

**MINUTES OF THE APRIL 16, 2013 REGULAR MEETING OF THE
PETALUMA HEALTH CARE DISTRICT BOARD OF DIRECTORS**

CALL TO ORDER:

Fran Adams, RN, BSN, Secretary
Elece Hempel, Member-At-Large
Robert Ostroff, MD, Treasurer
Kathie Powell, MS, Vice-President
Josephine S. Thornton, MA, President

ALSO PRESENT:

Jaynie Boren, Regional VP of Strategic Services, SJH
Suzanne Cochrane, Board Clerk, PHCD
Ramona Faith, CEO, PHCD
Richard Nadale, Director of Finance, PHCD

CONSENT CALENDAR:

A motion was made by Director Ostroff, seconded by Director Hempel to approve the April 16, 2013 Agenda, March 19, 2013 minutes and March 28, 2013 minutes. This motion was passed by all present.

PUBLIC COMMENTS:

There were no public comments.

BOARD COMMENTS:

There were no board comments.

ADMINISTRATIVE REPORT:

CEO Report:

The Board had no further discussion regarding the CEO Report included in the Board packet.

President's Report:

President Thornton requested input on the topic "Defining the Ideal Board Meeting". This topic is a follow up item from the Board Governance meeting held on March 28, 2013. Discussion ensued with Directors defining the following list of items that describes an ideal board meeting:

- Meetings start on time and end on time
- Directors' display positive energy
- Contributions are made from all Directors
- Directors receive information in a timely matter that allows Directors to review materials before meeting
- Qualify and quantify the conflict of interest issues
- Follow Rosenberg Rules of Order

President Thornton and Ramona Faith attended the April 8-9, 2013 ACHD Legislative Day held in Sacramento. Information presented at this event was informative. ACHD has increased their resources to Districts offering additional assistance and support to ACHD members.

PROPOSED BOARD GOVERNANCE AND HR POLICIES FOR REVIEW AND APPROVAL:

Rosenberg' Rules of Order

President Thornton presented the Rosenberg's Rules of Order proposed to replace Roberts' Rules of Orders as outlined in the District's By-Laws.

A motion was made by Director Powell, seconded by Director Ostroff to approve Board meeting procedures be in accordance with the Rosenberg's Rules of Order. This motion was passed by all present.

By-Laws:

Final recommendations have been incorporated in the proposed Board of Directors' By-Laws included in the Board packet.

A motion was made by Director Hempel, seconded by Director Ostroff to approve the Board of Directors' By-Laws with proposed recommendations. This motion was passed by all present.

Basis of Authority:

A motion was made by Director Hempel, seconded by Director Ostroff to approve the Basis of Authority Board Policy. This motion was passed by all present.

Operating Principles of the Board:

A motion was made by Director Powell, seconded by Director Adams to approve the Operating Principles of the Board. This motion was passed by all present.

Code of Ethics:

A motion was made by Director Ostroff, seconded by Director Adams to approve the Code of Ethics Board policy. This motion was passed by all present.

Ethics Training:

A motion was made by Director Ostroff, seconded by Director Adams to approve the Ethics Training Board Policy. This motion was passed by all present.

Guiding Principles for District Business Ventures:

A motion was made by Director Powell, seconded by Director Ostroff to approve the Guiding Principles for District Business. This motion was passed by all present.

Drug Free Workplace:

Ramona Faith presented a District HR Policy titled "Drug Free Workplace" enforced on February 1, 2013. Discussion ensued if the lab selected to conduct drug testing is a certified lab. Ms. Faith will verify certification with contracted lab.

A motion was made by Director Powell, seconded by Director Ostroff to approve the Drug Free Workplace District Policy. This motion was passed by all present.

HOSPICE HOUSE:

Ramona Faith brought forth a consideration from the Hospice House Board to rename the Hospice House to Ryder House. This consideration is due to the years of service Judy Ryder has overseen Hospice who will be retiring in June 2013. Discussion ensued with the Board recommending the Hospice Board consider a special room at the Hospice House be named in her honor in lieu of renaming the building.

