



**MINUTES OF THE APRIL 3, 2018 SPECIAL MEETING OF THE
PETALUMA HEALTH CARE DISTRICT BOARD OF DIRECTORS**

CALL TO ORDER

President Hempel called the meeting to order at 7:30 AM in the lobby conference room at 1425 N. McDowell Blvd., Petaluma, CA.

Present

Fran Adams, RN, BSN, Secretary
Elece Hempel, President
Joseph Stern, Treasurer
Josephine S. Thornton, M.A., Vice President

ALSO PRESENT

Andrew Koblick, PHCD
Ramona Faith, CEO, PHCD
Ruth Wells, Board Clerk, PHCD
Daniel Ancheta, PHCD Board Candidate
Crista Chelemedos, PHCD Board Candidate
Nancy Corda, RN, PHCD Board Candidate
Joanne Ferris, PHCD Board Candidate
Jane Foster, PHCD Board Candidate
Robert Lipman, PHCD Board Candidate
Daniel Powers, PHCD Board Candidate
Joseph Schlesinger, PHCD Board Candidate
Jeffrey Tobias, MD, PHCD Board Candidate
Suzanne Tucker, PHCD Board Candidate
Jim Goerlich, PVH nurse representative

MISSION AND VISION

Director Stern read the mission and vision of the Petaluma Health Care District.

The mission of the Petaluma Health Care District is to improve the health and well-being of our community through leadership, advocacy, support, partnerships and education.

Petaluma Health Care District envisions: A healthier community; a thriving hospital; local access to comprehensive health and wellness services for all.

CONSENT CALENDAR

A motion was made by Director Adams, seconded by Director Thornton to approve the April 3, 2018 agenda. This motion was passed by a vote of 4 ayes (Directors: Adams, Hempel, Stern, Thornton) and 0 noes.

PUBLIC COMMENTS (non-agenda items)

There were no public comments.

BOARD COMMENTS

There were no board comments

BOARD VACANCY APPOINTMENT PROCESS

Thirteen applications were advanced to this board meeting for consideration, however Thomas Boyd and Lucinda Thomas withdrew after the agenda was published. The Board of Directors have reviewed all applications submitted and Directors met with most of the applicants one-on-one prior to the board meeting.

President Hempel explained the requirement and process for appointing a Director to fill the vacancy created by the resignation of Director Becky Monday, effective February 28, 2018. Each applicant will be invited to speak for three minutes in support of their candidacy, with the order of speakers determined by random draw. Candidates will be evaluated on the following criteria:

- Motivation to serve
- Board experience in community affairs
- Political Savvy
- Community credibility
- Knowledge of healthcare industry and its complexities
- Leadership in complex organizations
- Previous board experience
- Policy and advocacy
- Time and energy to work outside board meetings

Following a period for public comments, the members of the Board will vote first to choose which applicants are qualified candidates, with no limit to the number of votes. If there is no single candidate with the majority of votes, the candidates with a majority of votes will be questioned by the board and another vote taken to determine the winner. That process will be repeated as needed.

BOARD VACANCY APPLICANTS ADDRESS THE BOARD

Halley Cloud was too ill today to be present and she submitted a written statement that was read by Ms. Faith. Ms. Cloud is a native Petaluman, recently returned after working in Washington, DC as a health outreach manager. She has experience in coalition building and community outreach, and she is eager to be part of the District's work to ensure comprehensive health in the community.

Robert Lipman is a real estate broker who has lived in Petaluma for nearly 60 years. He is looking to give back to the community, having recently completed board service on the advisory board to the Highway Patrol Commissioner. Mr. Lipman has served on Petaluma City Council, helped develop the area General Plan, and served on the Sonoma County Planning Commission and Economic Development Board. Mr. Lipman handled several past real estate transactions for the District. He is familiar with the District's mission and history and has time to devote to board business.

Director Thornton asked if Mr. Lipman had a conflict of interest with respect to the hospital negotiations. He assured the board that he does not, and that his negotiating skills would be of value to the Board.

Jeffrey Tobias is a retired physician with broad experience in the health care environment for more than 35 years, and has a passion to improve the health and well-being of people. He is familiar with complex PHCD Board of Directors Meeting Minutes 4-3-18

organizations, having served as chief medical officer for several pharmaceutical companies. In that role he set the agenda for anything that relates to contact with people, guiding the ethical concerns for the company, and taking an active role in educating both physicians and patients. He is familiar with addressing complex issue and successfully navigating large organizations.

