

# **SELECTED TOPICS RE ALAMEDA HEALTH SYSTEM GOVERNANCE**

**BOARD OF TRUSTEES SELECTION AND  
COMMITTEE STRUCTURE**

# BACKGROUND

In 1996, the State legislature enacted Health and Safety Code Section 101850, authorizing the Board of Supervisors to establish a hospital authority, i.e., the Alameda County Medical Center (hereafter referred to by its current name, Alameda Health System or “AHS”).

AHS’s scope of authority is as prescribed by state law, county ordinance, AHS bylaws, and agreements executed between AHS and the County.

The relationship between the County and AHS can be ascertained from a collective reading of the laws and documents that govern the hospital authority’s creation, namely California Health and Safety Code Section 101850, County Administrative Code Chapter 2.120, three agreements (collectively known as the “transfer documents”), i.e., the master contract, County services agreement, and lease agreement, and the AHS Bylaws, and any amendments to such documents.

# **BACKGROUND**

**The governing board of the hospital authority shall be initially and continually appointed by the board of supervisors (“BOS”). Health & Saf. Code §101850(c).**

**§101850 is silent regarding the process for appointment of members to the AHS governing Board of Trustees (“BOT”) beyond the statement above.**

**Nothing prescribes any specific role for AHS in determining or recommending BOT appointments.**

# BYLAWS

The BOS shall adopt bylaws for AHS, and any changes or amendments to those bylaws shall be by majority vote of the BOS. Health & Saf. Code §101850(e).

In recent years, confusion has arisen regarding the operative version of the AHS bylaws.

The current operative version was approved by the BOS on November 26, 2013. The approved version that preceded the 11/26/13 amendments was dated May 23, 2006.

Any versions with adoption or approval dates between 5/26/06 and 11/26/13 were never approved by the BOS and not operative.

# **PROCESS FOR APPOINTMENT OF BOT MEMBERS**

**Bylaws provide only guidance for appointment of members to BOT:**

## **General Qualifications**

**The BOT should, to the extent feasible, reflect both the expertise necessary to maximize the quality and scope of care of AHS in a fiscally responsible manner and the diverse interests that AHS serves. Desirable skills include, but are not limited to, business management, public health, health care administration, personnel management and labor relations, medical services, managed care, consensus building, finance, fund raising, and cultural sensitivity.**

**Specific qualifications that are desirable in Trustees include the following:**

- (1) A familiarity with the health care delivery systems;**
- (2) A working knowledge of the existing health care funding sources;**
- (3) An understanding of the multitude of issues relating to participating in managed care programs;**
- (4) Experience with employee organizations;**
- (5) A strong business management, legal, finance, and/or program management background;**
- (6) Experience managing hospital services;**
- (7) Experience with, or understanding of, the delivery health [sic] care services by non-profit entities;**
- (8) An interest in or experience with the health care needs of AHS's patient populations;**
- (9) Experience in advocating for safety net institutions including, but not limited to, the pursuit of public funding for the delivery of health care services;**
- (10) Reside in Alameda County**

## **PERSONS NOT ELIGIBLE FOR APPOINTMENT TO BOT**

Persons who are providers of medical care, or are employed by a provider of medical care, who are or, in the view of the BOS, may be in competition with AHS.

With the exception of the representative of the medical staff and the chief executive officer, persons employed by or who are contractors/vendors of AHS or who are employed by a contractor/vendor of AHS.

**Except where prohibited by law**, any disqualification may be waived by majority vote of the board of supervisors.

# **STANDING COMMITTEES OF THE BOT**

**EXECUTIVE COMMITTEE**  
**GOVERNANCE COMMITTEE**  
**FINANCE COMMITTEE**  
**QUALITY AND PROFESSIONAL**  
**SERVICES COMMITTEE**  
**STRATEGIC PLANNING COMMITTEE**  
**OPERATIONS IMPROVEMENT**  
**COMMITTEE**

# **STANDING COMMITTEES**

## **EXECUTIVE COMMITTEE**

**Comprised of the  
Officers of the BOT as  
elected by the BOT**

**Duties as prescribed in  
AHS policies and  
procedures and  
authorized to act on  
emergency items when  
quorum of BOT not  
available**

## **GOVERNANCE COMMITTEE**

**Comprised of 3  
members appointed by  
BOT President and  
ratified by BOT.**

**Duties as prescribed in  
AHS policies and  
procedures**

# **STANDING COMMITTEES**

## **FINANCE**

**Comprised of the BOT  
Treasurer, at least 2  
members of the BOT, 1  
employee representative  
and 1 member  
representing the public**

**Duties as prescribed in  
AHS policies and  
procedures**

## **QPSC**

**Comprised of 3 members  
of the BOT and 3  
members of AHS Medical  
Staff (as specified in  
Bylaws)**

**Provides oversight and  
leadership for medical  
staff and organizational,  
quality assurance,  
performance  
improvement, and other  
related activities**

# **STANDING COMMITTEES**

## **STRATEGIC PLANNING**

**Comprised of 3  
members of the BOT, 1  
employee  
representative and 1  
member representing  
the public**

**Duties as prescribed in  
AHS policies and  
procedures**

## **OPERATIONS IMPROVEMENT**

**Comprised of 3  
members of the BOT, 1  
employee  
representative and 1  
member representing  
the public**

**Duties as prescribed in  
AHS policies and  
procedures**