

**ANTELOPE VALLEY HOSPITAL  
ADMINISTRATIVE POLICY & PROCEDURE MANUAL**

**POLICY NUMBER: LD.16**

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**SUBJECT: BOARD OF DIRECTORS – STANDING COMMITTEE &  
SUBCOMMITTEE APPOINTMENTS**

**REFERENCE(S):**

**PURPOSE:** To define the guidelines for appointment to Board Standing Committees and Subcommittees.

**AFFECTED AREAS/DEPARTMENTS:** Board of Directors

**POLICY:**

- I. Board Standing Committee Membership
  - A. The Chairperson of the Board, with the concurrence of the Board as provided in the District's Bylaws, has the exclusive jurisdiction to appoint the members of Standing Committees. Standing Committee charters shall be approved by the Board and shall outline the duties and responsibilities of each Standing Committee.
  - B. Appointments of Board Members to Standing Committees will be made every year. Appointments of members who are not Board Members will be made every two years. Appointments shall be made in January, prior to February 1<sup>st</sup>. The term of the position is one (1) year for Board Members, and two (2) years for Community Members and Nondesignated Employee Members (as defined herein). Terms shall run from February 1<sup>st</sup> to January 31<sup>st</sup>. Replacements may be appointed during a term for the remainder of the term of the departing Committee Member.
  - C. Financial compensation to Board Members appointed to Standing Committees will be \$100 per each fully scheduled meeting, with up to a combined maximum total of five (5) meetings per month of the Board and all committees to which such Board Member is appointed, pursuant to the District's Bylaws and Section 32103 of the Local Health Care District Law (Health & Safety Code Section 32000 *et seq.*). Community Members shall serve without compensation. District employee Members shall receive compensation in accordance with District policy and applicable law. However, the District may pay or reimburse authorized out-of-pocket expenses of any Committee Member such as travel on District business, attendance at seminars and other education, in each case pursuant to District policy, or as otherwise authorized by the Chairperson of the Board
  - D. Members of any Standing Committee who fail to attend 75 percent of each meeting of a Standing Committee 75 percent of the time are subject to

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removal by the Chairperson of the Committee, or by the Chairperson of the of the Board.

**II. Subcommittee Membership**

- A. Pursuant to each Standing Committee's charter, such Standing Committee may maintain one (1) or more Subcommittees that serve under the Committee.
- B. Each Board Member on a Standing Committee shall serve on at least one Subcommittee, if there are any Subcommittees. If a Board Member declines to serve on a Subcommittee, the Chairperson of the Committee may assign the other Board Member on the Committee to more than one Subcommittee. In the event that there are more Subcommittees than Board Members who desire to serve on a Subcommittee, the Chairperson of the Committee may appoint one or more Board Members already assigned to a Subcommittee to serve on the additional Subcommittee(s).
- C. The term of any member of a Subcommittee shall be one (1) year, with terms running February 1 to January 31. The Chairperson of the Committee may reappoint members of any Subcommittee, in his or her discretion.
- D. Members of a Subcommittee who fail to attend 75 percent of each Subcommittee meeting 75 percent of the time in any one year are subject to removal by the Chairperson of the Committee, or by the Chairperson of the Board.

**III. Additional Committee/Subcommittee Membership**

- A. Antelope Valley Hospital employees and Community Members may be appointed as members of Standing Committees and of Subcommittees, if any, if so provided by the Charter of such Standing Committee. Certain District employees (such as the Chief Executive Officer, the Chief Financial Officer, the Human Resources Director, etc.) may be designated by the charters of the respective Standing Committees as permanent members (the "*Designated Employee Members*"). Community members ("*Community Members*") and other District Employees (the "*Nondesignated Employee Members*") may be appointed by the Chairperson of the Board and approved by the Board pursuant to the Board's Bylaws and the procedures described herein.

