

**MINUTES OF THE FEBRUARY 18, 2014 REGULAR MEETING OF THE
PETALUMA HEALTH CARE DISTRICT BOARD OF DIRECTORS**

CALL TO ORDER:

President Thornton called the meeting to order at 12:05pm in the building conference room at 1425 N McDowell Blvd.

PRESENT:

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

ABSENT:

Kathie Powell, MS, Vice-President

ALSO PRESENT:

Suzanne Cochrane, Board Clerk, PHCD
Ramona Faith, CEO, PHCD
Babs Kavanaugh, Consultant
Richard Nadale, Director of Finance, PHCD

CALL FOR CONFLICT:

Director Adams will remove herself from the meeting during the closed session topics due to a conflict of interest.

President Thornton reviewed the District's Mission and Vision statement.

CONSENT CALENDAR;

A motion was made by Director Ostroff, seconded by Director Hempel to approve the February 18, 2014 Agenda, the January 21, 2014 minutes to include a correction on page 4 to read "St. Joseph Health recently hired a neurologist", and the January 21, 2014 Asset Management Committee minutes. This motion was approved by a vote of 4 ayes and 1 absent.

PUBLIC COMMENTS:

There were no public comments.

BOARD COMMENTS:

Director Adams acknowledged the excellent coordination of care a family member received during their stay in ICU at Petaluma Valley Hospital.

In addition, Director Ostroff noted he has received positive comments from community members who have received care at PVH as well as President Thornton noting the great service she received during her stay at PVH.

ADMINISTRATIVE REPORT:

Directors had no additional comments or questions regarding the CEO Report.

An ACHD Update was discussed and a definition of Health Care Districts prepared by ACHD was shared. ACHD Legislative Day is scheduled for April 7th and 8th and Directors were reminded to inform the Board Clerk if they were interested in attending.

The District recently held a meeting with EMS personnel and school representatives to discuss HeartSafe Community Initiative, strategies were explored on ways to work together in placing AEDs in the community and establishing a system where AEDs are monitored for maintenance and training. At this meeting, it was noted that approximately 200 AEDs have been donated and will be deployed but training and ongoing maintenance had not been scheduled.

Information presented by Ramona Faith to Petaluma Rotary was included in the Board packet.

Ramona Faith noted the District is a sponsor of an upcoming Literacy Works Forum scheduled for March 7, 2014 from 7:30am to 9:30am at the Santa Rosa Junior College Petaluma campus.

Ms. Faith presented an overview on “A Portrait of Sonoma County 2014” a report that will map data in the areas of life expectancy, education, and income for Sonoma County’s 99 census tracts. Final publication of this report is expected in spring of 2014 both in English and Spanish. The report will provide data identifying areas of the county where we can build on existing assets and focus additional resources to create more equity through a targeted place-based approach.

The report is designed to help organizations and groups with strategic plan development to make targeted decisions about programs, policies, and campaigns that will have lasting and positive effect on the well-being of our residents.

Ms. Faith will be bringing the finale report on A Portrait of Sonoma County 2014 to the Board at a future date.

President’s Report:

President Thornton recently attended a Board orientation in Orange County for St. Joseph Health. Information presented was very informative.

President Thornton further noted that the current SRM Alliance Board has several community members participating on the Board with a focus on community outreach. President Thornton distributed a handout that reflected their mission, vision, values and outcome goals.

PETALUMA VALLEY HOSPITAL:

President Thornton attended the January SRM Alliance Board meeting and reported financials were at a break event point after the half year point. This is due to inpatient volume increase, a reimbursement from business

hospital fees from the State of California, changes in reimbursements due to the Affordable Care Act, and implementing the \$4.2 million per year reductions.

Discussions regarding staffing and acuity issues were also discussed at the January Board meeting. Todd Salnas, CEO, St. Joseph Health, is working with Bob Risen, HR Services to establish processes to address the ADO's (Assignment Despite Objection) submitted by the nursing staff.

INFORMATIONAL ITEMS:

Included in the Board packet were upcoming events sponsored by the District, letters of acknowledgement and a schedule of future board meetings.

ADDITIONAL PUBLIC COMMENTS:

There were no additional public comments.

BOARD GOVERNANCE:

Conflict of Interest Code:

Suzanne Cochrane, Board Clerk, reviewed the proposed Conflict of Interest Code for the Petaluma Health Care District.

