

**Petaluma Health Foundation Board of Directors  
Minutes of the September 21, 2022 Regular Meeting**

**1) Call to Order**

Board President Hempel called the meeting to order at 5:30 pm. Director Nelson read the Petaluma Health Foundation's (PHF) mission into the record.

*To support the health of the greater Petaluma community, adhering to the strategic priorities defined by the Petaluma Health Care District.*

- **Roll Call**

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

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

Also present:

Staff:

Ramona Faith, CEO

Tucker Pinochi, Board Clerk

Andrew Koblick, Controller

Benjamin Spierings, Community Health Program Manager

- **Call for Conflict**

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

**2) Consent Calendar**

- Approval of September 21, 2022 PHF Board Agenda
- Approval of April 20, 2022 PHF Board Minutes

**Director Hempel asked if there were any objections to the approval of the consent calendar items. There were none. Consent Calendar items were approved unanimously.**

**3) Public Comments (non-agenda items)**

There were no public comments.

**4) Outstanding Foundation Organizational Matters**

- **Adoption of Draft Foundation Conflict of Interest Policy**
- **Adoption of District Conflict of Interest Policy**

CEO Ramona Faith presented a draft Conflict of Interest Policy for the Petaluma Health Foundation (PHF), reviewing the discussions at prior meetings of the Foundation Board that prompted her to introduce the draft at this meeting. The draft was written in consultation with legal counsel and reflected the applicable language from the IRS for 501(c)(3) organizations. Legal counsel also recommended the PHF Board of Directors approve the extant Conflict of Interest Policy for the Petaluma Health Care District as an addendum.

The Board of Directors discussed certain details of the policy. It was also recommended the PHCD Conflict of Interest Policy be an addendum to the PHF Policy. Director Hempel directed staff to make the

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recommended changes with District Counsel and to bring the resulting draft back to the Board for their approval. There was no other action taken on this item.

**5) Backbone Support for Blue Zones and Other Projects**

Director Hempel reported on her outreach with Ramona to those interested in funding a Blue Zones project in Petaluma. She told the Board that there needs to be a discussion about what the District is willing to provide, through the Foundation, to support that project.

The Board of Directors and Ms. Faith discussed the logistics and strategy associated with different funding models for the project.

**Director Dufour made a motion, seconded by Director Ambrosi, to establish the Petaluma Health Foundation as the contracting entity for the next phase of the Petaluma Health Care District's engagement with Blue Zones.**

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

After the vote and discussion about different funding models, Ms. Faith informed the Board that in the coming meetings she will conduct research into the grant giving policies of similar entities and bring drafts to the PHF Board for their approval. These policies will be necessary to help structure the receipt of donations, recurring or one-time grants, and funding for initiatives such as a Blue Zones project in Petaluma.

**6) Adjourn**

Director Hempel adjourned the meeting of the Petaluma Health Foundation Board of Directors at 6:05 pm.

Recorded and submitted by Tucker Pinochi, Board Clerk.  
Contact [TPinochi@phcd.org](mailto:TPinochi@phcd.org) for more information.