

POLICIES AND PROCEDURES FOR BOARD MEETINGS  
MARIN HEALTHCARE DISTRICT  
Adopted: March 8, 1994 Amended  
September 13, 1994 Amended  
June 13, 1995 Amended  
April 15, 1997 Amended  
August 10, 1999 Amended  
February 12, 2002 Amended  
June 14, 2005 Amended  
June 13, 2006 Amended  
July 10, 2007 Amended  
**(CONFIRMED)**

**NOTE: These Policies and Procedures are designed specifically for the Board during this period of transition for the Hospital from Sutter to the District. The Board is operating under tight timeframes for completing specific assignments, and it is imperative that it uses its meeting time efficiently. It is expected that these Policies and Procedures will be adapted again once the transition is complete.**

**These Policies and Procedures need to work in conjunction with the District's Bylaws, which were last amended September 14, 2004.**

I. GENERAL PROVISIONS.

A. SCOPE AND APPLICATION.

These Policies and Procedures for Board meetings apply to the Open Meetings of the Marin Healthcare District Board of Directors (the "Board") and do not apply to Closed Meetings or Committee Meetings. Nor do these Policies and Procedures apply to any study sessions that the Board sponsors, but are not formal meetings.

B. DEFINED TERMS.

1. "Regular Meeting" shall have that meaning given to such term under the Ralph M. Brown Act ("the Brown Act").
2. "Special Meeting" shall have that meaning given to such term under the Brown Act.
3. "Open Meeting" shall have that meaning given to such term under the Brown Act.
4. "Closed Meeting" shall have that meaning given to such term under the Brown Act.
5. "Study Session" shall mean an informal gathering of board members and interested public to discuss topics of interest or to hear presentations. The session is conducive to discussion. No formal business is ever conducted in a Study Session.
6. "District" shall mean the Marin Healthcare District.
7. "Hospital" shall mean the Marin General Hospital.
8. "MGH Corporation" shall mean the Marin General Hospital Corporation, a non-profit public benefit corporation.

## II. PLACE AND TIME OF BOARD MEETINGS.

### A. LOCATION.

Except as permitted by law, Board meetings shall be held within the District at a location determined by the Board. (§54954)

### B. DATES OF BOARD MEETINGS.

1. Regular Meetings. The dates of Regular Meetings are the dates prescribed in the District Bylaws. (§54954)
2. Special Meetings. The notice of a Special Meeting shall state the date, time, and location of the meeting. (§54956)
3. Study Sessions. The notice of a Study Session shall state the date, time, and location of the meeting.

### C. TIME OF BOARD MEETINGS.

4. Regular Meetings. Regular Meetings shall generally start at 7 p.m., and adjourn no later than 11 p.m. or upon the completion of the agenda item under discussion at 11 p.m., whichever is later, unless the Board votes to extend the time for adjournment. The Board may modify the start time and frequency of Regular Meetings as necessary to conduct the business of the District. The Board also may have a special meeting or closed meeting that starts and ends right before a regular meeting.
5. Special Meetings. Special Meetings shall start at the time stated in the notice thereof. (§54956)

### D. DISTRIBUTION OF MEETING NOTICE.

1. Regular Meetings. Not later than 10 days before each Regular Meeting, notice of a Regular Meeting shall be delivered, mailed, or transmitted electronically to: each Board member; newspapers of general circulation within the District; the County government, City or Town governments, and libraries within the District for public posting; and any other representative of the media or person for whom a written request is on file in the District office at the time the notice is given. If the District continues to have a website, the notice of the Regular Meeting shall be posted there. The notice of the Regular Meeting shall be posted in the main lobby of the Hospital. (§54954.1)
2. Special Meetings. As soon as practical but not less than 24 hours prior to a Special Meeting, notice of a Special Meeting shall be delivered, mailed, or transmitted electronically to: each Board member; newspapers of general circulation within the District; the County government, City or Town governments, and libraries within the District for public posting; and any other representative of the media or person for whom a written request is on file in the District office at the time the notice is given. If the District continues to have a website, the notice of the Special Meeting shall be posted there. The notice of the Special Meeting shall be posted in the main lobby of the Hospital. (§§54954.1 and 54956)

### E. MEETING NOTICE AND AGENDA REQUESTS.

A written request to receive meeting notices and/or agendas shall be valid for 12 months from the date filed with the District. Unless a written renewal request is received by the District within 12 months of a prior request, no further meeting notices and/or agendas will be sent. (§54954.1) The District may set a fee to cover costs of distributing meeting notices and/or agendas.

