

**MINUTES OF THE JANUARY 11, 2012 REGULAR MEETING OF THE
PETALUMA HEALTH CARE DISTRICT BOARD OF DIRECTORS**

CALL TO ORDER:

President Adams called the meeting to order at 6:15 pm in the conference room at 1425 N. McDowell Blvd.

PRESENT:

Fran Adams, RN, BSN, President
Robert Ostroff, MD, Vice-President
Stephen Steady, MD, Secretary
Josephine S. Thornton, MA, Treasurer

ABSENT:

Kathryn Powell, MS, Member-At-Large

ALSO PRESENT:

Suzanne Cochrane, Board Liaison
Ramona Faith, CEO
Rick Nadale, Controller

CONSENT CALENDAR:

The January 11, 2012 Agenda and December 7, 2012 minutes were approved as written with a motion made by Director Thornton, seconded by Director Steady and unanimously passed by all present.

PUBLIC COMMENTS / QUESTIONS:

There were no public comments.

BOARD COMMENTS / QUESTIONS:

There were no board comments.

CEO REPORT:

Ramona Faith reviewed the CEO Report included in the Board packet as well as the Ongoing Task List distributed at this Board meeting.

Ms. Faith noted the Petaluma Women's Health has received a proposal from Annadel Medical Group and is waiting a proposal from the Redwood Regional Medical Group. An Addendum to Dr. Clark's Management Agreement is being reviewed by the District's Council.

FINANCE REPORT:

Rick Nadale, Controller, reviewed the PHCD Financials ending November 30, 2011 noting that the Statement of Net Assets reflected assets of \$15,701,792 and liabilities and deferred revenue of \$2,790,783 leaving the net fund balance at \$12,911,009.

The year-to-date statement of Revenue and Expense shows a profit of \$77,576 which is \$260,450 better than the budgeted year-to-date loss of \$182,874.

The District's rate of return on investments decreased .01% to 4.97% for November 2011.

The District paid down its Bank of Marin line of credit \$650,000 during November leaving a balance of \$90,000 as of November 30, 2011.

There was a \$429,122 better than the year to date budgeted amount due to booking the gain on sale of 1301 Southpoint Blvd. which closed at the end of August 2011.

The Petaluma Health Care District and the Petaluma Health Center have agreed to share the warehouse space with the District paying 40% of the rent and the Health Center paying 60% of the rent. The lease is written for a three year period.

PHCD spent \$33,557 in the month of November 2011 for Petaluma Women's Health operational expenses. Petaluma Women's Health reimbursed the District \$35,000 in November. The note receivable from the Petaluma Women's Health at the end of November reflected a balance of \$666,820 on the District's books.

BOARD COMMITTEE MINUTES:

Asset Management Committee:

Director Thornton noted Asset Management Committee had not met since the last Board meeting with the next meeting scheduled for January 17, 2012.

Petaluma Valley Hospital:

The SRM Alliance Board will be meeting on January 17th. PVH Financials will be sent out after this meeting.

Hospital Stewardship Committee:

At the request of the nursing staff, the Hospital Stewardship Committee meeting scheduled for January 13, 2012 has been rescheduled to provide additional time to gather Agenda items and for staff to rearrange their schedule to attend the meeting. Suzanne is working with SJHS and PHCD Committee members to obtain the first available date in February to hold a Hospital Stewardship Committee meeting.

South County Mental Health Collaborative:

The next meeting of the South County Mental Health Collaborative is scheduled for January 19, 2012. An Agenda item at this meeting will be a presentation from Santa Rosa Memorial Hospital psychiatric assessment team on the structure, purpose and outcome processes of the team and how it impacts the Southern County area. An introduction about CHIPA will also be shared as well as a discussion around the role of the South County Mental Health Collaborative for future meetings.

Community Health Initiatives for Petaluma Area:

Director Thornton noted the committee met on January 10th and continues to increase member participation to include community leaders. The overall goal is to reach 8 to 10 members that would be an advisory committee to the District Board. The next focus is to review various needs assessments and develop the areas of focus. As part of the District's Strategic Plan, community forums are to be scheduled with the first one planned for March 8th with Herb Schultz to speak on Health Care Reform. Ramona will start the program with an introduction of the District's Strategic Plan. A location is currently being selected for this event.

