



**MINUTES OF THE DECEMBER 13, 2016 REGULAR MEETING OF THE  
PETALUMA HEALTH CARE DISTRICT BOARD OF DIRECTORS**

**CALL TO ORDER**

Director Thornton called the meeting to order at 7:30 AM in the lobby conference room at 1425 N. McDowell Blvd.

**PRESENT**

Elece Hempel  
Fran Adams, RN, BSN  
Josephine S. Thornton, M.A.  
Joseph Stern  
Becky Monday

**ALSO PRESENT**

Ramona Faith, CEO, PHCD  
Erin Howseman, Board Clerk, PHCD  
Andrew Koblick, Controller, PHCD  
Jane Read, VP Operations, PVH  
Kitty Brown, RN PVH  
Nischit Hegde, CNA  
Meghan Gerli, RN PVH  
Jude O’Nym, RN PVH  
Jean Marie Zak, RN PVH  
Linda Buskey-Berg  
Eric Gneckow, Argus Courier

**OATH OF OFFICE**

Director Thornton administered the Oath of Office to Director Elece Hempel. Director Hempel then administered the Oath of Office to Directors Becky Monday, Fran Adams and Joe Stern. Director Hempel then introduced Becky Monday, new Board member.

**CALL FOR CONFLICT**

President Hempel called for conflict. There was none.

**MISSION AND VISION**

Director Monday 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.*

*Petaluma Health Care District envisions: A healthier community; a thriving hospital; local access to comprehensive health and wellness services for all.*

## **CONSENT CALENDAR**

**A motion was made by Director Stern to approve the December 13, 2016 agenda and the November 29, 2016 minutes which was seconded by Director Adams. With Director Thornton noting approval subject to the change in the agenda to place the Oath of Office first, this motion was passed by a vote of 5 ayes (Directors: Hempel, Monday, Thornton, Adams, Stern) and 0 noes.**

## **PUBLIC COMMENTS**

Kitty Brown, RN at PVH, commented that she was speaking for a large group of PVH nurses who continue to be upset because the nurses right to a democratic vote remains blocked. Ms. Brown stated that PVH nurses thank the PHCD board for working quickly to increase the dialog between staff nurses and the board, and that the nurses are still resolved to move forward in their efforts to have a vote. Ms. Brown stated that PVH nurses have decided to delay a meeting with the PHCD Stewardship Committee until after January 1, 2017; have postponed community outreach for now; and are exploring ways to unblock the vote.

## **BOARD COMMENTS**

Director Thornton commented regarding the nurse's vote that PVH management would prefer to resolve the issue, but feels like it has done all that it can, and that the NLRB must now take action.

Kitty Brown responded that NLRB has also said that it has also done all it can do without action on the part of PVH management and CNA.

## **ADMINISTRATIVE REPORT**

### **CEO REPORT**

CEO Faith confirmed that there will be a postponement of the Stewardship Committee meeting until the PVH staff nurses reach out after January 1, 2017 with more information.

Ms. Faith noted the Health Action Update in the board packet, which reports on the activities of the nine Health Action chapters in Sonoma County. Ms. Faith also reported on her participation in the ACHD board's workgroup focusing on education and certification for transparency in board governance and public reporting (a certification PHCD has achieved). ACHD and CSDA (California Special Districts Association) are discussing ways to partner which would enable members of ACHD to take advantage of CSDA's educational opportunities for CEOs, board clerks and board of Directors of special districts. In addition, the ACHD work group is working on updating the Healthcare District Law. Ms. Faith noted that there will be opportunities for the PHCD Board of Directors to participate in ACHD committees. Ms. Faith informed the board that ACHD is working to create a level of District of Distinction which will require the Transparency for Board Governance and public reporting Certification and attendance at an educational session by the CEO, board clerk and one of the board members.

Ms. Faith reported she has requested PVH employee forums for Monday and Tuesday, December 19 and 20, 2017.

Ms. Faith reported that CHIPA will be meeting at noon that day. At previous meetings, CHIPA has reviewed and discussed the 2016 Community Health Needs Assessment data and are in the process of identifying the highest needs and priorities for southern Sonoma County. A recommendation of priorities will be brought to the board in January for discussion and approval.

President Hempel reported that on Friday, December 9, 2017, she attended a conference on Age Friendly Sonoma County, and she hopes to be able to enlist CHIPA members to work at the Petaluma Senior Center to evaluate current and future community efforts. Additionally, Ms. Hempel reported that she recently spoke in Los Angeles at the Area Agency on Aging for all of California and other western states on aging and poverty.

