

PETALUMA HEALTH CARE DISTRICT BOARD OF DIRECTORS
MINUTES OF THE DECEMBER 2, 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 Friday, December 2, 2022. Director Nelson called the meeting to order at 1:00 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 November 28, 2022.

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

Directors Dufour, Hempel, Negrin, Nelson

The following Board Member was absent at roll call:

Tobias

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

Guests:

Lisle Wescott, Blue Zones Director of Accounts

Rick Jackson, CPA, JWT & Associates

• **CALL FOR CONFLICT**

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

• **MISSION & VISION**

CEO Ramona Faith 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.

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

2) Administration of the Oath of Office to New Directors

Director Hempel administered the oath of office to the Directors beginning their terms, Crista Barnett Nelson and Cheryl Negrin, NP.

3) CONSENT CALENDAR

- **Approval of December 2, 2022 Regular Board Meeting Agenda**
- **Approval of October 19, 2022 Regular Board Meeting Minutes**
- **Approval of September 30, 2022 & October 31, 2022 Unaudited District Financial Statements**

Director Hempel made a motion to approve the Consent Calendar items. Director Dufour seconded the motion. Director Nelson asked if there were objections to any items on the Consent Calendar before asking for a vote by show-of-hands. The vote was as follows:

Dufour Y ; Hempel Y ; Negrin NV Nelson Y ; Tobias A . The motion passed 3-0, with two not voting.

4) Public Comments (Non-Agenda Items)

Director Nelson opened the floor for public comments on non-agendized. There were none.

5) Petaluma Valley Hospital – Operations and Capital Investment Update

Rachel Reader, Executive Director of Operations, and administrative lead at Petaluma Valley Hospital (PVH), presented her report on PVH operations and capital investments made by Providence Health.

Director Hempel asked Ms. Reader about one of the planned capital investments discussed in her presentation, noting that the item, a replacement chiller, had been marked as “pending” for multiple years. Rachel responded that the magnitude of the expenditure has required the hospital to delay it several times.

Director Nelson asked the Board if there were further questions for Rachel, and there were none. Director Nelson then asked Ms. Reader if, in the future, she could send her materials ahead of time as requested by District staff. She said that the District’s technical limitations prevented the Board from reading the report on screen in real time, and that receipt of the report in advance would allow them to digest the information and ask thoughtful questions. Ms. Reader responded that she would try to ensure this occurred for her next presentation.

Director Nelson thanked Ms. Reader for her presentation, and Ms. Reader left the meeting.

6) Activate Petaluma – Blue Zones Engagement

Ms. Faith gave a brief update on the status of the District’s outreach to prospective partners for its Blue Zones engagement. She noted that the Blue Zones team had agreed to join PHCD and Kaiser staff for a call on December 16 to discuss the details of a Blue Zones transformation and how it might take shape in Petaluma.

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Ms. Faith noted that Kelly Bond, a Blue Zones staff member for their project in Napa County, had joined the meeting in person as a member of the public. Ms. Faith asked Kelly to share a few words about her experience with the project in Napa. Accordingly, Director Nelson opened the floor for public comments on this agenda item.

Ms. Bond told the Board that the project began in April 2021. She highlighted the importance of focusing on equity in Napa’s transformation project, noting that outreach materials and community events were expressly offered in Spanish for that purpose. She also mentioned that the location of events was important to who could participate. She also briefly described the work of the three Blue Zones policy committees in Napa County, touching on Built Environment, Food, and Tobacco Use.

Ms. Faith gave the floor to Lisle Wescott, Blue Zones Director of Accounts, who thanked the Board and District staff for their hard work reaching out to the community.

In closing, Ms. Faith reviewed the funding commitments received to date for Petaluma’s transformation project and recommended postponing a vote to move forward until January based on the status of those commitments. The Board agreed and directed staff to return the vote to move forward to the Board meeting agenda in January.

7) FY 2021/2022 Annual Audit Report

Rick Jackson, CPA, the District’s auditor, presented the FY 2021/2022 Annual Audit Report to the Board of Directors. Mr. Jackson commented on how responsive the staff had been in compiling the information needed to complete the audit.

Director Hempel made a motion to approve the FY 2021/2022 Annual Audit Report as presented by Mr. Jackson. Director Dufour seconded the motion. Director Nelson asked if there was any further discussion on this topic, then asked for a vote by show-of-hands. The vote was as follows:

Dufour Y; Hempel Y; Negrin Y Nelson Y; Tobias A. The motion passed 4-0, with one not voting.

8) Board Comments

- **How to Be A Better Board: Chapters 29, 30**

Director Dufour reviewed chapters 29 and 30 of “52 Ways to be a Better Board.”

- **Petaluma Valley Hospital Community Board Update**

Director Tobias was not present for the meeting, and therefore unable to provide a report on the activities of the PVH Community Board.

