



**MINUTES OF THE FEBRUARY 18, 2020 MEETING OF THE
PETALUMA HEALTH CARE DISTRICT BOARD OF DIRECTORS**

CALL TO ORDER

President Hempel called the meeting to order at 2:05 PM in the lobby conference room at 1425 North McDowell Boulevard.

PRESENT

Elece Hempel, President
Crista Nelson, Vice President
Jeffrey Tobias, MD, Treasurer
Gabriella Ambrosi, Director-at-Large

ALSO PRESENT

Ramona Faith, CEO, PHCD
Andrew Koblick, Controller, PHCD
David Southerland, PSJH
Wendi Thomas, PSJH
Donald J. Bouey, Esq. – via conference call, Walnut Creek, CA
Cathy Salenko, Esq. – via conference call, Sacramento, CA
Jonathan Spees, Marine Street Consulting, LLC
Halley Cloud, Community Health Program Manager, PHCD
Gina Studebaker, Board Clerk, PHCD

CALL FOR CONFLICT

President Hempel called for conflict. There was none.

MISSION AND VISION

CEO Faith 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 PVH; local access to comprehensive health and wellness services for all.

CONSENT CALENDAR

A MOTION was made by Director Nelson and seconded by Director Tobias to approve the agenda for February 18, 2020, and minutes of the PHCD Board Meeting on January 15, 2020; and minutes of the PHCD Special Board Meeting on January 10, 2020. This motion was PASSED by a vote of 4 ayes (Directors: Ambrosi, Hempel, Nelson and Tobias) and 0 noes. Director Adams was not present.

PUBLIC COMMENTS ON NON-AGENDIZED ITEMS

There were none.

BOARD COMMENT

Director Adams was not present and will present Chapters 44 & 45 at the next Board meeting.

PETALUMA VALLEY PVH

SRM ALLIANCE BOARD UPDATE

Mr. Southerland conveyed that PVH has been involved in The Joint Commission (TJC) survey process to help prepare for the arrival of TJC which is anticipated late March or early April 2020. TJC arrived on Tuesday, February 4, 2020 at Santa Rosa Memorial Hospital. There were three conditional findings at SRMH. Mr. Southerland reported that TJC has now focused more intentionally on “key care areas”, such as environment of care, infection control/prevention, and suicide prevention.

PVH patient care quality indicators continue to show outstanding results. The Caregiver Experience Survey has been completed with a 71% response rate where 243 people responded. The survey results are being addressed hospital-wide with a focus on strengths and opportunities. Results are being shared with staff and action plans are being developed. The overall compassionate care score, dropped to 65.99 with a target score of 71.32.

Two general surgeons are providing coverage at PVH and SRMH. PVH’s “First Project”, which receives patients from SRMH based upon bed demand, is challenged with sufficient staffing due to high staff turnover. High turnover is primarily due to compensation issues, which should resolve once union agreements are reached. Once resolved, PVH can take on more patients and get the census up into the 40s, which will be a financial benefit for PVH.

Once PVH completes their TJC survey they will be focusing on a project around managing length of stay, including outliers, which are patients who are very sick and have a long length of stay between 20-40 days.

Mr. Southerland reiterated that PVH received an “A” grade from a Leapfrog quality study and the PVH is planning a celebration with the caregivers. He also mentioned that at the end of January 2020, Providence St. Joseph Health (PSJH) held their annual service awards for both hospitals, SRMH and PVH, where there were approximately 450 people that were recognized for their years of service in increments of 5, 10, 15, 20, etc. up to 35 years.

On February 26, 2020 PVH is scheduled to have a “Values in Action” ceremony to recognize employees who were nominated and won. Four out of the five recipients of the award are PVH employees. The PVH employees are: Bill Hart, Chaplain; Logan Ramsay, Nutrition Services;

Coolleen Torrento, Case Management; and Cynthia Reynolds, ED. The SRMH employee was Chelene Lopez.

PVH has had numerous meetings with the union attorney and feels like they are making more progress with the NUHW than the nursing union. The PVH capital projects are approximately 80%-90% complete. There are 6 projects waiting for OSHPD approval.

It was reported that PSJH plans to resolve compensation for nurses this year. In addition, there are sufficient opportunities to learn new skills. A Nurse Educator had been assigned to produce a one-year plan for educational sessions. PSJH has a robust tuition reimbursement and affiliation with 29 colleges offering reduced tuition. Providence has a university in Montana where the caregivers and/or their children receive 50% off the tuition.

Dr. Tobias gave a brief update on the last PVH Board Meeting and announced that the PVH financials presented for the year did well. He mentioned and understood concerns around the recent Stewardship Committee meeting and minutes. It was requested by Ms. Thomas that in the future when such meetings occur, PHCD would allow PVH management the opportunity to be present, as it was hurtful to the management.

