



**MINUTES OF THE JULY 6, 2021 MEETING OF THE
PETALUMA HEALTH CARE DISTRICT BOARD OF DIRECTORS**

1) CALL TO ORDER

Director Hempel called the meeting to order at 7:30 AM via Zoom virtual meeting.

PRESENT (VIDEO CONFERENCE CALL)

Elece Hempel, Director

Crista Nelson, Director

Gabriella Ambrosi, Director

Jeffrey Tobias, MD, Director

Brian Dufour, Director

STAFF PRESENT (VIDEO CONFERENCE CALL)

Ramona Faith, CEO, PHCD

Andrew Koblick, Controller, PHCD

Ty Mooney, Board Clerk, PHCD

CALL FOR CONFLICT

Director Hempel called for conflict. There were none.

1) MISSION AND VISION

Ms. Faith 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.

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

2) CONSENT CALENDAR

A MOTION was made by Director Dufour and seconded by Director Ambrosi to approve the July 6, 2021 Agenda, June 16, 2021 Board Meeting Minutes, and the April 30, 2021 and May 31, 2021 Financial Statements. The motion was passed by a vote of 5 ayes (Directors Ambrosi, Hempel, Dufour, Nelson, and Tobias) and 0 noes.

3) PUBLIC COMMENTS ON NON-AGENIZED ITEMS

There were none.

4) STAFF RECOMMENDATION REGARDING INVESTMENT ADVISORS

Ms. Faith reported the staff was pleased with the quality of the candidates and the transparent and thorough process from the Finance Committee. Ms. Faith thanked the finance committee, especially Director Tobias, for their efforts.

Ms. Faith turned it over to Jonathan Spees, Marin Street Consulting LLC, to present a final report on the RFP leading up to the staff recommendation.

Mr. Spees reported that the staff recommends the district move forward with Chandler Asset Management for their Investment Advisor. The reasons mentioned included their significant government experience, competitive fee, qualified and experienced team, strong references, support for association of California Health District, community involvement, efficient onboarding process, and preference for mid-sized firm. Slide presentation included in the minutes)

Director Hempel stated staff should be the lead in all financial advisor communications. Director Tobias inquired about what role the finance committee would play in the process of engaging the financial advisor. Ms. Faith stated that the discussions will include the finance committee and the line of business will be to negotiate an MOU.

Ms. Faith reminded the board that the RFP submitted by Garcia Hamilton and Associates (GH&A) was not included in the original review process. Once staff became aware of the RFP, the RFP review committee reviewed the GH&A RFP using the same review criteria and process and it was determined GH&A would not progress to the presentation stage, mainly due to the fact they have one office located in Houston, Texas.

A MOTION was made by Director Ambrosi and seconded by Director Dufour to approve the Staff Recommendation for Chandler Asset Management to serve as the District Financial Advisor. The motion was passed by a vote of 5 ayes (Directors Ambrosi, Hempel, Dufour, Nelson, and Tobias) and 0 noes.

Director Hempel called for public comment. There were none.

5) SHARED SERVICES BETWEEN HEALDSBURG HEALTH CARE DISTRICT AND PETALUMA HEALTH CARE DISTRICT

Ms. Faith stated she was contacted by Healdsburg Health Care District who is interested in sharing services such as, CEO, Financial, and Board Clerk services. Ms. Faith did not recommend moving forward with sharing CEO services due to the restructuring and planning both Districts need to do. Additionally, Ms. Faith recommended not considering moving forward with the finance services until we trial sharing board clerk services. To move forward Ms. Faith stated there would need to be an MOU that was clear and protected the employee involved, the Petaluma Health Care District and Healdsburg Health District. What is under consideration is that the Board Clerk would be hired and serve as a Petaluma Health Care District employee, supervised by the CEO, and housed in Petaluma. Hiring a new Board Clerk would free Ms. Mooney, who currently serves that role, to move into a position that suits her skill set and capitalizes on her administrative and marketing experience. A point person from Healdsburg would need to be identified.

