



**MINUTES OF THE SEPTEMBER 18, 2019 MEETING OF THE
PETALUMA HEALTH CARE DISTRICT BOARD OF DIRECTORS**

CALL TO ORDER

Board President Elece Hempel called the meeting to order at 5:30 PM in the lobby conference room at 1425 N. McDowell Blvd.

PRESENT

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

ALSO PRESENT

Ramona Faith, CEO, PHCD
Andrew Koblick, Controller, PHCD
Cecelia Fuentes, Board Clerk, PHCD
Dennis Pocekay, MD, (Ret.)
David Southerland, Interim VP of Operations, Providence SJH
Wendy Thomas, RN, Petaluma Valley Hospital

CALL FOR CONFLICT

President Hempel called for conflict. There was none.

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.

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

WELCOME TO CECELIA FUENTES, PHCD BOARD CLERK

CEO Ramona Faith introduced and welcomed new board clerk Cecelia Fuentes. Ms. Fuentes expressed appreciation to all and gave a short introduction of her background.

CEO Faith asked the Board of Directors to introduce themselves briefly for the benefit of Cecelia Fuentes so she could understand the breadth of experience and dedication of the Board. Each Director gave a brief biographical introduction.

CONSENT CALENDAR

A **MOTION** was made by Director Nelson and seconded by Director Tobias to approve the following Consent Agenda items:

- Approval of September 18, 2019 Agenda
- Approval of August 21, 2019 Board Meeting Minutes
- Approval of July 31, 2019 Financial Statements

PUBLIC COMMENTS ON NON AGENDIZED ITEMS

Dennis Pocekay, MD, a Retired Kaiser Physician, expressed thanks to community health workers and noted that there needs to be training for more health care providers for underserved populations. Dr. Pocekay commented on his support of the “End of Life Act”, suggesting that as part of physician recruitment the community should be looking for physicians who support the End of Life Act and will take on those cases.

President Hempel invited Dr. Pocekay to attend CHIPA. CEO Faith informed the Board that Dr. Pocekay is a member of the CHIPA Heart Health Work Group and thanked Dr. Pocekay for his engagement.

BOARD COMMENTS

President Hempel commented on 52 Ways to Be a Better Board – Chapters 36 & 37, highlighting the importance of mission and the alignment of core values.

Director Tobias shared what he learned from the ACHD Cyber Security Webinar and explained that the threat of cyber security is especially alarming for small organizations which tend to be more relaxed and not thinking about the threat. Director Tobias made the following comments:

1. Do not open emails or links from places you don’t recognize.
2. A new approach to cyber security is the use of Artificial Intelligence (AI). The AI approach has continuous surveillance which is looking over your shoulder. AI is very costly.
3. There is a need to review district’s approach to cyber security.

Director Tobias and Director Nelson participated in the ACHD Advocacy Webinar, as did Ms. Faith. The District will be reviewing a Board of Directors Advocacy Policy later in the agenda.

Director Fran Adams was reminded to complete the Sexual Harassment Prevention Training.

PETALUMA VALLEY HOSPITAL

David Southerland, VP of Operations, St. Joseph Hospital, gave a detailed report on continuing activity at the hospital. In May 2019, there were two hospital acquired infections. Sepsis and mortality care experience scores continue to be strong. Last month Petaluma Valley Hospital received zero deficiencies in lab accreditation survey. Surgical volume has dropped due to the departure of general surgeon Dr. Weigle. Recruitment efforts are in place to replace Dr. Weigle. A discussion ensued concerning the physician call pay being a long standing issue for the hospital, resulting in the use of locums. The issue of travelers due to vacancies was also discussed.

Directors’ Tobias and Adams expressed their concerns regarding the potential impact on quality of care and the problems associated with temporary health care professionals. No conclusions were drawn. Mr. Southerland explained the process St. Joseph is taking regarding recruitment and said it is ongoing.

Mr. Southerland provided an update on water damages and discovery of mold in non-patient care areas and explained the long process of diagnosing and remediating the situation to meet OSHPOD regulations. He

detailed the extent of the issues that have presented themselves and all that is being done. He also explained that many of the issues that arose were not a consideration for regular surveillance before, but moving forward there is heightened awareness and new processes in place for environmental surveillance. Mr. Southerland reported that over time some rooms have been converted to new uses that did not meet regulatory compliance. There are stiff fines for non-compliance and a simple issue can take six months to resolve.

Mr. Southerland confirmed that the water damage was not due to the roof. The roof replacement has been approved and replacement will begin this fall.

Ms. Faith requested that St. Joseph keep herself and the District Board informed of significant issues that arise so the District can have the information to better inform their constituency when questioned by them. Ms. Faith indicated she heard that there had been a name change from Providence SJH to Providence. Mr. Southerland confirmed that the name is going to change, but the relationship between Providence and SJH remains the same.

Director Tobias asked when the hospital's strategic plan would be available. VP Southerland indicated he did not know but that there are ongoing meetings and discussions.

President Hempel suggested that it is important to get out ahead of the roof replacement and communicate such to the public otherwise the community may get inaccurate information and assume the roof and the mold are linked.

Ms. Faith mentioned she is waiting to hear from SJH communications team to hear with whom she and the District's PR team can meet.

ADMINISTRATIVE REPORTS

There was no President's report.

CEO Report.

Ms. Faith reported that the ACHD recommendations were incorporated into Assembly Bill 1486, known as the Surplus Land Act (Ting). The ACHD is now supporting the bill.