Joanne Ferris provided her resume to augment the information on her application. Ms. Ferris is a lifelong Petaluma resident with long experience with the excellent care available at Petaluma Valley Hospital (PVH). She is active in the Chamber of Commerce as well as Rotary, and is a small business owner and long-time community activist. Ms. Ferris is familiar with local health care issues. Her career includes corporate experience at IBM and an advocacy group for the professional organization in Sacramento. She has time for board service and is known in the community for her philanthropic activity.

Daniel Ancheta explained that his motive to run for the vacant seat started with a family birth experience at PVH a few years ago. He also has personal experience navigating Medicare/MediCal challenges for a family member. As a result, he wants to bring the patient experience perspective to the board. He suggested that when negotiations with the hospital conclude, he can be effective in taking the message public. He has public speaking skills, and runs in different circles than the current board members to expand their influence in the community. Mr. Ancheta began board service early in his career. He is past president of the Chamber of Commerce, served on the city's Economic Development Committee, the board of the Downtown Association and president of the Sunrise Foundation. He has well-established connections with public officials, and a strong business reputation as a mortgage banker.

Crista Chelemedos has a long-established commitment to the community and community health, both physical and mental health. She has career experience with both youth and senior populations, which contributed to her appreciation for the affect the quality of health care has on outcomes, particularly mental health care. She has served as board president of a professional organization. Knowing that a board is responsible for oversight and advocacy for the agency, she has developed personal connections with area's state and national representatives and is frequently called upon to give expert testimony to legislative committees. Ms. Chelemedos is a 30-year resident of Petaluma and believes strongly in the District's mission and purpose.

Nancy Corda is a native Petaluman and worked for 40 years as nurse at PVH in several capacities, including ICU nurse manager and director of nursing. She has always been committed to quality of health care for the community. Ms. Corda is passionate about what will happen to the hospital, and is concerned about access to care for all members of the community. She has received the Benedetti Leadership Award at PVH, is well respected by area physicians, and is familiar with the complexities of St. Joseph Health (SJH), as well as broader health care systems in implementing the Affordable Healthcare Act. Ms. Corda would bring a working knowledge of the hospital to the District board, as well as strong negotiating experience.

Joseph Schlesinger is a retired health care information systems developer, having spent the last eight years of his career working on policy and system integration issues for Stanford University Hospital and clinics. He also worked with local boards prior to moving to Petaluma in 2015. After getting to know the community and following the hospital issues in the newspaper, he is ready to get involved and strongly supports local access to acute care. His technical knowledge of information systems could benefit the District in resolving the IT issues at the hospital, as well as the changing broader health care landscape.

Daniel Powers is a fifth generation Petaluman and a third-generation insurance executive. The hospital means a great deal to him and the whole town. While the hospital is the primary focus now, the board members need to consider broader health issues in the community into the future. Mr. Powers has a broad background in nonprofit leadership, and is eager to commit time and energy to serving on the District board.

Jane Foster is an 18-year resident of Petaluma and Penngrove who volunteers at the hospital since retiring. She is familiar with the staff, volunteer and patient anxiety around the hospital management transition. Hope to be a sounding board for community members' concerns. She has no prior board experience, but had worked with Marin County agencies on health care and housing issues, and understands the importance of collaboration between agencies to create the health care system. Ms. Foster is passionate about women's health care, as well as access to care and affordable services for the most vulnerable in the community. She would like to participate in finding solutions to the current challenges.

Suzanne Tucker is a small business owner and entrepreneur with expertise in graphic design and branding. She holds an MBA and is a strategic thinker. As a marketing professional, she has a gift for being a quick study, and can take in complex ideas on any subject and communicate them clearly to the public. She is familiar with local politics, is very involved in the community and chairs an issues discussion group for the Chamber of Commerce. Ms. Tucker would bring a fresh business person's approach to the issues facing the District. She is impressed by the number of community health programs the District handles and would like to help improve awareness of them in the community.

Public Comments

Jim Goerlick, a PVH nurse and president of Petaluma Staff Nurse Partnership, spoke on behalf of the broad spectrum of hospital employees in support of Nancy Corda's candidacy. She knows both the business and clinical aspects of the hospital, is familiar with the SJH system and can provide a balanced perspective on the hospital.

PHCD BOARD VACANCY APPOINTMENT

The Directors selected their choices for qualified applicants, with no limit to the number of votes they were allowed to cast. Christa Chelemedos, Nancy Corda, Bob Lipman, and Joe Schlesingereach each received three votes to continue in the running. The Directors felt this narrowed the field of choices too quickly and opted to include Joanne Ferris, Daniel Powers, Jeffrey Tobias and Suzanne Tucker, each receiving two votes, in the second round of consideration as well.

