



Association of Washington  
Public Hospital Districts



# Rules of the Road

Governance Best Practices



# Agenda

- Basic PHD definitions and related resources
- Policy vs Administration Roles
- Tools to help define the roles
- Common Areas of Conflict
- High-Functioning Boards
- Open Public Meetings Act/Public Records Act
- Resources





# Basic Definition of Roles

## A Public Hospital District (PHD)

- Community-created, governmental entities authorized by state law to deliver health services [RCW 70.44](#)
  - Expanded health services
- Owned and governed by local citizens
- PHDs tailor services to meet unique needs of community
- Residents of district elect stewards of the district (Commissioners)
- A PHD is no single person

[Click here to view What is a PHD?](#)



# Basic Definition of Roles

## Commissioner

- Establishing hospital district policies [RCW 70.44.060](#)
  - Commissioner Training: [OPMA/PRA](#)
- Adopt the necessary general policies and to delegate the district's day-to-day operations to the Superintendent/CEO
- Fiduciary duty





# Basic Definition of Roles

## Board Chair

- Member of the commission that has been elected by majority vote
- Steering the board's priorities, annual objectives and strategic plan through board meetings



# Definition of Roles

## Superintendent/CEO

- Appointed by commissioners RCW [70.44.070](#)
- Manages day-to-day operations





# Definition of Roles

## Constituents

- Residents of the public hospital district
- Who you go to for feedback
- Voters
- Who you share your PHD story with





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# Definition of Roles Commissioner





## Policy

- A vision for the PHD
- Adoption of Goals and Objectives
- Long Range Planning
  - Strategic Planning – [AWPHD support](#)
- Adoption of Budget





## Duties of the Board

- RCW [70.44.060](#)
- Five items obligated by law
- Nose in, fingers out approach

# Delegation of Authority

## Non-delegatable Duties of the Board

- Issues related to bidding, small works contracting
  - Annual Procurement for PHDs Webinar with latest updates [AWPHD/WSHA Governance Education](#)
- Submitting issues to voters
  - [Bond/Support](#)
- Annexation/Redistricting, etc
  - [Redistricting recording](#)
- Declaring Real Property Surplus
- Fixing CEO Compensation





# Administration

## CEO/Superintendent

### Other C-Suite

- Execution of strategic initiatives
- Oversee financial and budgetary operations
- Execute and supervise contracts
- Hire and fire staff
- Identify processes that can be made more efficient and cost-effective



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# Policy Role vs Administration Role Scenario Walk-Throughs





# Policy Role vs Administration Role

## Updates to the Hospital Staffing Committee Statute

<b>COMMISSIONERS</b>	<b>ADMINISTRATION</b>
<ul style="list-style-type: none"><li>• Ensure the district has adopted policies consistent with requirements</li><li>• Work with CEO to establish how the board will be updated on the progress/challenges with implementation</li></ul>	<ul style="list-style-type: none"><li>• Implement policies consistent with requirements</li><li>• Share progress and any challenges with board</li></ul>



# Policy Role vs Administration Role

## Department of Health Hospital Survey

<b>COMMISSIONERS</b>	<b>ADMINISTRATION</b>
<ul style="list-style-type: none"><li>• Ensure governance policies are up to date and in compliance</li></ul>	<ul style="list-style-type: none"><li>• Survey managed by CEO</li><li>• CEO meets with DOH staff to conduct the survey</li><li>• CEO reports out to the board how the survey went</li></ul>





# Cultivating a Healthy Partnership

## CEO & Commissioners

- Know your lane
- CEO Hired to manage day-to-day district operations
- Regular check-ins with board chair
- Evaluation Process
- Keep an open door



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# Tools

- Bylaws
  - AHA Resource – [Is it time to Refresh Your Bylaws?](#)
- Code of Ethics
- Decision Matrix or RACI Matrix
  - AHA Resource [Deliberate Decision Making](#)
  - Excel [RACI Matrix Template](#)
- HR system
- Annual Review
  - Re-commitment of roles



# Common Areas of Conflict





## Areas of Conflict

- Failure to act as a board

### SCENARIO

Policy Introduced: Open New Clinic



## Areas of Conflict

- Personal Agendas

### SCENARIO

Running as commissioner to oppose the opening of a  
new clinic





## Areas of Conflict

- Staff Involvement

### SCENARIO

Staff complains to commissioner about schedule





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## How to be a high-functioning board

- Never forget the WHY of your position
- Respect each other
- Avoid getting involved in Administrative Functions
- Follow the Agenda during a board meeting
- Disagree and share your opinion
- Respect the outcomes
- Association of Governing Boards (AGB) Resource –  
[10 Habits of Highly Effective Boards](#)



## Board Meetings Role of Board Chair

- Determines agenda items
  - Equitably
- Keep on time
- Enforce agreed upon rules
- Not the CEO





