

Minutes of July 26, 2021

San Joaquin County Clinics Board of Directors – Governance Committee

Present:

Rod Place (SJCC Board Chair); Brian Heck (SJCC Board Member); Alicia Yonemoto (SJCC Board Member); Farhan Fadoo (SJCC CEO); Alice Souligne (SJCC COO); Jeff Slater (SJCC Consultant); Michael Allen (SJCC Board Clerk); Susan Thorner (SJCC Consultant)

Excused:

Kris Zuniga (SJCC CFO)

Absent:

Chris Scoz (SJCC Board Member)

AGENDA ITEM	ATTACHMENTS	ACTION
<p>1. <u>Call to Order (Rod Place, SJCC Board Chair)</u> The meeting was called to order at 5:12 p.m. by Rod. A quorum was established for today's meeting.</p>	No attachments	No action required
<p>2. <u>Review of Updated Bylaws (Susan Thorner)</u> -Added mention of SJCC's mission -Substituted Board Secretary role with Clerk of the Board and defined Clerk's general duties -Finetuned alignment with SJCC's mission & BPHC Compliance Manual (CM) -Strengthened language that no other entity, committee or individual has authority over Board's functions -Finetuned language to better align with CM -Added provision to stagger Board terms -Clarified provision for removal of Board members -Redefined attendance requirements -Added provision regarding reimbursement of lost wages for low income Board members, as permitted by HRSA -Clarified a quorum to be a "simple majority"</p>	(Attachment 2)	Brian motioned to bring Bylaws to Board at next full session; Rod accepted motion
<p>3. <u>Discuss Vacant Board Seats and Recruitment Plan (Jeff Slater/Susan Thorner)</u> Noted that new English language Board Application is ready; Spanish version should be completed within next week</p> <p>5 potential candidates in the works: -Dr. Charson Chang, internal medicine physician -Paul Antigua, former CFO of HPSJ -Pat Collier, former director of community health at St. Joseph's -Two parents of pediatric patients are interested</p> <p>Need to consider patient demographics when selecting new Board members; 13 active Board members is the current goal</p> <p>Board members whose terms are expiring this year: Mike Baskett, Ismael Cortez, Mary Mills, Rod Place, Luz Maria Sandoval, Alicia Yonemoto</p> <p>It was decided, since there is an element of urgency, that candidates will be pursued and fast-tracked to onboarding, hopefully going to a vote at the August session</p>	No attachments	No action required

<p>Discussed creating an orientation checklist to ensure new Board members are given all appropriate information and guidance, including sessions with CEO and Board Chair</p>		
<p>4. <u>New Committee Assignments (Rod Place, SJCC Board Chair)</u> Discussed new committee assignments; Michael will put all new assignments into a spreadsheet and forward to Rod for his Governance Committee report at the next full Board session</p> <p><u>Audit Committee</u> Brian Heck (chair) Mike Baskett Rod Place</p> <p><u>Finance Committee</u> Rod Place (chair) Mary Mills Chris Scoz</p> <p><u>Governance Committee</u> Rod Place (chair) Brian Heck Chris Scoz</p> <p><u>Quality Committee</u> Alicia Yonemoto (chair) Esgardo Medina Ismael Cortez</p>	<p>No attachments</p>	<p>Michael to distill Committee assignments into a single document and forward to Rod</p>
<p>5. <u>Determine Future Governance Committee Schedule (Rod Place, SJCC Board Chair)</u> Decided that monthly sessions are required for August and September and that Governance Committee will be held one week prior to full Board sessions</p> <p>Frequency of future sessions will likely be ad hoc</p>	<p>No attachments</p>	<p>No action required</p>
<p>6. <u>Adjournment of Board Meeting</u> There being no further topics of discussion, Rod Place adjourned the meeting at 6:15 p.m.</p>	<p>No attachments</p>	<p>No action required</p>