

# AGENDA

## Petaluma Health Care District Board of Directors

### Regular Board Meeting

Date: Wednesday, October 21, 2020

Time: **5:00 pm –7:05 pm**

Virtual Meeting via Zoom (instructions on how to join below)

Due to the COVID-19 pandemic and the California Governor issuing an executive order suspending certain portions of the Brown Act PHCD Board Meetings are conducted as virtual meetings. The Petaluma Health Care District Board Meeting for Wednesday, October 21, 2020 will begin at 5:00 p.m. Please refer to the agenda on specific times for closed and open sessions.

- **Members of the public can observe or participate in the virtual meeting by:**

Clicking on the following Zoom link to join the virtual meeting: <https://zoom.us/j/91640912213> | Webinar ID: 916 4091 2213

Or join by telephone: 1-669-900-9128, Webinar ID: 916 4091 2213

- Public wanting to address the Board during *public comments on non-agendized or closed session items* can do so by joining the virtual meeting using the Zoom link above at 5:00 p.m., prior to the Board of Directors going into closed session.
- Public who cannot participate in the open public session, but want to provide public input can email their comment to [rfaith@phcd.org](mailto:rfaith@phcd.org) by **October 20<sup>th</sup> at 5:00 p.m.** and the comment will be read out loud during the open meeting. There will be 3 minutes allowed per public comment.

#### Meeting Roles:

Elece Hempel, President

Ramona Faith, CEO

Leader

Recorder

<b>MISSION</b>	<i>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.</i>
<b>VISION</b>	<i>The Petaluma Health Care District envisions a healthy community, a thriving hospital, and equitable access to health and wellness services for all.</i>
<b>COMMUNICATION NORMS</b>	<ol style="list-style-type: none"><li>1. All communication will be accurate and brief</li><li>2. Board and staff will actively listen and respond honestly and respectfully</li><li>3. Always check your assumptions</li><li>4. Apply these principles at each Board meeting</li></ol>

The Board values public comments and wishes to convey that although Board members cannot discuss items that are not on the agenda, they listen carefully and appreciate and value input from the public.

There are two opportunities to address the Board during the Board meeting. The first opportunity is during **Public Comments** where the public is invited to make comments on items that are not listed on the current agenda. Public comments are limited to 3 minutes per person. The Board is scheduled to receive no more than 15 minutes of public comments in total unless the Board approves a longer period. If more than three persons wish to address the Board on the same topic, they are encouraged to select a spokesperson. The Board does not take action or discuss items not appearing on the agenda.

The second opportunity for public input is before the Board discusses and takes action on a specific Agenda item. The Petaluma Health Care District is governed by a publicly elected five-member Board of Directors to serve Southern Sonoma County. Board of Directors meetings are typically held on the third Wednesday of each month from 5:30 to 8:30 PM unless otherwise noticed. Copies of agendas and approved minutes are available on the PHCD website, [www.phcd.org](http://www.phcd.org).

STRATEGIC PRIORITY	AGENDA ITEM	METHOD	TIME	RESPONSIBILITY
	<b>1. CALL TO ORDER</b> <ul style="list-style-type: none"> <li>• Roll Call</li> <li>• Timekeeper</li> <li>• Call for Conflict</li> <li>• Mission and Vision</li> </ul>	(1 minute)	5:00 pm	Elece Hempel, Board President
	<b>2. CONSENT CALENDAR</b> The following items are considered routine and non-controversial and will be enacted by one motion as recommended. At the request of the Board of Directors, a specific item may be discussed and/or removed from the Consent Calendar for separate action. <ul style="list-style-type: none"> <li>○ Approval of October 21, 2020 Regular Board Meeting Agenda</li> <li>○ Approval of September 16, 2020 Regular Board Meeting Minutes</li> <li>○ Approval of October 14, 2020 Special Board Meeting Minutes</li> <li>○ Approval of Financial Statements of August 31, 2020</li> </ul>	Motion and Action (3 minutes)	5:01 pm	Elece Hempel, Board President
	<b>3. PUBLIC COMMENTS (non-agenda items)</b>	Informational (3 minutes)	5:04 pm	
	<b>4. ANNOUNCEMENT OF CLOSED SESSION ITEMS</b>	Action (1 minute)	5:07 pm	Elece Hempel, Board President
	<b>5. PUBLIC COMMENTS ON CLOSED SESSION ITEMS</b>	Informational (1 minute)	5:08 pm	
	<b>6. ADJOURN TO CLOSED SESSION</b> <ul style="list-style-type: none"> <li>a. <b>Government Code §54956.8</b> Closed Session; real property transaction; meeting with negotiator – (400 North McDowell Blvd.); Bouey &amp; Black LLP; Best, Best and Krieger LLP; and Marine Street Consulting, LLC</li> </ul>	Action (15 minutes)	5:09 pm	Elece Hempel, Board President
	<b>7. ADJOURN TO OPEN SESSION</b>	Action (3 minutes)	5:24 pm	Elece Hempel, Board President

