

# PETALUMA HEALTH CARE DISTRICT BOARD OF DIRECTORS

## MINUTES OF THE JUNE 15, 2022 REGULAR MEETING

Please note that copies of all pertinent materials considered by the Board in Open Session are included in the final Board Packet. Agenda items may be taken out of order and will be so indicated in the minutes.

### 1) **CALL TO ORDER**

The Board of Directors of the Petaluma Health Care District (“District”) met via Zoom on Wednesday, June 15, 2022. Director Hempel called the meeting to order at 5:00 pm.

- **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 via Zoom, constituting a quorum:**

Directors Ambrosi, Dufour, Hempel, Tobias

**The following Board Members were absent at roll call:**

Director Nelson

Also present via Zoom:

Staff:

Ramona Faith, CEO

Tucker Pinochi, Board Clerk

Andrew Koblick, Controller

Benjamin Spierings, Community Health Program Manager

Guests:

Jonathan Spees, Marine Street Consulting

Donald Bouey, Esq, Bouey & Black LLP

- **CALL FOR CONFLICT**

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

- **MISSION & VISION**

Director Dufour read the Petaluma Health Care District’s Mission and Vision into the record.

***Mission: 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.***

***Vision: The Petaluma Health Care District envisions a healthy community and equitable access to health and wellness services for all.***

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### 2) CONSENT CALENDAR

- Approval of the June 15, 2022 PHCD Board Agenda
- Approval of the May 24, 2022 PHCD Board Minutes
- Approval of April 30, 2022 Financial Statements

**Director Tobias made a motion, seconded by Director Ambrosi, to approve the items on the Consent Calendar. The motion to approve the items on the Consent Calendar passed.**

### 3) BOARD COMMENTS

- **52 Ways to be a Better Board**

Director Ambrosi summarized chapter 23 and 24 for those in attendance. Chapter 23 advises deliberate management of board meetings, in accordance with the law where it applies. Chapter 24 advises that board members should seek out and cultivate potential successors in the community, to promote the continuity of its organizational culture.

- **Petaluma Valley Hospital: Community Board Update**

Director Tobias briefly updated the Board of Directors on the activities of the Hospital Quality and Community Benefits committees with jurisdiction over Petaluma Valley Hospital. There was little new information, and the matter of the Petaluma Staff Nurse Partnership's informational picket on 5/13/2022 was not discussed. Director Tobias reported that he asked to have the item on the agenda for the Quality Committee's next full meeting.

### 4) PUBLIC COMMENTS (Non-Agendized Items)

There were no members of the public present to comment.

### 5) BLUE ZONES ACTIVATE PETALUMA UPDATE

CEO Ramona Faith re-introduced two members of the Blue Zones team assigned to our Activate Petaluma engagement: Tony Buettner, Sr. VP of Business Development and Lisle Wescott, Director of Accounts. Mr. Buettner began reviewing the three-day community kick-off event with the Board, especially for those directors who were unable to attend. He reported that the Blue Zones team was very pleased with the event's turnout and with what they were able to learn.

Ms. Wescott continued reviewing the event in more detail, especially as it pertained to the participation of key stakeholders in the community. Finally, she laid out the remaining steps in the assessment phase, culminating in a review of the assessment results and a subsequent vote on the plan to proceed past the assessment phase. Ms. Wescott asked for questions from the directors.

Director Tobias asked two questions. First, he asked what the process at Blue Zones is for incorporating new scholarly evidence into their projects, given that scientific research is in a state of constant evolution. Mr. Buettner responded at length with a broad but contextualized review of their methods for evaluating and incorporating evidence into their projects. Included in that process is a yearly review of the relevant data to ensure that the findings on which Blue Zones interventions are based remain scientifically sound.

Director Tobias's second question was about the varied funding models employed to conduct Blue Zones transformations in other locations. Ms. Wescott responded that to date, Blue Zones projects have been privately funded by health systems, "payers" (i.e., insurance companies), large employers, or community foundations; often, the project moves forward with about three main funders.

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Director Tobias asked whether Blue Zones assists in making “the pitch” to potential funders. Mr. Buettner responded affirmatively and described how much of the work of the assessment phase has been guiding the District in how to make that pitch and to whom. He highlighted the evidence Blue Zones can provide on ROI (return on investment) for local businesses, and how Blue Zones stakes some of their payment on the successful achievement of these mutually agreed upon metrics.

Ms. Faith added that she and Directors Hempel and Nelson are meeting with the Blue Zones team biweekly to discuss funding strategies. Director Hempel noted for Director Tobias that the District has been deliberate in identifying potential funding partners, making use of the experiences of other Blue Zones transformation sites like Salinas. The Directors continued discussing possible funders who align with the strategy detailed above by Blue Zones.

Mr. Buettner and Ms. Wescott left the meeting at 5:40pm.

### 6) ANNOUNCEMENT OF CLOSED SESSION ITEMS

- **Gov. Code §54956.8** Closed Session; real property transaction (335 S. McDowell Blvd, Petaluma, CA); meeting with negotiators – Bouey & Black LLP and Marine St. Consulting, LLC; Other party – CCF PCG Petaluma, LLC; price and terms of payment.

Director Hempel announced that the board would go into Closed Session to discuss the above topic.

### 7) PUBLIC COMMENT ON CLOSED SESSION ITEMS

Director Hempel noted that there were no members of the public present to comment on the Closed Session item.

### 8) ADJOURN TO CLOSED SESSION

Director Hempel adjourned the meeting to Closed Session at 5:45pm.