### III. THE AGENDA: CONTENT AND PREPARATION.

#### A. SETTING THE AGENDA.

The District Executive Director working in consultation with the Board Chair shall prepare the agenda. The Board Chair has the final authority to approve the agenda. This preparation includes determining what items need to come before the Board for the Board's information, action or both. Board Directors may also suggest items to the Board Chair and District Executive Director. The District Executive Director and Board Chair shall have sufficient backup documentation for every item that is to be included on the agenda. This also includes determining the order of agenda items, based on the general order of the Agenda, and making time allocations for the agenda items in 5-minute increments.

Before an item is placed on the agenda, the agenda request shall contain a brief written description of the item (not exceeding 20 words); appropriate documentation and supporting written materials; and a draft motion if the agenda item requires Board action. If there is insufficient documentation, the Board Chair may exclude the item until such time as supporting documentation is received.

For pre-arranged presentations by non-Board Members (such as MGH Corporation, District consultants or a community group) that are specific to the business the Board is undertaking, the name of the group, the name and title of the individual or firm presenting, and an executive summary of the proposed presentation topic, shall be indicated on the agenda.

If a Board member wants to invite an outside speaker to present to the Board at a Regular Meeting on an issue that is germane yet not directly related to the current business of the Board or District, a majority of the Board members must agree on adding the outside speaker to the agenda. Two Board Members must be in agreement in order to invite an outside speaker (unrelated to current business) to a study session.

If any board members submit specific agenda items, as described next, their name will be listed next to the item(s).

#### B. REGULAR MEETINGS.

1. Board members requesting agenda items for a Regular Meeting shall submit their requests to the Executive Director at least eight (8) days before the meeting. The eight-day limit does not apply to referral by a Committee to the Board for the discussion and actions within the scope of items listed on the posted agenda of the Committee.
2. At the time of the request, each requested item shall include a written detailed narrative description of the item to enable the Executive Director and Board Chair to determine its scope and its relation to the Board's responsibilities. Each Board member having requested an agenda item shall provide to the Executive Assistant any pertinent documentation related to each item with the item at least eight (8) days before the meeting. If the Board Member is seeking information or a staff report on an issue, the request should include a list of information sought by the member (if the item includes such a request) or a draft motion for the consideration of the Board to authorize the resources necessary to research and complete the requested report.
3. Except for those matters which the Executive Director and Board Chair deem duplicative, appropriate for closed session, necessary to postpone to a future meeting or not germane to the mission, goals and objectives adopted by the Board, all requested items shall be included on the agenda. Should an item be deferred from the agenda, the Board Chair or the Executive Director will confer with the originator to discuss the reasons for the deferral. Should a Director disagree with the deferral, the Director may request a majority vote of the attending Board Members (at the next regular meeting where the Agenda is set) to have the item added to the next Board Meeting.

### C. SPECIAL MEETINGS.

The agenda for a Special Meeting shall be limited to the items set forth in the notice for the Special Meeting. (§54956)

### D. ORDER OF ITEMS ON THE AGENDA.

The general order of the agenda for a Regular Meeting shall be:

1. Call to Order
2. Roll Call
3. Approval of Agenda
4. Approval of the Consent Agenda
  - Approval of the Minutes
  - Committee Meeting Minutes for review
  - Written reports, including updates and progress reports
  - Written correspondence
5. Action Items in Order of Priority
  - a) Action Items Related to the Transition
    - Unfinished Business
    - New Business
  - b) Other Action Items
    - Unfinished Business
    - New Business
6. Special Presentations by Consultants or Other Guests
7. General Public Comment Period
8. Reports
  - Chair's Report
  - Reports of Board Members
  - Administrative Report
  - Hospital Report
  - Any Responses to Grand Jury Reports (in compliance with Penal Code Section 933 and the Brown Act)
9. Preview of Items for Next Meeting
10. Adjournment

### E. CHANGING THE ORDER AND TIME LIMITS OF THE AGENDA.

The Chair shall have the discretion to change the order of agenda items to allocate time to deliberate action items.

