



**REGULAR MEETING OF THE BYLAWS/POLICIES AND PROCEDURES COMMITTEE
SAN BENITO HEALTH CARE DISTRICT
911 SUNSET DRIVE, HOLLISTER, CALIFORNIA
MONDAY, DECEMBER 15, 2025 – 1:00 PM
SUPPORT SERVICES BUILDING, 2ND-FLOOR, GREAT ROOM
IN PERSON ONLY**

Mission Statement -The San Benito Health Care District is a public agency that serves as a responsive, comprehensive health care resource for its patients, physicians, and the health care consumers of the community.

Vision Statement - San Benito Health Care District is committed to meeting community health care needs with quality care in a safe and compassionate environment.

AGENDA

1. Call to Order (J. Sanchez)
2. Consider and Approve Minutes of the District Bylaws/Policies and Procedures Committee – November 10, 2025 Meeting.
3. Policies for Review and Recommendation
 - Development of Board Agenda
 - Fiduciary Responsibility of Board Members
 - Human Resources Requirements (Archive - Combined with Compensation and Benefits)
 - Improvements, Comments, Suggestions (Archive – Similar to Area of Concern)
 - Limit of Authority
 - Meetings with Administrator
 - Office Assistance for Board Members
 - Potential Conflicts of Interest
 - Relationship to Management Company
 - Safety and Disaster Plan
 - Strategic Planning (Archive)
 - Suggestions for Change to Board Policy/Procedures
 - Time Lines
 - Updating
 - Use of Letterhead by Directors
 - Compensation and Benefits (Replaces Compensation & Human Resources Requirements)

4. Adjournment (J. Sanchez)

Committee Members

Josie Sanchez, BOD Assistant Secretary

Devon Pack, BOD Vice President

Mary Casillas, Chief Executive Officer

Laura Garcia, Executive Assistant

The complete agenda packet including subsequently distributed materials and presentations is available at the Committee Meeting, in the Administrative Offices of the District, and posted on the District's website at <https://www.hazelhawkins.com/news/categories/meeting-agendas/>. All items appearing on the agenda are subject to action by the Committee.

Any public record distributed to the less than 72 hours prior to this meeting in connection with any agenda item shall be made available for public inspection at the District office. Public records distributed during the meeting, if prepared by the District, will be available for public inspection at the meeting. If the public record is prepared by a third party and distributed at the meeting, it will be made available for public inspection following the meeting at the District office.

Notes: Requests for a disability-related modification or accommodation, including auxiliary aids or services, to attend or participate in a meeting should be made to District Administration during regular business hours at 831-636-2673. Notification received 48 hours before the meeting will enable the District to make reasonable accommodations.



Hazel Hawkins

MEMORIAL HOSPITAL

DISTRICT BYLAWS / POLICIES AND PROCEDURES COMMITTEE
NOVEMBER 10, 2025 – 1:00 PM
HORIZON CONFERENCE ROOM-2, 2ND-FLOOR, WOMEN'S CENTER

IN PERSON ONLY

MINUTES

Mission Statement -The San Benito Health Care District is a public agency that serves as a responsive, comprehensive health care resource for its patients, physicians, and the health care consumers of the community.

Vision Statement - San Benito Health Care District is committed to meeting community health care needs with quality care in a safe and compassionate environment.

Committee Members Present

Josie Sanchez, Board Member (Chair)
Devon Pack, Board Member
Mary Casillas, Chief Executive Officer
Laura Garcia, Executive Assistant

Also Present

Heidi Quinn, Legal Counsel

1. Call to Order

The meeting of the Bylaws/Policies and Procedures Committee was called to order at 1:06 p.m. by Director Sanchez.

2. Consider and Approve Minutes of the District Bylaws/Policies and Procedures Committee – October 20, 2025.

Motion: By Director Pack, to approve the minutes of the District Bylaws/Policies and Procedures Committee – October 20, 2025, Seconded by Director Ms. Casillas, and unanimously approved.

3. Review of Policies for Recommendation

- Compensation – Policy was reviewed with no recommended changes.
- Corporate Compliance - Direction was provided to forward the revised policy to the full Board recommending approval to include the recommended edits.
- Development of Board Agenda - Direction was provided to hold the policy for further review.
- Events: Conferences/Seminars – Policy was reviewed with no recommended changes.
- Events: Monthly Calendar – Direction was provided to archive the policy.
- Yearly Calendar Events – Direction was provided to forward the revised policy to the full Board recommending approval to include the recommended edits.

