



**MINUTES OF THE DECEMBER 4, 2019 MEETING OF THE
PETALUMA HEALTH CARE DISTRICT BOARD OF DIRECTORS**

CALL TO ORDER

Board President Elece Hempel called the meeting to order at 4:00 PM in the lobby conference room at 1425 N. McDowell Boulevard.

PRESENT

Elece Hempel, President
Crista Barnett Nelson, Vice President
Jeffrey Tobias, MD, Treasurer
Fran Adams, Secretary
Gabriella Ambrosi, Member At Large

ALSO PRESENT

Ramona Faith, CEO, PHCD
Andrew Koblick, Controller, PHCD
Donald J. Bouey, Esq. – via conference call, Walnut Creek, CA
Cathy Salenko, Esq. – via conference call, Sacramento, CA

CALL FOR CONFLICT

President Elece Hempel called for conflict. There was none.

MISSION AND VISION

Director Jeff Tobias 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.

PUBLIC COMMENTS ON CLOSED SESSION ITEMS

There were no public comments.

ADJOURN TO CLOSED SESSION

President Elece Hempel adjourned the meeting into Closed Session at 4:00 PM for **Government Code 54956.8**; real property transaction – (400 North McDowell Boulevard).

ADJOURN TO OPEN SESSION

President Elece Hempel adjourned the meeting to open session at 5:35 PM. Mr. David Southerland and Ms. Wendi Thomas joined the meeting.

CONSENT CALENDAR

A **MOTION** was made by Director Nelson and seconded by Director Adams to approve the following Consent Agenda items with an amendment:

- Approval of December 4, 2019 Agenda
 - Approval of October 16, 2019 Board Minutes
 - Approval of Financial Statements of September 30, 2019 and October 31, 2019
- This motion was PASSED by a vote of 5 ayes and 0 noes.**

PUBLIC COMMENTS ON NON-AGENIZED ITEMS

Mr. Tyler Kissinger, representative of the National Union Healthcare Workers (NUHW) for Petaluma Valley Hospital, gave an overview of what led to the Nurses' strike scheduled for November 20, 2019. Members of PVH voted 99% to 1% to authorize the strike, due to Providence St. Joseph Health's proposal on the removal of a popular health care plan replacing it with a high-cost and risky plan of HRA and HSA options that would eliminate the Plan that most workers utilized health coverage through their benefits use. Providence proposed raises that would essentially work with inflation, but do nothing to bring NUHW members to a comparative salary for the area or address the rapidly rising cost of living in Sonoma County. He added that Providence's attitude of dismissiveness and the refusal to provide basic information necessary prohibits having a positive bargaining relationship that resulted in a quote at one of the meeting sessions from a Providence SJH representative, "we're not going to meet in the middle". In conclusion, Mr. Kissinger conveyed that there are numerous concerns about the infrastructure of PVH regarding working conditions and patient care.

BOARD COMMENTS

Director Tobias briefly discussed the two chapters of "52 Ways to Be a Better Board", specifically the accountability and the use of humor. Director Ambrosi is scheduled to present at the January 2020 Board meeting.

PETALUMA VALLEY HOSPITAL

Mr. David Southerland, VP of Operations, , stated that the quality of PVH continues to have good results for the Healthcare-Associated Infections (HAI) within the past three months and remain doing well. Overall, on an annual basis, PVH sepsis mortality continues to converge strong. The Compassionate Care experience was 66.37, but the goal was 77.32. The readmission rate saw a slight increase to their expected ratio.

Mr. Southerland was excited to announce that PVH received a quality grade score of A from Leapfrog, an organization that advocates for transparency and hospital quality. Leapfrog measures hospitals around the country and collect data from Medicare and other sources.

Mr. Southerland mentioned the four power shutdowns from PG&E and the Kincaid fires October 2019 that resulted in a great deal of activity in the ED. During that time, PVH ED attended to mid-90s range of patients, whereas, they typically have 40-45 patients in the ED. Both Kaiser and Sutter hospitals were evacuated leaving Santa Rosa Memorial and Petaluma Valley Hospitals that remained open serving Sonoma County during those events.

The replacement of washers were completed on October 30, 2019 and the instruments that were sent to Santa Rosa Memorial for cleaning are now being cleaned back at PVH, according to the Sterile Supply department at PVH.

PVH continued to recruit for a general surgeon. PVH has interviewed four candidates and have scheduled to interview two more. They're hoping to recruit two general surgeons; one to support PVH on a full-time basis and the other to support both PVH and Santa Rosa Memorial. Currently, PVH is working on a project with SRMH to relieve the physicians at their busy SRMH ED. PVH can provide assistance with their adequate staffing and physician hospitalists staffing support to be able to expand the program. Currently PVH is averaging 36-38 patients on a daily basis. In January 2020 the plan is to recruit nurses and traveling nurses to support the staff. This also comes as an opportunity for PVH to expand their patient census.

The NUHW strike was scheduled for November 20, 2019. Four hospitals were affected (Queen of the Valley, Saint Joseph Hospital (Eureka), Redwood Memorial and PVH). The strike ended on November 25, 2019.

Lastly, Mr. Southerland gave a brief update on the capital needs of PVH where 7 out of 12 working OSHPD requests received approvals.

ADMINISTRATIVE REPORTS

CEO'S REPORT

CEO Ramona Faith gave a brief overview on the Strategic Plan work plan template she created to provide the Board with updates on status of strategic objectives. The PVH indicators will need to be adjusted due to the AG decision.