The Chair also shall have the discretion to limit the total time to be devoted to an item on the agenda, including limiting the time allowed for each person to speak on such item, including the public. The Chair is expected to exercise this discretion when it is necessary to complete consideration of the entire agenda in a timely fashion.

## F. PURPOSE OF CLOSED SESSION FOR THE AGENDA.

If a closed session of the Board will be held before, during or after a Board meeting, the agenda shall describe the purpose of the closed session in compliance with the Policies and Procedures for Closed Sessions.

## G. ABOUT THE CONSENT AGENDA

The consent agenda lists routine items that the Board Members can act on with no individual presentation or discussion required. Any member of the Board may remove one or more items from the consent agenda and have it as a regular agenda item later in the meeting. No reason, rationale or discussion is required. The items remaining on the consent agenda shall then be enacted by one motion. Approval by the Board of Directors of consent items indicates that these items were approved together without any additional conditions.

After the Chair introduces the consent agenda and a Director moves to adopt the consent agenda, it is in order for a Director to remove one or more items for consideration later. It also is in order for a member of the public to address any item on the consent agenda; however, only a Board member can request that an item be removed from the consent agenda.

Consent agenda items can include but shall not be limited to the items listed earlier in III.D.4.

The Board's response to Grand Jury reports will never be on the consent agenda. Instead, the response will be placed on the regular public meeting agenda in compliance with Penal Code Section 933 and the Brown Act in order to provide opportunity for public discussion.

## IV. DISTRIBUTION OF THE AGENDA.

### A. POSTING THE AGENDA.

#### 1. Time for Posting.

- a) Regular Meetings. The agenda for a Regular Meeting shall be posted no later than 72 hours before the meeting. (§54954.2)
- b) Special Meetings. The agenda for a Special Meeting shall be posted no later than 24 hours before the meeting. (§54956)

#### 2. Place and Manner of Posting.

The agenda for a meeting shall be posted in a conspicuous place in the main lobby and in the glass cabinets opposite Greenbrae Grill of the Hospital that is freely accessible to all members of the public. The date and time of the posting shall be noted on the posted agenda and on a file copy, and signed by the person posting the agenda. (§54954.2)

### B. DISTRIBUTING THE AGENDA.

1. Board Members. The agenda packet for a Board meeting shall be delivered, mailed, or transmitted electronically to each Board Member at the same time the agenda is posted. If reports or supporting documents have been prepared on an item, such materials shall be distributed, if feasible, to the Board Members with the agenda packet. If a Board member requests a hard copy of the packet, the Executive Assistant will deliver or mail the packet to the Board member.

2. Media, Government and Libraries. At least three days before a Regular Meeting, the agenda shall be delivered, mailed, or transmitted electronically within the District to: newspapers of general circulation; the County government, city and town governments, and libraries for posting; and to other media upon request. The agenda for a Special Meeting shall be mailed or transmitted electronically to the same parties not less than 24 hours before the Board meeting. To encourage maximum community knowledge of District affairs, agenda packets will be provided to media representatives free of charge upon request.

3. Members of the Public. The agenda for Regular Meetings and Special Meetings shall be mailed or transmitted electronically on the schedule outlined above to all persons having submitted an annual request. Members of the public may make an appointment to visit the District office during established office hours to view the agenda and agenda packet without charge. The District may set a fee to cover costs of copying and distributing the agenda and agenda packet to the public.

4. Website. The notice and agenda shall be posted on the District website.

## V. PROCESS FOR BOARD MEETINGS.

### A. AGENDA ITEMS.

1. The Chair shall announce each agenda item.
2. For agenda items other than reports, the Board Member who has requested the item shall introduce it by presenting a motion. The Chair shall ask for a second. If there is a second, the Chair shall state the name of the seconder. If there is no second, the Chair shall move to the next agenda item.
3. If there is a second to the motion, the Chair shall allow the Board Member who made the motion to discuss the motion first. The other Board members may then discuss the motion.
4. The Chair shall allow the public to comment on the agenda item and motion as provided in VI of these Policies and Procedures.
5. The Chair shall allow the Board members to conclude discussion on the item and motion.
6. The Chair shall close discussion and if appropriate call for a vote on the item or motion.
7. Except as stated in the District Bylaws, Sturgis, The Standard Code of Parliamentary Procedure, the most recent edition ("Sturgis"), shall be a general guideline for the Board's deliberations (such as the manner of debate, motions, amendments and voting) on matters not covered in these Policies and Procedures.

