



**MINUTES OF THE SEPTEMBER 15, 2021 MEETING OF THE
PETALUMA HEALTH CARE DISTRICT BOARD OF DIRECTORS**

1) CALL TO ORDER

Director Hempel called the meeting to order at 5:00 PM via Zoom virtual meeting.

PRESENT (VIDEO CONFERENCE CALL)

Elece Hempel, Director

Crista Nelson, Director

Jeffrey Tobias, MD, Director

Brian Dufour, Director joined at 6:31pm

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

Director Hempel 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 Nelson and seconded by Director Tobias to approve the September 15, 2021 Agenda, August 18, 2021 Board Meeting Minutes, and July 31st Financial Statements. The motion was passed by a vote of 3 ayes (Directors Hempel, Nelson, and Tobias) and 0 noes.

3) PUBLIC COMMENTS ON NON-AGENIZED ITEMS

There were none.

4) BOARD COMMENTS

Director Nelson summarized Chapters 13 and 14 of 52 Ways to a Better Board.

Director Tobias gave a brief update on the Petaluma Valley Hospital Community Board. The community board discussed board authority, committees, and membership, in addition to looking into bylaws and mission. Ms. Faith was nominated by the board to serve as a member on the PVH/HHC Community Benefit Committee. Ms. Faith stated she would serve on the community benefit committee that is being formed to serve Petaluma and Healdsburg community needs. That committee is in the process of being formed.

5) FY 2020/21 ANNUAL AUDIT REPORT

Richard Jackson, JWT and Associates, stated the audit was clean and everything looked great. Mr. Jackson complimented Mr. Koblick on a great audit. Director Tobias asked outside of ensuring the District is aware of the California code requirements is their other advice to give now that the district has a considerable amount of investment dollars. Mr. Jackson advised the District to continue to invest in initiatives that align with the mission and follow their fiduciary responsibilities. Ms. Faith clarified with Mr. Jackson that the District could invest in business development opportunities outside our District so long as the revenue generated by that investment is re-invested into the community served by the District. Mr. Jackson confirmed that the statement was correct.

A MOTION was made by Director Tobias and seconded by Director Nelson to approve the 2020/2021 Annual Audit. The motion was passed by a vote of 3 ayes (Directors Hempel, Nelson, and Tobias) and 0 noes.

6) FINANCIAL SUSTAINABILITY

The Finance and Business Development Committee met on September 8th to discuss the investment policy and custodian of the funds. The committee determined it would be best to stay with Schwab, who serves as the current custodian. Jonathan Spees, the Districts business consultant, stated conversations have been held with various organizations, including Petaluma Valley Hospital, regarding potential business partnership opportunities. Mr. Spees stated all conversations were positive and there seems to be interest and opportunities. Mr. Spees met with Ms. Mooney to discuss housing for disabled adults, which seems relatively low risk as the larger expense is to purchase the real estate. Another perk of this kind of investment is that it is scalable.

Ms. Faith stated that the visit to the PACE clinic in San Leandro was positive. PACE programs are very specific on who is included in the program. If a client wants to join the PACE program, they will need to leave their health provider and PACE then becomes the health provider (HMO). Mr. Spees has been in conversation with the CEO of the Santa Rosa Community Health Center (SRCH) to see if there are any opportunities to partner with their upcoming PACE program. SRCH is planning to open a PACE Program in Rohnert Park summer 2022. SRCH is in a joint venture with LifeLong Medical Care who operates several PACE programs.

Ms. Faith stated that she was contacted by a Marc Riches representing Providence real estate needs, regarding Hospice facility rent. Mr. Riches stated he believes Providence is paying over market for Hospice rent and is asking if the district would consider renegotiating a lower rent. Director Hempel, Nelson, and Tobias stated they feel the rent is at fair market value. A follow up discussion will occur with legal counsel to determine if an agreement can be reached.

7) INVESTMENT POLICY

Ms. Faith stated the Finance Committee and staff worked diligently on a new drafted Investment Policy and recommends the approval of the Investment Policy presented. Ms. Faith stated the Finance Committee and staff need to review internal control guidelines and present to the board of directors for approval, as well as the Finance Committee charter.

A MOTION was made by Director Hempel and seconded by Director Nelson to approve the investment policy. The motion was passed by a vote of 3 ayes (Directors Hempel, Nelson, and Tobias) and 0 noes.

