

**PETALUMA HEALTH CARE DISTRICT BOARD OF DIRECTORS**  
**MINUTES OF THE SEPTEMBER 21, 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 at 1425 N. McDowell Blvd., Suite 100 and via Zoom on Wednesday, September 21, 2022. Director Nelson called the meeting to order at 6:30 pm.

• **ROLL CALL**

*Note: the Board of Directors and District staff attended this meeting in person. The public had the opportunity to participate in person or via Zoom. Teleconference information was included on the publicly noticed agenda published on September 16, 2022.*

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

Directors Ambrosi, Dufour, Hempel, Nelson, Tobias

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

None

Also present:

Staff:

Ramona Faith, CEO

Andrew Koblick, Controller

Benjamin Spierings, Community Health Program Manager

Tucker Pinochi, Board Clerk

Jonathan Spees, Consultant, Marine Street Consulting

Melinda Hepp, Studio PR

Rebecca Ellecamp, Studio PR

Guests:

Rachel Reader, Exec. Director of Operations & Admin. Lead at  
Healdsburg and Petaluma Valley Hospitals for Providence

Tony Buettner, Sr. Director of Business Development, Blue Zones

Lisle Wescott, Director of Accounts, Blue Zones

Christine Walker, Founder of the Design Guild

• **CALL FOR CONFLICT**

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

• **MISSION & VISION**

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Director Hempel 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.***

**2) CONSENT CALENDAR**

- Approval of the September 21, 2022 Regular Board Meeting Agenda
- Approval of the August 17, 2022 Regular Board Meeting Minutes
- Approval of the July 31, 2022 Unaudited District Financial Statements

**Director Nelson asked if there were any objections to the approval of the consent calendar items.**

Ms. Faith interjected to recommend a change to the agenda. She asked the Board to move item #10, “Branding, Logo, and Website Development: District Rebrand,” to follow item #5, “Board Comments.”

Director Hempel also asked for an edit to the August 17<sup>th</sup>, 2022 Regular Board Meeting Minutes, to reflect the presence of Annemarie Brown during the previous meeting’s presentation on Santa Rosa Community Health’s PACE Program.

**The Board directed staff to make the changes described above, and with those edits the Consent Calendar items were approved unanimously.**

**3) Public Comments (Non-Agenda Items)**

Director Nelson asked if there were any members of the public present that would like to comment. There were none.

**4) PVH – Quarterly Operations and Capital Investment Update**

Director Nelson introduced Rachel Reader, Executive Director of Operations and Administrative Lead for Providence at Healdsburg and Petaluma Valley Hospitals. Ms. Reader briefly elaborated on her background and the circumstances of Darian Harris’s recent departure from his post as CEO at Healdsburg and Petaluma Valley Hospitals.

Ms. Reader reintroduced the Petaluma Valley Hospital leadership team to the Board, as there are some additions since Mr. Harris presented the last quarterly update. She also discussed the new operating model at Providence, and how the associated alignment between Northern and Southern California was already benefitting the organization.

Ms. Reader then reviewed financial performance metrics for Petaluma Valley Hospital, including the following: ED visits per day, admissions, OP visits, inpatient surgeries, outpatient surgeries, and gross revenue per day.

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Moving to an update on workforce recruitment and retention, noting the ongoing industry-wide difficulties in recruiting and retaining care staff. Ms. Reader's noted that per the Bureau of Labor and Statistics, the nation is experiencing the largest shortage of workers in the post-WWII era. She reported that to confront these circumstances they had increased engagement with new graduates as well as seeking to revitalize their onboarding processes to ensure new hires want to remain with Providence.

Ms. Reader enumerated the capital investments made at Petaluma Valley Hospital next, including a chart detailing their progress as it pertains to the capital investment commitments they made to the District in the purchase agreement. She concluded her presentation by reviewing the awards received for their work at Petaluma Valley Hospital.

Ms. Reader then opened the floor for questions from the Board and Staff. Her presentation materials are available as an attachment to these minutes.

The Directors discussed Ms. Reader's presentation, and raised questions related to recruitment and retention. Director Hempel also asked about how the leadership team's time was allocated between Healdsburg and Petaluma Valley Hospitals. Ms. Reader responded that the Chief of Staff, Dr. Walter, and the Director of Nursing, Wendi Thomas, were both full time at Petaluma Valley Hospital. The rest, Ms. Reader said, split time between the two hospitals as she does.

Ms. Faith reported that she had briefly met with Ms. Reader as an introduction about six to eight weeks prior to this meeting. She also noted that, per the purchase agreement, District staff had requested the yearly audited financial statements from Mr. Harris prior to his departure. Ms. Faith said that the District had yet to receive these documents, and requested that Ms. Reader follow up with her on the matter.

