



**MINUTES OF THE OCTOBER 6, 2015 SPECIAL MEETING OF THE
PETALUMA HEALTH CARE DISTRICT BOARD OF DIRECTORS**

CALL TO ORDER

President Hempel called the meeting to order at 7:30 AM in the conference room at 1425 N. McDowell Blvd., Suite 103.

PRESENT

Fran Adams, RN, BSN, Secretary
Elece Hempel, President
Robert Ostroff, MD, Vice President
Josephine S. Thornton, M.A., Treasurer
Joseph Stern, Member at Large

ALSO PRESENT

Ramona Faith, CEO, PHCD
Erin Howseman, Administrative Assistant, PHCD
Andrew Koblick, Controller, PHCD

MISSION AND VISION

Director Stern read the mission and vision of the Petaluma Health Care District.

The mission of the Petaluma Health Care District is to improve the health and well-being of our community through leadership, advocacy, support, partnerships and education.

Petaluma Health Care District envisions: A healthier community; a thriving hospital; local access to comprehensive health and wellness services for all.

CONSENT CALENDAR

A motion was made by Director Adams, seconded by Director Ostroff to approve the October 6, 2015 agenda. This motion was passed by a vote of 5 ayes (Directors: Hempel, Ostroff, Thornton, Adams, Stern) and 0 noes.

PUBLIC COMMENTS

There were no public comments.

BOARD COMMENTS

Director Adams commented that Director Joe Stern's business office, Edward Jones, manages her personal financial accounts, and based on legal counsel, there is no conflict of interest. Director Adams wanted to make sure other Board members were aware of this and asked if there were any concerns about the matter. There were no concerns expressed.

PHCD 501(c)(3)

Relating to the District's formation of a 501(c)(3), CEO Ramona Faith shared input from the District's legal counsel. Counsel stated that the organization of the proposed 501(c)(3) should be a straightforward process. The entity would be created upon filing of its Articles of Incorporation with the California Secretary of State's Office, then Bylaws would be adopted and organizational resolutions passed. The new entity will also need to file exemption applications with the IRS and the California Franchise Tax Board. Estimated total cost would be in the range of \$5-10,000 and would take six months or so to complete.

There was a discussion about how Healthy Community Consortium (HC2) would perceive this decision, since there was preliminary discussion of HC2's 501(c)(3) being used as a fiscal agent for PHCD's grant opportunities. It was also discussed how the District might continue to support HC2 with the alcohol and drug work they are doing, perhaps through the CHIPA model. The work of the coalition is supported financially by the District in matching grant funds, which have been committed for this fiscal year. For the next fiscal year, there should be a discussion about how these new funds will be spent.

There was discussion about the CEO of the District reaching out to the board of the Petaluma Community Foundation to see if they need the District's assistance in managing their 501(c)(3).

CHIPA Advocacy Workgroup

CHIPA has formed an Advocacy Workgroup within the Health and Wellness Workgroup with representation from all three work groups. In the next three or four months, the Advocacy workgroup will be creating a framework for how to collectively advocate for issues. The Advocacy workgroup is creating guiding principles so CHIPA will be able to advocate on behalf of PHCD and our community collaborative. The Advocacy workgroup has had presentations from Sonoma County and from the Association of California Health Districts to share these organization's advocacy processes. The draft principles of the Advocacy work group were reviewed with the Board members.

The Advocacy workgroup will next identify specific areas for advocacy such as education and food access, as well as other areas that tie into the priorities of the three main CHIPA workgroups, which are educational attainment, wellness and prevention, and access to mental and behavioral health services. There was a question about whether the Board would be able to approve individual issues for advocacy action, but there is often a need for swift action which precludes coming to the Board. However, general issues can be discussed and approved by the Board, and processes put in place that the Board approves. There was also concern about how much staff time the advocacy role would take and a question about the District's capacity to take on this role. The Board's feedback will be taken back to CHIPA for discussion. The goal for the advocacy process is to be able to advocate collectively and have more impact than individual groups acting alone.

Public Comments

There were no public comments.

ADJOURN TO CLOSED SESSION

President Hempel adjourned the meeting into closed session pursuant to:

- **Government Code §54957.6 closed session regarding employee matters**
- **Government Code §54956.8 closed session; real property transaction; meeting with negotiator – 400 North McDowell Blvd.; The Camden Group**

ADJOURN TO OPEN SESSION

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

ADJOURN

President Hempel adjourned the meeting at 9:00 A.M.

Submitted by Fran Adams, Board Secretary

RECORDED BY

Erin Howseman, Board Clerk