



**MINUTES OF THE JANUARY 20, 2021 MEETING OF THE
PETALUMA HEALTH CARE DISTRICT BOARD OF DIRECTORS**

1) CALL TO ORDER

Director Hempel called the meeting to order at 5:00 PM via Zoom virtual meeting.

PRESENT (VIDEOCONFERENCE CALL)

Elece Hempel, Director
Crista Nelson, Director
Jeffrey Tobias, MD, Director
Gabiella Ambrosi, Director
Brian Dufour, Director

STAFF PRESENT (VIDEOCONFERENCE CALL)

Ramona Faith, CEO, PHCD
Andrew Koblick, Controller, PHCD
Ty Mooney, Board Clerk, PHCD

CALL FOR CONFLICT

Director Hempel called for conflict. There was none.

1) MISSION AND VISION

Director Ambrosi 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) CONSENT CALENDAR

A MOTION was made by Director Ambrosi and seconded by Director Tobias to approve the January 20, 2021 agenda and approve the December 4, 2020 Regular Board Meeting Minutes and the November 31, 2020 Financial Statements. The motion was approved.

3) 52 WAYS TO BE A BETTER BOARD

Director Ambrosi read chapters 1 and 2 of Brent Ives, *Fifty-Two Ways to Be a Better Board*.

4) PHCD EMPLOYEE YEARS OF SERVICE RECOGNITION

Leenie Atwood and Ramona Faith were recognized for 20 years of service to the Petaluma Health Care District. Angela McGlade and Andrew Koblick were recognized for 5 years of service to the Petaluma Health Care District. The Board acknowledged the employees and thanked them for their service.

5) PETALUMA VALLEY HOSPITAL REPORT

David Southerland, VP Operations, PSJH, reported the transition of Petaluma Valley Hospital to NorCal HealthConnect is going very well. Currently, organizational decisions and structure are getting sorted out, but progress is happening. The transition from the previous hospital board to the new community board, which included Healdsburg and Petaluma, is being restructured and people will be contacted to serve on that new board. Committee meetings should start early February. There will also be a NorCal HealthConnect Board that will oversee both hospitals.

COVID-19 Update

There has been a dramatic COVID-19 patient increase in the last 3-4 weeks. In November there was an average of 3-4 patients in the hospital with COVID-19 while today there is an average of 7-9 patients. While there has been an increase in COVID-19 activity there has not been an increase in census at the hospital. Mr. Southerland hopes to increase that number of patients by bringing in new physicians. There is also talk of a new marketing strategy that would ensure the public that the hospital, mainly the ED, is a safe place to be treated.

Wendi Thomas, Director of Nursing Services and ER, reported that COVID-19 patients require more care and a longer stay due to their illness but the staff is getting more efficient and comfortable with how they process and handle these types of patients. Ms. Thomas also reported that all patients currently in the ICU are COVID-19 positive. The staff are tired, but Ms. Thomas shared that on January 1, 2021 the county sent contingency firefighters and paramedics to alleviate some of the work. Petaluma Valley Hospital was one of the first of four hospitals to try out this new model created to aid the COVID-19 pressure. Unfortunately, the three-week program has since ended. In the meantime, CA Department of Health sent over nurses for a short period of time to help after the holiday COVID-19 spikes. It is clear there is simply not enough nurses to fill the need. Petaluma Valley Hospital is getting creative in their search working with schools and the board of registered nurses to get nursing students involved to alleviate the staffing crunch.

Ms. Thomas reported that the Petaluma Valley Hospital staff is on round two of the COVID-19 vaccine. Petaluma Valley Hospital is also working with the county to help vaccinate the county by offering to help staff and offer a facility. More on that soon.

Another concern brought up by Mr. Southerland is the availability for nurses to give shots. Ms. Faith noted as a registered nurse she has offered to volunteer to help with vaccinations and has put her name out there to many groups, being told a call out to retired nurses and doctors will be coming.

Ms. Thomas answered a question from Director Tobias regarding the possibility of cutting down the elective surgeries and utilizing those nurses in the ICU. Her response was that although a few other hospitals are doing that, our surgical nurses are not trained to handle ICU nursing. However, if the need was higher, they may consider that option.

Ms. Faith reported that she attended the Community Health Initiative meeting, which is sponsored by Health Action. It includes a group of clinicians from various hospitals and health care facilities who come together to identify and share best practices in treating hypertension and cardiac disease. Now shifting their focus to COVID-19 the conversation at the meeting was how to address aligning efforts to better serve the people in our community who do not have doctors or a primary care physician. Can each facility consider contributing a percentage of vaccines they receive for distribution to set up public vaccination clinics utilizing their community benefits program?

