



**MINUTES OF THE MAY 20, 2020 MEETING OF THE
PETALUMA HEALTH CARE DISTRICT BOARD OF DIRECTORS**

CALL TO ORDER

President Hempel called the meeting to order at 5:01 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 Nelson, Vice President to approve the agenda for May 20, 2020, the minutes of the PHCD Board Meeting on April 15, 2020 and minutes of the PHCD Special Board Meeting on May 5, 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 presented Chapters 44 & 45 from “*52 Ways to be a Better Board*” and gave a brief overview on transparency and evaluating the performance of the executive properly.

PETALUMA VALLEY HOSPITAL

SRM ALLIANCE BOARD UPDATE

On May 18, 2020 PVH began operating the COVID-19 command center virtually. PVH continues to implement a procedure for all caregivers, patients and select visitors when entering the hospital which includes taking their temperature, asking if they are experiencing any health symptoms, where they have been and if they have been exposed to a person that may have been exposed to COVID-19. A strict visitors’ policy remains in place that includes exceptions for patients in final stages of life; a patient who is a minor and needs assistance; and/or a patient who is incompetent and requires assistance in making decisions. There is a mandatory mask requirement for everyone who comes into the hospital.

The hospital has developed a COVID-19 bed plan that includes 80 licensed beds, plus an additional 23 beds in non-traditional areas of the hospital, such as the Administration office, outpatient physical therapy, and surgical staffing lounge. This plan expands the bed capacity to 103 if a surge occurs.

PVH is working closely with the Emergency Department and physicians to ensure plans are in place for proper evaluation of patients that need to be intubated and transported to either ICU or other areas in the hospital that require isolation or negative pressure rooms.

The Hospital restarted elective surgeries on May 4, 2020, and every patient is required to take a COVID-19 test. Serology testing has begun for COVID-19 at Santa Rosa Memorial Hospital (SRMH), but not for the public, and is only used for clinical decision-making. PVH has a strong inventory of PPE supplies and equipment and evaluates the number of COVID-19 test kits daily.

On May 26, 2020, the Petaluma Police Department will hold a “Petaluma Valley Hospital Appreciation Parade” at 7:00 am and first responders will drive their vehicles around the hospital in recognition for the caregivers. The District Board is invited to join to recognize the PVH caregivers.

Due to the low census at PVH, voluntary furloughs have been implemented. Between PVH and SRMH over 140 people had volunteered for a one-week furlough without pay and most of the executive management team have volunteered for a pay cut.

PVH and NUHW has tentatively reached a 4-year agreement and waiting for a confirmation vote by the members of the Union. The Hospital continues to have labor negotiations with PSNP, which has included six sessions with the federal mediator. PSNP owes the Hospital 13 responses. The next meeting is scheduled for May 22, 2020.

Lastly, CDPH conducted a CMS Infection Prevention COVID-19 Survey on May 14, 2020 at PVH and the survey went very well. OSHPD approved for the Medical/Surgical Medication Room to begin construction.

ADMINISTRATIVE REPORTS

CEO REPORT

CEO Faith reviewed the District's Policy on re-election in preparation for the upcoming Board elections. There will be changes to the application process due to COVID-19 and information will be sent to the Directors whose seat is up for election.

The Board was reminded that the District had allocated between \$90-\$100K for community grants in this fiscal year. These grants were put on hold due to the impact of COVID-19. There remains uncertainty where the greatest community need will be when we get through the pandemic. Some areas of need include food access, education, and student social and emotional health and wellbeing, mental health, housing, seniors, and technology. President Hempel suggested to wait until July to determine what the definitive needs would be.

CEO Faith raised the question if the Board would consider sending the letter of support to the Supreme Court ruling on the rescission of Deferred Action for Childhood Arrivals (DACA) protection, which is the Department of Homeland's Security's (DHS) decision to rescind the DACA. The Board suggested the CEO reach out to ACHD and inquire what their position is regarding this matter and to consider writing a letter of support.

CEO Faith reported that negotiation meetings with PSJH continues on a regular basis during the pandemic. The District engaged Partners Engineering and Science, Inc. (Partners) to provide an update on the facility condition assessment analysis that they did in 2016. In addition, VMG, the company engaged to conduct an FMV analysis as part of the lease negotiations, is gathering information to compete the FMV. The District is working closely with both parties to ensure information requested is received in a timely manner.

RESOLUTION TO CONSOLIDATE BOARD ELECTION WITH THE GENERAL ELECTION

President Hempel, Board Secretary Adams and Board Treasurer Tobias will participate in the upcoming general election on November 3, 2020.

A MOTION to adopt the foregoing resolution was made by Director Nelson, Vice President and seconded by Director Ambrosi, Director at Large and was passed and adopted by the following votes:

Ayes: Directors Adams, Hempel, Tobias
Noes None

BOARD GOVERNANCE SELF-ASSESSMENT

CEO Faith reminded the Board that on an annual basis the Board reviews their governance practices and identifies areas of opportunity to strengthen Board governance. A focus last year was to streamline the agendas and not pack them so full, allowing more time for discussion on key strategic issues. Feedback from the Board was that the agendas seem to be more manageable and meaningful. CEO Faith asked what processes could be improved in relation to the Directors having access to the information they need to best govern. It was recommended that the board explore IT needs and have a better understanding on the Board's advocacy role. This will be an agenda topic for a future board meeting.

FINANCIAL SUSTAINABILITY

Mr. Matt Kelman of Exchange Bank gave an update on the first quarter 2020 market and investments of PHCD.

The losses for the fixed income of the portfolio in March 2020 have since been recovered, partly due to the stimulus package.

Dr. Tobias had informed the Board that due to the current uncertainties; the Finance Committee would like to have more time to submit next year's budget and will do so at the June 2020 Board Meeting.

INFORMATIONAL ITEMS

CHIPA General Meeting is scheduled on May 28, 2020 at 12 noon via a Zoom meeting and the American Heart Association "Go Red for Women" Virtual Luncheon is scheduled for May 29, 2020 at 12:30 pm.

ADJOURN TO CLOSED SESSION

President Hempel adjourned the meeting into closed session at 6:45 PM for discussion pursuant to **Government Code §54956.8** Closed Session; real property transaction; meeting with negotiator – 400 North McDowell Boulevard.

Government Code §54957.6 regarding employee matters were 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 June 2, 2020 at 7:30 AM.

President Hempel adjourned the meeting at 7:31 PM.

Submitted by Fran Adams, Board Secretary

Recorded by Gina Studebaker, Board Clerk