### B. ITEMS NOT ON THE AGENDA.

1. Except as provided in VI below, no discussion or action shall be undertaken on any item that does not appear on the posted agenda. However, if time permits, the Chair may allow Board members or staff to respond briefly to statements or questions posed by members of the public, ask a question for clarification, or provide a reference to District staff or other resources for factual information. The Board may also request District staff to report back at a future meeting or place the item on the agenda for a future meeting. (§54954.2)
2. The Board may discuss and/or take action on an item which does not appear on the posted agenda if prior to any discussion of the item, the Board takes one of the following actions:
  - a. A majority of the Board determines that an emergency situation (e.g., work stoppage, disaster) exists, that was unknown at the time the agenda was set, or
  - b. Two-thirds of the Board determines that the issue is urgent and requires immediate action; or
  - c. The item was continued from a Board meeting that was held within the past five days and was properly posted on the agenda for the prior meeting. (§54954.2)
3. If the Board proposes to take action on an item that was not listed on the posted agenda, the Board will first vote on its determination that it may take action on the item. The minutes of the meeting will reflect the need for taking action and why the need arose after the posting of the agenda

## C. VOTING

Voting by the Board on motions and other items before the Board shall be by recorded roll call vote.. The District shall not take action by secret ballot, whether preliminary or final. (§54953)

## D. APPROVAL OF MINUTES

Board members are responsible for providing corrections to non-substantive, typographic, and grammatical errors to the preparer of the minutes before the Board meeting at which the minutes are to be approved—provided the Board members were able to receive a draft copy of the minutes in advance of being distributed to the public. In this case, Board members shall provide only substantive suggestions regarding the minutes during the meeting. If Board members were not able to receive a draft copy of the minutes in advance, they should provide all corrections, substantive and administrative, during the meeting.

## VI. RIGHTS OF MEMBERS OF THE PUBLIC.

### A. RIGHTS TO ATTEND AND SPEAK AT BOARD MEETINGS.

Members of the public have the following rights:

1. To attend meetings in facilities that do not discriminate on the basis of race, religious creed, color, national origin, ancestry or sex. (§54961)
2. To attend meetings in facilities that are physically accessible to all members of the public. (§54961)
3. To attend meetings without making a payment or purchase, or to register, provide other information or complete a questionnaire, or otherwise fulfill any other condition to attending a meeting. (§§54953.3 and 54961)
4. To testify or otherwise address the Board during meetings in the manner prescribed in VI ("Rights of Public to Comment") and VIII.C ("Addressing the Board").
5. To share their point of view about the policies, procedures, programs and services of the District, or the acts or omissions of the Board. (§54954.3)
6. To record meetings of the Board in the manner prescribed in VII.B.
7. To access Board agendas and documents in the manner prescribed in IV.B.3.

### B. RIGHTS OF PUBLIC TO COMMENT.

1. General Public Comment Period at Regular Meetings. Each Regular Meeting agenda shall include a general public comment period for the public to address issues that are not on the agenda. In addition, members of the public can ask to address the board on particular agenda items during time allotted for such purpose. (§54954.3)
2. Public Comment at Special Meeting. Special Meetings do not have a general public comment period unless the Board orders it. Public Comment limited to only the items on the agenda will be allowed at each Special Meeting. (§54954.3)

### C. ACCESS TO PUBLIC DOCUMENTS.

Members of the public have the right to review, upon request agendas of all meetings of the Board, the agenda packet and any other written or typed materials (excluding those materials that are exempt from public disclosure under the California Public Records Act), which are distributed to a majority of the Board Members at or before a Board meeting. (§54957.5)