The Board of Directors thanked Ms. Reader for her time, and she thanked them in return for inviting her to present.

**5) Activate Petaluma – Blue Zones Update**

• **Funding Strategies & Partnership Update**

Ms. Faith updated the Board on the outreach to potential Blue Zones funding partners undertaken to date. She shared a document listing the status of several discussions that are part of that effort, which is attached to these minutes.

She described the feedback that she and Director Hempel received from their first meetings, chosen strategically due to each potential partner's experience in soliciting funds for this type of project. Of note was one potential partner's concern that the community would return to ask for more from funders having committed to contribute to the project.

As a result, Ms. Faith requested the inclusion of information about the compounding effects of a Blue Zones project as it relates to soliciting grant funds. She noted that in communities where Blue Zones projects have kicked off, previously unknown funding opportunities surface to support community related initiatives.

The community members who met with Director Hempel and Ms. Faith also suggested the addition of photos from Petaluma to the marketing materials, to highlight the direct connection to the community that this project will have.

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Ms. Faith noted the outstanding meetings scheduled with potential funding partners, as well as follow up meetings scheduled, as necessary.

She and Director Hempel both noted that there was one commitment to fund the project as of now.

Ms. Faith reported that she had received a draft contract to be reviewed by District counsel, in anticipation of moving forward with the community-wide project. She also shared that when asked by potential funding partners what the District was prepared to contribute, she based her response on the Board's discussion of the matter to date. More specifically, she has told potential funding partners that the District was prepared to be a "Presenting Sponsor" as defined by the outreach materials attached to these minutes and invest \$500K annually for 4 years.

Ms. Faith then opened the floor to questions from the Board for Mr. Buettner and Ms. Wescott. Director Hempel added, before any questions were asked, that Mr. Buettner and Ms. Wescott had already offered to meet with any potential funding partners that may wish to learn more about the project directly from members of the Blue Zones team. Director Hempel also noted that several potential partners were pleased at the prospect of the positive media impressions for funding partners generated during previous Blue Zones projects.

Director Hempel then raised a question sourced from her and Ms. Faith's meetings in the community. She asked Mr. Buettner and Ms. Wescott about precisely how Blue Zones incorporates health disparities identified by the community into its work. More specifically, does Blue Zones dictate their own approach to identifying and addressing disparities, or do they facilitate the solutions identified by the community?

Mr. Buettner responded, first thanking the Board for inviting them to attend and answer questions. He noted that the Blue Zones model is community-driven, but that they do identify opportunities for alignment that have been previously left on the table as local organizations do their work to address community health.

Director Tobias asked a clarifying question about the different marketing materials shared with the Board. Ms. Faith answered that there were different materials used for different audiences based on the scale of their potential contribution. He also asked how Ms. Faith and Director Hempel were responding to those who ask why the District isn't the sole funder for the project. Ms. Faith responded that such a funding model would prevent broad-based buy-in from organizations in the community – this project is not meant to be an initiative of the District, but a community-wide engagement to improve health and wellbeing.

Director Hempel and Ms. Faith added that there was great interest in what Providence and Kaiser would contribute due to their size and the alignment between the project and their purported missions.

Director Dufour raised the question identified during the meeting of the Petaluma Health Foundation (PHF) Board of Directors. He asked the Blue Zones team whether the observed difference between the District's balance sheets and the Foundation's would prevent the District from utilizing the Foundation as the contracting entity for any future phase of a Blue Zones project. Ms. Wescott responded that there would not be any problems associated with that observed difference.

Ms. Faith thanked Mr. Buettner and Ms. Wescott, who thanked the Board in return and excused themselves from the meeting.

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**6) BOARD COMMENTS**

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

Director Nelson reviewed Chapters 27 and 28 of How to Be a Better Board. Chapter 27 addresses the importance of training the Board Chair, and of defining that role well, so they are better equipped to exercise their duties and focus on what is “mission critical.” Chapter 28 addresses the appropriate use of time in a Board meeting, and the best practices when drafting agendas that ensure the Board remains focused on discussion and decision making.

- **Petaluma Valley Hospital Community Board Update**

Director Tobias reported that since the last meeting of this Board, there has been a meeting of both the Hospital Community Board and its subsidiary Hospital Quality Committee. He told the Board that there was not much of substance to report, besides the uptick in patient volumes that the hospital has seen as COVID-19 continues to affect our community.

He also echoed the comments made by Ms. Reader during her presentation, that recruitment remains an issue across the industry. Relatedly, he reported that there were ongoing issues with payroll processing across the Northern California region for Providence employees.