Faith informed that she was contacted by the Waugh School District of an opportunity to implement a program called "No Place for Hate" that could be supported by the annual PEF 10K Grant funded through PHCD. The Superintendent of the Waugh School District initiated the program in Marin County last year and was highly successful. He is requesting funding to support the program, which could include additional school sites.

President Hempel gave a quick update on the ACHD Governance Committee meeting where it was recommended that each district, where multiple members are on the same committee, only has one vote. The recommendation would be applied to the ACHD policy.

CEO Faith mentioned that Mr. Jim Goerlich has requested the Board schedule a Hospital Quality Stewardship Committee meeting, which requires board approval. The purpose of the meeting is to update the board on the workplace environment that is causing patient safety concerns. Issues of concern have been ongoing and not resolved. The committee meeting would allow employees the opportunity to voice their safety concerns.

President Hempel recommended and the board agreed for Directors Adams and Ambrosi, along with CEO Faith, to schedule a Hospital Quality Stewardship Committee meeting, take minutes, and report back to the PHCD Board of Directors Meeting Minutes 12-04-19

Board to publicly share the concerns with the community and current operator. CEO Faith reported that the meeting has been tentatively scheduled for December 12th at the District Office. Board approved.

BOARD CONTINUING EDUCATION REPORTS

CEO Faith requested from the Board to email her their documentation requirements for board education. Director Fran Adams needs to complete the required Sexual Harassment Prevention Training.

FINANCIAL SUSTAINABILITY

Director Tobias informed that the PVH Caregiver Experience survey was completed and awaiting the results. He congratulated PVH for the recognition from Leapfrog and announced that Leapfrog will not be utilized in the future, as Providence St. Joseph Health had decided not to participate in the process.

Director Tobias briefly summarized the revised proposal from Summit which would require a valuation of the land provided by the District below FMV and would significantly decrease revenue and return on investment of the District due to the inclusion of below market units. The District will not be moving forward with the Summit proposal. He then discussed the PHCD office lease option whether to purchase office space, as opposed to having a rental commitment. The current lease expires on March 31, 2021 and the total space costs approximately \$70,000 per year, which the cost is shared with ConnectAmerica. The current use of the large conference room is part of the current lease, but would cost approximately \$14,000 in additional rental cost. The recommendation was that PHCD would further explore potential opportunities in the real estate market to either purchase or continue to lease beyond 2021.

CEO Faith also stated the current space could continue to be an option as a shared space under a new rental agreement. There is also space the District owns that could be converted to District office space. In conclusion, President Hempel suggested the staff continue to look at options, including purchasing, and report back at a future board meeting.

STRENGTHEN COMMUNITY RELATIONS THROUGH ACTIVE BOARD MEMBER ENGAGEMENT

CEO Faith recommended the Board discuss how board members can better engage with the community. Reflect on what they are currently doing, what they would like to do and the importance of talking with the community.

President Hempel shared her involvement with a new non-profit organization that started in Sonoma County and will now ultimately be in Sonoma, Marin and Napa counties for general housing. She was part of the incubation team that included Burbank Housing, PPSC, the wine growers and the Santa Rosa Chamber of Commerce to advocate for workforce housing for nurses, staff at PVH and the staff that serves the community who would be able to afford to live in the Sonoma County community. The organization is comprised of affordable, marketable and low-income housing. She encouraged the Board to pay more attention to this project. MidPen Housing, who currently does not have a low-income and affordable housing in Petaluma, is looking into developing a project; and had requested to speak to the Board concerning the lot across PVH for a possible location of a second piece of property. Their current projects are located in Sonoma Valley.

FORGING A NEW PATH FOR PETALUMA VALLEY HOSPITAL

CEO Faith reiterated the proposed joint operating venture between Providence St. Joseph Health and Adventist Healthcare West will not be moving forward, based on the Attorney General's decision. After it became public that the Attorney General denied the request, CEO Faith reached out and met with SJH's

CEO, Mr. Kevin Klockenga, who requested more time to confer with his management team to assess the full impact of the AGs decision and had indicated that Providence St. Joseph Health would like to operate PVH.

With that said, PHCD will need to revisit any interest from those organizations contacted previously to see if there is still any interest in operating PVH.

CEO Faith mentioned that Providence/SJH had not made a lease payment for December 2019. CEO Faith stated that Providence/SJH only committed to a lease payment through November 30, 2019 due to Bishop approval. The only binding agreement in the LOI was that Providence/SJH would pay the back facility rent payments and continue paying monthly through November 30, 2019. However, PHCD made it very clear that the expectation of Providence SJH, while they are operating PVH, is to pay a certain amount of rent to operate the PVH. CEO Faith reached out to Mr. Klockenga and will do a follow-up.

INFORMATIONAL ITEMS

CEO Faith reviewed upcoming events, district ads, newspaper articles of interest and letters received. She announced that December 6, 2019 is Hospice Petaluma Tree Lighting where the District donated \$1,000.

ADJOURN TO CLOSED SESSION

President Hempel adjourned the meeting into Closed Session at 7:10 PM for **Government Code 54956.8**; real property transaction – (400 North McDowell Boulevard).

ANNOUNCEMENT OF CLOSED SESSION ITEMS

There was nothing to report from the Closed Session.

ADJOURN TO OPEN SESSION

President Elece Hempel adjourned the meeting to open session at 7:30 PM.

ADJOURN

The next Special Board meeting is scheduled for December 10, 2019 at 7:30 AM.
President Hempel adjourned the meeting at 7:32 PM.

Submitted by Fran Adams, Board Secretary
Recorded by Ramona Faith, CEO, PHCD