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- B. Requirements for appointment to a Standing Committee as a Community Member or a Nondesignated Employee Member include that the individual (1) is a member of the community, with a vested interest in the community, and in good standing, or an employee with a vested interest in the wellbeing and participation of District employees; (2) has the ability to make a positive contribution to a Standing Committee by way of expertise in various areas within such Committee's subject matter jurisdiction; and (3) has no financial interest (as defined in the Fair Political Practices Act) or other conflict of interest which would exist or arise by reason of appointment to a Standing Committee. In addition, individuals will be selected for membership based on their interest in a particular Standing Committee, their ability to meet the needs of the Standing Committee, and their ability to serve the needs of the community and of the District at large. These characteristics may be determined by application and/or interview. Prospective members must consent to a background screening by the District before being appointed to any Standing Committee. Terms of the Community Members and of the Nondesignated Employee Members will be two (2) years, whereupon the Member's term will expire automatically. However, the Chairperson of the Board, subject to approval of the Board, may reappoint any such member of a Standing Committee for a new two-year term, in the Board's discretion.
- C. Each Board Member may nominate Community Members for each Standing Committee, to be part of a pool of Community Members for selection. Each Community Member shall then submit a resume/curriculum vitae (C.V.) and an application to the Committee to which s/he has been nominated. The Board Members and the administrative staff on the Committee will review the submissions and, upon a majority vote, make a recommendation to the Chairperson of the Board regarding which Community Members they wish to select to sit on the Committee.
- D. Appointments of Community Members and of Nondesignated Employee Members shall be made by the Chairperson of the Board, subject to approval of the Board in open session, as provided in the District's Bylaws and in the first section of this Policy.
- E. The Chairperson of the Board and the Chairperson of a Standing Committee shall have the right to remove a Committee Member other than a Board Member for any reason, with or without cause. In the event that the Chair of a Standing Committee is also the Chair of the Board, the Vice

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Chairperson of the Committee shall make the decision with the Chair of the Board. Removal of a Board Member from a Standing Committee shall require a majority vote of the Board.

- H. No financial compensation shall be paid to any Community Member. Compensation shall be paid to employees of the District for service on a Standing Committee in accordance with District payroll policies and applicable labor laws. However, the District may pay or reimburse authorized out-of-pocket expenses such as travel on District business, attendance at seminars and other education, pursuant to District policy or as otherwise authorized by the Chairperson of the Board
  - I. Members of a Standing Committee who fail to attend 75 percent of each meeting 75 percent of the time are subject to removal by the Chairperson of the Committee, or by the Chairperson of the Board.
  - J. There is no obligation for appointment by the Board of any Community Members, except for the Advisory Committee as provided in the Charter of that Committee.
- IV. All Standing Committees which include members of the Board are subject to the notice, agenda and meeting requirements of the Ralph M. Brown Act (the “Brown Act”). Each Standing Committee must post and disseminate its agenda as required by the Brown Act. Agendas of regular meetings of a Standing Committee must be posted at least seventy-two hours in advance of the meeting, and agendas of special meetings must be posted at least 24 hours before the meeting. Standing Committees may not discuss matters which are not on the posted agenda; however, members of a Standing Committees may request that matters be placed on the agenda for the next meeting. Standing Committees may meet in executive or closed session only for the reasons provided in the Brown Act or the Local Health Care District Law (the “District Law”). Public comment must be allowed on each item presented for consideration by any Standing Committee, and comment on non-agenda items must be allowed at all regular meetings. Members of Standing Committees may respond briefly to matters raised during public comment or may refer the matter to the appropriate District staff member. If any member of a Standing Committee has a conflict of interest with the subject matter to be discussed during a meeting, that member must recuse him or herself from the discussion and from voting. If both Board members recuse themselves, the Vice Chairperson or the senior administrative staff person will chair that section of the meeting.

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**RESPONSIBILITY FOR REVIEW AND MAINTENANCE OF THIS POLICY IS  
ASSIGNED TO: Board of Directors or designee**

**REVIEWED AND APPROVED: Board of Directors**

**DATE: 07/24/19**

**REVIEWED AND APPROVED: \_\_\_\_\_**

**Chief Executive Officer**

**Date**

**EFFECTIVE DATE: 02/26/97**

**REVISED DATES: 09/25/13; 11/06/13; 05/26/16; 07/24/19**

**REVIEW DATES: 09/13; 11/13; 05/16; see Policy Manager**

**CROSS REFERENCE(S):**

Antelope Valley Healthcare District GOVERNING BODY BYLAWS

**ATTACHMENT(S):**