Ms. Thomas provided an update on the nurse's contract negotiation process and she remains hopeful that the negotiations will conclude soon.

6) PHCD ENGAGEMENT LETTER TO PROVIDE FINANCIAL AND BUSINESS DEVELOPMENT ADVISORY SERVICES

A copy of the proposal from Johnathan Spees, Marine Street Consulting, LLC is included in the board packet and will be included in the minutes.

Ms. Faith provided a brief background on Mr. Spees. Mr. Spees has been working with the Petaluma Health Care District during the sale of Petaluma Valley Hospital. After the sale closed Mr. Spees expressed his interest in continuing to support the Petaluma Health Care District post transition in the area of business development.

Mr. Spees shared he would like to support the district in identifying investment opportunities where he would assess the appropriate level of risks required to maximize the return of the investment. His ideal is to deploy capital in a way that both provides the constituents with needed services and produces a return for the Petaluma Health Care District.

The board unanimously agreed that Mr. Spees experience would be an asset to the District as we develop the lynch creek parcel and explore revenue generating opportunities.

7) APPOINTMENT OF BOARD OFFICERS AND ASSIGNMENT TO BOARD DEVELOPMENT ADVISORY SERVICES

Ms. Faith recommended the slate of officers as the following:

- Elece Hempel as President
- Crista Nelson as Vice President
- Jeffery Tobias as Treasurer
- Gabriella Ambrosi as Secretary
- Brian Dufour as Director-at-Large

A MOTION was made by Director Hempel and seconded by Director Dufour to approve the recommended slate of officers. The motion was approved.

Director Hempel appointed as follows:

- Director Tobias to serve as the Chair of the Finance Committee
- Director Dufour to serve as a member of the Finance Committee
- Director Nelson and Director Hempel to serve on the Board Governance Committee

Director Hempel called for public comment, there was none.

8) NOMINATIONS FOR APPOINTMENT OF DISTRICT REPRESENTATIVES

Director Hempel appointed as follows:

- Director Tobias to serve on the NorCal HealthConnect PVH Board
- Director Dufour and Director Nelson to serve on the Petaluma Health Foundation Board
- Director Tobias and Ms. Faith to serve on the PVH Hospital Quality Committee
- Ms. Faith to serve on the PSJH Community Benefits Committee

Director Hempel called for public comment, there was none.

9) ADMINISTRATIVE REPORT

Ms. Faith provided an update on the retiree loan option brought to the board during the last two meetings. One America cannot accommodate the request to provide loans to former employees of the District due to their policy and philosophy. Ms. Faith connected the former employee who made the request to One America to seek clarity and alternative solutions.

10) FINANCIAL SUSTAINABILITY

Mr. Koblick reported that the Finance Committee convened on February 12th to review the financials and look at the investment accounts. Currently the district is holding \$55.8 million in the following investment accounts: Exchange Bank (\$2.2 million), LAIF (\$51 million), and Schwab (\$2.6 million). The Finance Committee also looked at the investment policy and is in the process of making edits that will be brought to the board for approval.

Director Tobias reported the Finance Committee is working to ensure we are complying with the CA Code. Director Tobias stated that the Finance Committee is preparing to present an RFP process to the board as the search for an investment advisor/ manager begins.

RFP Process

Director Tobias requested any board input that should be included in the RFP. Ms. Faith noted it should be a requirement that the company has experience with a public agency, which the board agreed that should be a highlight on the RFP. Director Hempel and Director Ambrosi both agreed that the RFP should consider local contractors who would have a clear understanding of the Districts commitment to community. Director Tobias agreed a local consultant would be ideal, however, this is a very specific niche and whomever is selected should be the most qualified, regardless of location. Director Dufour stated the board should work together to create a set of principles and detail the culture of the company we wish to work with to align with the culture of the Districts.

Ms. Faith shared the anticipated timeline for this project, from developing the RFP document and process to selecting the contractor, to be completed by July 1, 2021.

Office Space

Mr. Koblick reviewed office space options with the Board. Mr. Koblick reminded the Board that the office space lease is up March 31st. District can renew the current space for 3 years or go month to month. The current space is more than is needed and would be \$6,000 a month, double what the District is currently paying due to a sublease arrangement. There is another office space in the same building that becomes available the end of January. Another option rather than a lease arrangement is a purchase. The two properties we are looking at for potential purchase total around \$800,000. The \$800,000 would secure two office spaces, one that could be used for a large conference room. The cost to purchase on an annual basis is around \$15-\$18,000 whereas the leases are looking to be somewhere in the \$40-\$60,00 range per year. Director Tobias noted that due to the cost of capital being so low right now, the District could take a debt. Ms. Faith asked the board what they want the staff to invest their time in, searching for purchase or rental opportunities.

