



**MINUTES OF THE APRIL 19, 2018 MEETING OF THE
PETALUMA HEALTH CARE DISTRICT BOARD OF DIRECTORS**

CALL TO ORDER

President Hempel called the meeting to order at 12:02 PM in the lobby conference room at 1425 N. McDowell Blvd.

PRESENT

Elece Hempel, President
Fran Adams, RN, BSN, Secretary
Joseph Stern, Treasurer
Josephine S. Thornton, M.A., Vice President
Jeffrey Tobias, MD, Board Member-at-Large

ALSO PRESENT

Ramona Faith, CEO, PHCD
Andrew Koblick, Controller, PHCD
Ruth Wells, Board Clerk, PHCD
Robert Ashin, Summit Senior Living
Tyler Hedden, Interim Administrator, PVH
Matthew Kelman, Exchange Bank
Craig Morris, Summit Senior Living
Andrea Tobias

CALL FOR CONFLICT

President Hempel called for conflict. There was none.

MISSION AND VISION

Director Adams 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 and seconded by Director Stern to approve the Agenda for April 19, 2018, and the minutes of meetings on March 20 and April 3, 2018. This motion was PASSED by a vote of 4 ayes (Directors: Adams, Hempel, Stern, Thornton) and 0 noes.

OATH OF OFFICE

President Hempel introduced Jeffrey Tobias, MD, whom the Board selected to appoint to fill the vacancy on the board. The Oath of Office was administered by President Hempel, and Dr. Tobias was sworn in. Director Tobias signed the Oath and the Board members welcomed Director Tobias.

PUBLIC COMMENTS ON NON-AGENDIZED ITEMS

There were no public comments on non-agendized items.

ADJOURN TO CLOSED SESSION

President Hempel adjourned the meeting into closed session at 12:05 PM, 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 12:45 PM and reported no action had been taken in Closed Session.

BOARD COMMENTS

President Hempel summarized several chapters of *52 Ways to Be a Better Board*, which Directors have been reading together. Chapter 9 advises individuals to be self-aware, to be open to learning opportunities and to participate in training. Chapter 10 covers setting protocols and policies. She noted that PHCD went through an extensive protocol and policy revision about five years ago, which has served the District well. Chapter 11 is about expecting the best in all situations, and encourages individuals to give 100% of themselves in board service. Director Stern will review Chapters 12-14 at the next Board meeting.

ADMINISTRATIVE REPORT

PRESIDENT'S REPORT

There was no report.

CEO REPORT

CEO Ramona Faith complimented the board on their commitment to the District's mission and their spirit of collaboration. She asked if there were any questions from the CEO report. There were none.

Ms. Faith noted that the Providence St. Joseph Health (PSJH) compliance team has asked that PHCD directors sign a confidentiality agreement with respect to Petaluma Valley Hospital HIPPA regulations on an annual basis. She encouraged board members to comply. All directors signed and submitted the form.

Ms. Faith outlined the process that will be used for the Board's self-assessment, using a system administered by the Association of California Healthcare Districts. Self-assessment is among the best practices of successful districts. Board members will receive their instructions by email in May, to be completed within a couple of weeks.

Ms. Faith reported that the District convened a very productive first meeting of representatives from organizations and agencies that hosted, operated or supported the Petaluma area evacuation centers during the October 2017 fires. Approximately 2,500 evacuees were sheltered and served in Petaluma during that time. The group reviewed what worked well, identified barriers or constraints that hindered operations, and set priorities for things that can improve our community's response to a future disaster.

Directors asked if any major players had not participated in the meeting. Petaluma Health Center's representative was on medical leave and unable to attend in the initial meeting, but the individual was able submit feedback in writing. Ms. Faith will reach out to PHC and request a representative for future meetings.

Director Hempel noted the impact of sheltering on local assistance programs. In particular, the Petaluma Senior Center was unavailable for several days at a time when people deeply needed social connections. In addition, local food distribution programs were disrupted when their regular volunteers were diverted to fire relief. Petaluma Valley needs to plan for staffing of existing programs as well as evacuation centers.

Director Thornton observed how important Petaluma People Services Center was in responding to the October crisis.

Ms. Faith stated that the group agreed that strengthening chain of command and communication are big opportunities. Dr. Ranadive (PVH) made important observations and suggestions. Overall, the group felt that while Petaluma did a great job with their response, we can always do better. The community partnership group will next meet in July to develop action plans.

Ms Faith and directors Adams and Tobias recently attended the Legislative Day workshop of the Association of California Healthcare Districts (ACHD). They met with Sen. Bill Dodd, Assembly Member Marc Levine and the staff for Assembly Member Aguiar-Curry to advocate for the ACHD position on several pending bills, among which are ones that affect the 340B drug

pricing program, graduate medical education and public information access requirements specific to healthcare districts.

