



**SONOMA VALLEY HEALTH CARE DISTRICT  
GOVERNANCE COMMITTEE  
REGULAR MEETING AGENDA  
Thursday, December 20, 2012  
9:00 a.m.**

**Location: 2S Solarium 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.</i>	Carruth	
<b>3. CONSENT CALENDAR:</b> A. Prior Meeting Minutes for November 26, 2012	Carruth	Inform/Action
<b>4. BYLAWS OF THE SONOMA VALLEY HEALTH CARE DISTRICT:</b> A. Charter B. Delegation of Authority	Carruth	Inform/Action
<b>5. GOVERNANCE COMMITTEE REPORT TO THE BOARD FOR 2012</b>	Carruth	Action
<b>6. GOVERNANCE COMMITTEE ANNUAL REVIEW</b>	Davis	Action
<b>7. 2013 GOVERNANCE COMMITTEE WORK PLAN</b>	Davis	Action
<b>8. CEO CONTRACT SIGNING AUTHORIZATION</b>	Hohorst	Action
<b>9. CEO EVALUATION PROCEDURE AND SCHEDULE</b>	Hohorst	Action
<b>10. SETTING ANNUAL CEO OBJECTIVES</b>	Hohorst	Action
<b>11. COMPLIANCE</b>	Davis	Inform
<b>12. POLICY CONCERNING CONFIDENTIAL PATIENT CARE AND MEDICAL STAFF INFORMATION</b>	Carruth	Action
<b>13. INFORMATION FROM iPROTEAN FOR BOARD EDUCATION</b>	Mather	Inform
<b>14. ESTES PARK INSTITUTE FOR 2013 BOARD RETREAT</b>	Mather	Inform
<b>15. CLOSING COMMENTS</b>	Carruth	Inform
<b>16. ADJOURN</b>		

3.A.

MINUTES

11.26.12



**SONOMA VALLEY HEALTH CARE DISTRICT  
GOVERNANCE COMMITTEE  
REGULAR MEETING MINUTES  
Monday, November 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		Kelly Mather, CEO

<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>	9:07 a.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.</i>	There was no public comment.		
<b>3. CONSENT CALENDAR:</b> A. Prior Meeting Minutes 10.24.12		<b>MOTION:</b> by Hohorst; seconded; to approve the Consent Calendar and carried. All in favor; none opposed.	
<b>4. GOVERNANCE COMMITTEE REPORT TO THE BOARD FOR 2013</b>	<i>Kevin Carruth, Chair</i>		

AGENDA ITEM	DISCUSSION	CONCLUSIONS/ ACTION	FOLLOW-UP/ RESPONSIBLE PARTY
	Mr. Carruth recommended a summary report compared to the Work Plan and the Charter. He suggested bringing it back at next month's meeting. There was a Bylaws change that was also recommended and Mr. Hohorst was to provide the wording.		
<b>5. DEVELOP GOVERNANCE COMMITTEE WORK PLAN FOR 2013</b>	<i>Kevin Carruth, Chair</i>		
	Mr. Carruth suggested not developing the Work Plan until a Board assessment had been done.		
<b>6. REVIEW CHARTER FOR RECOMMENDED CHANGES</b>	<i>Kevin Carruth, Chair</i>		
	Mr. Carruth recommended having every Board Committee to include at their next meeting's agenda the following: 1) To review what they did in 2012 and prepare a brief summary report to the Board in relation to the Charter and the Work Plan; 2) To review their Charters for changes; and 3) Develop a Work Plan for 2013. He strongly recommended that the CEO attend each Board Committee meetings for further discussions.		
<b>7. UPDATE – BOARD POLICY ON CEO EVALUATION, COMPENSATION, SCHEDULE, ETC.</b>	<i>Peter Hohorst</i>		
	Mr. Carruth recommended to review the documents, get feedback from the CEO, and brought back at next month's meeting.		
<b>8. CEO CHANGE ORDER AUTHORITY</b>	<i>Kelly Mather</i>		
	Ms. Mather discussed the Project Change Order policy. Mr. Hohorst would revise the wording.		
<b>9. ACKNOWLEDGEMENT CONCERNING CONFIDENTIAL INFORMATION</b>	<i>Kevin Carruth, Chair</i>		
	Mr. Carruth advised that the Policy Concerning Confidential Information should be included in all of the Board Committee agenda packets for the Committees to sign and submit to the Board Clerk.		
<b>10. CLOSING COMMENTS</b>	<i>Kevin Carruth, Chair</i>		
	There was no closing comment.		
<b>11. ADJOURN</b>	10:40 a.m.		

4.

# SVHCD BYLAWS

# BYLAWS of the SONOMA VALLEY HEALTH CARE DISTRICT Sonoma, California

## TABLE OF CONTENTS

<b>Article I Preamble</b> .....	4
Section 1. Mission .....	4
Section 2. Relationships .....	4
<b>Article II The <u>District and Board as a Legal Entity</u></b> .....	6
Section 1. Powers .....	6
Section 2. District Bylaws as Basis of Authority .....	8
<b>Article III Board of Directors</b> .....	8
Section 1. Members .....	8
Section 2. Officers .....	10
Section 3. Elections .....	11
Section 4. Committees .....	11
Section 5. Compensation .....	14
Section 6. Indemnification .....	14
<b>Article IV Delegation of Authority</b> .....	15
Section 1. Chief Executive Officer .....	15
Section 2. Medical Staff .....	16
Section 3. Contractual Relationships .....	18

## Bylaws of the Sonoma Valley Health Care District

4

### Article I Preamble

~~These District Bylaws are adopted by~~ the Sonoma Valley Health Care District (the District) ~~Board~~ is a unit of local government. These District Bylaws are adopted by the District Board of Directors (the Board) pursuant to and consistent with Division 23 of the Health and Safety Code of the State of California, known as “The Local Health Care District Law.” These District Bylaws are established to further enable the Board to faithfully exercise its powers and fiduciary duties in accordance with applicable law. The Board-approved Policy and Procedures Manual shall be used to assist further in implementing the responsibilities of the Board.

#### Section 1. Mission

The Mission of the Sonoma Valley Health Care District is to maintain, improve, and restore the health of everyone in our community.

This mission is pursued subject to available financial and human resources and leadership consistent with the Local District Health Care Law of California. The District sets forth Core Values as a framework to provide operational guidance for achieving its mission.

The Core Values of the Sonoma Valley Health Care District are that those who live in Sonoma

Valley will experience outstanding health care because:

- a. There will be direct access to appropriate care when needed and overall health will be coordinated in a comprehensive fashion.
- b. Care will show respect and honor the dignity of everyone.
- c. The available services will (a) match the needs of the community, (b) be fiscally sustainable, and (c) meet or exceed all quality standards.
- d. Wise stewardship will be exercised regarding the District's financial resources to ensure stability, agility, and prudent growth.
- e. Partnerships with physicians, other healthcare providers, and payers will extend the range of available services and conserve resources.
- f. We will feel informed and proud of the quality of health care available in the District.

## Section 2. Relationships

### **Bylaws of the Sonoma Valley Health Care District**

5

The Board recognizes that it is most effective in maintaining, improving, and restoring the health of everyone in our community when it works in collaboration with others. Among our partners are the community, the Hospital, the medical community, and other healthcare providers. Although the responsibilities of the Board are set forth in our public trust as the duties of fiduciary responsibility and care and in state law, it is the intent of the Board to maximize its impact on health by building strong, cooperative relationships.

#### a. The Community

The Board is publicly elected to represent the collective interests of all people in the District, regardless of whether they may be patients at the Hospital. That trust is exercised by inquiring and listening to the concerns of the entire community regarding health care expectations, community resources that might be available, and matters of good organizational citizenship. It is also the Board's responsibility to ensure that the public is informed about its own health and the operations of the Hospital and other healthcare services. The public is also welcome and encouraged to monitor District operations and policy and participate in the discussion of the public actions of the Board. It is the intent of the Board to honor the full spirit of transparency in its work.

#### b. The Hospital

The major resource available to the Board for serving the community's health needs is Sonoma Valley Hospital. This is an Acute Care, community hospital providing emergency care, in-patient and ambulatory acute care, skilled nursing, therapy, and related services. It serves the community by providing prompt response to acute health needs and coordination of care and by providing resources to the medical community.

#### c. The Medical Staff

Physicians are a self-governing community of peers who set standards for quality of care and professional conduct. Some of these professionals are Hospital employees; most are not. The community is best served when an appropriate mix of practitioners is free to reach professional excellence, with the Board

providing required oversight and necessary resources.

## **Bylaws of the Sonoma Valley Health Care District**

6

### d. Other Healthcare Providers

The District recognizes that maintaining, improving, and restoring the health of everyone in our community involves collaboration with the entire health care community. Individuals who have insurance plans that involve providers outside the Valley who use only the Hospital's emergency or diagnostic and support services are included in our mission. So are those who use the services of other local providers and are referred to Sonoma Valley Hospital for supportive care. Patients of the Hospital can expect that their care will include referral for advanced treatment at Bay Area hospitals that offer specialized services. The District works with local adjunctive services to ensure a supportive community environment.

## **Article II The District and the Board as a Legal Entities**

The name of the District shall be the Sonoma Valley Health Care District (the District). The District is a unit of local government. The Board is the independently elected governing body of the District.

The principal office for transacting business and maintaining records of the Sonoma Valley Health Care District shall be the Sonoma Valley Hospital (the Hospital), located at 347 Andrieux Street, Sonoma, California 95476. The district also maintains a Web site at <http://www.svh.com/healthcare-district-information/>.