1. Written materials that are public records distributed to Board members before a meeting shall be made available to members of the public at the meeting.
2. Written materials that are public records distributed at a meeting shall be made available to members of the public within three (3) working days after the meeting. (§54957.5(b))
3. The Board may charge a fee for the copy of a public record in accordance with the California Public Records Act. (§§6257 and 54957.5)

## VII. RECORDING OF BOARD MEETINGS.

### A. RECORDING BY THE DISTRICT.

1. Minutes. Minutes of Board meetings shall be prepared by the Executive Director's office as soon as possible after each meeting and submitted to the Secretary of the Board. The minutes should summarize the actions taken on all items and the vote of the board members on those items. The minutes also may list the names of the public who spoke at the meeting, including the topic on which they spoke and whether they spoke in favor, against or were neutral on the issue.
2. Recording Board Meetings. Meetings of the Board shall be recorded under the supervision of the District staff.
  - a) Tapes of Board meetings made by the District shall be retained and be subject to public inspection in accordance with the California Public Records Act (Gov's Code §§6250 et seq.). Any inspection of a taped recording made by the District shall be provided for public review without charge on equipment made available by the District in its office. (§54953.5) Copies of the recordings may be requested. The District shall set a fee to cover costs of copying recordings.
  - b) The District Board may provide for erasure or destruction of taped meetings one year after a Board meeting. (§54953.5)
  - c) Media equipment and personnel authorized by the District to operate the equipment shall have primacy of location.

### B. RECORDING BY MEMBERS OF THE PUBLIC.

Members of the public shall have the right to broadcast or record an Open Meeting using any media, in the absence of a reasonable finding by the Board that the broadcast or recording cannot continue without noise, illumination or obstruction of view that constitutes, or would constitute, a persistent disruption of the meeting. (§§54953.5 and 54953.6)

The District may prescribe where media equipment may be placed, consistent with State safety regulations. Stationary equipment and its operators not authorized by the District may displace no more than 15% of the seating capacity established by the Fire Marshall. Operators of stationary video or camera equipment not authorized by the District must make arrangements with the District office between five (5) days and no less than seven (7) hours before the meeting to establish placement of their equipment. If more than one crew (not including a crew authorized by the District) wishes to use stationary equipment, the crews will have to negotiate among themselves to form a recording pool. Media equipment or personnel operating the equipment which obstruct the safe access or egress of the public, obstruct the conduct of the meeting by placement or illumination or noise, or create persistent disruption of the meeting will not be permitted.



## VIII. RULES OF DECORUM.

### A. PRINCIPLES OF DECORUM

Meetings of the Board shall be conducted in an orderly manner to ensure that the Board may deliberate its business as well as allowing the public to listen and also be heard at appropriate times. The purpose of the meeting is for the Board to conduct its business in public, not to conduct a public meeting.

It is the responsibility of the Chair and the other members of the Board to maintain common courtesy and decorum and to show each other respect. Whoever is serving as Presiding Officer (generally the Board Chair but the Vice Chair in the Chair's absence) has overall responsibility for maintaining the order and decorum of the meetings, including the public in attendance.

### B. RULES OF DECORUM

While any meeting of the Board is in session, the following rules of order and decorum shall be observed:

1. Board Members. The Board members shall preserve order and decorum, and a member shall not by conversation or other means delay or interrupt the Board proceedings or disturb any other member while speaking. Individual Board members have the right to disagree with ideas and opinions. However, once the Board votes to take action, the Board members shall support the action and not create impediments to the implementation of the action.
2. Staff Members. Employees of the District shall observe the same rules of order and decorum as those which apply to the members of the Board.
3. Persons Addressing the Board. Public oral communications at the Board meetings should not be a substitute for any item that can be handled during the normal working hours of the District. The primary purpose of the oral communications is to allow citizens the opportunity to communicate formally with the Board as a whole, for matters that cannot be handled during the regular working hours of the District. Each person who addresses the Board shall not make personal, impertinent, slanderous or profane remarks to any member of the Board, staff or general public. Any person who makes such remarks, or who utters loud, threatening, personal or abusive language, or engages in any other disorderly conduct which disrupts, disturbs or otherwise impedes the orderly conduct of any Board meeting shall be expelled from the meeting and may be barred from further audience before the Board during that meeting.
4. Members of the Audience. No person in the audience at a Board meeting shall engage in disorderly or boisterous conduct, including the utterance of loud, threatening or abusive language, whistling, hissing, and stamping of feet or other acts which disturb, disrupt or otherwise impede the orderly conduct of any Board meeting. Persons who conduct themselves in the aforementioned manner shall be barred from further audience before the Board during that meeting.

