



County of Monterey

Item No.18

Board Report

Board of Supervisors
Chambers
168 W. Alisal St., 1st Floor
Salinas, CA 93901

Legistar File Number: 26-325

April 14, 2026

Introduced: 3/13/2026

Current Status: Natividad Medical Center -
Consent

Version: 1

Matter Type: General Agenda Item

Approve and adopt the proposed amended Bylaws of the Natividad Medical Center (“NMC”) Board of Trustees.

RECOMMENDATION:

It is recommended that the Board of Supervisors:

Approve and adopt the proposed amended Bylaws of the Natividad Medical Center (“NMC”) Board of Trustees.

SUMMARY:

On October 23, 2025, the NMC Board of Trustees Governance and Nominating Committee reviewed and made recommendations on substantive and non-substantive revisions to the 2017 NMC Bylaws for consideration and approval by the full NMC Board of Trustees.

On January 9, 2026, the NMC Board of Trustees approved both substantive and non-substantive revisions to the 2017 NMC Bylaws, as recommended by its Governance and Nominating Committee, along with two further modifications. The Board also authorized submission of the revised Bylaws to the Board of Supervisors for final approval.

DISCUSSION:

The substantive revisions to the 2017 Bylaws approved by the NMC Board of Trustees are the following:

1. Article III, Section 3.B.4.f. The proposed revision clarifies that the Board of Trustees has the power to receive and review the auditor’s report, but not select the external auditor for Natividad, a power retained by the Board of Supervisors.
2. New Article IV, Section 1.B.8 adds nursing experience at the chief nursing officer or equivalent senior level to the qualifications sought for Board of Trustees appointees, without changing the number of trustees.
3. Article IV, Section 1.D.1. currently allows a BOT member whose 10-year term limit has expired to remain in office until the date the member’s successor takes office. The proposed revision allows a BOT member whose 10-year term limit has expired to remain in office until the earlier of the date that the member’s successor takes office or the date that is twelve (12) months following such annual meeting.
4. Article VI, Section 2.A.2. clarifies the duties of the Executive Committee, i.e., that the primary duty of the Community Relations and Planning Committee--to develop a Strategic Plan and

- Business Plan-would be relocated to the Executive Committee.
5. Former Article VI, Section 2.D. (Community Relations and Planning Committee) is eliminated.
 6. New Article VI, Section 2.D. revises the membership of the Governance and Nominating Committee to expressly include the Chair, the CEO, the Chief of the Medical Staff, and one appointed member. It also clarifies that this committee reviews the BOT bylaws and makes recommendations.
 7. Article VI, Section 2.B. The proposed revisions
 - a. increase the membership of the Finance Committee from three to five voting members
 - b. provide that the County's Treasurer or Auditor-Controller may serve as Ex Officio member, rather than as a required Ex Officio member
 - c. provide increased flexibility that if the Chief Financial Officer ("CFO") or the CFO's designee cannot attend a meeting of the Finance Committee and provide professional support, the CEO may designate another individual to attend and provide support
 - d. clarify the responsibilities for reviewing reports and monitoring and evaluating a capital development plan
 - e. removes the requirement to prepare the business plan, which is instead included in Executive Committee responsibilities
 - f. removes and clarifies certain redundancies
 8. Article VI, Section 2.C. The proposed revisions
 - a. elevate quality concerns at the BOT level
 - b. change the composition of the Quality Committee to 5 BOT members, including the Chair, CEO, Chief of the Medical Staff, and two appointed members
 - c. clarify that the Quality Committee's role is to review reports of Medical Staff committees that are entitled to Section 1157 protections-namely, the Joint Conference Committee, Patient Safety Quality Council, Medical Executive Committee, or Medical Staff Quality Review Committee
 9. New Article XV (Review) changes the default bylaws review and revision cycle to every three years.

OTHER AGENCY INVOLVEMENT:

County Counsel has reviewed and approved the bylaws revisions as to legal form.

FINANCING:

There is no cost associated with this request. There is no impact to the General Fund.

BOARD OF SUPERVISORS STRATEGIC PLAN GOALS:

One of the primary purposes of the NMC BOT Bylaws is to define clearly accountability and responsibility for the efficient operation of NMC. This stated purpose is perfectly aligned with the Board of Supervisors Strategic Plan Goal for promoting efficient and effective sustainable infrastructure for the present and future. The revised NMC BOT Bylaws add necessary updates and clarity to the 2017 Bylaws thereby further promoting this strategic plan goal.

Mark a check to the related Board of Supervisors Strategic Plan Goals:

- Well-Being and Quality of Life
 Sustainable Infrastructure for the Present and Future

_____ Safe and Resilient Communities

_____ Diverse and Thriving Economy

Link to the Strategic Plan: <https://www.countyofmonterey.gov/home/showdocument?id=139569>

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Approved by: Charles R. Harris, M.D., Chief Executive Officer, Natividad Medical Center, 831-783-2504

Attachments:

Current 2017 Natividad Board of Trustees Bylaws

Redlined 2025 Proposed Revisions to the 2017 Natividad Board of Trustees Bylaws

Clean Version 2025 Proposed Natividad Board of Trustees Bylaws