### Section 1. Powers

The Board shall have accountability and authority for those powers set forth in the Local Health Care District Law of California [California Health and Safety Code (H&S) 32,000] that are necessary for fulfilling its mission. These shall include, but are not limited to the following abilities to:

a. Form a medical staff to be known as "The Medical Staff of Sonoma Valley Hospital"; such medical staff shall be self-governing, subject to the District Board's final approval of members and their privileges, hospital rules for quality of patient health and safety, indemnification of practice, and Medical Staff Bylaws [~~California Health and Safety Code (H&S)~~ 32128, 32129].

b. Form a service organization to be known as "The Sonoma Valley Hospital Auxiliary" whose bylaws are subject to approval by the Board.

## **Bylaws of the Sonoma Valley Health Care District**

7

c. Hire, direct, evaluate, and terminate if necessary the President and Chief Executive Officer of the Hospital and any other individuals neither working for the Hospital nor reporting directly to the Chief Executive Officer but necessary for meeting the Mission of the District [H&S 32121].

d. Enter into contracts for provision of health care and make certain resources are available to medical staff members who are serving the community [H&S 32121, 32129].

e. Establish and maintain standards for quality of care in facilities under the



District's direction \*H&S 32125+.

f. Create entities or enter into contractual relationships with existing entities useful for promoting the District's Mission \*H&S 32121, 32131+.

g. Acquire, lease, manage, and dispose of real assets for the purpose of meeting its Mission [H&S 32121, 32123, 32126].

h. Authorize the purchase, lease, management, and disposal of capital and other equipment needed to meet its Mission [~~California Health and Safety Code~~ [H&S 32122](#), 32132].

i. Place before the public for vote parcel tax and bond measures to finance healthcare services and facilities [H&S 32127].

j. Sue and be sued and exercise related actions as a corporate entity [H&S 32121].

k. Manage its financial assets in a responsible fashion, including authorization for borrowing funds and letting of contracts [H&S 32127, 32130, 32132, 32133, 32136, 32138].

l. Create committees, policy, and take other actions necessary to enhance the mission of the District [H&S 32121].

m. Receive input from the public and inform the public regarding matters related to the operation of the District.

The Board exercises its responsibilities through setting goals, assessing the healthcare environment and performance of the hospital, and requesting responsive action. All District powers shall only be exercised pursuant to specific delegation by the Board of Directors.

## **Bylaws of the Sonoma Valley Health Care District**

8

### Section 2. District Bylaws as Basis of Authority

#### a. Amendment

These District Bylaws shall be reviewed biannually at the beginning of even numbered years. They may be changed by an affirmative vote of at least three Board members at a regularly scheduled board meeting.

#### b. Relationship to Other Bylaws

The Bylaws of the Sonoma Valley Health Care District Medical Staff (the Medical Staff) are understood to be a subset of the District Bylaws with respect to their relationship with the District. Any action or procedure that is required, allowed, or prohibited in the Medical Staff Bylaws will also be required, allowed, or prohibited in the District Bylaws. The District Board and the Medical Staff shall consult on any proposed changes in either document that may affect both groups. Changes in the Medical Staff Bylaws shall be approved by the District Board; changes in District Bylaws that may affect the Medical Staff require corresponding revision of the Medical Staff Bylaws. The same relationship exists between the District Bylaws and the Bylaws of the Sonoma Valley Hospital Auxiliary (the Auxiliary).

In any case where there is a conflict between either the Medical Staff or Auxiliary with the District Bylaws, the District Bylaws shall be controlling.

## **Article III Board of Directors**

### Section 1. Members

a. Selection

The Board shall consist of five members, elected by the public from registered voters of the District in accordance with ~~California Health and Safety Code~~[H&S Section 32100](#). Three members shall be elected in years evenly divisible by four and two members shall be elected in alternating even-numbered years. In the event of a Board vacancy, a new Board member shall be appointed to fill the

**Bylaws of the Sonoma Valley Health Care District**

9

vacated position from applying individuals who meet qualification for election by vote of the remaining Board members in a publicly noticed and open meeting. The appointed Board member shall serve until the next general election returns are certified by the registrar of voters unless the vacancy occurs in the first half of the director's term, but less than 130 days prior to the next general election. In this case the appointed director shall serve the balance of the term (Section 1780 of the California Government Code).

b. Fiduciary Responsibilities

Board members have fiduciary responsibilities to the District. Those living in the District trust the Board to act on their behalf.

(1) The duty of care requires that Board members act toward the District with the same watchfulness, attention, caution, and prudence that a reasonable person in the circumstances would. The duty of loyalty requires that Board members not place their personal interests above those of the District.

(2) Board members shall comply with the District's Conflict of Interest Code as detailed in the Board Policy and Procedures Manual.

(3) The only actions of the Board are those agreed by a majority of Board members in publically noticed meetings that are consistent with state law and regulations. Diversity of informed and well-articulated opinion among Board members is expected while questions are open before the board.

(4) Board members respect privacy of information by not requesting or seeking to obtain information that is not authorized or necessary for conducting the business of the Board. Board members respect confidentiality by not revealing information to others who are not legally authorized to have it or which may be prejudicial to the good of the District. Board members respect information security by requesting and monitoring policies that protect the privacy of individuals served by or doing business with the District.

**Bylaws of the Sonoma Valley Health Care District**

10

c. Personal Qualifications

In their service to the District, Board members are expected to:

(1) Actively promote the mission of the District: to maintain, improve, and restore the health of everyone in our community.

- (2) Devote sufficient time to their duties to ensure they are fully knowledgeable regarding matters about which the Board deliberates.
- (3) Provide respectful, positive, independent input into the group decision making process.
- (4) Seek input from the community and represent the District to the community as ambassadors.
- (5) Maintain a high level of personal integrity.

#### Section 2. Officers

The officers of the Board and their duties shall consist of the following:

##### a. Chair

- (1) Serve as the Board's primary liaison with the Chief Executive Officer and with the press and the public
- (2) Prepare the Board agenda and request necessary support materials for meeting
- (3) Conduct meetings of the Board
- (4) Sign documents as authorized by the Board
- (5) Appoint members to committees subject to approval by a majority of the Board
- (6) Coordinate the Board's performance evaluation of the President and Chief Executive Officer

[\(7\) Serve as Chair of the Governance Committee, unless the Board specifically acts to make an exception.](#)

### **Bylaws of the Sonoma Valley Health Care District**

11

##### b. First Vice Chair

- (1) Serve in the capacity of the chair when necessary or as delegated.
- (2) Serve as the permanent Board representative on the Joint Conference Committee of the Medical Executive Committee.

##### c. Second Vice Chair

- (1) Serve as chair or member of the Board Quality Committee.
- (2) Serve in the capacity of the chair when necessary or as delegated.

##### d. Secretary

- (1) Direct that minutes, records, and other support material are prepared and made available in a timely fashion.
- (2) Serve or cause to be served all notices of the Board.
- (3) Sign documents as authorized by the Board.
- (4) Serve as chair or member of the Board Governance Committee.

##### e. Treasurer

- (1) Serve as chair or member of the Board Finance Committee.

#### Section 3. Elections

~~Beginning with the calendar year 2012~~ Officers will be elected at the first regular Board meeting

in December of each year. Election is by majority vote of the members of the newly-installed Board in even numbered years and by majority vote of existing members in odd numbered

years. Officers may be elected to consecutive terms. In the event that the Board fills a vacant position, it may decide either to confirm the new Board member in the previous Board member's office or conduct a new set of elections.

#### Section 4. Committees

The Board may create committees in order to facilitate its business and to ensure access to expertise and citizen input. All committees shall be advisory to the Board and have no authority

### **Bylaws of the Sonoma Valley Health Care District**

12

to make decisions or take actions on behalf of the Board unless specifically delegated by the Board. A committee is created or disbanded by majority vote of the Board.

#### a. Types of Committees

(1) Standing Committees assist the Board by gathering information, evaluating proposals and policies, and make recommendations regarding key and continuous or regularly recurring functions of the District. The duties and responsibilities for the Board Standing Committees are

contained in the Board ~~Policy and Procedures manual~~[approved committee charters](#). The Board standing committees shall be:

- (a) Finance Committee
- (b) Quality Committee
- (c) Governance Committee
- (d) Audit Committee
- (e) Citizen Advisory Committee

(2) Advisory Committees ("Ad Hoc") may be established to study and make recommendations to the Board on specific matters. The scope of such committees shall be limited and shall not be of continuous or on-going nature. Upon determination by the Board that the period for advice has passed or upon acceptance of the Advisory Committee's written report by the Board, the Advisory Committee shall be disbanded. Advisory Committees shall be comprised of two Board members and are not subject to Brown Act provisions.

#### b. Types of Meetings

Meetings of the Board and its standing Committees are conducted in accordance with the Ralph M. Brown Act (the Brown Act). A quorum for the Board or for its standing committees shall consist of a majority. Agendas for regular Board and standing committee meetings will be available 72 hours in advance of meetings, and for special meetings 24 hours in advance, giving the date, time and location of meetings. No action will be taken concerning an item not previously noticed on the published agenda. Exceptions exist in the case of an emergency where the majority of the Board determines that an emergency exists (Government Code 54956.5), in which case there is a need to take immediate action. The other

### **Bylaws of the Sonoma Valley Health Care District**

13

exception is if a regular or special meeting is appropriately noticed and the need for urgent action came to the attention of the District subsequent to the agenda

being posted. In that case, if two-thirds of the Board members present vote (or there is a unanimous vote if less than two-thirds are present) that there is a need to take immediate action. Public comment will be invited and considered at all open meetings (regular, emergency and special Board meetings and standing committee meetings), and meeting agendas, support materials, and minutes will be available to the public.