Even when Board meetings are not in session, Board members shall conduct themselves with courtesy and respect to each other, to staff and to members of the public if the Board members are representing themselves and the District.

If there are any complaints against any Board members, a District employee or a consultant or advisor to the Board, the complaint should first be addressed with the Executive Director or the Chair. A good faith effort to resolve the problem should be made at that level before bringing the matter to a meeting of the Board.

### C. ADDRESSING THE BOARD.

A person wishing to address the Board may seek recognition by the Chair during discussion of any item during the time set aside for public comment. No person shall address the Board without first being recognized by the Chair. The following procedures shall be observed:

1. Each person shall step to the microphone or specific area provided for the use of the public and will state his or her name when recognized by the Chair.
2. During the general "Public Comment" portion of a Regular Meeting, the Chair shall request the speaker to terminate immediately any discussion on a subject which the Chair deems to be outside the subject matter of the District, or may be the subject of an agenda item at the meeting.
3. During the discussion of an agenda item, the Chair shall request the speaker to terminate immediately the discussion of a matter that the Chair deems to be outside the scope of the agenda item.
4. Each person shall limit any remarks to three (3) minutes, unless further time is granted by the Chair, or conversely, the time is limited as set forth by III.E. The time limits for public comment are not transferable. The time limits shall not include questions and answers to or from Board members. (§54954.3)
5. All remarks shall be addressed to the Board as a whole and not to any single member thereof, unless in response to a question from a particular member.
6. No question may be asked of a member of the Board or of the District staff without permission of the Chair.

#### D. ENFORCEMENT OF DECORUM

The rules of decorum set forth above shall be enforced in the following manner:

1. Warning. The Chair shall request that a person who is breaching the rules of decorum be orderly and silent. If, after receiving a warning from the Chair, a person persists in disturbing the meeting, the Chair shall order the person to leave the Board meeting; provided however, that any person addressing the Board who makes a personal, impertinent, slanderous, or profane remark to any member of the Board, staff, or general public may be ordered by the Presiding Officer to leave the Board meeting without first receiving such warning. If such person does not leave, the Presiding Officer may order any law enforcement officer who is on duty at the meeting as sergeant-at-arms of the Board to remove that person from the Board meeting.
2. Removal. Any law enforcement officer who is serving as sergeant-at-arms of the Board shall carry out all orders and instructions given by the Presiding Officer for the purpose of maintaining order and decorum at the Board meeting. Upon instruction of the Presiding Officer, it shall be the duty of the sergeant-at-arms to remove from the Board meeting any person who is disturbing the proceedings of the Board.
3. Adjournment. If a meeting of the Board is disturbed or disrupted in such a manner as to make infeasible or improbable the restoration of order, the meeting may be adjourned or continued by the Presiding Officer or a majority of the Board, and any remaining Board business may be considered at the next meeting.

#### IX. OTHER POLICIES AND PROCEDURES.

##### A. BROWN ACT.

The Board shall provide a copy or a summary of the Brown Act and these Policies and Procedures to each Board Member when revised, and to each Board Member Elect, upon election, who has not assumed the duties of District office. (§54952.7)

## B. AMENDMENTS.

These Policies and Procedures may be amended at any Board meeting by majority vote, assuming advance notification as an agenda item. These Policies and Procedures also may be suspended at any Board meeting by two-thirds vote, provided the suspension does not conflict with the Bylaws or the Brown Act or deprive any Board member of a fundamental right as set forth in parliamentary procedure.

The Policies and Procedures shall be reviewed every three years by the Management, Finance and Audit Committee, with recommendations submitted to the Board.

However, when the Board completes the transition of the Hospital, the Management, Finance and Audit Committee should review these Policies and Procedures.

## C. SUPERCEDED BY CHANGES IN BROWN ACT.

These Policy and Procedures shall be superseded by any change in the provisions of the Brown Act that are in conflict with this Policy.