



Home	Bill Information	California Law	Publications	Other Resources	My Subscriptions	My Favorites
------	------------------	----------------	--------------	-----------------	------------------	--------------

Code:  Section:

[Up^](#) [Add To My Favorites](#)

**HEALTH AND SAFETY CODE - HSC**

**DIVISION 101. ADMINISTRATION OF PUBLIC HEALTH [100100 - 101997]** (*Division 101 added by Stats. 1995, Ch. 415, Sec. 3.*)

**PART 4. SPECIAL HEALTH AUTHORITIES [101525 - 101881]** (*Part 4 added by Stats. 1995, Ch. 415, Sec. 3.*)

**CHAPTER 6. Other [101860 - 101881]** (*Chapter 6 added by Stats. 1997, Ch. 927, Sec. 2.*)

**ARTICLE 2. Public Meetings [101861 - 101866]** (*Article 2 added by Stats. 1997, Ch. 927, Sec. 2.*)

**101861.** Meetings of the corporation shall be open and public, and all persons shall be permitted to attend, except as otherwise provided in this article.

(*Added by Stats. 1997, Ch. 927, Sec. 2. Effective January 1, 1998.*)

**101862.** (a) As used in this article, "action taken" means a collective decision made at a meeting, including a decision upon a motion or resolution. Actions shall be taken by rollcall vote.

(b) For the purposes of this article, "meeting" means any meeting of a majority of the board of directors of the corporation and meetings of any committee exercising final decisionmaking authority delegated by the board, which committee was created by board action appointing the members of the committee. A meeting does not include a mere congregation of a majority of the directors or of a committee for purposes other than consideration of the business of the corporation or within the subject matter jurisdiction of the committee, provided no business of the corporation is discussed. A meeting does not include any of the circumstances described in subdivision (c) of Section 54952.2 of the Government Code.

(*Added by Stats. 1997, Ch. 927, Sec. 2. Effective January 1, 1998.*)

**101863.** (a) Agendas of the meetings shall be posted not less than 72 hours in advance of the meetings in a place freely accessible to the public. Agendas of meetings and any other writings, when distributed to all, or a majority of all, of the directors or committee members for consideration during an open session of a meeting, and which writings would otherwise be subject to disclosure pursuant to Article 4 (commencing with Section 101870), shall be made reasonably available at the meetings, or as soon thereafter as practicable upon request. However, this shall not include any writing exempt from disclosure under Article 4 (commencing with Section 101870). The agenda shall indicate the time and place of the meeting and contain a brief, general description of each item of business to be considered or acted upon at the meeting, including items to be discussed in closed session. A description generally need not exceed 20 words. Items of business not included in the posted agenda shall not be considered at a meeting; except that an item may be added to the agenda upon a determination by a two-thirds vote, or if less than two-thirds of the directors or committee members are present, an unanimous vote of those present, that there is a need to take immediate action and that the need for action came to the attention of the corporation after the agenda was posted.

(b) Agendas shall include opportunity for public comment on any item on the agenda at the meeting, subject to fair and reasonable standards determined by the board of directors to ensure that the intent of this article is carried out.

(c) Meetings shall be held at a location accessible to the public. Meetings may be held by teleconference or video teleconference, provided that during the public portions of each teleconferenced meeting, the proceedings shall be audible to the public at the locations specified in the notice of the meeting, and all votes taken shall be by rollcall. When meeting by teleconference or video teleconference, at least one of the locations specified in the notice shall be a principal place of business of the corporation, including a hospital or related facility. The board of directors may adopt reasonable rules to prevent disruption of the meetings by any person.

(d) In the case of an emergency situation involving matters upon which prompt action is necessary due to a disruption or threatened disruption of the business of the corporation, an emergency meeting may be called with less than 72 hours notice. In that event, newspapers of general circulation and radio or television stations that have previously requested, in writing, notices of meetings shall be notified, if practicable, at least one hour prior to the emergency meeting.

(*Added by Stats. 1997, Ch. 927, Sec. 2. Effective January 1, 1998.*)

**101864.** Closed sessions of meetings may be conducted to consider, discuss, and act upon matters relating to any of the following:

- (a) Collective bargaining or contract negotiations with represented and unrepresented employees, including discussion of the corporation's available funds and funding priorities, but only insofar as the discussion relates to the corporation's ability to conclude the collective bargaining agreement or contract under discussion. For the purposes of this subdivision, "employee" shall include an officer, an independent contractor who functions as an officer or an employee, a physician and surgeon or other professional with medical staff privileges at a health facility or clinic operated by the corporation, or other person exercising professional responsibilities as authorized by the corporation at a health facility or clinic operated by the corporation, but shall not include other independent contractors.
- (b) The purchase or sale of securities or other investments, including investments of the corporation in endowment and pension funds.
- (c) Gifts, devises, bequests, and grants.
- (d) Reports of a hospital or medical audit committee or a quality assurance committee or similar reports by staff of the corporation, accreditation reports, audits, audit compliance, licensure compliance, insurance and self-insurance coverage, health care peer review reports, and quality assessments, including, but not limited to, a review of the credentials of, or the quality of care rendered by, health care providers in the facilities of the corporation, or hearings regarding the privileges of medical staff and allied health professionals.
- (e) National security.
- (f) Acquisition, disposition, or lease of property. However, notwithstanding any other provision of this article, no less than 10 days prior to any action on any transaction involving the acquisition, disposition, or lease of real property having a fair market value of five million dollars (\$5,000,000) or more or personal property having a fair market value of ten million dollars (\$10,000,000) or more that is owned by a state agency, including a constitutional corporation, the corporation shall hold an open session at which the public shall have an opportunity to comment on the proposed transaction.
- (g) Pending litigation, including any adjudicatory proceeding before a court, administrative body, hearing officer, arbitrator, mediator, or other formal dispute resolution mechanism. For the purposes of this subdivision "pending" means that, based on advice of the corporation's legal counsel, there are facts and circumstances within the contemplation of the corporation that may result or has resulted in proceedings against or by the corporation, whether or not known to a potential plaintiff or plaintiffs or to a potential defendant or defendants.
- (h) Evaluation, appointment, employment, performance, compensation, or dismissal of officers or employees of the corporation or its medical or professional staff, including internal adjudicatory proceedings, complaints, charges, investigations, and hearings. For the purposes of this subdivision, the term "employee" shall include an officer, an independent contractor who functions as an officer or performs functions traditionally performed by an employee, a physician and surgeon or other professional with medical staff privileges at a health facility or clinic operated by the corporation, or other person exercising professional responsibilities as authorized by the corporation at a health facility or clinic operated by the corporation, but shall not include any member of the board of directors, as such, or other independent contractors. The term "employee" shall also include a chief executive officer or other employee of the corporation who is an ex-officio member of the board of directors.
- (i) Consideration of the appointment or reappointment of directors to the board of the corporation.
- (j) The terms and conditions of contracts for the provision of health care services, including compliance with regulatory conditions thereof, with governmental and nongovernmental insurers, health care providers, health plans, third-party administrators, management services organizations, self-insured employers, medical groups, and payers or any other portion of contract negotiations, impressions, opinions, recommendations, meeting minutes, research, work product, theories or strategy, or instructions or advice to employees.
- (k) Charges or complaints from a member enrolled in a health plan or any affiliated provider of health care services.
- (l) Any trade secret as defined in subdivision (d) of Section 3426.1 of the Civil Code.
- (m) Any item that cannot be discussed in open session without revealing information prohibited or exempted from public disclosure by any provision of state or federal law applicable to any governmental hospital, or any state or federal statute applicable to a nongovernmental hospital, including, but not limited to, provisions of the Evidence Code relating to privilege. Prior to holding any closed session under this subdivision, the provision of state or federal law shall be publicly identified, where applicable.

*(Added by Stats. 1997, Ch. 927, Sec. 2. Effective January 1, 1998.)*

**101865.** (a) Prior to holding any closed session, the agenda item or items to be discussed in the closed session shall be publicly identified. An item may be identified by reference to the item or items as they are listed by number or letter on the agenda. In a closed session, only those matters covered in the statement may be considered. Nothing in this article shall require or authorize a disclosure of information prohibited by state or federal law.

(b) The corporation shall designate an officer or officers who shall attend each closed session of the board or a committee and keep a minute book of the session. The minute book may, but need not, consist of a recording of the closed session. The minute book is not a record subject to Section 101871 and shall be kept confidential. The minute book shall be available only to members of the board or committee or, if a violation of this chapter is alleged to have occurred at a closed session, to a court of general jurisdiction wherein the corporation lies.

(c) After any closed session, the board or committee shall reconvene into open session prior to adjournment and shall make any disclosures required by subdivision (d) of action in the closed session. Announcements required to be made in open session pursuant to this article shall be made at the location announced in the agenda for the closed session.

(d) Any action taken during a closed session of a meeting shall be announced publicly, including the vote or abstention of every director present, as follows:

(1) Approval of an agreement concluding property negotiations pursuant to subdivision (f) of Section 101864 shall be reported after the agreement is final, as specified below:

(A) If its own approval renders the agreement final, the corporation shall report that approval and the substance of the agreement in open session at the meeting during which the closed session is held.

(B) If final approval rests with the other party to the negotiations, the corporation shall disclose the fact of that approval and the substance of the agreement upon inquiry by any person, as soon as the other party or its agent has informed the corporation of its approval.

(2) Approval given to its legal counsel of a settlement of pending litigation, as described in subdivision (g) of Section 101864, at any stage prior to or during a judicial or quasi-judicial proceeding shall be reported after the settlement is final, as specified below:

(A) If the corporation accepts a settlement offer signed by the opposing party, the body shall report its acceptance and identify the substance of the agreement in open session at the meeting during which the closed session is held.

(B) If final approval rests with some other party to the litigation or with the court, then as soon as the settlement becomes final, and upon inquiry by any person, the corporation shall disclose the fact of that approval, and identify the substance of the agreement.

(3) Approval of an agreement concluding collective bargaining or contract negotiations with represented or unrepresented employees pursuant to subdivision (a) of Section 101864 shall be reported after the agreement is final and has been accepted or ratified by the other party. The report shall identify the item approved and the other party or parties to the negotiation.

*(Added by Stats. 1997, Ch. 927, Sec. 2. Effective January 1, 1998.)*

**101866.** Announcements that are required to be made pursuant to this article may be made orally or in writing. Any contracts, settlement agreements, or other documents that are finally approved or adopted in the closed session and are subject to an announcement pursuant to this article shall be records subject to disclosure in accordance with Article 4 (commencing with Section 101870). However, nothing in this section shall require the announcement or disclosure of records that would impair the corporation's ability to accomplish its primary public benefit purposes either by depriving the corporation of a material or competitive economic benefit, or exposing the corporation to a material competitive or economic risk.

*(Added by Stats. 1997, Ch. 927, Sec. 2. Effective January 1, 1998.)*