="list-style-type: none"> <li>• Compliance Report</li> <li>• Conflict of Interest</li> <li>• Board member &amp; Chair position descriptions</li> </ul>
<p><b>September</b></p> <ul style="list-style-type: none"> <li>• Compliance Report</li> <li>• CEO Performance Review completed</li> <li>• New Board Member Orientation Program</li> <li>• <del>Review and assess board policies and GC charter</del></li> <li>• 2013 GC Work Plan to CEO</li> </ul>	<p><b>October</b></p> <ul style="list-style-type: none"> <li>• Compliance Report</li> <li>• CEO spending limit policy</li> <li>• New Board Member Orientation Review</li> </ul>	<p><b>November</b></p> <ul style="list-style-type: none"> <li>• GC Work Plan received from CEO</li> <li>• Annual review of governance performance measures</li> <li>• Compliance Report</li> <li>• Policy for Executive Compensation and Evaluation approval</li> </ul>	<p><b>December</b></p> <ul style="list-style-type: none"> <li>• Annual Work Plan 2013</li> <li>• Annual review of governance performance measures</li> <li>• Compliance Report</li> </ul>

**COMPLETED**

**IN PROCESS**

**UNDONE**