

EL PASO COUNTY HOSPITAL DISTRICT
BOARD OF MANAGERS
Standard Operating Procedures

I. DEVELOPING AGENDA FOR MEETING OF THE FULL BOARD

A. Placement of items on the agenda.

1. Agendas are initially created by the Administration and presented to the Board Chairperson for approval. The CEO shall prepare a proposed agenda containing all agenda items which, in the judgment of the CEO are appropriate and timely for consideration by the full board.
2. Any member of the Board of Managers may request that an item be placed on the Board agenda by submitting that item to either the CEO or Chairperson of the Board. All items requested by a Board member shall be presented to the Chair for an initial determination by the Chair, in consultation with the CEO, whether to include the item on the agenda of the full Board. In the event the Chair declines to place the item on the agenda, the Chair shall notify the Board member who requested the item.
3. A Board member who has requested that an item be placed on the agenda, and has been notified by the Board Chair that the Board Chair declines to place the item on the agenda, may resubmit the requested agenda item along with the written request two additional Board members to place the item on the full Board agenda. Upon receipt of such request the Chair must place the item on the next full Board agenda, and the item may not be deleted from consideration.
4. The Board Chair may, with the consent of the Board, delete items from the Board agenda any time prior to the item being called, provided that the Board Chair may not delete an item that was placed on the agenda at the written request of three Board members. In the event any Board member objects to deletion of an item, the Board Chair shall call for a motion and second to maintain the item on the agenda and the full Board shall vote on such item.

B. Deadline for Submission of Agenda Items.

1. No item may be placed on the agenda less than ten calendar days in advance of the meeting unless:
 - a. delay in deliberation or action on the matter could seriously affect the operations of the District; or
 - b. the nature of the matter is such that postponed deliberation of or

action on the matter would be impractical.

2. No item may be placed on the agenda less than 72 hours in advance of the meeting, unless an emergency or urgent public necessity exists as contemplated by the Texas Open Meetings Act.
3. The agenda and amendments thereto shall be prepared and posted in accordance with the Texas Open Meetings Act.

C. Notification of meetings of the Board of Managers, Finance Committee and Planning and Development Committee.

1. Board members shall be notified of a meeting:
 - a. At least 72 hours prior to a regular or special meeting.
 - b. At least 2 hours prior to an emergency meeting.
2. Meetings of the Board of Managers, the Finance Committee and the Planning and Development Committee will be posted as per requirements set forth in the Open Meetings Act, Section 551.001 *et seq.* of the Texas Government Code.

D. Items for Executive Session

1. Personnel matters or other matters involving privacy issues will be addressed in executive session to the extent permitted by the Texas Open Meeting Act.
2. Other matters may be addressed in executive session to the extent permitted by the Act.

E. Use of Consent Agenda.

1. Any agenda topic may be placed on the "consent agenda" as recommended by the CEO, the Chairperson, or the Chairs of the Board's Committees.
2. Any Board member, by request, may remove any item from the consent agenda.

F. Consolidated action items.

1. The CEO may consolidate items on the agenda summary for possible group action, or any Board member may suggest group action on items to expedite the Board meeting.
2. A request by any Board member shall remove any item from the suggested consolidated action list.

II. CONDUCT OF BOARD MEETINGS

With regard to the conduct of Board meetings, Board members will comply with the Texas Open Meetings Act.

- A. Public Comment and Participation. In order to promote efficiency, the Board does not provide a period for general public comment during Board meetings. The Board will normally limit participation in the discussion to Board members, members of administration, and presenters directly associated with an agenda item. Members of the public may request permission to comment, and the Board Chair has discretion to allow comments.

- B. Impermissible comments
 - a. The Board will not entertain comments on individual personnel or officials in public session (employees or Board members).
 - b. The Board will not entertain comments on individual patients in public session.