(1) Emergency Board meetings can be called on one hour's notice by the Chair or any Board member. News media that has submitted a prior written request for notification of emergency meetings shall be notified in advance of the meeting.

(2) Special Board meetings may be called by any two Board members with 24 hours notice and are subject to rules applying to regular meetings. News media that has submitted a prior written request for notification of special meetings shall be notified in advance of the meeting.

(3) Closed Board meetings may be held for purposes of considering the appointment, employment, evaluation of performance, discipline, dismissal or to hear complaints or charges concerning a Hospital employee or member of the Medical Staff; in consideration of pending litigation; or in matters of negotiations concerning real property, labor contracts, or discussion of trade secrets. Closed meetings shall be announced, conducted, and reported in accordance with the Brown Act, and the public may not participate. Standing committees may hold closed meetings only if their charter or a Board delegation includes issues allowing closed meetings.

#### c. Participation of Directors on Standing Committees

No more than two Board members shall be appointed to serve on any Standing Committee at one time. Other Board members may attend standing Committee Meetings as members of the public at any time. In the event of the absence of a regular Board member on a Standing Committee, the Chair of the Board, or in succession, the Chair of the Standing Committee may designate other Directors to serve in the capacity of absent Board committee members. All appointed

### **Bylaws of the Sonoma Valley Health Care District**

14

members of Board committees, including *ex officio* appointments and recognized alternates shall be voting members and shall count toward establishing a quorum. Board members who attend standing committee meetings as members of the public may not participate in the discussions to avoid a possible violation of the Brown Act. Verify with counsel since we notice these meetings per Brown Act.

#### Section 5. Compensation

a. Each member of the Board of Directors shall be allowed his/her necessary traveling and incidental expenses incurred in the performance of official business of the District pursuant to the Board's policy.

#### Section 6. Indemnification

a. Any person made or threatened to be made a party to any action or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he/she, his/her estate, or his/her personal representative is or was a Director, officer or employee, of the District, or an individual (including a medical staff appointee or committee appointee) acting as an agent of the District, or serves or served any other corporation or other entity or organization in any capacity at the request of the District while acting as a Director, officer, employee or agent of the District shall be and hereby is indemnified by the District, as provided in Sections 825 et.seq. of the California Government Code.

b. Indemnification shall be against all judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's fees actually and necessarily incurred, as a result of any such action or proceeding, or any appeal therein, to the fullest extent permitted and in the manner prescribed by the laws of the State of California, as they may be amended from time to time, or such other law or laws as may be applicable to the extent such other law or laws is not inconsistent with the law of California, including Sections 825 et.seq. of the California government Code.

c. Nothing contained herein shall be construed as providing indemnification to any person in any malpractice action or proceeding arising out of or in any way connected with such person's practice of his or her profession

## **Bylaws of the Sonoma Valley Health Care District**

15

### **Article IV Delegation of Authority**

The Board honors the distinction between governance and management. The Board shall exercise its responsibilities for oversight by operating at the policy level, setting strategic direction and goals, monitoring key outcomes, and taking corrective action where needed.

#### Section 1. Chief Executive Officer

The District employs or contracts with a President and CEO for the Hospital who acts on behalf of the District within the constraints of the Board Bylaws and Board Policies set by the Board.

The Board delegates to the President and CEO the authority to perform the following functions:

- a. Manage the ~~District's~~ Hospital's human, physical, financial, knowledge, and community good will resources in support of the District's Mission to maintain, improve, and restore the health of everyone in our community.
- b. Manage the activities and resources of the ~~Sonoma Valley~~ Hospital.
- c. Ensure that the Hospital complies with applicable laws, regulations, and standards.
- d. Provide supporting resources to the Board and its committees as requested.
- e. Support the operations of the Board by providing reports, general information, staff support, and other resources.
- f. Annually, create a draft update on the ~~District's~~ Hospital's rolling Three -Year Strategic Plan and the Budget.
- g. Promote awareness of the Hospital, good will in the community, and philanthropic support.
- h. Serve as the contact executive in affiliation agreements with other district

hospitals, physician foundations, and other healthcare partners.

i. Negotiate, sign, monitor, and terminate or renegotiate contracts [to meet the District's and Hospitals needs and obligations in accordance with Board Policy](#).

j. Sign checks to meet the District's [and Hospitals](#) financial obligations in accordance with Board Policy.

k. Discharge these functions in a positive, legal, and ethical fashion so as to bring respect to the [Hospital and the](#) District.

l. Carry out directives from the Board.

## **Bylaws of the Sonoma Valley Health Care District**

16

### Section 2. Medical Staff

#### a. Establishment of a Medical Staff

There shall be a Medical Staff for the Hospital established in accordance with the requirements of the Local Healthcare District Law [California Health and Safety Code (H&S) 32,000], whose membership shall be comprised of all physicians, dentists and podiatrists who are duly licensed and privileged to admit or care for patients in the Hospital. The Medical staff shall be an integral part of the Hospital. The District shall appoint the Medical Staff by approving their credentialing. The Medical Staff shall function in accordance with the Medical Staff Bylaws, Rules and Regulations and Policies that have been approved by the Medical Staff and by the District.

The Medical Staff shall be represented as described in Article IV of these Bylaws and shall be afforded full access to the District through the Board's regular meetings and committees as described herein. The Medical Staff, through its officers, department chiefs, and committees, shall be responsible and accountable to the District for the discharge of those duties and responsibilities set forth in the Medical Staff's Bylaws, Rules and Regulations, and Policies and as delegated by the District from time to time.

#### b. Bylaws, Rules, and Regulations

The Medical Staff is responsible for the development, adoption, and periodic review of the Medical Staff Bylaws and Rules and Regulations, consistent with these District Bylaws, applicable laws, government regulation, and accreditation standards. The Medical Staff Bylaws, Rules and Regulations and all amendments thereto, shall become effective upon approval by the Medical Staff and the District. Whenever there is a reference in the Medical Staff Bylaws, Rules and Regulations, to the "Board of Directors" or "the District," that term shall refer to and be considered as the Sonoma Valley Health Care District as described in Article I of these Bylaws.

#### c. District Action on Membership and Clinical Privileges

(1) Medical Staff Responsibilities: The Medical Staff is accountable to the District for the quality of care, treatment and services rendered to patients in the Hospital. The Medical Staff shall be responsible for investigating and evaluating matters relating to Medical Staff membership status, clinical

## **Bylaws of the Sonoma Valley Health Care District**



privileges, and corrective action, except as provided in Section 3(d) in Article 4 of the Medical Staff bylaws. The Medical Staff shall adopt and forward to the District specific written recommendations, with appropriate supporting documentation, that will allow the District to take informed action. When the District does not concur with a Medical Staff recommendation, the matter shall be processed in accordance with the Medical Staff Bylaws and applicable law before the District renders a final decision. The District shall act on recommendations of the Medical Staff within the period of time specified in the Medical Staff Bylaws or Rules and Regulations, or if no time is specified, then within a reasonable period of time. However, at all times the final authority for appointment to membership on the Medical Staff of the Hospital remains the sole responsibility and authority of the District.

(2) Criteria for District Action: The process and criteria for acting on matters affecting Medical Staff membership status and clinical privileges shall be as specified in the Medical Staff Bylaws.

(3) Terms and Conditions of Staff Membership and Clinical Privileges: The terms and conditions of membership status in the Medical Staff, and the scope and exercise of clinical privileges, shall be as specified in the Medical Staff bylaws unless otherwise specified in the notice of individual appointment following a determination in accordance with the Medical Staff Bylaws.

(4) Initiation of Corrective Action and Suspension: Where in the best interests of patient safety, quality of care, or the Hospital staff, the District may take action subject to the standards and procedures in the Medical Staff Bylaws, Rules and Regulations and applicable law.

The Chief Executive Officer may summarily suspend or restrict clinical privileges of any Medical Staff member subject to the standards and procedures in the Medical Staff Bylaws, Rules and Regulations and applicable law.

(5) Fair Hearing and Appellate Procedures: The Medical Staff Bylaws shall establish fair hearing and appellate review mechanisms in connection with Staff recommendations for the denial of Staff appointments, as well as denial of reappointments, or the curtailment suspension or revocation of privileges. The hearing and appellate procedures employed by the District upon referral of such matters shall be consistent with the Local Healthcare

### **Bylaws of the Sonoma Valley Health Care District**

District Law [~~California Health and Safety Code (H&S) 32,150~~, and those specified in the Medical Staff Bylaws, Rules and Regulations.

#### d. Accountability to the District

The Medical Staff shall conduct and be accountable to the District for conducting activities that contribute to the preservation and improvement of quality patient care and safety in the Hospital.



e. Documentation

The District shall receive and act upon the findings and recommendations emanating from the activities required by Article IV, Section 2(d). All such findings and recommendations shall be in writing and supported and accompanied by appropriate documentation upon which the District can take appropriate action.

Section 3. Contractual Relationships

The District may enter into contractual relationships with other Districts, provider organizations, or consortia in order to share resources and improve access to care to better serve the [health care](#) needs of those in the Valley.

4.A.

GOVERNANCE  
COMMITTEE  
CHARTER



SUBJECT: Governance Committee Charter	<del>POLICY #</del>
DEPARTMENT: Board of Directors	PAGE 1 OF 4
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.