Director Hempel noted that the figure cited by Ms. Reader, describing the greatest workforce shortage since World War II, reflected the original circumstances surrounding the establishment of healthcare districts and community-owned hospitals like PVH.

**7) Branding, Logo, and Website Development: District Rebrand**

\*Note that this item was originally scheduled to be addressed after item #9, “Financial Sustainability,” but was moved with Board approval at the request of the CEO to follow item #6, “Board Comments.”

Ms. Faith introduced Christine Walker, founder of the Design Guild, to discuss the District’s ongoing rebrand and the Guild’s recommendation for the District’s new name and image. She provided the Board with a status update on the rebrand, and Ms. Walker presented the Guild’s recommendation to the Board. The materials she presented are attached to these minutes. Ms. Faith shared with the Board that the Guild’s naming recommendation for both PHCD and the PHF, “Healthy Petaluma,” initially raised concerns associated with the legal parameters for public agencies and 501(c)(3) foundations. After researching the matter, it does not seem to be a legal issue. She asked the Board to be open minded as they listened to the presentation from Ms. Walker.

There was a robust discussion among the Board members and staff about the advantages and disadvantages associated with “Healthy Petaluma.” Of note, Director Hempel raised the potential for confusion about whether “Healthy Petaluma” represents an entity or an initiative. Other objections included the potential administrative difficulties for the District during a general election should the name change to no longer reflect the type of governmental entity – namely, the removal of the word “District” without further clarification.

In response, Ms. Walker suggested that the District could have two names – one for legal and administrative matters, and the other for work in the public.

Ms. Walker added that this was more of a strategic decision than a creative one, given that there are pros and cons for each iteration of “Healthy Petaluma,” as well as for each of the other possible names put

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forth during the process. She then prompted the Board and Ms. Faith to determine what the next steps are for this rebrand.

Ms. Faith said that based on the preceding discussion, there will be no action to approve a name change at this meeting. Director Nelson confirmed.

The Board directed Ms. Faith to review their feedback with Ms. Walker and the Guild, incorporate it wherever possible, and to return to the October meeting of the Board with one or more recommendations.

**8) Potential Vendors to Assist in the Transition to By-District Elections**

- **National Demographics Corporation**
- **GEOinovo Solutions**
- **Redistricting Partners**

Ms. Faith reviewed the Board's previous discussions regarding a transition to by-district elections. She shared the status of Staff research on and outreach to potential vendors, noting that the three listed above were briefly interviewed after receiving recommendations from multiple healthcare districts and cities.

She reminded the Board that it had established a sub-committee to provide guidance in this process, consisting of Directors Nelson and Ambrosi. She asked the Board, considering that Director Ambrosi would no longer be on the Board starting in December, how they would like to be involved in determining which vendor the District should engage. The Board responded that considering Director Ambrosi's term ending in December, there should be a new member appointed to replace her on the redistricting sub-committee. Director Tobias volunteered to join the sub-committee.

**Director Hempel made a motion to remove Director Ambrosi from the redistricting sub-committee, and to appoint Director Tobias in her place. Director Ambrosi seconded the motion.**

Director Nelson asked if the committee could review the 3 options presented and identify one to present to the committee before making a recommendation on that vendor to the full Board of Directors. The Board agreed. Ms. Faith mentioned that in discussion with one of the vendors recommended the Board consider approving a resolution regarding re-districting, which he said would protect the District from threats of litigation associated with the California Voting Rights Act.

**The motion was PASSED by a vote of 5 ayes and 0 noes.**

**Director Hempel made a motion directing staff to place a resolution initiating the redistricting process for the Petaluma Health Care District. Director Dufour seconded the motion.**

**The motion was PASSED by a vote of 5 ayes and 0 noes.**

**9) Financial Sustainability**

- **August 15, 2022 Finance Committee Meeting Minutes**
- **Business Development Update**

Jonathan Spees, consultant for the District, provided a brief update for the Board on the ongoing negotiations with Providence over the renewal of the hospice building lease. He also described the status of discussions with the First Responders Resiliency Collaborative, noting that the project did not represent the type of business development opportunity that the staff originally thought it would – First Responders Resiliency was no longer asking for an investment, but rather a donation. Mr. Spees said he would report back to the organization that the Board was not quite ready to fulfill that type of request.

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He also provided an update on the potential for the District to donate to the PACE program as presented by Naomi Fuchs and Annemarie Brown during the last meeting. He suggested that it was possible to loan them money for their capital needs in lieu of a donation. He also reported that Ms. Fuchs had made a more urgent request for capital support from the District.