4. Consider and Approve Schedule of Future Meetings (Committee)

The Committee agreed to meet the second Monday of every month at 1:00 p.m., beginning in December until the manual policy has been completely reviewed.

5. Adjournment

There being no further regular business, the meeting was adjourned at 1:24 p.m.

San Benito Health Care District
Board of Directors
Policy Manual

SUBJECT	Fiduciary Responsibility Of Board Members		
WRITTEN BY	Board Ad Hoc Committee on Policy & Procedures	POLICY NUMBER	2000 - 14
APPROVED BY	San Benito Healthcare District Board of Directors	EFFECTIVE	May 24, 2001
Resolution #		REPLACES	September 21, 2000
Other			

POLICY

The Board holds the ~~Healthcare~~ Health Care District in trust for the community. It is responsible for its financial welfare and for assuring high quality patient care.

PROCEDURE

While financial operation of the District is entrusted through the Administrator to the Chief Financial Officer, the ultimate responsibility for sound financial management lies with the Board of Directors. Therefore, careful consideration of monthly financial reports, the annual operating budget, and requests for capital expenditures is imperative. Careful monitoring of the following indicators will keep the Board aware of areas of service that may need attention.

- Medical Staff Reports
- Patient Satisfaction Survey Reports
- Risk Management Reports

Strong support should be given to all efforts to provide efficient, high quality patient care.

San Benito Health Care District
Board of Directors
Policy Manual

SUBJECT	Human Resources Requirements		Identification
WRITTEN BY	Board Ad Hoc Committee on Policy & Procedures	POLICY NUMBER	2000 - 15
APPROVED BY Resolution# Other	San Benito Healthcare District Board of Directors	EFFECTIVE REPLACES	May 24, 2001 September 21, 2000

POLICY

ID badges for Board members from the Human Resources Department are required.

PROCEDURE

Board members must familiarize themselves with policies and procedures of the Human Resources Department, and must refer all questions and concerns from hospital personnel to the HR Department.

San Benito Health Care District
Board of Directors
Policy Manual

SUBJECT	Improvements, Comments, Suggestions		
WRITTEN BY	Board Ad Hoc Committee on Policy & Procedures	POLICY NUMBER	2000 -16
APPROVED BY	San Benito Healthcare District Board of Directors	EFFECTIVE	May 24, 2001
Resolution #		REPLACES	September 21, 2000
Other			

POLICY

The Board member should always be alert to areas of possible improvement.

PROCEDURE

Ideas for improvement to the District should be developed through Board committees, and then referred to the whole Board for approval.

San Benito Health Care District
Board of Directors
Policy Manual

SUBJECT	Limit of Authority		
WRITTEN BY	Board Ad Hoc Committee on Policy & Procedures	POLICY NUMBER	2000 - 17
APPROVED BY	San Benito Healthcare District Board of Directors	EFFECTIVE	May 24, 2001
Resolution #		REPLACES	September 21, 2000
Other			

POLICY

The Governing Board is the unit of authority. Apart from the normal function as a part of the unit, a Board member has no individual authority.

PROCEDURE

1. Individually, a Board member may not commit the District to any policy, act, or expenditure.
2. A Board member cannot do business with the District served, nor should the Board member have an interest in any contract with the District in general.
3. A Board member does not represent any factional segment of the community, but rather is a part of the body that represents and acts for the community as a whole.
4. No individual member of the Board, by virtue of holding office, shall exercise any administrative responsibility neither with respect to the District, nor as an individual command the services of any District employee.
5. No member of the Governing Board shall become an employee of the District while serving on the Board.

San Benito Health Care District
Board of Directors
Policy Manual

SUBJECT	Meeting with Administrator		
WRITTEN BY	Board Ad Hoc Committee on Policy & Procedures	POLICY NUMBER	2000 -18
APPROVED BY	San Benito Healthcare District Board of Directors	EFFECTIVE	May 24, 2001
Resolution#		REPLACES	September 21, 2000
Other			

POLICY

A Board member may request a meeting with the Administrator to discuss a concern they may have that they may not wish to bring to the public meeting.

