



**MINUTES OF THE NOVEMBER 29, 2016 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, President  
Robert Ostroff, MD, Vice President  
Fran Adams, RN, BSN, Secretary  
Josephine S. Thornton, M.A., Treasurer  
Joseph Stern, Board Member at Large

**ALSO PRESENT**

Ramona Faith, CEO, PHCD  
Erin Howseman, Board Clerk, PHCD  
Andrew Koblick, Controller, PHCD  
Kitty Brown, RN PVH  
Debbie Dempel, RN PVH  
Daymon Doss, PHC  
Becky Monday, PHCD Board Member-elect  
Lynda Buskey-Berg  
Chris Manson, SJH

**CALL FOR CONFLICT**

President Hempel called for conflict. There was none.

**MISSION AND VISION**

Director Ostroff 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 to approve the November 29, 2016 agenda and the November 8, 2016 minutes which was seconded by Director Ostroff. This motion was passed by a vote of 5 ayes (Directors: Hempel, Ostroff, Thornton, Adams, Stern) and 0 noes.**

## **PUBLIC COMMENTS**

Kitty Brown commented that PVH nurses had come before the PHCD board to voice concerns about union representation, and that the situation was still unresolved. Ms. Brown made a formal request to put the issue on the next board agenda, or on the Stewardship Committee agenda within the next 30 days. Ms. Brown stated that according to her information, St. Joseph Health and California Nurses Association (CNA) have been working together to keep the CNA in place at PVH, and that the nurses will be forced to go to the community to present their concerns.

## **BOARD COMMENTS**

President Hempel suggested the Stewardship Committee would be an effective venue to enable a dialog with the nurses. Ms. Faith commented that St. Joseph Health and CNA, and perhaps NLRB should participate in the meeting. President Hempel instructed Ms. Faith and staff to set up a time for the meeting within 30 days.

As this was his final board meeting, Director Ostroff encouraged the board to reassess its business model. Director Ostroff stated that the current model includes a large business and an annual budget deficit. Director Ostroff suggested the board adopt a business model in which PHCD breaks even and fits its budget to the available income. Director Ostroff reiterated that PHCD's primary responsibility is to guarantee the Petaluma community a quality hospital with a 24-hr. emergency department.

Director Thornton stated that as Treasurer, Director Ostroff's comments are valid and the District's financial issue has been discussed before. The District Board needs to continue to research revenue-generating opportunities.

Director Adams commented on the survey that appeared in the Argus Courier on the board's performance, saying she agreed that the board had not always been transparent, and had taken too long in the process of finding a hospital operator.

## **ADMINISTRATIVE REPORT**

### **CEO REPORT**

CEO Faith reported on the letter from LAFCO regarding its board vacancy, and stated that District representation on LAFCO would be advantageous. Ms. Faith reported that she had spoken to Director Stern who has indicated he would like to become more involved and encouraged all of the board members to consider serving on the LAFCO board. Ms. Faith referred to the BETA Healthcare letter and the Health Action Report that were also included in the packet.

Ms. Faith reported that she and legal counsel met with CNA and with National Union of Healthcare Workers (NUHW) in response to the letters received from them. Regarding CNA requests for information on the hospital due diligence process, Ms. Faith informed CNA representatives as to what the District is legally able to share at this time, and re-sent the lease and the transfer agreement to them. In addition, Ms.

Faith reported she had raised the issue of PVH nurses' right to vote, and CNA had expressed concern that the District had positioned itself against CNA. Ms. Faith clarified that was not the case and stated that the District's position is to affirm the nurses' basic right to vote, and the District would like to help resolve the issue so the nurses can move forward. CNA's representative indicated that he will reach out to SJH again and will report back. The conversation with CNA went well and they understood what could be shared at this time regarding the due diligence process.

In response to NUHW, Ms. Faith informed representatives that the District would advocate on behalf of staff and physicians with the intent that the majority of employees would remain at PVH; however, that will depend on the services that will be offered by the next operator of the hospital, which is unknown until the operator is identified and negotiations begin. Ms. Faith informed the board that she had received positive feedback from NUHW on the meeting and the way the District is communicating with the public.

Ms. Faith reported that the NBBJ's Healthcare Conference went well, and she was impressed with the keynote speaker, the CEO of Providence St. Joseph Health. Ms. Faith noted she was pleased that mental health and housing were Providence's two main areas of focus for community investment. Ms. Faith reported that she had spoken at the conference on the important role of health care districts and the role of Petaluma Health Care District in southern Sonoma County. Ms. Faith thanked Directors Stern, Thornton and Hempel for attending. Director Thornton commented that the presentation provided by Ms. Faith at the conference was very well done.

## **FORGING A NEW PATH FOR PVH /OPERATOR TRANSITION**

Ms. Faith reported that the latest bi-weekly communication to inform PVH employees, physicians and the community of the progress in selecting the next operator of PVH was sent on November 28, 2016. Ms. Faith sent the update to Dr. Kosinski to forward to PVH medical staff, and to Vanessa DeGier, SJH Communications and Marketing Director, to forward it to PVH employees and volunteers. Ms. Faith also reported that she has scheduled her monthly PVH employee forum for next week and that there is a site visit scheduled this week and another site visit scheduled next week with prospective bidders. The site visit this week will include meeting individually with physicians, Jane Read, VP of PVH Operations, and Wendy Thompson, Director of Nursing, and Petaluma Health Center physicians and administration. The schedule for the next site visit is being developed.

### ***Public Comments***

Kitty Brown, RN, commented that although PVH nurses are asking for the meeting with the District Stewardship Committee, they will not wait for it to occur before taking action.

## **INFORMATIONAL ITEMS**

Ms. Faith called the board's attention to Hospice Light Up a Life, and ACHD events: Leadership Academy, Legislative Day, and the Annual Meeting. Ms. Faith, Director Stern and Board member-elect Becky Monday will be attending the Leadership Academy.

Ms. Faith thanked Director Ostroff for his dedication and work on behalf of the District and the Petaluma community, and assured him that the board will continue to work diligently to ensure that our community continues to be served by a quality hospital. President Hempel agreed and expressed appreciation for Director Ostroff's thoughtfulness and guidance.

## **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 left the closed session before it adjourned. Vice-President Ostroff adjourned the meeting into open session and reported that a recommendation was made by Director Ostroff and seconded by Director Adams that a Board Governance Review and Training session be placed on the agenda of the next board meeting for discussion.

## **ADJOURN**

Vice-President Ostroff adjourned the meeting at 9:30 AM.

Submitted by Fran Adams, Board Secretary

Recorded by Erin Howseman, Board Clerk