- C. The Board shall be guided by applicable law, the Bylaws and Standard Operating Procedures, and parliamentary procedure as detailed in the current edition of Robert's Rules of Order, which shall apply in descending order of priority and control.
 - a. All discussion shall relate to the business currently under deliberation.
 - b. The Chairperson of the Board shall halt inappropriate discussion.
 - c. The Chairperson of the Board shall:
 - (1) Recognize members prior to the member providing their comments.
 - (2) Be responsible for asking clarifying questions.

- D. Discussion of motions.
 - a. The Chairperson of the Board has the responsibility to keep the discussion to the motion at hand and shall halt discussion that does not apply to the business properly before the Board.
 - b. The Chairperson of the Board may make motions, second motion and enter into debate.

- E. Voting.

- A. The Chairperson of the Board may vote on all action items.

B. Board members shall abstain from voting on matters in which they have a conflict of interest.

F. Conflicts of Interest/Abstention

1. State law, the El Paso County Code of Ethics and the Board Bylaws all require disclosure of conflicts of interest by Board members and abstention from discussion and voting on a matter in which a Board member has a substantial financial interest. Failure to make a timely and full disclosure may constitute a criminal offense, or give rise to sanctions under the County Board of Ethics.
2. Prior to each Board or Committee meeting, each Board member should review the agenda and consider whether any of the items presents a conflict of interest. Board members are encouraged to consult with the Chief Legal Officer with respect to any potential conflict of interest.
3. If it is determined that there is a conflict of interest requiring disclosure and abstention, the Board member should notify the Chief Legal Officer for preparation of an affidavit, and shall notify the Board Chair and CEO. At the Board or Committee meeting, after the item is called but before any discussion on the matter, the Board member shall announce that he/she has a conflict of interest and will abstain from discussion and voting on the matter.
4. In some cases, it may be determined that there is no conflict of interest requiring disclosure and abstention, but nonetheless the Board member desires to abstain in order to avoid the appearance of a conflict of interest. In such circumstances, the Board member is strongly encouraged to follow the same disclosure and abstention process described above.
5. The Board member shall file the conflict of interest affidavit with the Board Secretary. Upon receipt of a conflict of interest affidavit, the Board Secretary shall forward copies to the Board Chair and members of the Board of Managers, the CEO, the Chief Legal Officer and the Compliance Officer.

III. COMMITTEE MEETINGS

The Board Committees shall develop committee agendas and conduct meetings and disclose conflicts of interest and abstain in the same manner as the full Board carries out such functions. The Chairperson of a Board Committee has the same authority with respect managing the Committee agenda and conducting the Committee meeting as does the Board Chairperson has with respect to the meetings of the full Board.

IV. EMPLOYEE OR CITIZEN COMPLAINT TO THE INDIVIDUAL BOARD MEMBER

When any person complains to a Board member regarding the District's personnel or an administrative issue:

- A. Remind the person that the Board member must remain impartial in case the situation comes before the Board.
- B. Refer the person to the CEO or the District's Compliance Office.
- G. A Board member should advise the CEO of substantive or significant complaints as soon as practicable under the circumstances but in no event later than the close of business on the next business day following receipt of the complaint.

IV. BOARD MEMBER VISITS TO HOSPITAL DISTRICT

- A. Board members are encouraged to attend any Hospital District events as their time permits and to support the activities of the District.
- B. Board members are not to personally or independently conduct an investigation of alleged or suspected wrongdoing regarding any District matter. Any matter that may warrant an investigation is to be immediately referred to the CEO, the Compliance Committee or if the Board determines necessary, to appropriate others.
- C. Board members shall make reasonable efforts to contact the CEO prior to their visits, when not attending a scheduled activity.

V. COMMUNICATIONS

- A. The Chairperson of the Board will meet with the CEO on a routine basis to discuss District issues.

