



**MINUTES OF THE MARCH 28, 2017 REGULAR MEETING OF THE
PETALUMA HEALTH CARE DISTRICT BOARD OF DIRECTORS**

CALL TO ORDER

President Hempel called the meeting to order at 3:00 PM in the Suite 103 conference room at 1425 N. McDowell Blvd.

PRESENT

Elece Hempel
Fran Adams, RN, BSN
Josephine S. Thornton, M.A.
Joseph Stern
Becky Monday

ALSO PRESENT

Ramona Faith, CEO, PHCD
Erin Howseman, Board Clerk, PHCD
Andrew Koblick, Controller, PHCD
Jane Read, VP Operations, PVH

CALL FOR CONFLICT

President Hempel called for conflict. There was none.

MISSION AND VISION

Director Fran Adams 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 to approve the March 28, 2017 agenda (corrected to read March 28 instead of March 21) and the minutes from February 13, 2017, February 17, 2017, February 21, 2017, March 3, 2017, March 8, 2017, and March 10, 2017 which was seconded by

Director Monday. This motion was passed by a vote of 5 ayes (Directors: Hempel, Monday, Thornton, Adams, Stern) and 0 noes.

ADJOURN TO CLOSED SESSION

President Hempel adjourned the meeting into closed session pursuant to:

- **Government Code §54956.8 closed session; real property transaction; meeting with negotiator – 400 North McDowell Blvd.; GE Healthcare Camden Group, and Bouey & Black, LLP.**

ADJOURN TO OPEN SESSION

The meeting was adjourned to open session in the lobby conference room at 1425 N. McDowell Blvd.

ADMINISTRATIVE REPORT

CEO REPORT

CEO Ramona Faith reported on the correspondence between the District and NUHW and between the District and CAN, both of which represent employees at PVH. CNA and NUHW had requested information relating to the due diligence process and the transition of operations between St. Joseph Health and Paladin Healthcare. The District's responses were included in the board packet, and are included at the end of these minutes.

Ms. Faith updated the board on Health Care District Month in May, which the District is hosting is 3rd annual Community Partnership Appreciation Breakfast on May 25, a proclamation from Petaluma City Council on May 1, and a proclamation from the Sonoma County Board of Supervisors on May 2. Ms. Faith read the letter which was sent to the Petaluma City Council stating that the City of Petaluma continues to meet and/or exceed all required criteria for designation as a HeartSafe Community. The city of Petaluma was first designated as a HeartSafe Community in June 2015. The letter is included at the end of these minutes.

Ms. Faith reported that the District has applied for a Drug Free Community (DFC) grant for \$625, 000 over five years, and will learn in September if the District will receive it. This grant would continue to build on the work of the Petaluma Coalition to Prevent Alcohol, Tobacco and Other Drug Problems.

FORGING A NEW PATH FOR PETALUMA VALLEY HOSPITAL – OPERATOR TRANSITION

CEO Faith updated the board on the transition of PVH operations from SJH to Paladin Healthcare, including the visit on March 13 and 14 by Paladin representatives who met with PHCD board members, key community members, physicians and hospital management. Paladin representatives, President Hempel and Ms. Faith met with the Petaluma City Manager, John Brown, Chief of Police Ken Savano, and Supervisor David Rabbitt. Ms. Faith reported that Paladin and SJH are moving forward with discussions regarding the transition, and have agreed to District-facilitated meetings. Although the ballot measure will not be on the June ballot, the District is asking all parties to work to achieve an August 2017 ballot measure. There are 3 parties, not 2, involved in this transaction, and the work is complex.

Public Comments

Kitty Brown, RN at PVH, questioned when Paladin Healthcare will be able to speak to front-line staff at the hospital.

FINANCIAL SUSTAINABILITY

January 2017 Financials

The Month and Year to Date January 31, 2017

Andrew Koblick, Controller, reviewed the January financials.

As of January 31, 2017 the Statement of Net Position reflected assets of \$8,389,713 and liabilities and deferred revenue of \$604,278 leaving the net fund balance at \$7,785,434.

The month and year to date ended January 31, 2017 showed the net loss of \$90,406 and \$720,443 which is \$11,975 and \$148,936, respectively better than the budgeted loss of \$102,381 and \$869,379.

A motion was made by Director Stern to approve the January Financials, seconded by Director Thornton. The motion was passed by a vote of 5 ayes, (Directors Adams, Hempel, Monday, Thornton and Stern) and 0 noes.

INFORMATIONAL ITEMS

Ms. Faith directed the board members' attention to the upcoming events listed in the agenda, including ACHD's Legislative Days in Sacramento on April 3 – 4. Ms. Faith reported she has scheduled meetings with Senators Dodd and McGuire, and Assemblymembers Levine and Aguiar-Curry to discuss the transition of PVH hospital operations, and also the community work of the District.

AHA and the District will be sponsoring Petaluma Walking Day on April 5, and Directors Stern and Monday will participate in the event. The Benedetti Leadership Celebration will be held on May 6, and Directors Stern and Hempel will attend along with Ms. Faith.

Ms. Faith stated that the board should begin to develop a Strategic 5 Year Plan for the District, including the plan for the District formation of a 501c3. Director Thornton questioned whether a plan could be created before the completion of the hospital transition, and Ms. Faith felt that it would be best to wait to include the new operator in these discussions, and responded that perhaps the board could begin initially with the community health section of the strategic plan. Director Monday suggested that the Board Governance Training be scheduled before undertaking the strategic plan, and Ms. Faith agreed to schedule the Training in the near future.

Ms. Faith reported that she attended the PVH board meeting earlier in the day, and nurses addressed the board in public session regarding the union representation issue. Ms. Faith stated she had asked the PVH board to help resolve the nurses' problem. Kitty Brown gave an update on the current situation.

PETALUMA VALLEY HOSPITAL

PVH Update

Jane Read, VP Operations, PVH, reported that PVH is still anticipating a Joint Commission visit to the hospital. Ms. Read reported that although PVH has not been meeting financial targets recently, it is still operating in the black. Employee forums are being held during the current week. Ms. Read reported that the elevator project at the hospital will make the lobby unusable for 2 weeks, and the project will last a total of 6 weeks.

Ms. Read reported that Dr. Noel Santa Domingo, Cardiologist, began practicing in Petaluma and has filled all gaps in cardiology coverage, Dr. Neema Pourtiheri, Orthopedist, began practicing in Petaluma in late January, and Dr. Chris Walters, Orthopedist, will join the PVH medical staff in May 2017.

Ms. Read and the board discussed the possibility of Paladin Healthcare representatives meeting with hospital staff, with board members agreeing on the importance of staff having the opportunity to get acquainted with Paladin.

Ms. Read reported that Mich Riccioni (CFO of SJH) is moving to Hawaii, and Hazel Marston (Administrative Assistant at PVH) will be leaving PVH to work at the Petaluma Health Center.

ADJOURN

President Hempel adjourned the meeting at 5:30 PM.

Submitted by Fran Adams, Board Secretary

Recorded by Erin Howseman, Board Clerk