



**MINUTES OF THE JULY 30, 2020 SPECIAL MEETING OF THE
PETALUMA HEALTH CARE DISTRICT BOARD OF DIRECTORS**

1) CALL TO ORDER

President Hempel called the meeting to order at 5:33 PM via Zoom virtual meeting.

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, Attorney
Cathy Salenko, Attorney
Jonathan Spees, Consultant
Halley Cloud, Program Community 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.

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

2) PUBLIC COMMENTS ON NON-AGENDIZED ITEMS

There were three public comments for non-agendized items presented at the meeting. They are as follows:

Jim Goerlich, PVH Nurse:

“I wanted to give you all an update on where things are in negotiations. We have had a lot of movement on the table. Settling on needed disputes or issues that we’ve been fighting for two years. There has been a lot of movement, which has been good. The things that are outstanding and that are still extremely important to us and our ability to take care of patient safety; and to attract in retainers is going forward that are not related to economic, are the articles of scheduling categories and staffing. The only thing that’s holding up those two

articles are concerns over traveler usage in the hospital. The hospital is proposing to give scheduling priority to travelers instead of core staff and the other one, which is a huge safety issue, is that the hospital is proposing to be able to use travelers who are short-term and don't know the hospital and the staff. They want to be able to put them in the lead position. In hours of work, the outstanding issues are concerns in allowed overtime payments the hospital is proposing, and it's been an ongoing issue. Nurses are losing out on overtime pay. When they figure out, they're not getting overtime pay for a shift that they should, they no longer work that shift, which causes staffing issues. Also, in that article are language the hospital has been proposing about 12-hour shifts and having those 12-hour shifts the nurses need to have a dependable shift time; and so far, they're not agreeing to that."

Greg Aanestad, former PVH Nurse

"I live in Sebastopol. My wife and I enjoyed great service at Petaluma Valley Hospital (PVH) years ago. Today I wanted to share with you guys an interesting essay that I received from someone who works at PVH. I saw it. I address you today to ask for your ear, your understanding, and your help regarding serious shortcomings at PVH. You may have seen articles recently from the Press Democrat and stated how prepared Santa Rosa Memorial and PVH are for the influx of COVID cases and are quoted, "the amount of COVID in ICU patients we have currently, is manageable and we're ready to take on many more ICU patients." I would have been the first to agree that staffing and facilities were adequate years ago, but this is simply not the case at PVH today. PVH is relying on their past good name and so do the community, but are quickly consuming the real capital that they have left. I've been a nurse at PVH a little over a decade and at that time, I've seen the hospital environment and facilities steadily decline. That makes me sad and frustrated because I loved what I do, and am a dedicated nurse. The turnover rate for nurses when I was hired, was extremely low. Now the turnover rate is astronomical because most nurses are uncomfortable with the facilities, their safety concerns and still not have a contract after four years of bickering. The problem is clear, there needs to be a compromise between profits and patients. Right now, hospital policy is heavy on profits and have little left to divide for staffing and equipment needed to provide for safe and proper patient care. There needs to be a better balance. PVH has evolved into a staff of undervalued, overworked, unsafe and disposable. Again, the facilities and equipment are lacking and dangerous. I'm happy to send you specific examples because the list of problems is too long to turn into a three-minute cycle, so let me just say that you would be appalled. This is happening in the middle of a pandemic and it's unacceptable. When we raise our concerns, we get no relief."

Christine Armstrong, PVH Nurse

"We need a Stewardship Committee meeting."

3) BOARD COMMENTS

Director Adams conveyed that the nurses have been asking for a Stewardship Committee meeting and if this can be scheduled?

4) ANNOUNCEMENT OF CLOSED SESSION ITEMS

President Hempel announced closed session pursuant to **Government Code §54956.8** Closed Session; real property transaction; meeting with negotiator – 400 North McDowell Boulevard.

5) PUBLIC COMMENTS ON CLOSED SESSION ITEMS

There were none.

6) ADJOURN TO CLOSED SESSION

President Hempel adjourned the meeting into closed session at 5:50 PM for discussion pursuant to **Government Code §54956.8** Closed Session; real property transaction; meeting with negotiator – 400 North McDowell

Boulevard.

7) ADJOURN TO OPEN SESSION

President Hempel adjourned the meeting to open session at 6:21 PM and reported that no decisions were reached in closed session.