PVH Future Planning Committee:

This Committee was placed on hold until the Strategic Plan was developed.

PRESIDENT'S REPORT:

President Adams noted the Women's Heart Health event is scheduled for January 31, 2012 and will be held at the Petaluma Community Center. The Eating Disorder Conference is scheduled for February 2, 3, and 4th. The next Board meeting is scheduled for February 22, 2012.

STRATEGIC DIALOGUE:

Ramona Faith distributed and reviewed the Implementation Gantt Timeline with Board of Directors. Discussions occurred relative to the established timeframes for each implementation plan. Revisions will be made to the proposed Implementation Gantt Timeline and reviewed at each Board meeting. This document is a fluid document with timelines and actions based on accomplished work by board committees.

GOVERNANCE LEADERSHIP

Committee Charters:

Ramona has reviewed the proposed Committee Charters with Don Bouey, District Council, to clarify the role of each committee. Mr. Bouey recommended Asset Management Committee could declare a specific dollar amount that can be approved by the Asset Management Committee without full Board approval. Discussion ensued amongst Board members with the recommendation for the Asset Management Committee to bring forth all recommendations to the full Board for approval.

Committee Charters were reviewed and approved as follows:

- Asset Management Committee Charter – **Motion made by Director Thornton, seconded by Director Adams and approved by all present.**
- Community Health Initiative for Petaluma Area – **Motion made by Director Ostroff, seconded by Director Thornton and approved by all present.**

- Hospital Stewardship Committee – **Motion made by Director Ostroff, seconded by Director Steady and approved by all present.**

Discussion ensued regarding the continuation of the PVH Future Planning Committee, Joint Venture Committee, and establishing a PVH Advisory Committee. After review of the Strategic Plan and Implementation Plan, Board President appointed a PHCD Business Development Committee eliminated the PVH Future Planning Committee and the Joint Venture Committee.

The following assignments were made for Board participation on each Committee:

Asset Management Committee:

- Josephine Thornton, Chair
- Robert Ostroff, MD

Community Health Initiative for Petaluma Area:

- Josephine Thornton, Chair
- Kathryn Powell

SRM Alliance Board

- Kathryn Powell

Hospital Stewardship Committee:

- Fran Adams, Chair
- Kathryn Powell

Business Development Committee:

- Stephen Steady, MD, Chair
- Robert Ostroff, MD
- Fran Adams, RN, BSN
- Josephine Thornton, MA

South County Mental Health Collaborative:

- Fran Adams, Chair
- Josephine Thornton

President Adams asked that the discussion pertaining to Board Assignments and Role of Assigned Member be postponed until all Board of Directors are present. Directors present supported this recommendation.

DISTRICT HR POLICIES:

The HR Committee has developed new policies and procedures for District employees. A list of policies was distributed to Board of Directors. A copy of each policy can be made available to Directors upon request.

A motion was made by Director Ostroff, seconded by Director Steady to approve the following policies as written:

- **Counseling, Corrective Action and Disciplinary Process**
- **Warehouse Key Access Process Policy**
- **Employee Years of Service**
- **Dress Code Policy**
- **Employee Club Policy**
- **Injury & Illness Prevention Policy**
- **Evaluation Process**
- **Internal Posting of PHCD Positions.**

This motion was approved by all present.

COMMUNITY ENGAGEMENT:

Ramona will be presenting the District's Strategic Plan at the Chamber of Commerce Wake Up Petaluma on February 28, 2012. In addition, a Community Forum is being scheduled in March with Herb Schultz scheduled to speak on Health Care Reform. The beginning of the program will be an introduction about the District.

Information for upcoming classes for Board of Directors was distributed. Directors were encouraged to attend the upcoming Legislative Days scheduled for May 16th and 17th.

FISCAL SUSTAINABILITY:

The Dunnakilly Proposal will be discussed at the Business Development Committee meeting.

DISCUSSION OF PUBLIC COMMENTS:

There was no discussion.

NEXT STEPS:

There was no discussion.

ADJOURN:

President Adams adjourned the meeting at 9:10 pm.

Respectfully submitted,

Stephen Steady, MD, Board Secretary

RECORDED BY:

Suzanne Cochrane, Board Liaison