Discussion ensued noting the current Conflict of Interest Code does not reflect the current requirements of Economic Interest Form 700.

A motion was made by President Thornton to approve the Conflict of Interest Code for Petaluma Health Care District with the revisions to update information to reflect the current Economic Interest Form 700, seconded by Director Ostroff and approved by a vote of 4 ayes and 1 absent.

Economic Interest Forms:

Ms. Cochrane distributed 2013 Economic Interest Form 700 to Directors. Completed forms are to be returned to the Board Clerk by March 10, 2014.

Board Self-Assessment Review:

Ramona Faith distributed the 2013 PHCD Governance Self-Assessment survey. In comparison with 2013 Board Self-Assessment survey, improvements were made in all of the eight governance leadership areas.

Babs Kavanaugh, Consultant, distributed the "Twelve Principles of Governance That Power Exceptional Board". Discussion ensued regarding the importance of boards to balance its role as an oversight body and as a support to the organization.

Ms. Faith, Ms. Kavanaugh, and the Board of Directors reviewed areas of the Governance Self-Assessment. Discussions occurred on the areas of the assessment that created opportunities for additional clarification and improvement.

Directors felt the questions asked were unclear and duplicated throughout the assessment. Directors suggested the Self-Assessment Survey be revised for clarity and condensed to reduce duplication prior to the next survey.

In addition, minutes from the March 28, 2013 special Board meeting focused on Board Governance was distributed noting the board identified effective meetings as their governance goal. The Board established an Ad Hoc Board Governance Committee and improved efficiency in the running of the District Board meetings.

Discussion ensued with the Board recommending a Director's Information binder with information compiled to assist in their role as a Director. The Board Clerk will develop a Director's Information Binder for review at a future Board meeting.

In addition, the following items were recommended to continue to enhance the role of the Board:

- Health Care related articles and information be distributed to Directors on a regular basis.
- Directors are updated on health care changes at their regularly scheduled Board meetings.
- Engage community organizations and members in the understanding of the District's Core Story.
- Maintain knowledge on needs assessments completed that pertain to the health of our community.
- Discussions need to come from all Directors as input assists in the decision making process.
- Establish a practice at board meetings to ask for input from each Director prior to approval of item.
- Establish time at each meeting to discuss issues that pertain to the community and or hospital.
- The Ad Hoc Board Governance Committee will review and recommend a Board Governance plan for 2014.

Director Adams removed herself from the meeting.

ADJOURNED TO CLOSED SESSION:

President Thornton adjourned to closed session pursuant to:

- **Trade Secrets (Health & Safety Code Section 32106(b). Discussion will concern development of new services and programs.**
- **Government Code §54956.8 Closed Session; real property transaction; meeting with negotiator – Lynch Creek Property; Negotiator Camden**

ADJOURNED TO OPEN SESSION:

President Thornton adjourned the meeting into open session and reported no action was taken in closed session.

FISCAL SUSTAINABILITY:

Rick Nadale, Director of Finance, reviewed the financials ending December 31, 2013.

A motion was made by Director Hempel, seconded by Director Ostroff to approve the December 31, 2013 Financials. This motion was passed by a vote of 4 ayes and 1 absent.

Lynch Creek Property Update:

Ramona Faith and Rick Nadale are working with Jim Stephens, Browman Development Company, on the preparation of documents pertaining to the Walgreens project. Once the packet of documents has been prepared, it will be submitted to the City Planning Commission for review at a March meeting.

Rick Nadale contacted the District's real estate attorney to verify if the District would be required to pay secured property taxes on the Lynch Creek property once the District enters into a contract with Browman Development Company. The real estate attorney confirmed the District would be responsible for real property tax assessment at an estimated \$40,000 revenue due annually to the City of Petaluma.

Proposal for Planning & Public Information Services for Community Support:

Discussion ensued with the Board recommending to revise the Proposal for Planning & Public Information Contract to reflect a total project cost and not a monthly fee. Ms. Faith will work to revise and bring back to the next Board meeting.

PLUS/DELTA:

Good meeting
Lot of discussion

ADJOURN:

President Thornton adjourned the meeting at 3:20pm

Respectfully submitted,

Fran Adams, Board Secretary

RECORDED BY:

Suzanne Cochrane, Board Clerk