

GOVERNANCE POLICY

POLICY GP#1: GLOBAL GOVERNANCE PROCESS (GP) POLICY-

The job of the Board is to govern the activities of the Inter island Medical Center (IIMC), and the Emergency Medical Services (EMS), On behalf of the citizens of the Hospital District through defining and answering the expected achievements, values and other broad characteristics of the IIMC, the EMS and its mission.

DEFINITION OF ENDS

POLICY GP#2a:

The Board defines the ends and mission of the organization and establishes a structured process by which progress and accountability can be monitored.

POLICY GP#3a:

As a link between the organization and citizens of the Hospital District, The Board produces written governing policies in the areas of ends, Executive Limitations, governance process, and Board-CEO linkage.

POLICY GP#4a:

The Board re-examines its Ends policies annually and provides continual improvement of Board performance through education.

POLICY GP#5a:

The agenda of each monthly Board meeting includes scheduled time for Policy Governance and Board education.

GOVERNING STYLE

POLICY GP#2b:

The Board governs with an emphasis on:

1. Outward vision rather than internal preoccupation.
2. Encouragement of diversity in viewpoints.
3. Strategic leadership more than administrative detail.
4. Clear distinction of Board and CEO roles.
5. Collective rather than individual decisions.
6. Future rather than past or present.
7. Productivity rather than reactivity.

POLICY GP#3b:

1. The Board enforces upon itself whatever discipline is needed to govern with excellence, including maintaining a sense of group responsibility, regular attendance and participation, and respect of roles.
2. The Board speaks with one voice once Board actions are taken.
3. The Board monitors and discusses the Board's process and performance at each meeting.

POLICY GP#4b:

1. Efforts are made to conduct monthly Board meetings in a deliberative but expeditious manner (i.e., within a 1 to 1-1/2 hour time frame).
2. Scheduled time for audience participation is provided, and is limited to a maximum of 15 minutes.

CHAIRMANS ROLES

POLICY GP#2c:

The Chairman assures the integrity and fulfillment of the Board's process and, secondarily, Occasionally represents the Board to outside parties.

POLICY GP#3c:

The Board Chairman is responsible to assure that the Board consistently acts in accordance with its own rules as well as those imposed upon it from outside the organization.

POLICY GP#4c:

The Board delegates to the Chair the responsibility to set the agenda for its regular monthly meetings.

POLICY GP#5c:

The Board Chairman will assure that the content of Board meetings will relate only to those issues requiring Board awareness, or discussion or actions.

POLICY GP#6c:

All new business brought by other Board members must be first placed on the agenda of a future Board meeting with approval of the Board Chairman; such approval will not be unreasonably withheld.

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BOARD CODE OF CONDUCT

POLICY GP#2d:

The Board commits itself and its members to ethical, businesslike, and lawful conduct, including proper use of authority and appropriate decorum when acting as Board members.

POLICY GP#3d:

1. Members must represent un-conflicted loyalty to the interests of the ownership.
2. Board members may not attempt to exercise individual authority over the organization except as explicitly set forth in board policies.
3. Members will respect the confidentiality appropriate to issues of a sensitive nature.

BOARD COMMITTEE PRINCIPLES

POLICY GP#2e:

Board committees are assigned when needed to assist and support the Board, but will not interfere with Board-Staff Linkage policies.

POLICY GP#3e:

1. Board Committees explore the assigned areas and report back to the Board as a whole for evaluation of options and decision making.
2. The Chairperson of each committee shall be a Board member: the participation of non-Board members is encouraged and invited as a means of broadening input of the Board and identifying potential future Board members.
3. Board committees are to help the Board do its job, never to help or advise the staff. Committees ordinarily will assist the Board by preparing policy alternatives and implications for Board deliberation. In keeping with the Board's broader focus, Board committees will normally not have dealings with current staff operations.
4. One permanent committee will be the grievance resolution committee as identified in the IIMC employee handbook. This committee will consist of two board members and will act as the final decision makers in the IIMC grievance resolution procedure.
5. Committees will be used sparingly and ordinarily in an ad hoc capacity.
6. This policy applies to any group that is formed by Board action, whether or not it is called a committee and regardless of whether the group includes Board members. It does not apply to committees formed under the authority of the CEO.

BOARD EDUCATION

POLICY GP#2f:

Because poor governance costs more than learning to govern well, the Board invests in its governance capacity.

POLICY GP#3f:

The Board commits itself to an ongoing educational process to include educational content at monthly Board meetings and an annual Board retreat.