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.

**Policy:**

**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.



SUBJECT: Governance Committee Charter	<del>POLICY #</del>
DEPARTMENT: Board of Directors	PAGE 2 OF 4
APPROVED BY: Board of Directors (1/5/12)	EFFECTIVE: 1/5/12
	REVISED:

**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, 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



SUBJECT: Governance Committee Charter	<del>POLICY #</del>
DEPARTMENT: Board of Directors	PAGE 3 OF 4
APPROVED BY: Board of Directors (1/5/12)	EFFECTIVE: 1/5/12
	REVISED:

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.

| ~~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 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~~



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

~~regular Board meeting Consent Calendar.~~

- 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 and/or Administrative Representative at the request of the GC Chair, ~~until there is a~~ The Compliance Director Officer who shall attend ~~all QC GC meetings, as needed. 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, t~~ The GC Chair shall be the appointed 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.

**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.

7.

2013  
GOVERNANCE  
COMMITTEE  
WORK PLAN

## 2013 Governance Committee Work Plan

<p><b>January</b></p> <ul style="list-style-type: none"> <li>•</li> </ul>	<p><b>February</b></p> <ul style="list-style-type: none"> <li>• CEO Spending authority</li> <li>• Delegation of authority to CEO</li> <li>• Board Education system</li> </ul>	<p><b>March</b></p> <ul style="list-style-type: none"> <li>•</li> </ul>	<p><b>April</b></p> <ul style="list-style-type: none"> <li>• Compliance Report</li> <li>• Board Retreat</li> <li>• Board Self Assessment</li> <li>• Review allocated resources for FY 2014</li> </ul>
<p><b>May</b></p> <ul style="list-style-type: none"> <li>•</li> </ul>	<p><b>June</b></p> <ul style="list-style-type: none"> <li>• CEO annual objectives</li> <li>• AHA Summit</li> <li>• Financial Policies to GC for approval</li> </ul>	<p><b>July</b></p> <ul style="list-style-type: none"> <li>•</li> </ul>	<p><b>August</b></p> <ul style="list-style-type: none"> <li>• Compliance Report</li> <li>• CEO performance evaluation and compensation</li> </ul>
<p><b>September</b></p> <ul style="list-style-type: none"> <li>•</li> </ul>	<p><b>October</b></p> <ul style="list-style-type: none"> <li>• Code of Conduct/Compliance Review</li> <li>• Advise committees of charter review dates</li> <li>• Legislation Review</li> </ul>	<p><b>November</b></p> <ul style="list-style-type: none"> <li>•</li> </ul>	<p><b>December</b></p> <ul style="list-style-type: none"> <li>• Review committee charters</li> <li>• Annual review of GC performance measures</li> <li>• Annual work plan</li> <li>• Compliance report</li> </ul>

**COMPLETED**

**IN PROCESS**

**UNDONE**

**Ongoing:**

**Review and recommend legislation.**

**Monthly Board Development**

**Review Board Policies**

**From 2012 work plan:** Draft policies and decisions regarding governance performance and submit them to our Board for deliberation and action.

Recommend quantitative measures to be employed by our Board to assess governance performance and contributions.

Conduct the annual review of governance performance measures and submit an analysis to our Board for deliberation and action.

Conduct an assessment of Standing Committee members, vacancies and the desired traits for new members and alternates.



8.

CEO CONTRACT  
SIGNING  
AUTHORIZATION

SONOMA VALLEY HEALTH CARE DISTRICT  
CONTRACT SIGNING AUTHORIZATION

PAGE: 1 OF 2

**TITLE:** CONTRACT SIGNING AUTHORIZATION

**PURPOSE:**

Recognizing that a formal contract is necessary and desirable and that contracts legally bind the organization to their provisions, it is appropriate that a formal policy be in place, which will ensure that contracts are authorized at the appropriate administrative level, and executed in a consistent fashion throughout the organization.

**POLICY:**

Contracts which bind the Sonoma Valley Health Care District (SVHCD) to the terms of a contractual agreement must be approved by the SVHCD Board (the Board) and shall be signed by the Chair of the SVHCD Board unless the Board designates an alternate signer when the contract is approved.

Contracts which bind the Sonoma Valley Hospital (SVH), but not the SVHCD, to the terms of a contractual agreement shall be signed as identified in the Approval Authority of this policy.

The President and CEO of the SVH shall cause a file to be maintained at a single location of all SVHCD and SVH contracts.

**APPROVAL AUTHORITY:**

1. Contracts and contract renewals that bind the SVH to a period of not exceeding 1 year and financially obligate the organization not to exceed \$50,000 may be signed by the President and CEO of the SVH or the President and CEO of the SVH may delegate this authority to other employees of the SVH.
2. Contracts and contract renewals which bind the SVH to a period not exceeding 1 year and financially obligate the SVH to more than \$50,000 but less than \$150,000 shall be signed by the President and CEO of the SVH.
3. Contracts and contract renewals which bind the organization to a period of more than one year but not exceeding 2 years and/or financially obligate the organization to more than \$150,000 but not exceeding \$500,000, must be signed by both the CEO and the CFO of the SVH. These contracts must be reviewed by the Finance Committee prior to signing. The Finance Committee shall advise the CEO and or the CFO on the merits of the contract.
4. Contracts and contract renewals which bind the SVH beyond the limits specified in #3 above must be approved by the SVHCD Board of Directors. These contracts must be reviewed by the Finance Committee

SONOMA VALLEY HEALTH CARE DISTRICT  
CONTRACT SIGNING AUTHORIZATION

PAGE: 2 OF 2

prior to submission to the Board for approval. The Finance Committee shall advise the Board on the merits of the contract.

\_\_\_\_\_  
Chair, Board of Directors

\_\_\_\_\_  
Date

9.

**CEO EVALUATION  
PROCEDURE AND  
SCHEDULE**



**Meeting Date:** December 20, 2012

**Prepared by:** Peter Hohorst, Board Member

**Agenda Item Title:** CEO Evaluation Procedure and Schedule

**Recommendation:**

That the CEO evaluation be prepared by a temporary Board Advisory Committee and submitted to the Board for review, refinement, and approval in September of each year.

That the members of the Board Advisory Committee be appointed by the Board Chair and approved by the Board at the regular Board meeting in July of each year.

That the Board Advisory Committee shall disband after delivering its report to the Board. That the evaluation be based on the final quality and financial results of the prior fiscal year and such personnel evaluation surveys, as the committee deems appropriate.

That the Board Advisory Committee solicit input from the CEO of the Marin General Hospital and the Chair of the Medical Executive Committee, as well as other Board members during the process of the evaluation.

That the evaluation be based on objective, measurable metrics to the greatest degree possible.

**Background:**

The annual evaluation of the CEO should be completed as quickly as possible after the end of the fiscal year. As it must be based on the operating results of the fiscal year the process cannot start until these results are available at the end of July. The Board Advisory Committee would, therefore, have the month of August to complete the performance review before submitting their report to the Board in September.

The use of a two member Board Advisory Committee to prepare an evaluation report was successfully utilized this past year.

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

The use of a performance review that is timely and objective is a positive means of improving performance.

**Financial Impact:**

None

**Selection Process and Contract History:**

NA

**Board Committee:**

Board Advisory Committee

**Attachment(s):**

None

10.

**SETTING ANNUAL  
CEO OBJECTIVES**



**Meeting Date:** December 20, 2012

**Prepared by:** Peter Hohorst, Board Member

**Agenda Item Title:** Setting Annual CEO Objectives

**Recommendation:**

That the Board establish a temporary Board Advisory Committee each year to work with the CEO to identify the significant problems facing the District and to develop the annual CEO objectives to address these problems.

That draft objectives be developed during the month of May for review by the Board at the beginning of June.

That the CEO objectives be submitted to the Board for approval at the July Board meeting. That these objectives be measurable on a monthly basis if possible and progress toward their achievement be reported at the regular monthly Board meetings.

That the Board Advisory Committee be disbanded when the objectives have been approved.

**Background:**

If the Board and the CEO agree on the most important results to be accomplished during the next year before the fiscal year starts, achievement of these results is more likely to happen.

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

If the Board and the CEO are not in agreement on the direction that will be taken, it is not possible to allocate the resources necessary to implement plans to get there.

**Financial Impact:**

Careful setting of financial and quality objectives will ensure the future of the Hospital and the health of the residents of the Valley.



**Selection Process and Contract History:**

NA

**Board Committee:**

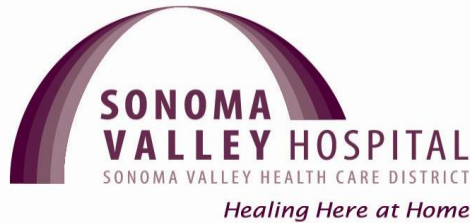
Board Advisory Committee

**Attachment(s):**

None

12.

POLICY  
CONCERNING  
CONFIDENTIAL  
PATIENT CARE AND  
MEDICAL STAFF  
INFORMATION



**POLICY CONCERNING CONFIDENTIAL  
PATIENT CARE AND MEDICAL STAFF INFORMATION**

State and Federal laws, as well as ethical obligations, require that information concerning the care, condition and treatment of our patients be treated as confidential matters. Accordingly Hospital patient care services and Medical Staff reports (care assessments, credentialing, and peer review) including related departmental, operational, statistical and financial information should be held in similar confidence. No confidential information may be used by any individual connected with the hospital for their own purposes.