PROCEDURE

An appointment should be made through the ~~Administrative~~ **Executive Assistant** Assistant.

Should the Director wish, a "Director's Agenda" may prove helpful to categorize and ensure all topics of his/her interest are covered when speaking with the Administrator.

QUALITY ISSUES: Community Accountability and Values

Patient Care / Physician and Hospital

FINANCIAL RESPONSIBILITIES

PLANT / FACILITY UPKEEP AND SAFETY

PLANNING/STRATEGY VISIONS

MISCELLANEOUS QUESTIONS / CONCERNS

San Benito Health Care District
Board of Directors
Policy Manual

SUBJECT	Office Assistance For Board Members		
WRITTEN BY	Board Ad Hoc Committee on Policy & Procedures	POLICY NUMBER	2000 - 19
APPROVED BY	San Benito Healthcare District Board of Directors	EFFECTIVE	May 24, 2001
Resolution#		REPLACES	September 21, 2000
Other			

POLICY

The ~~Administrative~~ **Executive** Assistant is available to assist Board members.

PROCEDURE

Because there are so many demands on the time of the ~~Administrative~~ **Executive** Assistant, it is helpful if sufficient lead time is given when a project is presented. Consideration of the many tasks performed by this office is imperative.

San Benito Health Care District
Board of Directors
Policy Manual

SUBJECT	Potential Conflicts of Interest		
WRITTEN BY	Board Ad Hoc Committee on Policy & Procedures	POLICY NUMBER	2000 - 20
APPROVED BY	San Benito Healthcare District Board of Directors	EFFECTIVE	May 24, 2001
Resolution #		REPLACES	September 21, 2000
Other			

POLICY

The purpose of this policy is to ensure that decisions about the District's operations and the use or disposition of the District's assets are made solely in terms of the benefits to the District and are not influenced by any private profit or other personal benefit to the individuals affiliated with the District who take part in the decision. In addition to actual conflicts of interest, Board Members and staff are also obliged to avoid actions that could be perceived or interpreted in conflict with the District's interests.

Conflicts of interest may occur when the District enters into transactions with not-for-profit organizations as well as those that are undertaken with profit-making entities. The best way to deal with this problem is to make known one's connection with organizations doing business with the District and to refrain from participation in decisions affecting transactions between the District and the other organization. Such relationships do not necessarily restrict transactions so long as the relationship is clearly divulged and non-involved individuals affiliated with the District make any necessary decisions.

1. Directors. Any member of the Board of Directors who may be involved in a District business transaction in which there is a possible conflict of interest shall promptly notify the Chairman of the Board. The Trustee shall refrain from voting on any such transaction, participating in deliberations concerning it, or using personal influence in any way in the matter. The Trustee's presence may not be counted in determining the quorum for any vote with respect to a District business transaction in which he or she has a possible conflict of interest. Furthermore, the Trustee, or the Chairman in the Director's absence, shall disclose a potential conflict of interest to the other members of the Board before any vote on a District business transaction and such disclosure shall be recorded in the Board minutes of the meeting at which it is made. Any District business transaction which involves a potential conflict of interest with a member of the Board shall have terms which are at least as fair and reasonable to the District as those which would otherwise be available to the District if it were dealing with an unrelated party.

2. Staff. Any staff member who may be involved in a District business transaction in which there is a possible conflict of interest shall promptly report the possible conflict to the Executive Director. If the possible conflict involves the Executive Director, the possible conflict shall then be reported to the Chairman of the Board.

The Executive Director or, where applicable, Chairman, after receiving information about a possible conflict of interest, shall take such action as is necessary to assure that the transaction is completed in the best interest of the District without the substantive involvement of the person who has the possible conflict of interest. (This does not mean that the purchase or other transaction must necessarily be diverted, but simply that person -- other than the one with the possible conflict -- shall make the judgments involved and shall control the transaction.)

Each Board Member and senior staff member shall complete the attached questionnaire on an annual basis.

A written record of any report or possible conflict and of any adjustments made to avoid possible conflicts of interest shall be kept by the Executive Director or, where applicable, Chairman.

3. Definitions:

A. "Involved in a District business transaction" means initiating, making the principal recommendation for, or approving a purchase, contract or policy; recommending or selecting a vendor or contractor; drafting or negotiating the terms of such transaction; or authorizing or making payments from District accounts. That language is intended to include not only transactions for the District's procurement of goods and services, but also for the disposition of District property, and the provision of services, policy or space by the District.

