



**MINUTES OF THE APRIL 15, 2020 MEETING OF THE
PETALUMA HEALTH CARE DISTRICT BOARD OF DIRECTORS**

CALL TO ORDER

President Hempel called the meeting to order at 5:04 PM via videoconference call.

PRESENT (VIDEOCONFERENCE CALL)

Elece Hempel, President
Crista Nelson, Vice President
Fran Adams, RN, BSN, Secretary
Jeffrey Tobias, MD, Treasurer
Gabriella Ambrosi, Director-at-Large

ALSO PRESENT (VIDEOCONFERENCE CALL)

Ramona Faith, CEO, PHCD
Andrew Koblick, Controller, PHCD
Donald Bouey, Esq.
Cathy Salenko, Esq.
Jonathan Spees, Consultant
Halley Cloud, Community Manager, PHCD
Gina Studebaker, Board Clerk, PHCD

CALL FOR CONFLICT

President Hempel called for conflict. There was none.

MISSION AND VISION

Director 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.

The Petaluma Health Care District envisions a healthy community, a thriving hospital and equitable access to health and wellness services for all.

CONSENT CALENDAR

A MOTION was made by Director Tobias, Treasurer and seconded by Director Ambrosi, Director at Large to approve the agenda for April 15, 2020, and minutes of the PHCD Special Board Meeting on February 4, 2020; minutes of the PHCD Board Meeting on February 18, 2020; minutes of the PHCD Special Board Meeting on March 3, 2020; minutes of the PHCD Special Board Meeting on

**March 18, 2020; minutes of the PHCD Special Board Meeting on March 31, 2020.
This motion was PASSED by a vote of 5 ayes (Directors: Adams, Ambrosi,
Hempel, Nelson and Tobias) and 0 noes.**

PUBLIC COMMENTS ON NON-AGENDIZED ITEMS

There were none.

BOARD COMMENT

Director Adams was not able to present Chapters 44 & 45 from “*52 Ways to be a Better Board*”, as she did not have the book available. Therefore, she will present at the next Board meeting.

PETALUMA VALLEY PVH

SRM ALLIANCE BOARD UPDATE

Mr. Southerland gave an overview and update surrounding the COVID-19 pandemic and reported that PVH commenced an Incident Command Center on March 23. PVH has implemented a procedure for caregivers and medical staff when entering the hospital such as, taking their temperature, asking their current symptoms and where they have been. A no visitation policy is in place.

An expanded COVID-19 bed plan has been developed which includes 80 beds for COVID-19 patients and 23 additional beds in other areas of the hospital located in the outpatient physical therapy, staff lounge in Surgery and the Administration office. Isolation and negative pressure rooms increased capacity from 3 to 18 rooms. PVH received an abundant amount of PPE donations and proudly announced that there were no COVID-19 patient(s) at the hospital.

PSNP nursing union labor negotiations are in their third session with the federal mediator. Next meeting is scheduled for April 17, 2020. Dialog and progress with NUHW has been good. There are four remaining issues (wages, PTO, benefits and Term of Agreement) to be discussed.

ADMINISTRATIVE REPORTS

CEO REPORT

Directors has no questions regarding the submitted CEO report. CEO Faith reported a PHCD COVID Family First Policy and an In-Office Safety Policy for COVID-19 was developed in consultation with Arrow Benefits HR Team.

PROPOSED PHCD 501c3

CEO Faith reviewed the draft PHCD 501c3 By-Laws, which was drafted in consultation with a local attorney. CEO Faith was instructed to move forward in the process of forming a 501c3.

BOARD POLICIES

The following Board Policies were presented for 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
12. Board Compensation and Reimbursement
15. Purchasing Signature Authority
16. Statement of Investment Policy
17. Grant Funding Policy
18. Board Continuing Education
19. Financial Reserve Policy

A MOTION was made by Director Tobias, Treasurer and seconded by Director Ambrosi, Director at Large to approve the above policies and was PASSED by a vote of 5 ayes, (Directors: Adams, Ambrosi, Hempel, Nelson, Tobias) and 0 noes.

APPOINTMENT OF BOARD OFFICERS

CEO Faith recommended the slate of Board Officers to remain the same as the current slate of officers.

A MOTION was made by Director Nelson, Vice President and seconded by Director Tobias, Treasurer to approve the proposed slate of board officers, effective immediately. This motion was PASSED by a vote of 5 ayes (Directors: Adams, Ambrosi, Hempel, Nelson, Tobias) and 0 noes.

BOARD CONTINUING EDUCATION REPORT

Directors was asked to submit any educational sessions they had attended so the continuing education report can be updated.

BOARD GOVERNANCE SELF-ASSESSMENT

To be deferred at the next Board Meeting.

FINANCIAL SUSTAINABILITY

Dr. Tobias briefly reported that due to no rent payment being received from SJH for occupying and operating PVH since November 2020, the districts income is reduced significantly, which impacts our ability to operate and serve the community.

INFORMATIONAL ITEMS

Petaluma Walking Day and PHCD Annual Community Partnership Appreciation Breakfast are on hold due to the COVID-19 pandemic and other community events are either cancelled or on hold until further notice.

ADJOURN TO CLOSED SESSION

President Hempel adjourned the meeting into closed session at 6:30 PM for discussion pursuant to **Government Code §54956.8** Closed Session regarding real property transaction; meeting with negotiator – 400 North McDowell Boulevard.

Government Code §54957.6 regarding employee matters was not discussed.

ADJOURN TO OPEN SESSION

President Hempel adjourned the meeting to open session at 7:31 PM and reported that no decisions were reached in closed session.

PLUS / DELTA

The virtual meeting went very well.

ADJOURN

The next Special Board meeting will be on May 5, 2020 at 7:30 AM.

President Hempel adjourned the meeting at 7:33 PM.

Submitted by Fran Adams, Board Secretary

Recorded by Gina Studebaker, Board Clerk