

**MINUTES OF THE JULY 25, 2012 REGULAR MEETING OF THE  
PETALUMA HEALTH CARE DISTRICT BOARD OF DIRECTORS**

**CALL TO ORDER:**

President Adams called the meeting to order at 6:00pm in the conference room at 1425 N. McDowell Blvd.

The Board recognized there were no action items on the Agenda that were a conflict of interest to Directors.

**PRESENT:**

Fran Adams, RN, BSN, President  
Kathryn Powell, MS, Member-At-Large  
Stephen Steady, MD, Secretary  
Josephine S. Thornton, MA, Treasurer

**ABSENT:**

Robert Ostroff, MD, Vice-President

**ALSO PRESENT:**

Anna Bruno, RN, PVH  
Suzanne Cochrane, Board Clerk  
Nancy Corda, PVH  
Ramona Faith, CEO  
Christina Kauk, Petaluma Community Foundation  
Richard Nadale, Controller  
Jane Read, VP of Operations, PVH  
Collin Turek, Petaluma Community Foundation

**CONSENT CALENDAR:**

**A motion was made by Director Thornton, seconded by Director Steady to approve the July 25, 2012 Agenda and the June 27, 2012 minutes as written. The motion was approved with 4 ayes and 1 absent.**

**PUBLIC COMMENTS/QUESTIONS:**

Anna Bruno, RN, PVH, presented scenarios that have been raised as concerns of the nursing staff in the Operating Room. Ms. Bruno stated it has become increasingly difficult to fill the vacancies for the on-call schedule in the Operating Room and nurses that are filling in the open spots do not appear to be adequately trained or oriented to the functions of the Operating Room. The nursing staff does not see it appropriate to fill

positions with traveling nurses or nurses from other departments that have not been properly trained or oriented in the Operating Room. In addition, issues around response time for on-call physicians and a recent discussion between an OR Physician and staff person regarding salary adjustment were also shared.

Director Thornton asked if the nursing staff had brought forth recommendations or suggestions to address the scheduling issues or provided input on avenues to reduce expenses.

Ms. Bruno stated that the reduction in on-call pay from 50% to 30% has the nursing staff reluctant to sign up for on-call shifts. The shortage of nurses also results from a staff person out on medical leave.

Ms. Bruno asked if another item could be discussed under closed session.

Ramona Faith reported that there was no closed session item on the Agenda for this meeting but with proper notification, it could be placed on the Agenda for the August 22, 2012 Board meeting.

Ms. Faith clarified that the PHCD Board did ask the nursing staff when presenting concerns to give specific examples to validate their concern. In addition, the concerns raised should be discussed with hospital administration with no resolution reached prior to bringing the concerns to the PHCD Board. The District really should not be hearing about concerns that have not been discussed with Hospital Administration first.

Jane Read, VP of Operations, Petaluma Valley Hospital, noted discussions have occurred regarding the filling of the open slots of the on-call schedule and conversations are being scheduled with the union regarding this issue.

Director Adams asked if the questions raised at the June Board meeting pertaining to per diem staff working regularly scheduled shifts on a consistent basis had been addressed.

Ms. Read stated that a position has been posted in the Operating Room.

Ms. Bruno responded that the per diem staff who has been working on a regularly scheduled shift did not apply for the open position as the proposed schedule does not meet his personal schedule.

The Board thanked the nursing staff for bringing their concerns to the Board and encouraged the nursing staff to work with Administration at PVH to resolve the on-call scheduling issues.

#### **CEO REPORT/UPDATE:**

Ramona Faith updated her CEO report to include a recent meeting with Gary Tennyson regarding Telemedicine. Specific data is being obtained as well as review of the

proposed business plan prior to the next scheduled meeting. In addition, Phillips Lifeline held a conference call with Ms. Faith and Maria Larsen to discuss their Telemedicine services.

The Board had no further questions regarding the July CEO report.

## **FISCAL SUSTAINABILITY:**

### ***Petaluma Community Foundation:***

Director Adams provided an explanation to a question raised by the Petaluma Community Foundation Executive Board (PCF) on the placement of Petaluma Community Foundation on the Agenda under Fiscal Sustainability. The PCF updates have always been presented through Asset Management Committee and it was not to signify any fiscal concerns about the Foundation.

President Adams provided an update on the motion made at the June Board meeting to separate the Petaluma Community Foundation from the Petaluma Health Care District. The Foundation Board and the District are working together to support a smooth transition. Marilyn Segal, Executive Director has shared that the Foundation has found office space located downtown Petaluma and they anticipate moving in August. The PHCD Board of Directors will no longer have oversight in the leasing of employees to the Petaluma Community Foundation.

In addition, President Adams noted the District will no longer provide in-kind contributions but will be working with the Petaluma Community Foundation Executive Committee to determine the strategic relationship between the District and PCF moving forward.

Ms. Faith reported the Foundation has decided not to fund one of the two positions leased to the Foundation. The District has notified the employee that she will not be transitioning to the Foundation. The District has also agreed to pay a two weeks severance to this employee.

Per the Boards request, President Adams and Ms. Faith met with Christina Kauk and Marilyn Segal to discuss the Board's decision to separate Petaluma Community Foundation from the District. A follow up letter signed by President Adams and Ms. Faith on behalf of the Board was sent to Petaluma Community Foundation Trustees regarding the upcoming changes.