B. A "possible conflict of interest" is deemed to exist where the Director, or staff member, or a close relative or friend, or a member of that person's household, is an officer, director, employee, proprietary, partner, or trustee of, or, when aggregated with close relatives or friends, and members of that person's household, holds 1% or more of the issued stock in the organization seeking to do business with the District. A possible conflict is also considered to exist where such a person is (or expects to be) retained as a paid consultant or contractor by an organization which seeks to do business with the District, and whenever a transaction will entail a payment of money or anything else of value to the official, member, to a close relative, or to a member of that person's household.

A "possible conflict of interest" exists when an individual affiliated with the District has an interest in an organization which is in competition with a firm seeking to do business with or against the District if the individual's position gives him or her access to proprietary or other privileged information which could benefit the firm or relationship in which he or she has an interest.

A "possible conflict of interest" exists when an individual affiliated with the District is a trustee, director or employee of a not-for-profit organization which is seeking to do business with or have a significant connection with the District or is engaged in activities

which could be said in a business context to be "in competition with" the programs at the District.

4. This policy statement shall be made available to each Trustee and each person appointed to a District position which regularly involves initiation, review, or approval of significant District contracts or other commitments. Such people will be asked to sign the attached acknowledgment concerning reporting of potential conflicts of interest.
6. "District" means the San Benito Health Care District.

PROCEDURE

Each Board member shall annually review this policy and sign the required form which shall be kept on file in the Administrative Office. Copies of the required Form #700, "Statement of Economic Interests", shall also be kept on file in the Administrative Office.

CONFLICT OF INTEREST FORM



San Benito Health Care District
Board of Directors
Policy Manual

SUBJECT	Relationship to Management Company		
WRITTEN BY	Board Ad Hoc Committee on Policy & Procedure	POLICY NUMBER	2000-21
APPROVED BY Resolution # Other	San Benito Healthcare District Board of Directors	EFFECTIVE REPLACES	May 24, 2001

POLICY

For purposes of support in the administration of the Healthcare District, the Board may choose to contract with a management company. The Board shall not give up any of its rights pertaining to actions of the management company while gaining the benefits such a union may provide.

PROCEDURE

Upon choosing a management company, any and all contracts pertaining to that choice cannot be entered into until legal counsel for the Healthcare District has assured that there is nothing detrimental to the District contained therein.



BOARD OF DIRECTORS POLICY MANUAL

Committee Approval: 7/20/22

Policy #: BOD-23

Reviewed: 5/2001, 7/20/22

Revised: 5/24/2001, 7/20/22

Board Approval: 5/24/2001, 8/25/22

San Benito Health Care District Bylaws – Section X.B (1)

Pg. 1 of 1

SUBJECT: Strategic Planning

POLICY:

The President of the Board shall appoint all members of the Strategic Planning Committee to include at least: two (2) members of the Board, one (1) representative of the Medical Staff, one (1) representative of the Hospital Auxiliary, one (1) representative of the Director of Nursing, one (1) representative of the Foundation Board, and the Chief Executive Officer and/or his/her designee.

PROCEDURE:

The Strategic Planning Committee shall meet as necessary during the year to propose to the Board specific goals and objectives for a minimum three (3) year period. The long-range plan shall be revised and updated no less than annually.

San Benito Health Care District
Board of Directors
Policy Manual

SUBJECT	Suggestions for Changes to Board Policy/ Procedures		
WRITTEN BY	Board Ad Hoc Committee on Policy & Procedures	POLICY NUMBER	2000 - 24
APPROVED BY	San Benito Healthcare District Board of Directors	EFFECTIVE	May 24, 2001
Resolution #		REPLACES	September 21, 2000
Other			

POLICY

Ideas for changes to Bylaws or Board Policies and Procedures may be created by any Board member.

PROCEDURE

Suggestions for changes must be submitted to the ~~Ad Hoc Bylaws~~ **Policies and Procedures** Committee for refinement and placement in the proper order. Following completion of committee work, they will be submitted to the Board for approval.

