Resolution No. 11-1
Board of Directors, Sequoia Healthcare District

At the regular meeting of the Board of Directors of the Sequoia Healthcare District ("the District) in Redwood City, California on April, 6, 2011, proper notice of the meeting having been provided and a quorum of the Board being present, and the Board having considered the materials submitted to the Board and the comments of the Directors and others, the Board of Directors finds and declares as follows:

FINDINGS

WHEREAS, the Board of Directors of Sequoia Healthcare District is committed to maintaining a governance culture founded on fiduciary duty and public responsibility. In support of this governance culture, the elected and appointed Directors of the Sequoia Healthcare District recognize and affirm their individual fiduciary duty to the District and their public responsibility to perform their duties as Directors in the best interests of the District.

WHEREAS, California Health & Safety Code section 32104 provides that the Board of Directors of a Health Care District shall establish rules for its proceedings and may adopt such rules and regulations not inconsistent with law as may be necessary for the exercise of the powers conferred and the performance of the duties imposed upon the Board.

WHEREAS, the Board of Directors desires to adopt by this Resolution a Statement of Director Duties and Responsibilities that reflects the high standards of duty, responsibility and integrity that the Directors bring to the performance of all public duties and responsibilities.

RESOLUTION

The Board of Directors of the Sequoia Healthcare District, adopting each of the above Findings and the actions required therein, hereby resolves and declares as follows:

1. This Resolution No. 11-1 is the Statement of Director Duties and Responsibilities (herein also the "Statement of Director Duties") adopted by the Board of Directors of the Sequoia Healthcare District for the 2011 calendar year. In adopting the Statement of Director Duties and Responsibilities, the members of the Board of Directors recognize their essential fiduciary duty to act in every circumstance in the best interests of the District. The fiduciary duty of Directors to the District is acknowledged to include both the duty of loyalty and the duty of due care.

2. A Director's fiduciary duty of loyalty to the District requires each Director to make a good faith effort to:

    i. place the best interests of the District above the Director's own personal interests or personal point of view,

    ii. recognize that disrespectful, disruptive or unprofessional behavior of Directors in public meetings is never in the best interests of the District,

    iii. perform the functions of Director in a manner that demonstrates respect for the structure and governance of the Board and respect for other Directors,

    iv. provide the Board and other Directors with true and accurate information regarding District matters,

    v. respect the confidentiality of privileged information provided to Directors.

3. A Director's fiduciary duty of due care to the District requires each Director make a good faith effort to:

    i. remain informed about the District's mission, strategic plan and operational performance,

    ii. ensure that the District has the necessary financial and human resources, including the necessary quality of leadership, required for the District to achieve its mission,

    iii. fully participate in the meetings, deliberations and decisions of the Board,

    iv. timely review Board meeting materials and other District communications.

4. The responsibility of Directors to perform their public duties in the best interests of the District requires each Director to demonstrate the highest standards of personal integrity and honesty, thus maintaining the public's trust and confidence in the functioning of the District.

5. The responsibility of Directors to perform their public duties in the best interests of the District requires each Director to make a good faith effort to:

    i. acquire and maintain the knowledge necessary to competently perform the duties of Director,

    ii. stay informed on public issues affecting the mission of the District,

    iii. comply with applicable provisions of the Ralph M. Brown Act in all proceedings of the District Board and its Committees,

    iv. provide appropriate transparency and candor in all public matters.

The 2011 Statement of Director Duties and Responsibilities Approved and Adopted by Board Resolution 11-1 on April 6, 2011.

As the duly elected Secretary of Sequoia Healthcare District, I hereby certify that the above accurately reflects the resolution which has been duly adopted and approved by the Board of Directors of Sequoia Healthcare District at its duly noticed and constituted meeting held on the 6th day of April, 2011, by the following vote:

Ayes: _____

Nos: _____

Abstain: _____

Absent: _____

_____
Kathleen Kane, Secretary
Board of Directors