President Hempel expressed for more than a year the PHCD Board and CEO had advised the PVH staff to discuss their concerns and frustrations with their HR department, SRM Alliance PVH Board or individuals who can provide rapid resolution. Many of these concerns have been shared with administration.

CEO Faith added that the discussion to schedule a Stewardship Meeting occurred at the last PHCD Board meeting and PVH management was present during that discussion. During the last check-in meeting between Ms. Faith and PVH administration the question was raised if the District Board was paying for an attorney to assist the nurses in negotiations. Ms. Faith clarified that there was discussion regarding this issue due to a concern raised regarding attorney availability for the negotiation sessions but the District has not and will not be paying for an attorney. The District has encouraged and continues to encourage the nurses consider mediation. Ms. Thomas stated that one of PVH's concerns was that the meeting minutes from the Stewardship Committee was distributed in public and there were several inaccuracies. For example, it was noted that the staff was not provided food during the strike, which was not true.

FINANCIAL SUSTAINABILITY

Dr. Tobias reported that the District's cash flow has been impacted due to not receiving rent payment from PSJH, therefore, the result of the projections would be a monthly burn rate between \$45,000 and \$50,000. If the District cut back on community grants, Board compensation and travel, etc., for four months or so, the savings would amount to \$200,000.

It was management's recommendation and the Finance Committee's acceptance of the recommendation that the District continue with their budget, as currently budgeted. And to review again where the District is at for the next fiscal year.

Ms. Cloud gave a summary of the 11 organizations that PHCD provided grants for and the progress of each project.

CEO Faith made a recommendation to move forward with the \$100K grant funding and sponsorship funding for this year as budgeted with the anticipation that PSJH will pay rent

owed for occupying the PVH facility and operating it.

A MOTION was made by Director Tobias seconded by Director Nelson to approve the grant funding and sponsorships as budgeted. This motion was PASSED by a vote of 4 ayes (Directors: Ambrosi, Hempel, Nelson and Tobias) and 0 noes. Director Adams was not present.

ADMINISTRATIVE REPORTS

CEO REPORT

CEO Faith briefly summarized the Petaluma Walking Day, Petaluma Chamber of Commerce Stance on Measure G and Measure I; Health Action and ACHD updates. She asked the Board to refer to the CEO report due to time constraints.

GOVERNANCE

The Board reviewed their established policies. President Hempel recommended to have the Procedure for Filling a Board Vacancy Policy moved before the Board Elections Policy in numerical order.

Director Tobias requested legal review on the following policies prior to Board approval:

5. Guiding Principles for District Business Ventures
6. Conflict of Interest
7. CEO Performance Evaluation
8. Board Meeting and Conduct Policy
9. Access to Public Records

Director Ambrosi asked that the following policy be brought back at the next Board Meeting for approval:

12. Board Compensation and Reimbursement

Director Nelson will review the following policies prior to the next Board meeting:

15. Purchasing Signature Authority
16. Statement of Investment Policy
17. Grant Funding Policy
18. Board Continuing Education
19. Financial Reserve Policy

The motion was made by President Hempel and seconded by Director Tobias, to approve the following policies and was passed by a vote of 4 ayes, (Directors Ambrosi, Hempel, Nelson, Tobias) and 0 noes. Director Adams was not in attendance.

1. Basis of Authority
2. Operating Principles of the Board
3. Code of Ethics
4. Ethics Training
10. Board Meeting Policy
11. Board Meeting Layout Policy
13. Minutes of Board Meetings
14. Records Retention

20. Procedure for Filling a Board Vacancy
21. Policy on Board Elections
22. Sexual Harassment Prevention Training
23. Board Advocacy

INFORMATIONAL ITEMS

President Hempel informed that the Grand Marshal of the “Butter & Eggs Parade” is Petaluma People Services. Also, CEO Faith announced the Petaluma Walking Day on April 1 and PHCD Community Partnership Appreciation Breakfast on May 14.

ADJOURN TO CLOSED SESSION

President Hempel adjourned the meeting into closed session at 3:10 PM for discussion pursuant to **Government Code §54956.8** Closed Session; real property transaction; meeting with negotiator – 400 North McDowell Boulevard.

ADJOURN TO OPEN SESSION

President Hempel adjourned the meeting to open session at 5:11 PM and reported that the purchase option needs a timeline in closed session. Fran Adams joined during closed session discussion via conference call.

PLUS / DELTA

No new business was proposed.

ADJOURN

The next Special Board meeting will be on March 3, 2020 at 7:30 AM.

President Hempel adjourned the meeting at 5:15 PM.

Submitted by Fran Adams, Board Secretary

Recorded by Gina Studebaker, Board Clerk