

**Petaluma Health Foundation Board of Directors
Minutes of the March 16, 2022 Regular Meeting**

1) Call to Order

President Elece Hempel called the meeting to order at 5:00 pm. Director Nelson read PHF's mission into the record.

a) Roll Call

California Governor Gavin Newsom issued Executive Order N-25-21 on September 20, 2021, relating to the convening of public meetings during the COVID-19 pandemic. Pursuant to the Governor's Executive Order, Board members will attend the meeting via Zoom.

The Board Clerk called the roll. The following Board members were present, constituting a quorum:

Directors Ambrosi, Dufour, Hempel, Nelson, and Tobias.

Also present via Zoom:

Staff:

Ramona Faith, CEO

Tucker Pinochi, Board Clerk

Andrew Koblick, Controller

Benjamin Spierings, Community Health Program Manager

Guests:

Donald Bouey, Esq., District Counsel

b) Call for Conflict

Director Hempel called for conflicts of interest pertaining to the items listed on the agenda. There were none.

2) Consent Calendar

a) Approval of March 16, 2022 PHF Board Agenda

b) Approval of February 16, 2022 PHF Board Minutes

c) Resolution #2-22: Gov. Code §54952(B) Authorizing Teleconference Meetings

Director Ambrosi made a motion, seconded by Director Dufour, to approve the items on the Consent Calendar.

Vote: Ambrosi: Y Dufour: Y Hempel: Y Nelson: Y Tobias: Y. The motion was approved 5-0.

3) Public Comments (non-agenda items)

There were no public comments.

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4) Discussion / Approval: Amendments to PHF Articles of Incorporation, Bylaws

- a) Amended and Restated Articles of Incorporation
- b) Amended Bylaws

District Counsel Donald Bouey, Esq., explained the amendments to PHF's Articles of Incorporation and Bylaws.

a) Amended and Restated Articles of Incorporation:

Director Nelson made a motion, seconded by Director Tobias, to approve the amended and restated Articles of Incorporation for the Petaluma Health Foundation.

Vote: Ambrosi: Y Dufour: Y Hempel: Y Nelson: Y Tobias: Y. The motion was approved 5-0.

b) Amended Bylaws:

Director Ambrosi made a motion, seconded by Director Tobias, to approve the amendments to the Petaluma Health Foundation bylaws.

Vote: Ambrosi: Y Dufour: Y Hempel: Y Nelson: Y Tobias: Y. The motion was approved 5-0.

5) Proposed Resolution Regarding Foundation Organizational Matters

a) Including:

- Establishment of an Accounting Year
- Establishment of a Bank Account
- Exemption from Federal and State Taxes
- Statement by Domestic Corporation
- Compliance with Local Solicitation Ordinances

CEO Ramona Faith briefly explained the changes made by the resolution. Director Tobias asked about the specific inclusion of Exchange Bank in the resolution's language. District Counsel responded that the language could be changed as needed to allow the District to maintain an account at other banks.

Director Ambrosi made a motion, seconded by Director Nelson, to approve Resolution #3-22: Regarding Foundation Organizational Matters.

Vote: Ambrosi: Y Dufour: Y Hempel: Y Nelson: Y Tobias: Y. The motion was approved 5-0.

6) Blue Zones Activate Update

- a) Steering Committee Participants and Kickoff Stakeholder Meeting

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CEO Ramona Faith explained the purpose of the Blue Zones Steering Committee and described the criteria for the selection of its members to the Directors. She also described the geographic parameters of the Blue Zones Assessment by ZIP codes.

b) Stakeholder Engagement List

Ms. Faith explained the purpose of compiling community stakeholders for the District to engage with. These stakeholders will be people or groups who have contributions to make surrounding the site assessment discussion.

c) Community Wide Engagement in May

Ms. Faith explained the agenda for the site visit and asked the Directors to be available for the keynote speech by Tony Buettner if possible.

Director Hempel emphasized the need to incorporate the Blue Zones assessment into extant community engagement initiatives in the Petaluma area.

7) Plus / Delta

None.

8) Adjourn

Director Hempel adjourned the meeting of the Petaluma Health Foundation Board of Directors at 5:45 pm.

Contact TPinochi@phcd.org for more information.

Submitted and Recorded by Tucker Pinochi, Board Clerk.