## Community Engagement Role of Commissioners

- Be a brand ambassador
  - Share your PHD story
- Be active in your community
  - Rotary, Chamber of Commerce, etc
- Recruit Future Leaders
- Ask for help



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# Open Public Meetings Act (OPMA) – How to Comply

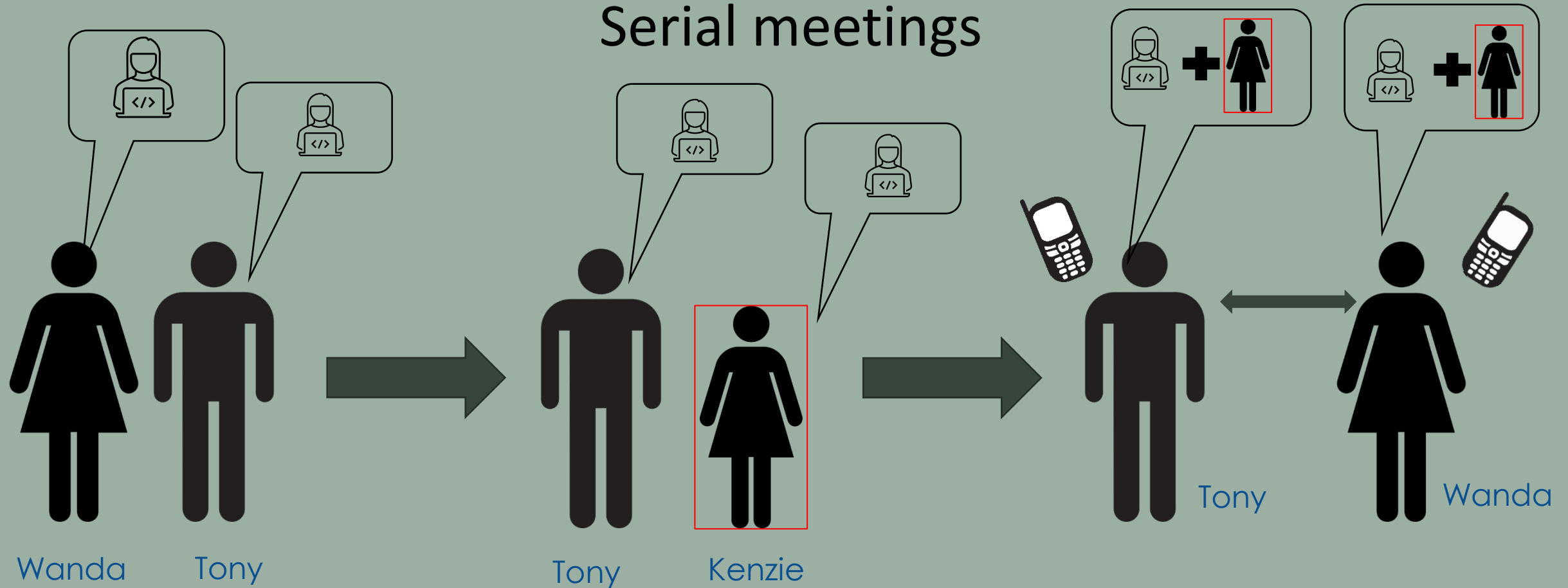
Three key questions :

1. Is there a quorum or more of the governing body conducting agency business?
2. Is there a serial meeting?
3. What is considered passive receipt of information related to agency business?



# OPMA

## Serial meetings







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## Public Records Act (PRA)

When does my personal device become subject to a public records request?

- Personal Notes –Test is whether the notes:
  - Are created solely for the government official's or employee's convenience or to refresh the official's or employee's memory
  - Are maintained in a way indicating a private purpose
  - Are not circulated or intended for distribution within agency channels
  - Are not under agency control
  - Can be discarded at the writer's sole discretion

**Legal Case Example:** Yacobellis v. Bellingham, 55 Wn. App 706 (1989)





## Public Records Act (PRA)

When does my personal device become subject to a public records request?

- Text Messaging:
  - If record resides on a personal device or account, apply “scope of employment” test applies to elected officials:
    - Employer (district) directs the writing
    - The writing furthers the employer’s (district’s) interest
    - Job requires the writing

**Legal Case Example:** Nissen v. Pierce Co.



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## Resources for Commissioners

- Association of Washington Public Hospital Districts ([AWPHD](#))
  - Advocate – PHD related
  - Educate – [Governance & Executive Education](#)
    - [2025 Commissioner Guide](#)
    - [Legal Manual](#)
  - Convene – Events
  - Support – Funding opportunities for PHDs



## Resources for Commissioners

- Washington State Hospital Association ([WSHA](#))
- Municipal Research Services Center ([MRSC](#))
  - [Ask MRSC](#)
- Statute RCW [70.44](#)
- American Hospital Association Trustee Services ([AHA](#))
- Association of Governing Boards ([AGB](#))





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THANK YOU!