

**MINUTES OF THE SEPTEMBER 16, 2014 REGULAR MEETING OF THE
PETALUMA HEALTH CARE DISTRICT BOARD OF DIRECTORS**

CALL TO ORDER:

President Thornton called the meeting to order at 12:10pm in the building conference room at 1425 N. McDowell Blvd.

The Petaluma Health Care District's mission and vision was read by Ramona Faith, CEO.

PRESENT:

Fran Adams, Secretary
Robert Ostroff, MD, Treasurer
Josephine S. Thornton, MA, President

ABSENT:

Elece Hempel, Member-At-Large
Kathie Powell, MS, Vice President

ALSO PRESENT:

Suzanne Cochrane, Board Clerk, PHCD
Ramona Faith, CEO, PHCD
Kathy Ficco, Community Member
Jim Stephens, Browman Development Company

CALL FOR CONFLICT:

There was no conflict of interest agenda items noted.

CONSENT CALENDAR:

A motion was made by Director Ostroff, seconded by Director Adams to approve the September 16, 2014 Agenda and August 19, 2014 Board minutes. This motion was passed by a vote of 3 ayes (Directors: Ostroff, Thornton, Adams) and 2 absent (Directors: Hempel, Powell).

PUBLIC COMMENTS:

There were no public comments.

BOARD COMMENTS:

There were no board comments.

ADMINISTRATIVE REPORT:

CEO Update:

Ramona Faith, CEO, reported interviews for the PR Marketing and Community position are scheduled for September 29th and 30th. Five candidates will be interviewed over the two day period. CEO disclosed that one of the candidates is an agency that employs a family member. CEO has set up an interview committee that does not include the CEO. The interview committee will identify the top two candidates for CEO review.

PHCD continues to work on completing requirements for seeking certification for health care districts through ACHD and CSDA.

Ms. Faith and Erin Hawkins presented The Portrait of Sonoma data to the Petaluma City Council on September 15, 2014. In addition, Ms. Faith and Ms. Hawkins were asked to do a presentation on the work of CHIPA to the Department of Health Services in Sacramento on September 9, 2014.

President's Report:

President Thornton will be sending out CEO Evaluation packets to be completed by Directors and placed on the Agenda for the October Board meeting.

PETALUMA VALLEY HOSPITAL:

Included in the Board packet were the following Petaluma Valley Hospital reports:

- SJH-SC President's Report – August 2014
- Petaluma Valley Hospital Operation's Update – August 2014
- Board of Trustees Minutes – June 24, 2014
- Petaluma Valley Hospital July 2014 Financials

PETALUMA HEALTH CENTER UPDATE:

No information was presented.

BOARD GOVERNANCE:

Conflict of Interest Code:

President Thornton presented the Conflict of Interest Code (Government Code Section 8100, et seq.) that is required by state and local government agencies to adopt a conflict of interest code.

Director Ostroff made a motion, seconded by Director Adams to approve the Conflict of Interest Code. This motion was approved by a vote of 3 ayes (Directors: Ostroff, Adams, Thornton) and 2 absent (Directors: Hempel, Powell).

Annual Review of Board Policies:

A motion was made by Director Adams, seconded by Directors Ostroff to approve the current following Board Policies. This motion was passed by a vote of 3 ayes (Directors: Adams, Ostroff, Thornton) and 2 absent (Directors: Hempel, Powell)

- **Basis of Authority**
- **Operating Principles of the Board**
- **Code of Ethics**
- **Ethics Training**
- **Guiding Principles for District Business Ventures**
- **Conflict of Interest**
- **CEO Performance Evaluation**
- **Board Meeting and Conduct Policy**
- **Access to Public Records**
- **Board Meeting Policy**
- **Board Meeting Layout Policy**
- **Board Benefits Policy**
- **Minutes of Board Meeting**

INFORMATIONAL ITEMS:

Ms. Faith shared District advertisements prepared by the PHCD Marketing Committee and reviewed upcoming events sponsored by the District.

Oath of Office for newly elected Directors will occur at the regular December Board meeting unless a specific need arises.

Directors requested rescheduling Board meetings if all Directors are not available to attend.

ADDITIONAL PUBLIC COMMENTS:

There were no additional public comments.

ADJOURN TO CLOSED SESSION:

President Thornton adjourned the meeting into closed session pursuant to:

- **Government Code §54956.8 Closed Session; real property transaction; meeting with negotiator – 400 North McDowell Blvd.; The Camden Group**
- **Trade Secrets (Health & Safety Code Section 32106(b). Discussion will concern development of new services and programs.**

ADJOURN TO OPEN SESSION:

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

THE CAMDEN GROUP PROPOSAL:

A motion was made by Director Adams, seconded by Director Ostroff to approve the Camden Proposal for continuation of Due Diligence Process in the amount of \$140,000. This motion was passed by a vote of 3 ayes (Directors: Thornton, Ostroff, Adams) and 2 absents (Directors: Powell, Hempel).

PLANNING AND PUBLIC INFORMATION SERVICES FOR TIMELINES, COMMUNITY SUPPORT SURVEY AND OUTREACH:

A motion was made by Director Ostroff, seconded by Director Adams to approve moving forward with a community support survey. This motion was passed by a vote of 3 ayes (Directors: Ostroff, Adams, Thornton) and two absents (Directors: Hempel, Powell).

FISCAL SUSTAINABILITY:

July 31, 2014 Financials:

As of July 31, 2014 the Statement of Net Assets reflected assets of \$12,462,758 and liabilities and deferred revenue of \$1,783,180 leaving the net fund balance at \$10,679,579.

July 2014 month and year to date net income showed a loss of \$98,297 (including unrealized portfolio losses) which is \$1,746 better than the budgeted month and year to date loss of \$100,043.

A motion was made by Director Adams seconded by President Thornton to approve the July 31, 2014 Financials. This motion was passed by a vote of 3 ayes (Directors: Adams, Ostroff, Thornton) and 2 absent (Directors: Powell, Hempel).

Lynch Creek/Walgreens Project:

Jim Stephens, Browman Development Company, presented the Lynch Creek Plaza Amended Application submitted to the City of Petaluma Planning Department. Changes include City Council's request for more environmentally friendly building enhancements to meet Cal Green Tier II requirements. The proposal states that the Walgreens building will exceed LEED Silver equivalency, upgraded low flow water fixtures that provide a 35% reduction in potable water usage and install a more efficient cool roof with an SRI of 78.

Invitations were sent to businesses located near the Lynch Creek property for an open house to answer any questions or concerns regarding the Walgreens project scheduled for September 16, 2014.

ADJOURN:

President Thornton adjourned the meeting at 3:30pm.

Submitted by:

Fran Adams, Board Secretary

RECORDED BY: Suzanne Cochrane, Board Clerk
PHCD Board of Directors Minutes 9-16-14