8) PROPOSAL OF NORCAL HEALTHCONNECT, LLC, AN AFFILIATE OF PROVIDENCE ST. JOSEPH HEALTH, TO PURCHASE, TO PURCHASE PETALUMA VALLEY HOSPITAL, LAND AND PERSONAL PROPERTY USED IN ITS OPERATION, AND THE RELATED BUSINESS AND ASSETS, AND CONTINUE TO OPERATE PETALUMA VALLEY HOSPITAL AS AN ACUTE CARE HOSPITAL WITH AN EMERGENCY ROOM FOR 20 YEARS

Ms. Hempel introduced Mr. Spees to speak to the agenda item 8:

Mr. Spees gave an overview and summarized the presentation that was presented at the July 22, 2020 board meeting regarding the proposal for the purchase of Petaluma Valley Hospital (PVH) by NorCal HealthConnect, LLC, (NCHC) a secular affiliate of Providence St. Joseph Health (PSJH). He repeated the historical context of the Petaluma Health Care District (PHCD) and the benefits of the sale to the community, particularly NorCal HealthConnect's commitment to maintain the hospital with current services, including the emergency room, on the premises, for a minimum of 20 years. He stated that the parties are in the process of negotiating definitive agreements. The presentation is attached.

PUBLIC COMMENTS

There were several public comments presented at the meeting, including Q&A and written comments that were read out loud. They are as follows:

Anonymous, PVH Nurse (sent via email 7/29/2020)

"I am a nurse who works at PVH, I would like to remain anonymous. I am unable to attend the Petaluma Health Care District Special Board of Directors Meeting, but I would like to submit this statement.

As a nurse working at Petaluma Valley Hospital (PVH) I would like to respond to a recent article I read in the Press Democrat. There are certain components of this article that misrepresent the current situation in relation to COVID-19 at PVH and it is important for the community to be informed of the situation at PVH.

<https://www.pressdemocrat.com/article/news/sonoma-county-hospitals-reach-high-point-of-patients-with-coronavirus/>

"Local hospital leaders, and Mase, have repeatedly said hospitals can easily add more beds, including providing 30% more than the current capacity of 67 ICU beds. County health officials say local hospitals could come up with 264 additional regular hospital beds, if needed for a surge of virus patients".

"Harris, the spokeswoman for Memorial and PVH, said both hospitals are able to handle the current number of COVID-19 patients... Should the need arise, we are confident in our ability to increase our capacity, staffing of our ICU beds and provide COVID-19 patients with the appropriate care"

We do not have enough staff to safely care for the patients who are already admitted to the hospital. As a result, we have had to go out of state mandated staffing ratios to care for the patients we already have. In addition, there have been many shifts in the past week where we have had no lead nurse and/or no break nurse. This has resulted in many nurses not receiving breaks during their shift. Many nurses have worked an extra 4 hours, even 6 hours after their regularly scheduled 8 or 12 hour shift in order to help nurses get a least one break during their

shift. These nurses have stayed to help of their own initiative. It is unsafe for patients if nurses do not receive breaks and it is unsafe for patients if staffing ratios are not followed. The administration claims that there are enough nurses scheduled to safely care for our patients and that there are not enough nurses because nurses are out sick. From my perspective, it does not seem like the administration is trying to get additional nurses to work for those who are out sick. How can PVH claim to be able to care for a surge in patients when we are struggling with the current situation?

During a recent shift, we had a patient who needed ICU level of care, but we were repeatedly told that we were unable to transfer the patient to the ICU because there was not enough staff in the ICU to care for this patient. We were also told that there were no ICU beds available at nearby hospitals.

The hospital is not prepared to take care of the amount of COVID patients that we have now. The hospital had months to create a plan for how to care for an increase number/surge in COVID. There is an inadequate amount of supplies to safely care for our patients. These patients are often very sick, and nurses should not be spending their time running around the unit looking for the supplies they need. There should be enough equipment that it is readily and immediately available. For example, one the nurses recently told me about one of her patients who was rapidly declining. While another staff member remained with the patient the nurse had to desperately locate the one functioning glucometer (device that measures blood sugar). This is a commonly used device, and there should be more than one in a unit with 20 to 30+ patients. This is not the only instance of a situation like this.

As nurses we want to provide the best care possible for our patients, but how can we even provide safe care for our patients when we lack the proper equipment/supplies/staff necessary?

There is an assertion that hospitals have the capacity to care for a surge in patients, this is not true in the case of PVH where the hospital is unable or unwilling to provide enough staff to care for the existing patients. We are already exhausted; how will we be expected to handle more? The remainder is not in response to the PD article.

I am deeply concerned about how nurses will be/are being compensated if they become ill with COVID-19. I have spoken to many of my colleagues about what happened when they were taken off the schedule for COVID like symptoms and how they were paid during that time. Many nurses were taken off the schedule for at least 10 days for COVID related symptoms or until they had received 2 negative tests. During that time, full time staff is required to use their own paid time off reserve and per diem** staff does not receive pay. Nurses should not be forced to use their PTO (which should be for time off) for days not worked due to COVID. In a hospital that is already understaffed, we are being worked without break and proclaimed heroes for it while the hospital administration fails to take steps to ensure adequate coverage. I show up every day for my patients when will PVH show up for me?"