Ms. Faith and Director Hempel will be meeting with a local attorney to discuss the formation of a District 501c3. Other Health Care District foundations were researched. The attorney will be drafting articles of incorporation for board review.

Ms. Faith will reach out to community partners over the next few months to solicit interest in participating in a stakeholder Blue Zones Project meeting planned for next fall or spring. Blue Zones will come to Petaluma to learn about our community's health priorities and initiatives to improve the health of Petaluma residents.

Because the Petaluma Health Care District board combines the November and December board meeting, a doodle will be sent out to determine a date early December for a board meeting.

Petaluma Sober Circle Program continues to be on hold. A meeting is being held Monday September 23, 2019 with Partnership Health, St. Josephs and COTS to confirm program funding. Records show this past year alone the cost avoidance for Petaluma Valley Hospital Emergency Room was approximately \$450,000 as a result of serial inebriate homeless individuals not using the emergency room for non-emergent care.

STRENGTHEN COMMUNITY RELATIONS THROUGH ACTIVE BOARD MEMBER ENGAGEMENT

President Hempel requested that due to time constraints this subject matter be postponed to the next board meeting.

GOVERNANCE COMMITTEE

Ms. Faith presented a draft Board Advocacy Policy which was modeled from another district. The policy set guidelines for responding to advocacy requests and would give the CEO the ability to respond to an important legislative issue in a timely fashion. These guidelines will allow CHIPA as a collective to advocate for issues that are pertinent to the health of the district's constituents. The policy also sets guidelines for advocacy. ACHD support of a bill will be a key component in the district's decision to move forward on an advocacy request, but not necessarily a deciding point.

A **MOTION** was made by Director Ambrosi and seconded by Director Adams to accept the policy as presented with the following changes:

1. Board decision would be a simple majority, not 4/5 majority.
2. Process would include determining ACHD's position on a bill but their decision would not be a deciding factor.
3. Note the Advocacy Analysis as an addendum to the policy, which will be used as a guideline.

The **MOTION** to approve was seconded by Director Adams.

The **MOTION** passed unanimously.

FORGING A NEW PATH FOR PETALUMA VALLEY HOSPITAL

A discussion concerning the ongoing negotiations between St. Joseph Hospital and the Nurses Union at the hospital occurred. It was the general consensus of the board that both parties need to find common ground and move forward and that some issues will resolve when an agreement is reached. A delay in reaching an agreement between the parties is impacting the ability to recruit and retain nurses, and cost of turnover and travelers is costly. In addition, a delay in reaching an agreement could impact the District's ability to secure a hospital operator. The District is still waiting to hear from Providence SJH regarding the Attorney General's decision on the proposed new company between Providence SJH and Adventist Healthcare West.

FINANCIAL SUSTAINABILITY

Controller Andrew Koblick gave a brief recap on his follow-up with Robert Ashin from Summit Senior Life and Director Tobias on the Lynch Creek proposal. Mr. Ashin was informed of the Board's decision not to go forward with the proposal. Mr. Ashin stated that if there was board interest, he would resubmit a proforma to include more low and middle income units.

A lengthy discussion was held on the need to find a variety of possible investment development opportunities to choose from and who best could provide that kind of information. It was agreed that any investment must align with The District's goals. One goal is to assure low and middle income populations are prioritized in any plan for housing, assisted living, or adult care. An exploration of the breadth of possibilities ensued and it was agreed that professional investment assistance must be sought.

President Hempel recommended identifying and reaching out to experts at the city level and other community experts who can make presentations on identified needs which can give a better understanding of what direction to take. She named three individuals: 1). Dev Goetschius, Executive Director of Housing

Land Trust 2). Tennis Wick, Director of Permit and Resource Management Department, County of Sonoma, who has worked with the county and developers on land use issues and 3). Ingrid Alverde, Economic Development Manager from the city of Petaluma who can give an understanding of the economic priorities of business interests and from a city perspective.

A **MOTION** was made by Director Adams and seconded by Director Ambrosi to direct the Finance Committee to request Summit Senior Life provide a proforma that includes additional low and middle income units for board review.

The **MOTION** past with three (3) ayes and two (2) nays from Director's Nelson and Hempel.

This request does not require Summit Senior Life to provide a board presentation and does not commit the Board in any way. The Board will take the next 3-6 months to review various development opportunities to serve community need.

PUBLIC COMMENTS ON CLOSED SESSION ITEMS

No public comments.

ADJOURN TO CLOSED SESSION

President Hempel adjourned the meeting into Closed Session at 8:06 PM.

ADJOURN TO OPEN SESSION

President Elece Hempel reported the Board conducted the annual performance appraisal of Ms. Faith.

A **MOTION** was made by Director Nelson and seconded by Director Tobias to approve a 3% annual salary increase and extend Ms. Faith's contract to April 2022. The motion was approved by 4 ayes. Director Adams left during closed session before the vote.

INFORMATIONAL ITEMS

CEO Faith reviewed upcoming events, district ads, newspaper articles of interest and letters received. President Hempel will join Ms. Faith in attending the PEP Housing fundraiser September 28th.

ADJOURN

The next regular Board meeting is scheduled for October 16, 2019 at 5:30 PM.

President Hempel adjourned the meeting at 8:45 PM.

Submitted by Fran Adams, Board Secretary

Recorded by Cecelia Fuentes, Board Clerk