Director Tobias stated that he is in approval of this shared opportunity as there is a great benefit to sharing resources. Additional Director Tobias asked if we should consider Healdsburg Health Care District and the Petaluma Health Care District merge.

Ms. Faith agreed that this is a great opportunity, as Director Tobias stated, to work more closely with the Healdsburg Health Care District. Ms. Faith noted it might be a good strategy to start with a shared Board Clerk position to be sure this would work for all parties.

Director Nelson stated her approval of the idea. She believes shared resources will allow the district to select a quality candidate for the position. Additionally, Director Nelson stated this is a great opportunity to build a bridge and deeper connection.

Director Hempel asked Ms. Faith to report back with a proposal and outline of both Ms. Mooney's new position and the Board Clerk description.

6) FINANCIAL SUSTAINABILITY

Mr. Koblick shared the preliminary budget for 2021-2022.

At 8:28 AM the PHCD staff internet went out and the staff rejoined by calling into their meeting at 8:37 AM.

While reviewing preliminary budget Director Nelson inquired about the community sponsorship budget line. Mr. Faith reported that the last budget had \$200,000 in community grants but this year it was dropped to \$100,000 until the board determines its grant giving process and the role of the foundation. Ms. Faith also noted that there is a budgeted \$49,000 for sponsorships to support community events that align with District defined community health priorities.

Director Nelson stated that she has a business concern with the fact that the district operates at a deficit each year. Director Nelson shared she feels that is not sustainable or in the interest of the community. Director Tobias is hopeful the Financial Advisor will be helpful in this long-term planning to alleviate this issue. Ms. Faith echoed the sentiments of Director Nelson and would like to discuss this with the board in future meetings and indicated that a three-to-five-year sustainable plan will need to be developed to continue to build upon the work of the district.

Director Tobias asked about how we classify Mr. Spees time. Ms. Faith stated it's budgeted under administrative expense. Additionally, Director Tobias requested more clarity on the IT hardware dollars. Staff will research need and cost.

Director Dufour inquired about the development and revenue generation research being done by Jonathan Spees. Ms. Faith stated there should be a report from Mr. Spees at the next couple of board meetings. Ms. Faith also noted Mr. Spees is on 6-month retainer and additional dollars have been budgeted in the event the district wants to continue to engage a consultant.

Director Hempel mentioned that she and CEO Faith have discussed the need to have a board retreat to discuss strategies, including financial strategies. Retreats have been held in the past, known as strategic planning days and/or governance days and the Board brought in an outside facilitator. Director Tobias stated his approval in efforts to hire a facilitator to allow full participation of staff. Ms. Faith noted that a meeting with a facilitator would take time to plan. Ms. Faith suggested the board set a goal to have the meeting before the end of September.

A MOTION was made by Director Tobias and seconded by Director Ambrosi to approve the Preliminary Budget for 2021-2022. The motion was passed by a vote of 5 ayes (Directors Ambrosi, Hempel, Dufour, Nelson, and Tobias) and 0 noes.

7) ADMINISTRATIVE REPORTS

Presidents Report

Director Hempel stated Public Board meetings are to return in person come September, as per Governor Newsom.

CEO Report

Ms. Faith asked to confirm the July 21, 2021, meeting since typically the district does not hold meetings in July. Director Nelson encouraged that the meeting stays set in July. Ms. Faith mentioned that there is some governance work that could occur in July that would free up a planned retreat for more strategic discussion.

8) INFORMATIONAL ITEMS

Ms. Faith reminded the board about the ACHD Meeting in September. All board members are encouraged to go. Ms. Faith asked interested members to email her the dates they wish to attend, and the district staff will make reservations.

9) ADJOURN

Director Hempel adjourned the meeting at 8:47 AM.

Submitted by Director Gabriella Ambrosi, Secretary PHCD

Recorded by Ty Mooney, Board Clerk PHCD