### 9) ADJOURN TO OPEN SESSION

- **Summary Report on Actions Taken During Closed Session**

Director Hempel adjourned the meeting into Open Session at 7:15pm. She reported that Board has asked Jonathan Spees and staff to move forward with due diligence on the transaction referenced under agenda item #6.

### 10) FINANCIAL SUSTAINABILITY

- **Business Development Update**

Jonathan Spees provided a brief update for the Board on business development matters. He said that the hospice building leased by Providence is ready to undergo a facility condition assessment. The District has a vendor in place to conduct that assessment, as well as the assessment for another of the District’s properties. Mr. Spees said that upon completion of the assessment he and Ms. Faith would have what they need to negotiate with Providence regarding a potential continuation of their lease.

He also reported the status of the District’s ongoing discussion with Living Unlimited on the potential for a mutually beneficial engagement with them in support of the District’s strategic priorities. Mr. Spees said that the District is waiting for details from Living Unlimited before moving forward. He said that he will reach out to them to see where the question stands.

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He reported that, per the Board's instructions, the District expects to receive a business plan for the First Responder's Resiliency Wellness Center in Cotati.

- **FY 2022/2023 Final**

The District's Controller, Andrew Koblick, presented the final version of the FY 2022/2023 Budget for the Board's review and approval. This document is attached to these minutes and published on the District's website.

**Director Tobias made a motion, seconded by Director Dufour, to approve the FY 2022/2023 Budget as presented.**

**Vote: Ambrosi: Y Dufour: Y Hempel: Y Nelson:    Tobias: Y.**

**The motion was approved 4-0, with Director Nelson not voting.**

### **11) PETALUMA HEALTH FOUNDATION UPDATE**

Director Hempel shared a status update about the Petaluma Health Foundation, its 501(c)(3) status, and what is to come once 501(c)(3) status is confirmed.

Ms. Faith said that District Counsel shared a document with her that the District is required to fill out to be designated retroactively as a 501(c)(3). District Counsel specified that the retroactive designation could extend as far back as 27 months.

### **12) ARCHIVE SOCIAL IMPLEMENTATION**

Ms. Faith reported to the Board that she and staff were reaching out to peers (healthcare districts, other public entities) to determine the best path forward as it relates to social media archiving. None of the healthcare districts which staff communicated with had implemented Archive Social after conducting cost-benefit analysis with their counsel. Ms. Faith, together with District Counsel, determined that our current volume of social media outreach would not yet necessitate the services offered by Archive Social. However, Counsel advised that based on the District's current plans to increase its engagement through social media, the District would likely need to revisit the matter. Ms. Faith, therefore, recommended to the Board that it table the matter for now, with the expectation that the Board will revisit the matter next year or as is appropriate to circumstance.

**Director Tobias made a motion, seconded by Director Ambrosi, to table approval of the implementation of Archive Social and to revisit the question in a year or as it becomes relevant.**

**Vote: Ambrosi Y Dufour Y Hempel Y Nelson    Tobias Y.**

**The motion passed 4-0, with Director Nelson not voting.**

### **13) ADMINISTRATIVE REPORTS**

- **President's Report**

Director Nelson was not present to provide a President's report.

- **CEO Report**

Ms. Faith shared her monthly CEO report with the Board of Directors. Prompted by a question from Director Dufour, she discussed the expected attendance at upcoming meetings with potential funders for our engagement with Blue Zones.

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Ms. Faith then described the status of staff research on the topic of compliance with the California Voting Rights Act (“CVRA”). She and Director Hempel reviewed the impetus for this discussion, first raised in the Board’s January meeting. Public entities continuing to conduct elections to their governing legislative body on an at-large basis are at risk of claims of non-compliance with the CVRA.

To ward off that risk, staff began reaching out to peer districts to request information on how they chose to address it. In summary, most healthcare districts that staff reached out to planned to take the first steps stipulated by CVRA’s “Safe Harbor” process in preparation for a claim of non-compliance. Ms. Faith told the Board that she and staff would evaluate the vendors shared with her by other districts and return to the Board with options for them to consider as well as a recommendation.

- **District News / Articles / Ads**
  - i) **5/20/2022 Radio Interview with Ramona and Tony Buettner**
  - ii) **5/27/2022 Q&A on Blue Zones in the Argus-Courier**

Ms. Faith told the Board where they can access the news items above and encouraged them to listen to the radio interview in particular.

### 14) **INFORMATIONAL ITEMS**

- Upcoming Events
  - i) Understanding and Disrupting White Supremacy in Mental Health
    - (1) June 21, 2022 9am – 11am
    - (2) June 28, 2022 9am – 11am
  - ii) CHIPA: Mental Health Work Group Meeting June 16, 2022
  - iii) Sonoma County CSDA Chapter Meeting June 23, 2022 2pm – 3pm
  - iv) CHIPA Quarterly July 12, 2022
  - v) PEF Bash – Sep. 10, 2022
  - vi) SRJC Petaluma Campus Fundraiser – September 24, 2022
  - vii) ACHD Annual Conference – September 14-16, 2022

These items were listed on the agenda for the Directors’ information, but not addressed during the meeting.

### 15) **ADJOURN**

Board Vice President Hempel adjourned the meeting at 8:15 pm.

Recorded & Submitted by Tucker Pinochi, Board Clerk  
Please send any questions about Board of Directors Minutes to [tpinochi@phcd.org](mailto:tpinochi@phcd.org)