Any and all inquiries by members of the media concerning the Hospital and/or its patients shall be referred to the office of the President/CEO or Board Chair. Confidential material is not to be shared or communicated to the press, public or staff. Confidential patient and Medical Staff reporting information is not to be shared or communicated to the press, public or staff. Any questions concerning the status of information as confidential or subject to public records laws shall be submitted to administration for a determination.

Staff is reminded that failure to adhere to this policy may result in possible employment or legal ramifications. Board members and Board committee members are reminded that failure to adhere to this policy may result in possible service or legal ramifications.

**ACKNOWLEDGEMENT**

I acknowledge that I understand my obligation to keep information concerning patient care services and Medical Staff reports confidential.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

\_\_\_\_\_  
Print Name

13.

INFORMATION  
FROM iPROTEAN  
FOR BOARD  
EDUCATION

**Introducing iProtean...an innovative and cost-effective online resource for the boards of hospitals and health systems.**

Governance information and education	Adapted to the knowledge and interest of each board member as an individual.
E-Learning	Interactive online courses, using high-definition video, feature nationally known healthcare and governance experts. Designed from a board member perspective and delivered in an intuitive and easy to use format.
Customized experience	Board members choose which courses to take...and decide the time, place and pace to take them.
Content	Courses cover practical and useful information that ranges from basic to comprehensive, providing relevance for both new and experienced board members.
Optional board certification	Pre-course knowledge assessment and post-course knowledge check objectively measure learning.
Learning Management System (LMS)	Organizes courses and tracks utilization, for the individual and organization. Provides customized reporting.
Needs Assessment	Online Needs Assessment provides an immediate assessment of education needs to the individual and serves as a self-assessment tool for the board as a whole.
Customized Web page	Each hospital/health system has its own private start page on the iProtean Web site, featuring the organization's logo and message chosen by the organization.
Board tools and support	Interactive online courses include searchable content, downloadable transcripts and links to additional resources. Online delivery reduces administrative time and cost.
Ask the Expert	Interactive feature makes it easy to clarify an issue or ask for additional information.
Newsletter/blog	Weekly blog helps board members stay abreast of current topics.
Board portal	Content can be made available through a board portal.
Symposiums	2-day workshop format to delve deeper into the topics covered in the online courses.

To see iProtean in action, please view the demo on our Web site, [www.iprotean.com](http://www.iprotean.com).

A full list of courses and featured experts is available on our Web site.

We would be delighted to arrange complimentary access to sample courses, to help you determine if iProtean is right for your board. For more information, please contact us by phone at (800) 771-9490 or by email at [info@iprotean.com](mailto:info@iprotean.com).





## What Others are Saying About iProtean

“Our board of directors was hungry for an education tool that would help them stay current and a tool that would provide new board members the education they need to get up to speed quickly. iProtean offers a solution that is very convenient, has good substance and isn’t overwhelming. As a Rural Healthcare CEO for over 23 years, this is the first educational program that I am aware of that offers this caliber of experts addressing current issues in an environment that is not intimidating, and allows users to work at their own pace and in the privacy of their home if they so desire.

“Board members’ attainment of knowledge is what allows them to be good contributing members of a board and iProtean gives them the confidence needed to ensure that they are keeping the organization on track. Last, but not least, is the affordability of the course offerings; and I think that speaks for itself. As you know, we are new users of iProtean; but the board is fired up to use it, and I am anxious to watch them grow and get their feedback on its usefulness.”

***Tom Nordwick, CEO, Adams Memorial Hospital***

\*

\*

\*

“I cannot say enough about the iProtean curriculum. It is an outstanding resource that I know others will find equally enriching. With iProtean, every board member receives foundational information in all of the essential competencies. Over time, board members can return to the materials, which take on additional significance in the context of a more experienced point of view.”

***Loren Karp Weimer, Board President, Central Peninsula Hospital***

\*

\*

\*

"Parrish Medical Center is an iProtean client who is extremely satisfied with our choice of board education companies. The on-line format is an easy way for board members to receive their credits while in the relaxation of their own homes. It is also a highly cost-effective alternative for the hospital. The courses are very succinctly given by recognized professionals across the healthcare field. The topics that are covered as well as the content within each video are exactly what we would have asked for!





“InSRHN is pleased to announce a new business partner for the portfolio with iProtean. What is iProtean? It’s the latest technology in trustee education and provides interactive e-learning courses within an easy but sophisticated LMS.

“iProtean features leading experts in all areas of board responsibility including, but not limited to, Finance, Mission and Strategy, Governance and Quality. The iProtean technology delivers new and seasoned board members the educational tools to work in their most effective capacities. For trustees looking to obtain certification, iProtean also offers varying levels of accreditation. This can be achieved at the board member’s leisure with little to no travel.”

***InSRHN Bulletin, Volume 3, Issue 4, November 2012***  
***Indiana Rural Hospital Association***

\*

\*

\*



14.

ESTES PARK  
INSTITUTE FOR  
2013  
BOARD RETREAT

# CONFERENCE INFORMATION

The Ritz-Carlton, Half Moon Bay  
HALF MOON BAY (SAN FRANCISCO), CALIFORNIA  
April 14–17, 2013



THE ESTES PARK INSTITUTE



**F**or more than 30 years, the Estes Park Institute has been perfecting a dynamic conference program dedicated to helping hospital leadership teams discover the newest ideas, innovations and best practices in health care. We provide continuing education conferences for hospital executives, trustees and medical staff leaders, bringing them together to help them set—and reach—the higher goals that will help them better serve their patients and communities.

Our esteemed Fellows share critical insights into the turbulent health care environment. Each speaker provides detailed best practices regarding specific issues—patient safety, regulatory reform, finance, communications, and more. The result is a timely and relevant program focused on helping you find the right solutions for your own hospital's future.

The Estes Park Institute conferences take place at destinations that offer the perfect blend of relaxing scenery and academic substance. As your hospital's leadership team learns together, you'll strengthen the bonds of teamwork that will continue to benefit your hospital—and your community—long after the conference ends. At the Estes Park Institute, we believe there is something bigger than hospitals and health systems, more important than the latest state-of-the-art equipment, even more critical than the bottom line. It's the patient.

## Our MISSION

**T**he Estes Park Institute believes health care must have a moral center, and that health care leaders and professionals have the highest duty and responsibility in our society. The mission of Estes Park Institute is to educate teams of health care executives, physicians and trustees so that they can better serve their patients and all of the people in their local communities, and can exercise leadership in this field. We fulfill that mission by presenting up-to-the-minute information, analysis and insight into the problems and opportunities that shape health care in the United States.

## HALF MOON BAY (SAN FRANCISCO), CALIFORNIA



**April 14–17, 2013**  
**The Ritz-Carlton, Half Moon Bay**

Join us at this exciting new location! Conveniently situated just 23 miles southwest of the San Francisco International Airport, The Ritz-Carlton, Half Moon Bay, combines the beauty of the northern California coast with the history of old Scotland in a spectacular cliffside resort. Dine on innovative cuisine in ocean-view restaurants, play a round of golf on one of two championship golf courses, explore miles of walking trails, or just relax on the bluff and take in breathtaking coastal views of the vast Pacific coast.

Deluxe Room/Golf Course or Courtyard View – \$305

Guest Houses/Golf Course View – \$305

Deluxe Room/Coastal Views of the Pacific Ocean – \$365

Special incentives are available for groups of 10 or more.  
For details, call 1-800-727-8225.





# Program TOPICS



**A**t every Estes Park Institute conference, we cover the most important topics in the industry—a blend of the fundamental principles every health care leader must know, and the emerging issues that have just appeared on the health care scene. While the form and schedule of our conference program remains the same for each conference, the content and discussion are continually changing. Topics covered at each conference include:

***New Program Topic***  
*The future of community hospitals may depend on whether you deliver coordinated post-acute care or end your patient responsibility at discharge. The COMPASS PROJECT, by the Estes Park Institute, allows you to take the first steps in patient-centered care coordination with confidence. We are redefining post-acute coordinated care to deal with bundled payments and unnecessary re-admissions.*

- Coordination of care and the latest from Estes Park Institute's involvement in the Compass Project
- Improving Communication
- Patient Safety & Quality Improvement
- Culture
- The Community Hospital
- Accountable Care Organizations
- Reimbursement
- Delivery System Transformation
- Hospital/Physician Coordination
- Episode-Based (Bundled) Payments
- Private Insurer and MMCO Initiatives
- Health Care Reform
- Collaborating and Integrating Lawfully
- Financial Stability and Fiduciary Responsibility
- Fraud and Abuse
- Patient-Centered Care
- Physician Leaders Roundtable
- Generosity and Philanthropy
- New Medical Staff Models
- CEO Roundtable
- Hospital Value-Based Purchasing
- Delivery of Care and Cost Reduction
- The Patient Experience
- The Science of Transformation
- Conflicts of Interest for Physicians on Boards
- Leadership's Role in Safety
- Changing Role of IT
- Negotiation Skills
- Personal Transformation
- Motivational Management
- The New Patient
- Aging
- Peer Review
- Innovation
- Genetics
- Organizational Development
- Serving as Board Chair

# Conference SCHEDULE



## SUNDAY

CONFERENCE REGISTRATION 11:00 AM – 4:45 PM  
OPENING GENERAL SESSION 4:00 PM – 6:00 PM  
CONFERENCE RECEPTION 6:00 PM – 7:00 PM