*A lead nurse is responsible for coordinating nursing care within the unit and providing breaks to nurses.

**Per diem staff are nurses who are not full time staff and work on an as needed basis.

Thank you,

PVH RN

Felisa Hagins, SEIU Local 49 (sent via email 7/30/2020)

See letter attached.

Scott Pritchard, Board Chair of PVH

“Thank you to the Health Care District Board for allowing me to speak. My name is Scott Pritchard and the current board chair of the Petaluma Valley Hospital (PVH). I want to speak in favor of the proposal for NorCal HealthConnect, LLC to purchase PVH from the Petaluma Health Care District (PHCD). I’ve had the opportunity to serve on the hospital board for 5 ½ years and during most of that time, and one of the reasons why I joined the board was part of ensuring that the community was able to maintain a top-tier healthcare facility for the community. And I liked what Elece said about “not only being a district, it really is a community.” We’ve been through countless considerations what that might look like, as you all know. As a fellow community member, the deal that was proposed and presented publicly by Jonathan just now is absolutely, in my opinion, without a doubt the best possible outcome for the community. I would not have imagined frankly, set a deal being put together, especially during these times. I want to commend Ramona, Kevin, Yemi and Tyler and many that I don’t have the names to acknowledge for their tireless effort in coming up with an agreement and principle on how to move forward in ensuring that we have a top-tier hospital. Still, the hospital for \$52.6 million gives the District, as shared earlier, a significant cash infusion that will hopefully, allow for the opportunity to continue the many, many important programs that touched so many in our area. The structure of that deal, including the hospital for two decades, as well as an emergency department; the same family birthing center for five years, which had previously been in jeopardy; protecting the employees; and employee union agreements that are currently in place.

A reprieve from some of the religious directives, as NorCal HealthConnect is a secular organization. One thing that is not often talked about that there’s a continued commitment, as I understand, for charity care and giving, which historically has been about \$10 million annually. I believe that some will try to conflate the sale of the hospital with other things. It’s my hope that the PHCD Board will continue to make these decisions on behalf of the community and without this deal, I don’t know that there is another option for an operator. I fear we could end up with a closed facility.

I work for one of the largest emergency healthcare companies in the world, and while there may have been other parties interested in leasing the facility, as Jonathan shared that was pre-COVID, that crisis have put many health systems hundreds, millions and billions of dollars off the budget. I just don’t know if there any parties out there that are in a position to enter into such agreement. I believe it’s truly the best thing for the residence and visitors of and in Petaluma.

Thank you. It’s my sincere desire that this moves forward, and we can come together and continue the exceptional tradition of high level care.”

Tyler Kissinger, NUHW of PVH

“Hi there, this is Tyler Kissinger of the National United Healthcare Workers at Petaluma Valley Hospital. I really do appreciate all of the work of everybody involved in this particularly, the Petaluma Health Care District throughout this long, long, long, long process. I’ll be quick. It’s clear that this process is moving quickly so I just want to set a few questions that were left with at this point. Is the full purchase agreement going to be made public prior to next week’s meeting when it’s being voted on whether or not it’s going to be put to the ballot? What specific commitments are included in it with regard to the hospital’s commitments to capital expenditures, given that was a part of the apparent calculation for purchasing. We’ve seen over the past number of years the hospital deferred maintenance at PVH and so while we’re hopeful that this could mean a renewed investment in some of the basic infrastructure and equipment that are needed at the hospital, are there specific commitments in that document? Why only the five-year commitment of the family birthing unit? That’s such a critical, critical, critical part of the service is at the hospital provide to the community, including the Petaluma Health Care

District, but also outside of it. Why only beds in your commitment on involvement of the Petaluma Health Care District in transparency? To what degree does a board member, that I understand, is going to continue to be part of some conversation to the hospital actually have accountability or ability to communicate to the public about what's happening. We view that as a really important part of this relationship and an important part of the relationship, thus far; and would like to see that maintained. More than anything, I do want to emphasize we appreciate that there's care and clear attention that has been put into this; and maintaining the hospital, maintaining the benefits and contracts that employees at the hospital that fought long and hard for. I do want to recognize that, and the hard work done by the board with regard to honoring those ongoing commitments. We want to continue to partner with you all and making Petaluma Valley Hospital a vibrant part of the community. But do want some of these questions clarified given that it seems like a very significant decision is going to be made soon and that is the balance of my time."