Mr. Spees, Ms. Faith, and the Board of Directors discussed providing support for PACE in Rohnert Park. They also weighed the merits of different finance structures for a potential loan to the program. Ultimately, the Board determined that there would be no action at this time.

Ms. Faith briefly reviewed a presentation on Business Development for special districts given during the previous week's Annual Conference of the Association of California Healthcare Districts (ACHD). She also reminded the Board that staff continues to seek possible uses for the District's parcel at Lynch Creek.

**Director Dufour made a motion to direct the finance committee and staff to return with a proposed format for further strategic planning and business development discussions.**

Director Hempel noted that this motion entailed organizing a Board retreat, study session, or other event to facilitate thorough consideration of the matters above. Director Tobias suggested that the goal would be a longer term financial vision for the District.

**Director Tobias seconded the above motion.**

**The motion PASSED by a vote of 5 ayes and 0 noes.**

Ms. Faith clarified that the above motion was not specific to Lynch Creek, and Director Hempel confirmed as much, with the caveat that a solution for the parcel at Lynch Creek would be a part of the discussions as well.

Mr. Spees suggested to the Board that this process would be enriched by establishing a mechanism for input from the community about potential Business Development opportunities in the District.

**10) PHCD Response to Dobbs V. Jackson Women's Health**

Ms. Faith reminded the Board of its discussions of this topic from the previous meeting. She said that staff had drafted a position paper, attached to these minutes, per those discussions for the Board's review. She then read the letter into the record for the Board.

Director Tobias noted that the letter was not precisely accurate as it pertained to the provisions of the Hospital purchase agreement addressing reproductive healthcare services at Petaluma Valley Hospital. Ms. Faith responded that staff would edit the draft accordingly.

Director Hempel noted that the decision in Dobbs V. Jackson Women's Health had effects above and beyond its impact on abortion care in the US, and that therefore the draft should de-emphasize abortion in favor of other terms that better capture the circumstances of the case.

Ms. Faith confirmed the Board's directions and stated that there would be a revised draft on the October meeting agenda for the Board's consideration.

**11) Administrative Reports**

\*This was erroneously listed as agenda item #10 on the agenda.

- **President's Report**

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Director Nelson did not have a President's Report to share with the Board.

- **CEO Report**
  - **CHWs for COVID-19 Response and Resilient Communities – Report**
  - **LAFCo Special District Representation**
  - **ACHD Update**
  - **Scheduling the November / December Meeting**

Ms. Faith reviewed the items listed above as part of her verbal CEO report. Community Health Workers are in community working in collaboration with nonprofit partners with food distribution, farmers markets, school initiatives to increase compliance with childhood immunizations, and emergency preparedness. LAFCo Board has an open position and Ms. Faith encouraged a board member to consider serving on that board. Ms. Faith, along with Director Hempel and Tobias, reported on the ACHD annual conference which they attended earlier in September. Director Hempel presented on the SAFE Team and it was well received.

Ms. Faith reviewed the items listed above as part of her verbal CEO report. The District's Community Health Workers are working in collaboration with nonprofit partners to distribute food, conduct outreach at farmers markets, promote compliance with childhood immunizations, and build emergency awareness in the community. Sonoma County LAFCo has an open seat, and Ms. Faith encouraged a board member to consider serving. Ms. Faith, along with Directors Hempel and Tobias, reported on the ACHD Annual Conference they attended earlier in September. Director Hempel presented on the Petaluma SAFE Team at the conference, which was well received.

Ms. Faith asked the Directors what they would prefer regarding the eventual date of the combined November/December meeting of the Board of Directors. The Board directed Ms. Faith to provide the Board with a recommendation considering that there must be a Board meeting the day that the appointed Directors, Nelson and Negrin, take office (December 2, 2022, listed below). Ms. Faith confirmed, and stated that if the recommendation was not conducive to the Board members' schedules, staff would poll the Board on its availability to determine the path forward.

- **District News / Articles / Ads**

**12) Informational Items**

- **Upcoming Events**
  - **SRJC Petaluma Campus Fundraiser – September 24, 2022**
  - **CHWs are Heroes! CHW Conference – October 21, 2022**
  - **North Bay Children's Center "A Night in Tuscany" – October 29, 2022**
    - **4 Tickets for the District as Contributing Sponsor**
  - **Special Meeting for Oaths of Office – December 2, 2022**

Ms. Faith reviewed the above events for the information of the Directors. She asked if there was interest on the Board in attending the North Bay Children's Center's "Night in Tuscany" on October 29<sup>th</sup>. Directors Hempel and Nelson responded affirmatively, and staff confirmed that they would reach out to the event organizers to RSVP on their behalf.

**13) ADJOURNMENT**

Director Nelson adjourned the meeting at 9:23pm.

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