



**MINUTES OF THE JANUARY 3, 2017 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.

**PRESENT**

Elece Hempel  
Fran Adams, RN, BSN  
Josephine S. Thornton, M.A.  
Joseph Stern  
Becky Monday

**ALSO PRESENT**

Ramona Faith, CEO, PHCD  
Erin Howseman, Board Clerk, PHCD  
Andrew Koblick, Controller, PHCD  
Meghan Gerli, RN PVH  
Jean Marie Zak, RN PVH  
Linda Buskey-Berg, CNA

**CALL FOR CONFLICT**

President Hempel called for conflict. There was none.

**MISSION AND VISION**

Director Monday 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 Stern to approve the January 3, 2017 agenda and the December 13, 2016 minutes which was seconded by Director Adams. This motion was passed by a vote of 5 ayes (Directors: Hempel, Monday, Thornton, Adams, Stern) and 0 noes.**

## **PUBLIC COMMENTS**

There were no public comments.

## **BOARD COMMENTS**

President Hempel stated that the board has decided to hold closed sessions at the beginning of the board meetings so that any actions taken in closed session can be reported out in public session. Director Thornton commented on the fact that the present agenda order makes it difficult for the public to comment on items not listed on the agenda, but President Hempel said she believed that meetings can be opened in closed session, with public comments scheduled after the opening of the public session.

## **ADJOURN TO CLOSED SESSION**

**President Hempel adjourned the meeting into closed session pursuant to:**

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

## **ADJOURN TO OPEN SESSION**

President Hempel adjourned the meeting into open session and reported the following action was taken in closed session: the board has approved a process to engage a consulting firm to do a review of entities submitting bids to operate Petaluma Valley Hospital. As a reminder, the board has approved a deadline of January 31, 2017 for the submission of bids from prospective hospital operators.

## **ADMINISTRATIVE REPORT**

### **CEO REPORT**

CEO Faith stated that there was a postponement of the Stewardship Committee meeting at the request of the PVH staff nurses as they needed more information prior to the meeting. Ms. Faith reported that she had just recently been contacted by Jim Goerlich, RN at PVH, and previously a member of the nurses' negotiating team, who requested a meeting with her and some board members. Ms. Faith recommended that the PVH Ad Hoc Committee meet with Mr. Goerlich. Ms. Faith also remarked that the board's committee structure should be reviewed during the upcoming board governance training session.

Ms. Faith reported that the board governance training session is scheduled for February 13, 2017. Babs Kavanaugh will work with Ms. Faith to create an agenda which will be shared with the board for their input prior to finalizing the agenda. Topics to be covered will include roles and responsibilities of board members and the CEO, good governance practices, board policies and board governance goals.

Ms. Faith reported that she met with Director Monday to review due diligence information, district history and current work. Director Monday thanked the board and staff for being very helpful and welcoming.

## **PUBLIC COMMENTS**

President Hempel called for public comments. There were none.

## **FORGING A NEW PATH FOR PETALUMA VALLEY HOSPITAL – OPERATOR TRANSITION**

Ms. Faith reported that PHCD is continuing to send out communications every two weeks to PVH staff, medical staff, and interested community members. Ms. Faith reported that the prospective operators remain engaged and continue to ask for data, some of which is being provided by SJH and some is not. SJH has engaged Kaufman Hall to assist SJH in providing data. Conversations have occurred with Todd Salnas regarding the importance of timely response to data requests. There may be a third prospective bidder visit in the middle of January, and Ms. Faith should have more information later in the week. PVH employee forums were held on December 19 and 20, 2017, with a very low turnout for the three meetings.

Ms. Faith reported that she had requested to meet with Todd Salnas to review the findings of the facility condition assessment report and confirm status on capital investments. Mr. Salnas confirmed that Kaufman Hall will be working on the facility condition assessment with PHCD. Ms. Faith stated that because SJH committed to completing some items in the report, she would like to finalize exactly what will be done, so that prospective bidders can be informed.

## **ACTION TO APPROVE AND ENGAGE COMPANY TO CONDUCT AND REVIEW OF PROSPECTIVE BIDDERS**

President Hempel repeated that the board has approved a process to engage a consulting firm to do a review of entities submitting bids to operate Petaluma Valley Hospital.

## **INFORMATIONAL ITEMS**

CEO Faith noted the ACHD Leadership Academy in February in Sacramento with Directors Stern and Monday joining Ms. Faith. ACHD Legislative Day will be held in April in Sacramento, which Ms. Faith encouraged board members to attend, and the ACHD Annual Meeting will be September 13 and 14, 2017. Future board meetings were discussed, and the special board meeting on February 7, 2017 will be rescheduled for February 9, 2017.

## **ADJOURN**

President Hempel adjourned the meeting at 9:05 AM.

Submitted by Fran Adams, Board Secretary

Recorded by Erin Howseman, Board Clerk