Ellen Barbieri, PVH Nurse

"I am here to comment because I am looking for a forum for a safety concern. I work as a nurse at Petaluma Valley Hospital in the Family Birth Center and Well Baby Nursery. Our hospital does not have a neonatal intensive care unit, so if a baby is in respiratory distress, we rely on a respiratory therapist because pediatricians are not always on site or available. Because of the tremendous strain on respiratory therapist caring for COVID patients, last week a therapist was not able to assist a newborn when called. She was in the middle of ventilating a patient and could not walk away. Luckily, the newborn did turnaround and didn't need respiratory help, but that is not always the case. The respiratory therapist was very upset and concerned that she couldn't attend the birth. PVH only staffs one respiratory therapist at night. She spoke to her manager if she could pick up more shifts, which doesn't address the problem. I spoke to my manager with whom I incidentally mentioned the site concern of respiratory therapist leaving COVID rooms to come to a newborn labor room. My manager ignored the staffing issue and latched on to the COVID concern. She said she would speak to the respiratory therapist's manager to ensure that she understood how to properly use protective equipment, which the respiratory therapist knows how. It is simply not safe for babies born and PVH to have only one respiratory therapist in-house at night during the COVID crisis. That's all, thank you."

Jim Goerlich, PVH Nurse

"This is Jim Goerlich. For years Providence St. Joseph has been maneuvering to be the future operator and now they want to be the owner. And all that time, PVH nurses have been saying to invest, grow and show us that you want to be the operator. Keep us and our patient safe. Over the last five years patient and worker safety issues have only become worse and that doesn't account for COVID-related issues. Nurses and our team at large have been run through the ringer at the hands of this corporation. If this is the best that they can do while they're bidding to be the operator, how is it going to be any better going into the future? This is serious, you guys. We have made a commitment to the Petaluma community to keep them safe and whether to endorse Providence St. Joseph as the next owner operator prior to a vote, is part of that safety promise. We know based on responses from the community over the years, as we have struggled to get a competitive contract and the need of safety in that that they do put their trust in us. After all, who is better to say if the conditions inside the hospital are safe for patients, better than your bedside nurses. If the vote were to happen today, we would be in strong opposition to this offer. If things do not change drastically at PVH and soon, nurses will have no choice, but to not endorse the proposal come November. If the public for some reason, and we don't expect this at all, still voted to have the sale go forward; I believe you will see a mass exodus of nurses. Since this announcement, they have said as much to me because our main strengths and fighting for patient safety at PVH has been our unity as a group; and the community who believes and backs us in our efforts to keep them safe. Without either of these two things the corporate bottom line prevails. Thank you."

Skye Hammock, submitted a comment via Q&A and was read out loud

“I have linked a 2020 Newsweek article in which Petaluma Valley Hospital birthing center received the highest regards for maternity care. OB RNs have worked so hard, despite underwhelming hospital conditions and lack of leadership, to keep our patient safe and satisfied. Please consider negotiating at least a 10-year commitment to keep our OB services open.”

Catherine Armstrong , submitted a comment via Q&A and was read out loud

“Why would the hospital continue to be rented at \$2.5 million per year, if the building and business has been bought by Western HealthConnect?”

Hazel Marston, submitted a comment and was read out loud

“I support the sale. It is absolutely the best outcome for the community and staff. I am a 30+ year prior employee of Petaluma Valley Hospital. I worked with Providence St. Joseph Health and feel they truly care about ushering that there is a high-quality hospital in Petaluma.”

Lisa Portman-Paine, submitted comment and was read out loud

“Why is a commitment for OB family birthing center to remain open for five years only? Our family birthing center is very unique being the only OB unit in the county that is not divided into Labor & Delivery and Postpartum providing the continuity of care that other county hospitals do not. We also are the only county hospital to be designated as baby-friendly providing breast-feeding excellence. There would be no labor and delivery hospital from Marin to Santa Rosa. We are crucial caregivers who dealt with two major fires within the last three years. Thank you.”

Donna Beals, submitted comment and was read out loud

“I would like to state my support for the sale of the hospital. I’m a business owner and resident of Petaluma, and I am also a long time member of the Petaluma Valley Hospital Foundation Board and current Chair. I believe the sale is a great outcome from the long negotiation process and is the best result for our community.”

President Hempel thanked everyone for attending. The board is taking all of the comments and information to heart; and will continue to keep the public abreast. As to some of the comments and when the board will be able to release information, they are hoping to be able to share more details at the August 4 board meeting. And will guarantee to work out the technical glitches, as the board works through the process. She thanked Mr. Spees for his time. President Hempel advised to reach out to Ramona Faith, PHCD CEO or any of the board members to make sure the public’s voices are heard and adjourned the meeting.

ADJOURN

The next Special Board meeting will be on August 4, 2020 at 5:00 PM.

President Hempel adjourned the meeting at 7:04 PM.

Submitted by Fran Adams, Board Secretary

Recorded by Gina Studebaker, Board Clerk