Sen. Dodd as well as staff members for Levine and Aguiar-Curry are expected to attend the District's Community Partnership Appreciation Breakfast on May 16. Ms. Faith hopes to engage the delegation in presenting the local Health Hero Award at the event.

FORGING A NEW PATH FOR PETALUMA VALLEY HOSPITAL

Ms. Faith stated not much has changed in the past 30 days with respect to choosing an operator for the hospital. Ms. Faith and directors Adams and Hempel met with the unions that represent hospital employees to address their questions and concerns. The union reps have met with other directors as well.

Public Comment: There were no public comments.

PETALUMA VALLEY HOSPITAL

SRM Alliance Board Update

The Board welcomed Petaluma Valley Hospital's interim administrator Tyler Hedden to the meeting. Mr. Hedden is the Chief Operating Officer for SJH Sonoma County. He reported on the hospital's recent successful emergency response drill, as well as a Meditech (electronic medical records) software upgrade. The hospital is anticipating an inter-cycle survey from the Joint Commission to review their policies and procedures with respect to safety issues.

Staff remains a top priority, and SJH System is being helpful in recruiting specialty personnel. Negotiations with the nurses' union are set to begin April 23. A new OB director has been brought on board. The 3D mammography (the current gold standard for diagnostic imaging) machine is now in use with steady patient volume and capacity to see more patients.

The Board thanked Mr. Hedden for his report.

FINANCIAL SUSTAINABILITY

Quarterly Investment Presentation

Matthew Kelman from Exchange Bank's Wealth Management Department presented the District's "First Quarter 2018 Market and Investment Review" for the period ending March 31, 2018. He discussed several factors that are driving the current economic conditions.

In accordance with District policy and California state guidelines, the District portfolio is held in cash and investments limited largely to short-term bonds. The portfolio yield is approximately 2.0% over the period, keeping pace with inflation. It was noted that the account received a substantial increase with the deposit of the proceeds from the Lifeline sale.

The Board thanked Mr. Kelman for his presentation.

February 2018 Financials

Controller Andrew Koblick reported as of February 28, 2018 the unaudited Statement of Net Position reflects assets of \$7,162,969 and liabilities of \$536,145 leaving the net fund balance at \$6,626,823

The month and year to date ended February 28, 2018 unaudited Statement of Revenue and Expense shows the net loss of \$67,542 and \$654,338 respectively which is \$15,160 and \$112,321 better than the budgeted loss of \$82,702 and \$766,659.

A MOTION was made by Director Stern to approve the March 2018 Financials, seconded by Director Thornton. The motion was PASSED by a vote of 5 ayes, (Directors: Hempel, Adams, Stern, Thornton, Tobias) and 0 noes.

Public Comment: There were no public comments.

LYNCH CREEK PROPERTY DEVELOPMENT PROPOSAL

Mr. Koblick introduced Robert Ashin and Craig Morris of Summit Senior Living, LLC (SSL). SSL is a developer of senior assisted living and memory care facilities nationwide, and is interested in partnering with the District to develop the lot at the northwest corner of North McDowell Blvd. and Lynch Creek Way in Petaluma.

Mr. Ashin summarized the two-year process by which he has evaluated the property and local market need, including discussions with area business neighbors and the City Planning Department. SSL seeks to create a holistic development that benefits the community and the District, with a desire to build consensus among all stakeholders. Although the proposal included a recommendation for a facility operator with experience and a strong track record, Mr. Ashing stated that the selection of an operator will be open to bid when the time comes.

Directors questioned how this facility would meet the local market need for senior housing, and how long people would be able to remain in their homes as their independence declines. Additional questions were raised as to how the project would be financed, how local medical providers might be involved. The Board also asked for more details from the analysis of the local senior housing market.

The Board will review the proposal and submit additional questions to SSL for discussion at the next District Board meeting (May 10).

The board thanked Messrs Morris and Ashin for their presentation.

INFORMATIONAL ITEMS

Ms. Faith noted several upcoming events. The Health Care District Month will be recognized by the Petaluma City Council on May 7 and the Sonoma County Board of Supervisors on May 8.

Ms. Faith has nominated President Hempel as a candidate for the ACHD Trustee of the Year. Director Stern offered to submit a quote in support of Ms. Hempel's nomination.

Director Hempel announced that she is participating in the cast of a theatrical production that illustrates local real estate development issues, which will be presented at the Petaluma Library on April 25.

Ms. Faith reported that the District's public relations team has been invited to pitch for the Palm Drive Health Care District account. The Board saw no conflict of interest in so doing and has no objection to the opportunity for Your Studio PR.

The next meeting of the PHCD Board of Directors will be on Tuesday, May 10, at 5:30 PM. This will be the only board meeting in the month of May. Director Adams is out of town in early June, and the June 5 board meeting will likely be cancelled.

PLUS / DELTA

No new business was proposed.

ADJOURN

President Hempel adjourned the meeting at 2:36 PM.

Submitted by Fran Adams, Board Secretary

Recorded by Ruth Wells, Board Clerk