8) APPROVE BOARD POLICIES PRESENTED AT AUGUST BOARD MEETING INCORPORATING RECOMMENDED EDITS AND LEGAL REVIEW

Ms. Faith briefly reviewed the edits made based on the review and recommendation at the last board meeting.

A MOTION was made by Director Tobias and seconded by Director Nelson to approve the Board Policies with recommended edits. The motion was passed by a vote of 3 ayes (Directors Hempel, Nelson, and Tobias) and 0 noes.

9) BLUE ZONES COMMUNITY WIDE WELL-BEING INITIATIVE

Ms. Faith stated after the Blue Zones presentation at the last board meeting, she met with the meeting attendees offline to gauge their thoughts on proceeding with the assessment portion of the Blue Zones Project. Ms. Faith reported there was a positive response. Ms. Faith reminded the board that approving the assessment does not commit the District to completing the Blue Zone Project, however, it would be something that we would intend to do if there was community interest and readiness. Director Nelson believes this is a great program however the timing is not ideal with all the changes and challenges our community is facing. Director Tobias stated this is not time sensitive and suggested revisiting in Spring/Summer. Director Dufour stated he believes an assessment right now may not be very accurate as we are in a crisis. Director Dufour also stated that success would include community-wide support and it seems the community does not have the capacity for more as they are already operating on overload. Ms. Faith mentioned that timing was raised during the follow up discussion with community stakeholders. There was support in engaging in winter or spring.

The board directed Ms. Faith to circle back with the stake holders and determine level of support and commitment to commit to support Blue Zones community assessment which costs \$65,000, and level of interest in supporting a Blue Zones Project if the decision is made to move forward after the community assessment is completed. Ms. Faith is working with legal to review the Blue Zones Scope of Work and MOU and the Board directed her to continue to work on those documents and update the board at their next meeting.

10) BOARD GOVERNANCE SELF-ASSESSMENT

Director Hempel reviewed the results of the board governance self-assessment. Four board members responded. Results attached to the minutes. The feedback will be addressed in the strategic discussion planned for October and November.

11) BOARD RETREAT

Ms. Faith recommends the board move forward with BJ Bishop as the facilitator for the strategic discussion and that the October and November board meeting be utilized for consent calendar business and the rest of the time be used for strategic discussion. Director Hempel stated financial sustainability and foundation structure be the main topics of discussion. Director Tobias suggested that less time is dedicated to financial sustainability due to the newly hired Chandler Asset Management Group. Ms. Faith stated that the finance committee will meet with Chandler Asset Management Group and bring a recommendation on investment strategy to the board for approval. Director Hempel stated the order for the retreat would be who we are what we want to be and then financial sustainability.

A MOTION was made by Director Dufour and seconded by Director Tobias to approve BJ Bishop to be a consultant for the Board Retreat. The motion was passed by a vote of 4 ayes (Directors, Dufour, Hempel, Nelson, and Tobias) and 0 noes.

12) ADMINISTRATIVE REPORTS

Presidents Report

Director Hempel stated she attended the PEF meeting and was impressed by how they highlighted the relationship between PEF and the Petaluma Health Care District.

CEO Report

Ms. Faith stated that Ms. Mooney has resigned her position effective 9/16/21. The MOU with Healdsburg is signed, and the district is looking to hire a board clerk and a position to support other administrative and special project needs.

The last of six sessions of the Petaluma City Council Ad Hoc Community Advisory Committee is scheduled for next week. Ms. Faith serves on that committee. Recommendations will be presented to city council regarding policing oversight, community DEI engagement and diversity hiring practices

The ACHD DEI training was postponed due to low numbers. The first training will now be on October 5th and a date for the second training will be forthcoming.

Petaluma Health Foundation bylaws have been redrafted to align with the Desert Health Foundation and will be reviewed by Directors Dufour and Nelson prior to bringing the document to the full board.

Petaluma Valley Hospital is running a funding campaign and would be grateful for any support from the District. Ms. Faith stated that PHCD received a county grant for Community Health Workers. The focus initially will be COVID education with the hopes of getting more priority population vaccinated. The work will likely shift to social determinants of health and connecting needs to resources, working with community partners and networking with county community health workers. Ms. Faith stated the grant is a three-year grant with education requirements and training. There will be time allotted to take relevant virtual classes offered through San Francisco State and provide opportunity for an internship.

13) ADJOURN

Director Hempel adjourned the meeting at 7:50 PM.

Submitted by Director Gabriella Ambrosi, Secretary PHCD

Recorded by Ty Mooney, Board Clerk PHCD