## MONDAY

REGISTRATION & CONTINENTAL BREAKFAST 6:30 AM – 8:00 AM  
GENERAL SESSION 8:00 AM – 12:15 PM

## TUESDAY

CONTINENTAL BREAKFAST 6:30 AM – 8:00 AM  
GENERAL SESSION 8:00 AM – 11:45 AM  
LUNCH (*on own*) 11:45 AM – 1:00 PM  
CONCURRENT PROGRAMS 1:00 PM – 4:00 PM  
*including The Compass Project,  
A New Direction for Patient Care*

## WEDNESDAY

CONTINENTAL BREAKFAST 6:30 AM – 8:00 AM  
INTERACTIVE CONCURRENT SESSIONS 8:00 AM – 9:50 AM  
BREAK 9:50 AM – 10:15 AM  
GENERAL SESSION 10:15 AM – 11:30 AM  
CONFERENCE ADJOURNS 11:30 AM

### General Sessions

*In an Estes Park Institute general session, executives, physicians and trustees come together to hear real solutions to a broad range of problems and challenges facing health care organizations today. Hearing the same message as a team stimulates discussion and provides a strong foundation for generating a take-home plan to implement new ideas and strategies.*

### Interactive Sessions

*Our workshop-style interactive sessions drill down by offering a choice of topics for each individual team member's area of expertise. The Estes Park Institute Fellows delve into the nuts and bolts of specific issues and conclude with a discussion period, enabling participants to ask questions about how these topics apply to their own organization.*



# Conference PROGRAM

## SUNDAY

### GENERAL SESSION

#### DESIGNING CARE SYSTEMS TO CREATE VALUE AND CONTINUOUS IMPROVEMENT

Gary Kaplan, MD

The challenges to community health care providers are increasing. Fundamental shifts in reimbursement coupled with shortages in primary care and an aging population mean that doing more of what we've always done isn't a pathway to success. Most important, physicians must be on the same page with the organization. When not aligned, no organization can effectively achieve its mission. This session will describe an approach to building relationships and synergy between the hospital and clinicians. The importance and effectiveness of adopting a comprehensive management system will also be highlighted. Lessons learned from these approaches can be widely applied to generate better performance and professional satisfaction leading to better, faster and more affordable health care.

#### ELECTION RESULTS: IMPLICATIONS FOR THE HEALTH SYSTEM

Stuart Altman, PhD

**PANEL:** John Horty, LLB, Moderator, Gary Kaplan, MD and Stuart Altman, PhD

## MONDAY

### GENERAL SESSION

#### TORT REFORM: HOW TO END DEFENSIVE MEDICINE

Linda Haddad, JD

Tort reform has taken many different forms in the states and is frequently discussed at the federal level, but physicians and hospitals can implement changes now that significantly diminish the impact that litigation, or fear of litigation, has on medical practice. This session will discuss elements of statutory tort reform but also include such successful efforts as Apology or Sorry laws, early intervention and protocol driven practice, which have been used to great effect.

#### MISSION: POWER FOR THE MOST AUDACIOUS INNOVATIONS

Leanne Kaiser Carlson, MSHA

Too often we focus narrowly on what we are paid to do and how to maximize benefit to our health systems at the risk of not looking enough at how to deliver greater health and lower cost. If we focus too much on our bottom line and not enough on how well we are meeting human need, we ultimately jeopardize our own survival. A mission is not just something nice to write and publish. A mission is the source of power and constant in the most audacious innovation taking place today.

#### PHYSICIAN GROUP PRACTICES PARTNERING WITH HOSPITALS: HOW TO ACHIEVE SUSTAINABLE INTEGRATION IN A TIME OF CRISIS

John Tiscornia, CPA

How do we achieve operating excellence and financial performance while improving our health care service to the community as physicians and hospitals? The health care environment, including both economic and quality indicators, is forcing the integration of physicians and hospitals in delivering both in-patient and out-patient care. This session addresses integration and an approach to successfully overcoming such issues as culture, governance, cost, quality, and change management. It is critical that the hospital governing board, the physicians and management are using the same game plan to achieve a lasting partnership. This partnership will be critical to changing the health care model and bending the cost curve.

#### EMPLOYERS AND PROVIDERS: BUILD SYNERGY FOR SUCCESS

Gary Kaplan, MD

Employers and providers are both feeling considerable anxiety. Providers fear declining reimbursement and employers are concerned about cost escalations threatening their survival. As markets transform, new opportunities are becoming evident for mutually beneficial alliances. Creating and leveraging these partnerships will be discussed, with concrete examples that can be applied in communities across the U.S. Regardless of political developments, creating value together can create stability in a world seemingly full of chaos and uncertainty.





## **MERGERS & AFFILIATIONS: TO DEAL OR NOT TO DEAL**

**THE STRATEGY:** Steve Tringale

**THE EXECUTION:** Dan Mulholland, JD

**THE PERSUASION:** Steve Rivkin

### **Q&A**

Just what you need to know about mergers and acquisitions, from three perspectives: operational, legal and communications. This session will explore best practices, the business potential and financial rationales, the latest in legal strategies, and the effect on people issues and external reputation.

## **TUESDAY**

### **GENERAL SESSION – THE FUTURE OF THE COMMUNITY HOSPITAL**

#### **TRANSFORMING HEALTH CARE TO PROVIDE HIGH QUALITY CARE, WITHOUT HARM TO PATIENTS**

Della Lin, MD

#### **ELIMINATING HEALTH DISPARITIES**

Charlotte Jefferies, JD

#### **EMPLOYED PHYSICIANS ON MEDICAL STAFFS AND BOARDS**

Linda Haddad, JD

Organizations change as physicians become employed. How can they integrate these new relationships into the leadership of the organization? Employment must be more than a change in the physicians' compensation. It can be a critical step in clinical integration activities.

#### **FROM OPINION TO OBJECTIVITY: WILL WE LOSE OUR SOULS?**

Richard Ya Deau, MD

The science of medicine is accelerating at a rate that outpaces the ability of physicians and other providers to practice their profession. Many decisions that formerly were made based upon a physician's experience and judgment are now determined by testing that includes vast data bases of information that no single human has mastered. At the same time, reimbursement has decreased to levels where many physicians can no longer practice effectively within the time frame necessary just to keep the doors of the practice open. Patients are still needing and demanding close personal supervision of their diseases, acute and chronic. Are there systems for providing both optimum scientifically driven and individualized therapeutics?

#### **CARE COORDINATION IN A “NO DISCHARGE” SYSTEM**

Steve Tringale, John Harty, LLB, Barry Bittman, MD and Rob Mechanic, MBA

## **CONCURRENT PROGRAM #1 – THE ESTES PARK “COMPASS” PROJECT**

### **COORDINATION OF CARE AND BUNDLED PAYMENTS**

Steve Tringale, John Harty, LLB, Barry Bittman, MD, Rob Mechanic, MBA and Stuart Altman, PhD

## **CONCURRENT PROGRAM #2 – AN INSTITUTION IN CRISIS**

### **HOW TO COPE WITH A CRISIS**

Steve Rivkin

Bad things can happen to the best of hospitals: assaults, shootings, explosions, surgical mistakes, suspicious deaths, helicopter crashes, theft of records, unexpected strikes. Most crises are unexpected and unpleasant. They can mean loss of reputation, loss of revenue, loss of life. This session will explain the dos and don'ts for leadership and an overall plan for how to respond.

### **MANAGING WITHIN TO PROTECT HOSPITAL INTEGRITY: VULNERABILITY INSIDE THE WALLS OF THE HOSPITAL**

Jim Kopf

How do you protect the integrity of your hospital from a variety of risks – safety, compliance issues, identity theft, pharmacy and IT security, etc.? What is the responsibility of senior management concerning theft, compliance risk management, response to allegations, data analysis? How do you handle and protect the whistle blower? What is the responsibility of government agencies, and what do you do if your organization is audited or evaluated?

### **AN INSTITUTION IN CRISIS – WHAT SHOULD THE BOARD KNOW TO MEET THE CHALLENGES: OPTIMIZING GOVERNANCE AND PERFORMANCE, MITIGATING RISK, AND CONTROLLING COST THROUGH INFORMATION TECHNOLOGY**

John Tiscornia, CPA

The delivery of health care and creating a healthy community is rapidly becoming dependent on Information Technology (IT). As the health care industry prepares for coordinated care organization, utilizing IT practices is becoming a critical part of cost control and quality of care. Historically, Governing Boards have not needed to delve into the linkage between IT, strategy, cost, and quality. As health care organizations become responsible for an episode of care and for the health of a specific population, providers, management, hospital leaders, and boards all need to think of IT as a strategic advantage. It is critical that governance be optimized and that the Board be ready not only to lead change but also to stand behind the consequences of change.



**GOING OFF THE GRID: CONCIERGE MEDICINE AND OTHER STRATEGIES FOR RECONNECTING WITH YOUR PATIENTS**

Dan Mulholland, JD

**CHALLENGE THE PANEL: WHAT IS YOUR CRISIS “DU JOUR?”**

**CONCURRENT PROGRAM #3**

**STAGING FOR JOY, CONTRIBUTION, GROWTH, AND HEALTH**

Leanne Kaiser Carlson, MSHA and Leland Kaiser, PhD

It is an art to stage one’s life for joy, growth and contribution. And it is an art as an organizational leader to stage ideal habitats for others. Staging is part of the modern practice of alchemy and is built on the awareness that spaces allow some things to happen and disallow others. What can’t happen in your organization may be able to happen somewhere else. You can wait until the right space comes along to support what you wish to create, or you can shift your existing space.