	<b>8. DISCUSSION OF ASSET PURCHASE AGREEMENT FOR THE PURCHASE AND SALE OF PETALUMA VALLEY HOSPITAL BY NORCAL HEALTHCONNECT (NO ACTION)</b>  <i>Public Comments</i>	Informational/ Discussion (33 minutes)	5:27 pm	Jonathan Spees Marine Street Consulting, LLC
PETALUMA VALLEY HOSPITAL	<b>9. PETALUMA VALLEY HOSPITAL</b> <ul style="list-style-type: none"> <li>• SRM Alliance Board Update</li> </ul>	Informational (20 minutes)	6:00 pm	David Southerland, VP, Operations, PSJH Jeffrey Tobias, MD, SRM Alliance, PHCD Board Representative
	<b>10. ADMINISTRATIVE REPORTS</b> <ul style="list-style-type: none"> <li>• Presidents Report</li> <li>• CEO Report <ul style="list-style-type: none"> <li>○ Appointment to Fill Board Vacancy</li> <li>○ ACHD Update</li> <li>○ Retiree Loan Option</li> </ul> </li> <li>• District News Articles</li> </ul>	Informational/ Discussion (10 minutes)	6:20 pm	Ramona Faith, CEO
GOVERNANCE	<b>11. PETALUMA HEALTH FOUNDATION BYLAWS AND PROPOSED CHANGES TO ARTICLES OF INCORPORATION</b>  <i>Public Comments</i>	Discussion/ Action (10 minutes)	6:30 pm	Ramona Faith, CEO
FINANCIAL SUSTAINABILITY	<b>12. FINANCIAL SUSTAINABILITY</b> <ul style="list-style-type: none"> <li>• FY 2019/2020 Annual Audit Report</li> </ul> <i>Public Comments</i>	Discussion/ Action (15 minutes)	6:40 pm	Andrew Koblick, Controller, PHCD Rick Jackson, CPA JWT & Associates, LLC
PETALUMA VALLEY HOSPITAL	<b>13. FORGING A NEW PATH FOR PETALUMA VALLEY HOSPITAL</b>	Informational/ (5 minutes)	6:55 pm	Ramona Faith, CEO
COMMUNITY HEALTH COLLABORATION AND PARTNERSHIPS	<b>14. INFORMATIONAL ITEMS</b> <ul style="list-style-type: none"> <li>• Upcoming Events <ul style="list-style-type: none"> <li>○ CHIPA Quarterly Meeting November 12, 2020</li> <li>○ PPSC 1000 Bowls Fundraiser October and November</li> </ul> </li> <li>• Proposed Next Board Meetings <ul style="list-style-type: none"> <li>○ Special Board Meeting – October 28, 2020</li> <li>○ Special Board Meeting – October 30, 2020</li> </ul> </li> <li>• District Ads / Newspaper Articles of Interest</li> </ul>	Informational (3 minutes)	7:00 pm	Ramona Faith, CEO
	<b>15. PLUS / DELTA/</b>	Input (2 minute)	7:03 pm	Elece Hempel, Board President
	<b>16. ADJOURN</b>	Action	7:05 pm	Elece Hempel, Board President

**CONFERENCE CALL LOCATION ADDENDUM**

<b>NAME</b>	<b>PHYSICAL ADDRESS</b>
Donald J. Bouey Bouey & Black LLP	1615 Bonanza Street, Suite 305 Walnut Creek, CA 94596
Cathy Salenko Best, Best and Krieger LLP	500 Capitol Mall, Suite 1700 Sacramento, CA 95814
Jonathan J. Spees Marine Street Consulting, LLC	6850 East McDowell Rd Scottsdale, AZ 85257
Rick Jackson, CPA JWT & Associates, LLC	1111 East Herndon Ave. Suite 211 Fresno, CA 93720