EXISTING PHCD/SJH-SC LEASE OVERVIEW:

Ramona Faith presented a list of key terms and provisions of the lease agreement between PHCD and SRM Alliance Hospital Services. The list included input from SRM Alliance Council and PHCD Board Counsel.

Board questioned the item that noted a representative from the District is to participate on the PVH Quality Council. To date, a District Board member has not participated on this Committee. Ramona Faith will address this question with Todd Salnas, SJH.

COMMITTEE REPORTS:

Minutes of the CHIPA Committee were included in the Board Packet. Interviews for the Community Outreach Project are scheduled for next week.

Director Adams reported on the South County Behavioral/Mental Health Collaborative meeting held on March 21st with Jon Perez, Regional Administrator for Region IX providing an overview on Health Reform for Behavioral Health Service Providers.

FISCAL SUSTAINABILITY:

Director Powell removed herself from the meeting for the next discussion.

Asset Management Committee reviewed the MOU between the Petaluma Health Care District and Petaluma Health Center that states that interest will accrue monthly at a rate of 5.75% and will be added to the outstanding principal until payments commence. On or after July 1, 2013, PHCD may request the funds in the Restricted Funds be dispersed in part or in full to PHCD. The Asset Management Committee recommends receiving funds be paid to the District on July 1, 2013.

A motion was made by Director Ostroff seconded by Director Adams to approve the request to disperse funds that were established in the Restricted Funds and be paid to the Petaluma Health Care District on or near July 1, 2013. This motion was passed by a vote of 4 ayes and 1 abstains.

A motion was made by Director Ostroff seconded by Director Hempel to approve the March 31, 2013 financials as presented. This motion was passed by all present.

Director Powell returned to the PHCD Board meeting.

PETALUMA VALLEY HOSPITAL:

Jaynie Boren, Regional VP Strategic Services, SJH, presented utilization information regarding Petaluma Valley Hospital (PVH). Ms. Boren reviewed key indicators for Fiscal Year 2012 that included demographic data for the PVH Service Area.

Total Service Area discharges decreased slightly between 2009 and 2011. PVH experienced a 6.09% decline, while SJH combined decreased 0.25% and reflects volume increases at SRMH. Kaiser's total service area discharges decreased 0.38% during the same period. A comparison of local hospitals was also provided that included outmigration and market share.

Ms. Boren noted that SJH is working towards transitioning their business model to a balance of great hospitals and great community care. SJH will embrace both an illness and a wellness model. As hospitals incorporate changes in their vision of care to include care outside of the hospital, wellness models become an integral part of caring for the patient. Community Based Care, Acute Care, Recovery and Rehab Care all are various types of care that is needed to adequately serve the need of the patient.

Ms. Boren will be attending a future Board meeting to present the 2014-2018 SRM Alliance Strategic Plan.

Ramona Faith noted discussions continue with SRM Alliance and Petaluma Health Care District to research ways to partner or support future projects or services that would enhance the health of the community.

STRATEGIC PRIORITIES UPDATE AND REVIEW:

Ramona Faith presented an update on the five Strategic Priorities outlined in the 2012-2017 Strategic Plan. The areas of focus include:

- Petaluma Valley Hospital
- Community Health
- Collaboration and Partnerships
- Financial Sustainability
- Board and Staff Effectiveness

INFORMATIONAL ITEMS:

Ramona Faith reviewed upcoming events and communications acknowledging the District for their contributions. Directors interested in attending events were instructed to contact Suzanne Cochrane, Board Clerk.

ADDITIONAL PUBLIC COMMENTS ON AGENDA ITEMS:

No discussion occurred.

PLUS/DELTA:

Good Meeting
A lot of information
PVH presentation was good

ADJOURN:

President Thornton adjourned the meeting at 3:00 pm.

Respectfully submitted,

Fran Adams, Board Secretary

RECORDED BY:

Suzanne Cochrane, Board Clerk