**CHECKLISTS: THE GOOD, THE BAD AND PREVENTING THE UGLY**

Della Lin, MD

**WEDNESDAY**

**INTERACTIVE CONCURRENT SESSIONS – Period One (choose one)**

**READING THE TEA LEAVES: WHAT ALL OF THOSE GENETICS REPORTS TELL US**

Richard Ya Deau, MD

A real set of genetic sequencing information is reviewed, showing how information about genetic sequencing is presented and what the typical health care system will have to guide them in their therapeutics. How are prototypical reports brought into a health care system? We need to have institutions that are prepared to support their providers in their practices, using information they are not trained to understand and don’t have time to make a viable and valued part of their practices.

**MOVE OVER MEDICARE: PAYMENT REFORM IN THE COMMERCIAL INSURANCE MARKET AND HOW IT WILL AFFECT YOU**

Rob Mechanic, MBA

**GLOVES OFF! HOW TO FIGHT BACK AGAINST INSURANCE COMPANIES**

Dan Mulholland, JD

**“NO DOCTOR LEFT BEHIND”: CONNECTING PHYSICIANS TO THE PROCESS OF HEALTH CARE TRANSFORMATION**

Charlotte Jefferies, JD

**INTERACTIVE CONCURRENT SESSIONS – Period Two (choose one)**

**RE-ENGINEERING (REINVENTING) HEALTH CARE IN YOUR COMMUNITY**

Barry Bittman, MD

Introducing a rational re-engineering strategy based on a “Community Care Network,” a cost-effective extension of a community hospital that supports the ongoing needs of its patients through physician-directed coordinated care. It’s comprised of an interdisciplinary team of health professionals who work with college students formally trained through a didactic interactive college course. Under team supervision, each student health coach’s primary responsibility is to inspire and motivate patients to become more actively engaged in their health and well-being. Everyone wins – patients receive dedicated continuum of care, physicians receive support, students benefit from real-world experience, community health and well-being are enhanced, and the health care system advances.

**WILL CMS’S CHANGING FINANCIAL ARCHITECTURE CHANGE THE WAY IT PAYS PROVIDERS?**

Stuart Altman, PhD

**CONFLICTS AND COMPETITION**

Linda Haddad, JD

As physicians and hospitals form new and different alliances between and among themselves, potential for conflicts of interest explode. Roles must be clarified. A process for identifying and dealing with conflicts must be developed. Can physicians employed by a competitor stay on your medical staff? Can you direct all ED patients and hospitalist referrals to the employed physician group?

**BOARD CHAIR ROUNDTABLE**

(Invitational Session)

John Horty, LLB

**GENERAL SESSION**

**PPACA AND GOVERNMENT REGULATIONS AND ENFORCEMENT: A DIFFERENT KIND OF MANDATE**

Jim Kopf

The PPACA directs HHS to promulgate new and strengthen existing regulations and enforcement: an enhanced compliance program for hospitals and providers that will be audited and evaluated; greater emphasis on recouping money through advanced investigative and data analysis techniques; expand the authority of the Office of Inspector General, the Office of Civil Rights, and the Center for



Medicare and Medicaid Services. What actions are being initiated by HHS to address the PPACA mandates?

### **THE GENEROUS IMPULSE: MOVING BEYOND FRACTURING SELF-INTERESTS**

Leanne Kaiser Carlson, MSHA

We were born with an instinct for generosity. Yet only a fraction of it expresses in our interactions and organizational culture. Now we are learning from the science of generosity what inhibits or releases the generous impulse. Organizations that understand this can vastly increase the amount of philanthropic resource they attract. But the greatest power is beyond this. In a time when many organizations are pulled apart by fracturing self-interests, generosity is the basis of how to act as one and design for wider circles of prosperity. It enables a higher abundance than we could otherwise achieve.

### **TAKE AWAY THE EXCUSES**

Della Lin, MD

*The Estes Park Institute conference program is subject to change.*

*“Very good experience. The conference was full of valuable information and insight; the facilities were wonderful and the area beautiful.”*

*“Thought provoking, stimulating, timely and well presented.”*

*“Great and welcoming conference. I am new to the board and felt empowered by all the information delivered in a professional, power-packed way. Thank you!”*

*“...very impressed with forward thinking on health care reform and inclusion of practical next steps...Excellent speakers; very well organized. We will be back.”*

*“Outstanding program - this is my fourth and all have been outstanding.”*

*“Great information to take back to my board! This has been a very positive experience.”*

*“Educational offerings appealed to everyone. Definitely will be back!!”*



# SENIOR FELLOWS

**O**ur experts exemplify a higher standard in health care education by providing realistic solutions, innovative tools and inspiration to challenge the status quo. Don't miss an opportunity to introduce yourself and chat with them at the conference reception, breakfast, or following a session. They're eager to help you apply what you are learning to your own organization. They're committed to improving health care in your community, and they welcome your questions and comments.



## STUART ALTMAN, PHD

Stuart Altman is the Sol C. Chaikin Professor of National Health Policy at the Florence Heller Graduate School for Social Policy, Brandeis University. Previously, he served on the National Bipartisan Commission on the Future of Medicare. He is a member of the Institute of Medicine of the National Academy of Sciences, and serves on the Board of Trustees of the Tufts-New England Medical Center.



## BARRY BITTMAN, MD

Barry Bittman is a neurologist, researcher, author, international speaker, award-winning producer/director, and inventor. As Chief Innovations Officer of Meadville Medical Center, he pioneered a new paradigm for treating the whole person. He also serves as the CEO of the Yamaha Music & Wellness Institute, a non-profit organization dedicated to outcome-based research in collaboration with renowned medical and educational institutions.



## LEANNE KAISER CARLSON, MSHA

Leanne Kaiser Carlson is a futurist who senses what is possible and advises CEOs, boards, providers, philanthropists, and foundations. She is a founder of the Kaiser Institute, a place of exploration and strategy-building for the future. Ms. Kaiser Carlson also is a writer, hospital board member, teacher, and member of the VHA Foundation Board, which funds innovations in health care.



## LINDA HADDAD, JD

Linda Haddad is a Senior Partner in the Pittsburgh law firm of Horty, Springer & Mattern. She serves on the faculty of the American College of Physician Executives, and has presented in programs conducted by the American Health Lawyers Association, medical societies and hospital associations. Ms. Haddad is listed in *The Best Lawyers in America* and *Pennsylvania Super Lawyers*.



## JOHN HORTY, LLB

John Horty is Chairman of the Estes Park Institute and the Managing Partner of the Pittsburgh-based law firm Horty, Springer & Mattern. He is the President and Editor of *HortySpringer Publications*, and previously has served on the Board of Mercy Health System, and as Chairman of the Board of St. Francis Hospital and Central Medical Hospital, all in Pittsburgh. He is an Honorary Fellow of the American College of Health Care Executives.



**CHARLOTTE JEFFERIES, JD**

Charlotte Jefferies is a Senior Partner with the Pittsburgh law firm of Horty, Springer & Mattern, and a research editor for *HortySpringer Publications*. She has worked as a health planner and is a member of the Executive Committee of the National Practitioner Data Bank. Ms. Jefferies is a member of the Advisory Board of the Study of Women's Health Across the Nation.

**LELAND KAISER, PHD**

Leland Kaiser is a health care futurist, an executive coach, and an organizational consultant. A pioneer in the emerging areas of health care, Dr. Kaiser is Founder and President of Kaiser Consulting, a health care consulting firm. He also is Co-Founder of the Kaiser Institute, a postgraduate educational program that provides advanced training in integrative medicine, intuition and philanthropy.

**GARY KAPLAN, MD**

Gary Kaplan was named Chairman and CEO of Virginia Mason Medical Center in February 2000. He serves on the Virginia Mason Medical Center Board of Directors, is Chair of the Management Committee, and serves on the Board of Governors of Benaroya Research Institute and the Board of the Virginia Mason Foundation. Dr. Kaplan has practiced Internal Medicine at Virginia Mason Medical Center since 1982.

**HON. JOHN KITZHABER, MD**

Dr. John Kitzhaber is the current Governor of Oregon, where he served two previous terms as Governor, and is a former emergency physician and legislator. He is the Past President of the Oregon State Senate, where he authored and implemented the groundbreaking Oregon Health Plan. Before beginning his current term of office, Dr. Kitzhaber served as President of the Estes Park Institute.

**JAMES KOPF**

Jim Kopf's experience includes 26 years as a federal law enforcement officer with the Office of Inspector General, the Department of Health and Human Services, and the Federal Bureau of Investigation. He co-authored and was the Director of Operation Restore Trust, a Presidential initiative that set the current standard for health care fraud investigations.

**DAVID LAWRENCE, MD**

Dr. David Lawrence retired in May 2002 as Chairman and CEO of Kaiser Foundation Health Plan and Kaiser Foundation Hospitals. Dr. Lawrence currently serves on the boards of Agilent Technologies, Raffles Medical Group of Singapore, McKesson Corporation, and the RAND Health Advisory Board, among others. He also serves in advisory roles to the biotechnology industry.

**DELLA LIN, MD**

Dr. Della Lin is an inaugural National Patient Safety Foundation/Health Forums Patient Safety Leadership Fellow (2002) and continues as core faculty. She is also on the steering committee for the VHA West Coast Patient Safety Fellowship. Dr. Lin works with organizations and hospitals in their Board, MEC, joint leadership, and patient safety seminars. She is currently the Hawaii Physician Lead for the CUSP: STOP BSI initiative and continues an active clinical practice in Honolulu.