- B. The full Board will communicate only through public hearings, Board meetings and District-sponsored publications regarding District business.
- C. Unless otherwise approved by the Board, individual Board members may not speak in an official capacity or otherwise represent the views of the Board.
- D. Board members may not make successive telephone calls or send successive e-mails to other members to discuss District matters and urge that the other members vote in a certain way on those matters.
- E. Board members may not gather in numbers that do not physically constitute a quorum (four Board members) at any one time but, through successive gatherings, discuss a District matter with a quorum of the Board.
- F. A quorum (four members) of the Board may be present at social functions unrelated to the District or at a convention or workshop so long as no formal action is taken and any discussion of District business is incidental to the social function, convention or workshop.

VI. EVALUATION OF THE CEO

- A. A summative evaluation will generally be conducted annually within 30 days of the end of each fiscal year.
- B. The Chairperson of the Board obtains input from all other Board members on the approved indicators of CEO performance and reviews it in the Executive Session.
- C. The final Evaluation is led by the Chairperson of the Board in executive session of the full Board.
- D. The Evaluation is maintained in the office of the Executive Secretary to the Board.

VII. EVALUATION OF THE BOARD

- A. There shall be an annual self-evaluation of the performance of the Board and the governance of the District.
- B. The self-evaluation process will be kept confidential and will be conducted in executive session and/or in other confidential formats to the extent permitted by law.
- C. The self-evaluation of the Board will meet all Joint Commission standards and will include, without limitation, assessment of the following:

1. Compliance with the District's Code of Conduct.
2. Compliance with the Board's Bylaws, Policies and Standard Operating Procedures.
3. Interaction with the District's CEO.
4. Attainment of goals.

VIII. ROLE AND AUTHORITY OF BOARD MEMBERS AND/OR BOARD OFFICERS

- A. Board members or officers may only exercise their authority as such within the confines of a properly posted and conducted meeting of the Board. Board Committee members or officers may only exercise their authority as such within the confines of a properly posted and conducted meeting of the Committee.
- B. Board members or officers may not direct the District's employees with regard to performance of the employees' duties or the details of their work: provided, however, that the District's CEO serves at the will of the Board and is subject to the Board's ultimate direction and control as contemplated by Chapter 281, Texas Health and Safety Code.

IX. ROLE OF BOARD EXECUTIVE SESSION

- A. The Board may only discuss those items properly posted on the executive session agenda and otherwise in accordance with the Texas Open Meetings Act.
- B. The Board may not vote on or otherwise finally determine a matter in executive session. A vote or final determination on a matter may only be effected in open session, and only when properly posted on the agenda.
- C. Information discussed during the executive session must remain confidential.
- D. Executive sessions will be tape-recorded.
 1. The tapes will not be transcribed.
 2. The tapes will be available to Board members.
 3. The tapes will be retained according to the retention schedule established by the Texas State Library and Archives Commission.

X. MEDIA INQUIRIES TO THE BOARD

The Chairperson of the Board or his/her designee shall be the official spokesperson for the Board to the media/press on issues of media attention. All Board members who receive calls from the media should direct them to the Board's spokesperson and promptly notify the Chairperson of the Board and the CEO/Chief Executive Officer of the call.

Standard Operating Procedures of the Board of Managers of the El Paso County Hospital District, September 11, 2007. Restated and amended on October 13, 2009.

XI. REVIEWING BOARD OPERATING PROCEDURES

The Standard Operating Procedures will be reviewed and updated at least every two (2) years or as needed.

XII. REIMBURSED EXPENSES

The District's policy on Employee Travel and Business Related Expense Reimbursement shall apply to Board members when incurring expenses with regard to their duties as a Board member or when seeking reimbursement for those expenses, and Board members will comply with the terms and requirements of that policy. The CEO or designee must approve reimbursement.

XIII. REVISIONS OF CODE OF CONDUCT AND STANDARD OPERATING PROCEDURES

At least annually and/or in the event of modification or changes, the Bylaws, Code of Conduct, Pledge and Standard Operating Procedures will be distributed to the Board of Managers. Each board member will acknowledge receipt of such document and their agreement to abide by the terms of these documents in writing.