BEAR VALLEY COMMUNITY HEALTHCARE DISTRICT POLICY & PROCEDURE & DISTRICT BYLAW

COMMITTEE MEETING MINUTES

41870 Garstin Drive, Big Bear Lake, Ca. 92315 May 30, 2017

MEMBERS PRESENT: Donna Nicely, President John Friel, CEO

Rob Robbins, 1st Vice President Shelly Egerer, Admin. Asst.

Mary Norman, Risk/Compliance Officer

MEMBERS ABSENT: None

STAFF: None

GUESTS: None

OPEN SESSION

1. CALL TO ORDER:

President Nicely called the meeting to order at 1:00 p.m.

2. ROLL CALL:

Donna Nicely and Rob Robbins were present. Also, present were John Friel, CEO, Mary Norman, Risk Manager/Compliance Officer and Shelly Egerer, Admin. Asst.

3. ADOPTION OF AGENDA:

President Nicely motioned to adopt the May 30, 2017 Agenda as presented. Second by Board Member Robbins to adopt the May 30, 2017 Agenda as presented. President Nicely called for the vote. A vote in favor of the motion was unanimously approved.

- Board Member Robbins- yes
- President Nicely- yes

4. PUBLIC FORUM FOR OPEN SESSION:

President Nicely opened the Hearing Section for Public Comment at 1:00 p.m. Hearing no request to address the Committee, Board Member Nicely closed the Hearing Section at 1:00 p.m.

5. DIRECTORS COMMENTS

None

6. APPROVAL OF MINUTES*

A. May 01, 2017

President Nicely called for a motion to approve the May 01, 2017 minutes as presented. Motion by Board Member Robbins to approve the May 01, 2017 minutes as presented. Second by President Nicely to approve the May 01, 2017 minutes as presented. President Nicely called for the vote. A vote in favor of the motion was unanimously approved.

- Board Member Robbins- yes
- President Nicely- yes

6. OLD BUSINESS:

- A. Discussion and Potential Approval of the Policy & Procedure & Bylaw Committee Meeting Calendar:
 - President Nicely and Board Member Robbins suggested the next committee meeting be conducted June 22, 2017 at 1:30 p.m.

Board Member Robbins motioned to approve the next committee meeting to be scheduled for June 22, 2017 at 1:30 p.m. Second by President Nicely to approve the next committee meeting to be scheduled for June 22, 2017 at 1:30 p.m. President Nicely called for the vote. A vote in favor of the motion was unanimously approved.

- Board Member Robbins- yes
- President Nicely- yes

8. NEW BUSINESS*

None

9. PRESENTATION, REVIEW AND REVISION OF BVCHD BYLAWS*

- (1) August 2015 BVCHD Bylaws:
 - The committee requested that the Auxiliary & Foundation Bylaws be provided to the Board of Directors for approval. The Foundation & Auxiliary Bylaws will need to be approved prior to the District Bylaws approval or at least on the same agenda.
 - The committee requested clarification on the following topics and items; legal counsel is to be contacted and information is to be relayed at the June 22, 2017 committee meeting.
 - O Confirm with legal counsel regarding employees and independent contractors running for Board. Administration and the committee members are under the impression that if an employee is elected as a Board Member for the District they will not be able to continue employment.
 - Add language regarding a Board Member needs to recues themselves from any item discussed at a Board Meeting if there is a conflict of interest. This was not enforced in the past with prior Board Members.
 - o Page 7; item R: follow up with legal counsel. The committee is not clear on this comment.
 - o Page 8; compensation: remove comment from legal counsel. The committee wants to continue to receive \$100.00 for any conference they attend and this is not included in the Brown Act Meeting Stipend.
 - Ocontact legal counsel to request clarification on Committees of the Board having a Board Member fill in for a committee they are not on and can they approve items such as minutes or would it be best to reschedule the committee or just have the one committee member present and no action taken but are able to have discussion as information only.
 - O Does the Board Member that attends the QI Meeting have a vote since they are now part of the QI Committee.

• President Nicely asked Board Member Robbins to review the election portion of the Bylaws to ensure we are accurate with the verbiage.

10. ADJOURNMENT*

President Nicely motioned to adjourn the meeting at 1:45 p.m. Second by Board Member Robbins to adjourn the meeting. President Nicely called for the vote. A vote in favor of the motion was unanimously approved. President Nicely adjourned the meeting.

- Board Member Robbins- yes
- President Nicely- yes