**ROBERT MECHANIC, MBA**

Robert Mechanic is Senior Fellow at the Heller School of Social Policy and Management at Brandeis University, and Executive Director of the Health Industry Forum. Mr. Mechanic is an expert on fixed-fee contracts for the delivery of care in hospitals and medical group practices in Massachusetts. His work has been published in the *New England Journal of Medicine*, *JAMA*, *Health Affairs*, *Business and Health*, and *Benefits Quarterly*.

**DAN MULHOLLAND, JD**

Dan Mulholland is a Senior Partner in the Pittsburgh law firm of Horty, Springer & Mattern. Named in 1997 by the *National Law Journal* as one of 40 health care attorneys who have “made their mark” and listed in *The Best Lawyers in America*, he regularly advises clients on hospital medical staff, corporate tax fraud and abuse, and compliance matters.

**STEVE RIVKIN**

Steve Rivkin is the Founder of Rivkin & Associates, a marketing and communications consultancy. He has worked with more than 100 hospitals and health care groups on marketing, communications and crisis management. Mr. Rivkin is a former journalist and has coauthored five books on topics from marketing strategy to collecting, borrowing and adapting new ideas.

**JOSEPH SCHERGER, MD, MPH**

Joe Scherger is Vice President for Primary Care at Eisenhower Medicine Center in Rancho Mirage, California. He is Clinical Professor of Family & Preventive Medicine at the University of California, San Diego School of Medicine (UCSD). He is also Medical Director for Quality and Informatics at Lumetra. Dr. Scherger's main focus is on the redesign of office practice using the tools of information technology and quality improvement.

**JOHN TISCORNIA, MBA, CPA**

John Tiscornia is a Managing Director at Huron Healthcare and a former partner and director of Arthur Andersen national health care practice. He is a Clinical Professor in the Graduate School of Public Health and Community Medicine at the University of Washington. Mr. Tiscornia's experience ranges from managed care organizations to strategic financial planning.

**STEVEN TRINGALE**

Steven Tringale is the Managing Director of Hinckley, Allen & Tringale Health Strategies, a limited liability partnership serving clients in the health care industry. Mr. Tringale was Vice President of Blue Cross in Massachusetts for a number of years, and is now a consultant to community hospitals on changes in health insurance. He has presented to numerous groups, and testified in front of many state legislatures and before Congress.

**RICHARD YA DEAU, MD**

Dr. Richard Ya Deau was trained at the Mayo Clinic and practiced surgical oncology in St. Paul, MN, where he also served as President and then Chairman of the Foundation for Health Care Evaluation. He has served as Chief of Bethesda Lutheran Hospital's medical staff, taught at the University of Minnesota School of Nursing, and was instrumental in establishing the second hospice in the United States.

Most senior fellows will present at each conference. In addition to the Estes Park Institute Senior Fellows, Guest Fellows with specific expertise may be invited to present at various conference locations.



## Additional Conference INFORMATION

### TARGET AUDIENCE

The Estes Park Institute conference experience is for the entire leadership team—executives, physicians and trustees. With the future of the community hospital so dependent on cooperation among governance, administration and physician leaders—especially employed physicians—the Estes Park Institute is committed to the development of these teams.

### CONFERENCE OBJECTIVE

The objective of an Estes Park Institute conference is for health care leaders to learn and explore with our health care experts the current trends, innovations and solutions to help navigate the challenges presented by health reform and a rapidly changing health care environment.

### CONTINUING EDUCATION CREDITS

**CME/ACCME:** This activity has been planned and implemented in accordance with the Essential Areas and Policies of the Accreditation Council for Continuing Medical Education (ACCME) through the joint sponsorship of the University of Pittsburgh School of Medicine and the Estes Park Institute. The University of Pittsburgh School of Medicine is accredited by the ACCME to provide continuing medical education for physicians.

**ACHE:** The Estes Park Institute is authorized to award approximately 16 hours of pre-approved ACHE Qualified Education credit (non-ACHE) for this program toward advancement or recertification in the American College of Healthcare Executives. Participants in this program wishing to have the continuing education hours applied toward ACHE Qualified Education credit should indicate their attendance when submitting application to the American College of Healthcare Executives for advancement or recertification.

**NAMSS:** This program has been approved by the National Association of Medical Staff Services for approximately 16 hours of continuing education units. Medical staff services and credentialing professionals are responsible for verifying attendance at continuing education activities relative to their recertification. For your convenience, we will provide a certificate as proof of attendance.



## Conference REGISTRATION

### EACH REGISTRATION INCLUDES:

- Attendance at one Estes Park Institute conference
- Complimentary attendance for spouse/ community member
- Continental breakfast each morning for registrants and guests
- Opportunities to network with the Estes Park Institute Fellows and Registrants
- Online access to all presentation, reference and resource materials
- CME/ACCME, ACHE and NAMSS credit

### TUITION

\$5,900 (each team of four)  
\$1,695 (single)

Upon registration, you will be sent accommodation information. Tuition for a physician, health care executive, or board member includes attendance at one Estes Park Institute conference and complimentary admittance for his/her spouse or a community representative who is not directly affiliated with the health care organization, but who may be involved in community health initiatives.

### CANCELLATION POLICY

All cancellations must be confirmed in writing. Written cancellations received by Estes Park Institute 30 or more days prior to the opening of the conference are eligible to receive a refund, less a processing fee of \$150 per person. Cancellations received within 15–29 days of the opening of the conference are not eligible for a refund, but money will be held on account up to 12 months for transfer to another Estes Park Institute conference. Cancellations within 14 days of the opening of the conference and “no show” registrants are not eligible for refund or transfer.

### FACULTY DISCLOSURE

In accordance with the Accreditation Council for Continuing Medical Education requirements on disclosure, information about relationships of presenters with commercial interests (if any) will be included in materials distributed at the time of the conference.

### AMERICANS WITH DISABILITIES ACT STATEMENT

We encourage participation by all individuals. If you have a disability, advance notification of any special needs will help us to better serve you. Please notify us of your needs at least two weeks in advance of the program.





**1 ONLINE:**  
EstesPark.org

**2 CALL:**  
800-727-8225

**3 FAX THIS FORM TO:**  
724-548-1383

**4 MAIL THIS FORM TO:**  
Estes Park Institute  
P.O. Box 400  
Englewood, CO 80151

SELECT CONFERENCE:

\_\_\_\_\_ **San Diego, CA**  
Hotel del Coronado  
November 4–7, 2012

\_\_\_\_\_ **Maui, HI**  
Grand Wailea  
January 27–February 1, 2013

\_\_\_\_\_ **Naples, FL**  
The Ritz-Carlton, Naples  
February 10–13, 2013

\_\_\_\_\_ **La Quinta (Palm Springs), CA**  
La Quinta Resort & Club  
March 24–27, 2013

\_\_\_\_\_ **Half Moon Bay (San Francisco), CA**  
The Ritz-Carlton, Half Moon Bay  
April 14–17, 2013

(At the Hawaii conference, Wednesday is an open day. Wednesday sessions will take place on Thursday, and an additional day of sessions will take place on Friday.)

_____ Contact Name		_____ Contact Title	
_____ Contact Email		_____ Contact Phone	_____ Fax
_____ Health Care Organization			_____ Number of Beds
_____ Street Address			
_____ City		_____ State	_____ Zip
_____ CEO Name		_____ CEO Title	
_____ CEO Email		_____ Name of System (if applicable)	

**METHOD OF PAYMENT**

- Bill hospital/health system
- Check enclosed (payable to: Estes Park Institute)
- Bill our credit card:

\_\_\_\_\_ Account #

\_\_\_\_\_ Name on Card

\_\_\_\_\_ Authorized Signature

\_\_\_\_\_ Type of Card      \_\_\_\_\_ Expiration Date

**TOTAL PAID REGISTRANTS:**

\_\_\_\_\_ \$5,900 (each team of four)      \_\_\_\_\_ \$1,695 (single)

**TOTAL AMOUNT DUE: \$** \_\_\_\_\_

Upon registration, you will be sent accommodation information.

Tuition for a physician, health care executive, or board member includes attendance at one Estes Park Institute conference and complimentary admittance for his/her spouse or a community representative who is not directly affiliated with the health care organization, but who may be involved in community health initiatives.

**Cancellation Policy**

All cancellations must be confirmed in writing. Written cancellations received by the Estes Park Institute 30 or more days prior to the opening of the conference are eligible to receive a refund, less a processing fee of \$150 per person. Cancellations received within 15–29 days of the opening of the conference are not eligible for a refund, but money will be held on account up to 12 months for transfer to another Estes Park Institute conference. Cancellations within 14 days of the opening of the conference and “no show” registrants are not eligible for refund or transfer.

**Registrant Names**

(Space may be reserved and names submitted at a later date. Additional names may be attached on a separate sheet.)

\_\_\_\_\_ Registrant Name

\_\_\_\_\_ Registrant Title

\_\_\_\_\_ Registrant Email

\_\_\_\_\_ Spouse / Community Representative

---

\_\_\_\_\_ Registrant Name

\_\_\_\_\_ Registrant Title

\_\_\_\_\_ Registrant Email

\_\_\_\_\_ Spouse / Community Representative

\_\_\_\_\_ Registrant Name

\_\_\_\_\_ Registrant Title

\_\_\_\_\_ Registrant Email

\_\_\_\_\_ Spouse / Community Representative

---

\_\_\_\_\_ Registrant Name

\_\_\_\_\_ Registrant Title

\_\_\_\_\_ Registrant Email

\_\_\_\_\_ Spouse / Community Representative