9) Resolutions of the PHCD Board of Directors Approving the District and Foundation Name Changes

Ms. Faith briefly described the purpose of these resolutions to the Board of Directors. The first, PHCD Resolution #7-22, approves the District’s name change from “Petaluma Health Care District” to “Healthy Petaluma District.” The second, PHCD Resolution #8-22, approves the Petaluma Health Foundation’s name change to “Healthy Petaluma Foundation.”

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Director Hempel made a motion to approve PHCD Resolution #7-22. Director Nelson seconded the motion, then asked for a vote by show-of-hands. The vote was as follows:

Dufour Y; Hempel Y; Negrin Y Nelson Y; Tobias A. The motion passed 4-0, with one not voting.

Director Hempel made a motion to approve PHCD Resolution #8-22. Director Nelson seconded the motion, then asked for a vote by show-of-hands. The vote was as follows:

Dufour Y; Hempel Y; Negrin Y Nelson Y; Tobias A. The motion passed 4-0, with one not voting.

10) Board Governance Self-Assessment

Ms. Faith shared the results of the Board Governance Self-Assessment Survey completed by the Board of Directors. This report was given to the Directors during the meeting to allow more time for the Directors to respond.

The highlights of the report which Ms. Faith discussed included the areas that scored the lowest: “Strategic Direction” criteria (4.13 / 5.00) and “Community Relationships” (3.90 / 5.00). She also noted that the category “Relationship with the CEO” received the highest aggregate score (5.00 / 5.00) and thanked the Board for their confidence. The areas of strategic direction and community relationships will be included in the District’s upcoming strategic retreat agenda.

The Board discussed the results of the survey, and how some of their differential interpretations of the prompts may have affected its results.

11) Financial Sustainability

• **October 11, 2022 Finance Committee Meeting Minutes**

Controller Andrew Koblick reviewed the October 11, 2022 Finance Committee Meeting minutes for the Board of Directors.

• **Business Development Update**

Jonathan Spees joined the meeting to provide an update on the District’s business development activities since the last meeting of the Board of Directors. He highlighted the ongoing negotiations with Providence Health over the hospice building lease, noting that the District had reached a tentative agreement with Providence and would be moving forward accordingly.

Mr. Spees also reported the status of his engagement with Living Unlimited (LU). He said that LU leadership remains excited about the prospect of working with the District, and that he was reviewing plausible models for a District-backed housing development for the developmentally disabled.

Mr. Spees moved to discussing the District’s undeveloped plot at Lynch Creek Way. He said that he had discussed the development of housing there with LU, but that that was only one option for the Board’s consideration. He also said that he is exploring the parcel’s potential as a mixed-use development, whether that takes place in the context of the District’s partnership with LU or not.

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The Board thanked Mr. Spees for his update, and noted that this topic should be among those discussed at the upcoming strategic retreat.

- **Plan Board Retreat: Framework for Long Term Financial Plan**

Ms. Faith reminded the Board that the District would soon need to begin its strategic planning process for 2024-2029. Considering the launch of the Petaluma Health Foundation and the need to develop policies which affect District finances, Ms. Faith suggested that this meeting take place as soon as January or February of 2023. The Board agreed, and directed Staff accordingly.

12) Draft Performance and Salary Review Policy

This item was addressed ahead of “Financial Sustainability.”

Ms. Faith reminded the Directors of her plans to implement a merit-based performance review policy, and of her recent work with an external HR consultant to develop that policy. The Board asked several clarifying questions which drew on their experience from the private sector. They also made suggestions based on that experience, noting that as a public entity the District’s eventual policy will look different.

They asked Ms. Faith whether District staff had yet seen this draft, and she responded that they had not. Acknowledging that she planned to do so from the beginning, they directed her to return to District staff to get their feedback on the policy. Ms. Faith confirmed their direction and thanked the Board for their feedback.

13) Administrative Reports

- **President’s Report**

Board President Crista Nelson did not have a President’s report to share with the Board.

- **CEO Report**

- **ACHD Update**
- **Rebranding and Website Update**

Ms. Faith presented her written CEO Report, included in this meeting’s packet. She also directed the Board to the ACHD December Advocate.

She noted in addition that after the Board approved the name change and the accompanying resolutions, there were further administrative steps to take in concert with District counsel to finalize the change.

Ms. Faith added that Staff, Studio PR, and the Design Guild are making progress on the rebrand and website re-design process.

14) Informational Items

- **Newspaper Articles of Interest**
- **Upcoming Events**

15) ADJOURNMENT

Director Nelson adjourned the meeting at 4:00PM.

Recorded & Submitted by Tucker Pinochi, Board Clerk
Please send any questions about Board of Directors Meeting Minutes to tpinochi@phcd.org