Concerns from the board on buying:

- Timing with COVID-19, is it the right time to buy.

- We may need more space in the future, buying locks us in.
- Considering the Lynch Creek parcel, could the potential development include office space?

Board recommended staff continue to explore both options. Ms. Faith will provide more specific information about the options at the next board meeting.

11) FORGING A NEW PATH

Ms. Faith shared a presentation with the board that is included in the board packet and will be included in the minutes.

The purpose of the discussion is to look at our strategies and objectives to determine are they are relevant based on the sale of the hospital. Ms. Faith presented a series of questions for the board to reflect on over the next few weeks. Some answers may be obvious, some will require more time to discuss than we have this evening.

- After the sale of the hospital does our mission and vision change?
 - The Board agreed to removing “a thriving hospital” from the vision. Mission continues to be relevant.
- Do we drop the word “care” from our name, Petaluma Health Care District?
 - Before changing the name of the district Ms. Faith agreed to research who else uses the acronym PHD in the local area. It was also suggested by the District PR team lead, Melinda Hepp, Studio PR, that we consider another name that is more specific to our location such as the Southern Sonoma County Health District.
- Do our strategic priorities need to change? (5-year plan)
 - Director Hempel suggested we hold these priorities until we can include the community in the discussion. Director Tobias agreed and suggested we include the Advisory Board back into the District Committees. Ms. Faith mentioned that the intent isn’t to engage in a full strategic planning process. The community was involved in providing input into the current strategic plan. There will be certain aspects of our plan that will involve community input.
- Strategic Priority: Petaluma Valley Hospital
 - Director Brian noted it may not be necessary to call out the hospital, Director Hempel added that its important if we note one hospital that we note all providers, such as the health center and others. Director Dufour agreed with Director Hempel.
 - Ms. Faith will return with some suggestions in broadening equitable access to care beyond PVH. No decision was made on this topic.
- Strategic Priority: Community Health
 - Ms. Faith recommended that we move “Inform community about how the District’s real estate holdings can be developed to serve the community’s need for improved health and well-being.” from Community Health to the Finance Strategic Priority.
 - Ms. Faith recommended that we add a new objective to the Community Health Strategic Priority, “Develop community informed process to determine how proceeds from the sale will be invested in south county programs and services based on greatest need to improve health outcomes.”
 - Director Nelson requested that we reword the new objective to make it broader and more ongoing. Director Dufour agreed, requesting the objective be rewritten with a long-term goal.
 - Director Nelson suggested rewording to, “Develop community informed process to determine how to invest into south county programs and services based on the greatest need to improve health outcomes.”
- Strategic Priority: Collaborations and Partnerships

- Ms. Faith noted that the objective to expand and promote the work of CHIPA at the neighborhood level and among vulnerable populations is on hold. Recommendation is that we move forward with the objective in 2021.
 - Director Hempel suggested we change the term “Vulnerable population” to “Priority population” in this segment.
- Ms. Faith had no other recommendations for this priority.

12) INFORMATIONAL ITEMS

- Upcoming Events
 - [Path to Hope Live Series, January 21st from 4-5:30pm](#)
 - [Hanna Institute: Trauma-Informed Care 101 – January 30th from 9-1pm](#)
 - [City of Petaluma Community Race Relations & Policing Policies Workshop, January 21st at 6pm](#)
 - [Community Coexistence: Community Counselors part of the Petaluma Family Resource Center – in Spanish, January 26th from 6-8pm](#)
 - [CHIPA Mental Health Work Group Meeting, February 18th from 12-1pm](#)
 - [ACHD Sexual Harassment Training February 23rd and March 9th](#)
- Next Board Meeting
 - Board Meeting February 17, 2021

13) ANNOUNCEMENT OF CLOSED SESSION

Government Code §54957.6 Closed Session regarding employee matters

14) CLOSED SESSION

Director Hempel adjourned the meeting closed 8:03 PM.

15) ADJOURN TO OPEN SESSION

Director Hempel adjourned the meeting open 8:29 PM.

16) ADJOURN

Director Hempel adjourned the meeting at 8:30 PM.

Submitted by Ramona Faith, CEO PHCD

Recorded by Ty Mooney, Board Clerk PHCD