San Benito Health Care District
Board of Directors
Policy Manual

SUBJECT	Time Lines		
WRITTEN BY	Board Ad Hoc Committee on Policy & Procedures	POLICY NUMBER	2000 - 25
APPROVED BY	San Benito Healthcare District Board of Directors	EFFECTIVE	May 24, 2001
Resolution #		REPLACES	September 21, 2000
Other			

POLICY

Preparation of items necessary to Board business need to be prepared with sufficient time for members to study them prior to the monthly Board meeting.

PROCEDURE

1. Draft minutes from a Thursday Board meeting are due the afternoon of the Friday of the following week.
2. Departmental reports are due at noon on the ~~Thursday~~ **Tuesday** prior to the Board meeting.
3. Board packets are to be distributed by noon on the Tuesday ~~prior to~~ **week of** the Board meeting.

San Benito Health Care District
Board of Directors
Policy Manual

SUBJECT	Updating		
WRITTEN BY	Board Ad Hoc Committee on Policy & Procedures	POLICY NUMBER	2000 - 26
APPROVED BY Resolution# Other	San Benito Healthcare District Board of Directors	EFFECTIVE REPLACES	May 24, 2001 September 21, 2000

POLICY

The following, updated documents should be available to Board members:

- o The District's Organizational Chart
- o A Department Manager Roster (includes names and extension numbers) (Also see Communication Directory)
- o Board Committee Assignments (includes committee, names of board, staff, doctors, dates/times of meetings)
- o Other material for continuing education, seminars, legislative updates, etc.
- o Reasons for closed session (Quarterly QA Reports in January, April, July and October)

PROCEDURE

If necessary, information will be ~~faxed~~, telephoned or e-mailed to Board members to expedite communication.

Administration offices are open Monday through Friday, except for holidays, from 7:30 a.m. to ~~5:30~~ 4:30 p.m. ~~to allow Board members access to mail slots.~~

San Benito Health Care District
Board of Directors
Policy Manual

SUBJECT	Use of Letterhead by Directors		
WRITTEN BY	Board Ad Hoc Committee on Policy & Procedures	POLICY NUMBER	2000 - 27
APPROVED BY	San Benito Healthcare District Board of Directors	EFFECTIVE	May 24, 2001
Resolution #		REPLACES	September 21, 2000
Other			

POLICY

The Board desires to clarify and standardize the process for handling correspondence received by Board members on behalf of the District.

PROCEDURE

1. In the event a Board member receives correspondence concerning District business from an individual who does not request anonymity, the Board member shall promptly deliver the correspondence received to the President/Chief Executive Officer of the District.
2. The President/Chief Executive Officer shall designate a District staff member to be responsible for responding to such correspondence and shall inform the appropriate Board member of the identity of that staff member.
3. The letter shall be prepared by the District staff member with input from and for the signature of the Board member who received the correspondence, using the attached sample, "Exhibit A".
4. In the event anonymity is requested, the Board member shall advise the author of the correspondence by phone or personal correspondence, using language in the attached sample "Exhibit B", that the District cannot address the concerns expressed without revealing the identity.

5. Excepting express authority of the Board, or as provided herein, Board members are prohibited from corresponding on or otherwise using stationery containing District letterhead.
6. Board members are prohibited from taking a position orally, or in writing, expressly or impliedly, which identifies the position of the District on any matter without express permission of the Board.

EXHIBIT A

Date

Inside address

Dear _____ :

Thank you for your letter of _____, concerning _____
_____.

I have forwarded your correspondence to _____, the _____
_____ of _____, for (his) (her) attention. (Mr.)
(Ms.) _____ will respond to your inquiry shortly. Please direct any further correspondence on
this matter to (him) (her). If you do not hear from (Mr.) (Ms.) by _____, please contact me
again.

Thank you for brining this matter to my attention.

Very truly yours,

(Board member's name)
Board of Directors

EXHIBIT B

Date

Inside address

Dear _____:

Thank you for your letter of _____, concerning _____.

You indicated in your correspondence that you did not want me to reveal your name to District Staff. The Board's policy is to forward all correspondence received by individual Board members to the President/Chief Executive Officer of the District for response. Both the Board and the President/Chief Executive Officer are sensitive to requests of residents of the District to keep their identity confidential. However, I have, as a Board member, the responsibility to share your inquiry with the CEO and thus reveal your identity.

Please indicate whether you would like me to proceed with the matter discussed in your letter.

Thank you for bringing this matter to my attention.

Very truly yours,

(Board member's name)
Board of Directors