Director Thornton stated that she had veered away from candidates with heavy PVH experience. She advocated on behalf of Joanne Ferris' strong track record of advocacy in the community, and Dr. Tobias' clinical and business experience and decision-making capability. She also appreciated Bob Lipman's real estate expertise and gravitas.

Director Adams advocated for Dr. Tobias as well, seeking his physician perspective as well as broad board experience. She also advocated for Nancy Corda's nursing and hospital experience and respect in the community. Director Thornton observed that nursing and hospital experience is already represented on the board in Director Adams and CEO Ramona Faith.

Director Stern acknowledged the strengths of all the candidates and their commitment to health care for the community. He concurred with the support expressed for Dr. Tobias and Ms. Ferris. He also supports Mr. Lipman's community history and appreciates Mr. Schlesinger's IT experience.

President Hempel also expressed appreciation of the impressive number of people who submitted an application, particularly that there were some younger candidates and people new to the community who may look to the future for the District differently and who may bring a new perspective to the board. Several candidates bring additional medical credibility to the board. However, since the District is unlikely to have the responsibility of running the hospital, she is more interested in people with community health experience. She also suggested that Ms. Chelemedos's connections in Sacramento could be useful in the long run and legislation that affects health care districts evolves at the state level.

Director Thornton clarified she is impressed with Dr. Tobias' business management experience even more than his medical background. Director Adams agreed that business experience in large organizations is very important, and that Dr. Tobias can be impartial with respect to PVH.

The Directors then each voted for two candidates from the remaining field of eight. Ms. Ferris and Dr. Tobias both received three votes and continued for consideration.

Director Adams advocated for Tobias, who will add business expertise in health care to the board. Director Thornton advocated for Ms. Ferris' strong community reputation. The candidates were invited to speak for an additional minute.

Ms. Ferris stated that board members need to be ambassadors and advocates, and in the nonprofit sector also need to be askers. The ask from the District will be for support from the community for more access to care for people. The District's alignment with Sonoma County's Health Action program presents an opportunity to come out with great news.

Dr. Tobias noted that the health care environment is extremely challenging, making the District's mission to improve health and wellbeing in the community critical. Navigating the path forward will require innovative thinking and solutions to very complex and changing problems. These are qualities he can bring to the board in navigating both near-term and long-term challenges.

Director Adams advocated for Dr. Tobias because oversight of the hospital by the District board is important. While all aspects of community health are important, we need to ensure the community has a hospital.

Mr. Goerlich requested to make a public comment, which was allowed. Mr. Goerlich stated that Dr. Tobias also is the hospital staff's choice, having balance on the board with both business and clinical expertise as the board plans 20+ years into the future. Director Adams noted that some members of the community will respect the opinion of a physician.

Ms. Ferris offered to stand aside and defer to Dr. Tobias' candidacy. She could potentially run for a board seat in November.

The Directors took a third vote between Ferris and Tobias, which resulted in a two votes for each candidate. In light of Ms. Ferris' offer to step aside, Director Thornton changed her vote to support Dr. Tobias.

A motion was made by Director Adams and seconded by Director Stern to appoint Jeffrey Tobias to the vacant seat on the PHCD Board of Directors. This motion was passed by a vote of 4 ayes (Directors: Adams, Hempel, Stern, Thornton) and 0 noes.

All applicants were warmly thanked by all Board members for participating in the process. It was noted that there are many other ways to be involved in the work of the Petaluma Health Care District.

ADJOURN TO CLOSED SESSION

President Hempel adjourned the meeting into closed session at 8:58 AM, pursuant to:

- **Government Code §54956.8 closed session; real property transaction; meeting with negotiator – 400 North McDowell Blvd.; GE Healthcare Camden Group, Bouey & Black, LLP, and Archer Norris.**

ADJOURN TO OPEN SESSION

President Hempel adjourned the meeting to open session at 9:44 AM and reported no action was taken in the Closed Session.

INFORMATIONAL ITEMS

Ms. Faith noted that date for the next board meeting has been changed from the original schedule. The next regular meeting of the District board will be Thursday, April 19, at 12:00 PM.

PLUS / DELTA

No new business was proposed.

ADJOURN

President Hempel adjourned the meeting at 9:50 AM.

Submitted by Fran Adams, Board Secretary

Recorded by Ruth Wells, Board Clerk