Christina Kauk, Foundation President, thanked the Board for their decision and expressed the Foundation sees a lot of opportunities as well as challenges ahead but feels this decision is the direction that would ultimately benefit the community. Ms. Kauk will be communicating with Ms. Faith to develop an exit strategy for the Executive Director to separate employment with the District. The Foundation Executive Committee has begun

to revise the Articles of Incorporation and will be contacting the District when recommendations for revisions have been completed.

Collin Turek, PCF Trustee, noted the goal of the Foundation is to grow and meet the needs of the community and with the decision to separate from the District will allow the Foundation to implement their ideas and plans to accomplish this goal. The Foundation is also mindful of expenses and has already taken avenues to reduce costs where appropriate.

Ms. Faith explained the District supports the mission of the Foundation and looks forward to working together to support the needs of the community.

***Asset Management Committee Update:***

Director Thornton provided an overview on the July 16, 2012 Asset Management Committee meeting.

***Camden Group:***

The Committee reviewed the proposal from The Camden Group who specializes in healthcare advisory services and instructed Ms. Faith to work with The Camden Group to separate the proposal into various phases. The first phase will focus on the following:

- What is the value of PVH?
- What would it take for the District to run the hospital itself?
- What do we need to have in place to make a decision over the next two years?

Ms. Faith has been in communication with The Camden Group who will be revising their proposal for the August Asset Management Committee meeting.

Director Thornton also asked for clarification on Board participation relative to Conflict of Interest issues that pertain to the Camden Project. Ms. Faith will follow up on this issue.

***District Contracted Position:***

Ramona Faith has been in dialogue with Jaynie Boren, Regional Vice President, SJHS Strategic Services for Northern California regarding their proposal for a position to be shared by the District and SJHS. Since the job description presented was not the position originally discussed, the District will not be funding the position at this time.

The Asset Management Committee proposed developing a consulting position that could be filled with a person familiar with the District who has established contacts within the community. This would be a part time position and on a contracted basis, not an employee of the District. The overall responsibility would be to represent the District and promote Petaluma Valley Hospital as well as provide an introduction to a new

insurance product offered through Western Health Advantage. Western Health Advantage would then follow up with the contact and present the new insurance product.

Directors raised a question if physicians' involvement had occurred and if physicians were in support of the proposed insurance product. Ms. Faith will follow up on this question.

**A motion was made by Director Powell, seconded by Director Steady to approve the hiring of a consultant to meet with community businesses and employers promoting the District, Petaluma Valley Hospital and assist in introducing a new insurance product through Western Health Alliance. This motion was passed by with 4 ayes and 1 absent.**

#### **2012 BIENNIAL CONFLICT OF INTEREST CODE:**

Suzanne Cochrane, Board Clerk, explained the 2012 Conflict of Interest Code is brought forth to the Board of Directors for approval on a biennial basis. The Interest Code outlines the designated positions of the District that are required to complete Economic Interest Forms. Once approved, this document is forwarded to the Board of Supervisors for endorsement.

**A motion was made by Director Thornton to approve the 2012 Conflict of Interest Code as written, seconded by Director Steady and approved with a vote of 4 yes and 1 absent.**

#### **COMMUNITY HEALTH:**

##### ***CHIPA Committee Update:***

Director Thornton reported the CHIPA Committee is in the process of gathering information from needs assessment presentations from various organizations and county programs. From these presentations, data is being placed into a format for review by the CHIPA Committee at their Strategic Planning session scheduled for September 11, 2012. The overall goal is for the CHIPA Committee to determine the top health care needs of the community.

##### ***South County Behavioral Mental Health Collaborative:***

President Adams stated the South County Behavioral Mental Health Collaborative did not meet in July but will resume their schedule in August. The Committee has been focusing on establishing committee membership.

#### **COLLABORATION AND PARTNERSHIPS:**

Ramona Faith reported the Business Development Committee did not meet in June or July and has placed the Dunakilly Contract on hold until information is obtained from the

City of Petaluma Planning Department regarding master site planning that pertains to the PVH campus.

Richard Nadale, Controller, has been working with Ingrid Alverde, Economic Development Manager for the City of Petaluma to obtain documents relative to the Master Site Plan for Petaluma Valley Hospital. These documents have been retrieved and a meeting has been set in August to review the material. Mr. Nadale will be inviting Alan Ada and Gary Cahill from Dunakilly to attend this meeting. The overall goal of this meeting is to obtain an understanding on the number of buildings that can be built on the PVH campus. Once this has been determined, Dunakilly will prepare a revised contract for review by the Asset Management Committee.

**INFRASTRUCTURE DEVELOPMENT:**

Suzanne Cochrane shared the publication for the three open Board positions open for the November election. Filing dates for applicants opened on July 16<sup>th</sup> and will end on August 10, 2012 unless one incumbent does not file the deadline is extended to August 15, 2012.

**PRESIDENT'S REPORT:**

President Adams reviewed upcoming events and reminded Directors if they are interested in attending to contact Suzanne Cochrane.

Communications were shared along with the upcoming schedule for Board meetings. Board of Directors supported holding the Strategic Planning meeting at a regularly scheduled September Board meeting and if appropriate, the first part of the meeting time will be allotted for business and the remainder of the time will be focused on Strategic Planning. The start time will be determined depending on Agenda items.

**DISCUSSION OF PUBLIC COMMENTS:**

Public comments were addressed during Open Public Comments.

**PLUS/DELTA:**

Meeting was very short.

**ADJOURN:**

President Adams adjourned the meeting at 8:10 pm.

Respectfully submitted,

Stephen Steady, MD, Board Secretary

**RECORDED BY:**

Suzanne Cochrane, Board Clerk