Ms. Faith informed the board that it is time to review and develop a new strategic plan for PHCD. With a new hospital operator expected to be identified within the next 8 weeks, the new operator should be engaged in the planning process and Ms. Faith recommended that the board waits until after the new operator is in place.

#### **PHCD SLATE OF OFFICERS**

Ms. Faith chaired this section of the meeting. Director Stern stated that he is currently interested in the role of Treasurer, and would like more training in order to eventually take the Presidency position. Ms. Faith recommended that Director Stern be first in line to attend training in preparation for the board presidency next year. Although the President's position traditionally rotates every two years, Ms. Faith recommended that for the sake of continuity during the due diligence process Director Elece Hempel remain in the position of President for one or two more years as the board decides. Ms. Faith recommended Director Josephine Thornton for Vice-President, Director Joe Stern for Treasurer, Director Fran Adams for Secretary, and Director Becky Monday for Member at Large. President Hempel stated that she would prefer to remain as President for only one year.

**A motion was made by Director Stern to approve the PHCD Slate of Officers for 2017: Director Hempel for President, Director Thornton for Vice-President, Director Stern for Treasurer, Director Adams for Secretary, Director Monday for Member at Large, which was seconded by Director Adams. This motion was passed by a vote of 5 ayes (Directors: Hempel, Monday, Thornton, Adams, Stern) and 0 noes.**

#### **PHCD BOARD GOVERNANCE REVIEW AND TRAINING SESSION**

Ms. Faith recommended scheduling a board governance review and education session, which is usually held every four years. Ms. Faith suggested that Babs Kavanaugh be engaged as a facilitator for the session.

**A motion was made by Director Stern to approve a Board Governance and Training Session to be facilitated by Babs Kavanaugh, which was seconded by Director Adams. This motion was passed by a vote of 5 ayes (Directors: Hempel, Monday, Thornton, Adams, Stern) and 0 noes.**

## **FORGING A NEW PATH FOR PETALUMA VALLEY HOSPITAL – OPERATOR TRANSITION**

Ms. Faith reported that PHCD is continuing to send out communications every two weeks to Vanessa DeGier at SJH who sends it to PVH staff, and to Dr. Kosinski who forwards it to the medical staff. The communication also is sent to about 200 community members, and anyone who requests it will be added to the email list. The actions of the previous two weeks were: District facilitated site visits for two prospective bidders including tours of the hospital and meetings with physicians and on-site management. The prospective bidders also met with management of the Petaluma Health Center, and with some PHCD board members and Ms. Faith.

A comprehensive data repository has been compiled, and SJH has provided some of the requested data, but not all. SJH will be engaging Kaufman Hall to assemble data, but in the meantime will use internal sources to provide the requested data. A site visit is planned for a third prospective bidder for early January, and the employee forums will be rescheduled for the week of December 19, 2016. The two site visits went well, and PVH physicians reconfirmed their commitment to treating their patients at PVH.

### **Public Comment**

Jean Marie Zak, RN, commented that she has been at PVH for 20 years, and PVH nurses put their hearts into caring for their patients, and therefore hopes that the District will take the staff's jobs into consideration when choosing the next hospital operator.

Meghan Gerli, RN, commented that she is proud of what CNA is doing to secure the nurses' future, and that the current incivility has causes unnecessary stress in the work environment. Ms. Gerli stated that she and her fellow nurses would like to have some guarantees that their jobs and services will be protected regardless of the employer.

Jude O'Nym, RN and Lactation Specialist, commented that she is a proud member of CNA. Ms. O'Nym stated that Ian Selden, representative for CNA, had sent a letter to PHCD requesting a commitment to maintain jobs, services, and the collective bargaining agreements in place at PVH.

The board members thanked the nurses for coming to give their feedback. Ms. Faith invited the nurses to take the new PHCD annual report, and also called the board's attention to the report.

### **PETALUMA VALLEY HOSPITAL *SRM Alliance Board Update***

Jane Read, VP of Operations at PVH, reported that the hospital has been very busy, and the census is up. Ms. Read stated that the OB department was recognized with a U.S. Department of Health and Human Services Healthy People 2020 award for a low rate of C-Section births for new mothers; PVH has submitted its action plan for Stroke Ready, and expects the certification, the first in California. Dr. Santo-Domingo, cardiologist, is coming to practice in Petaluma in January, and will be doing pacemakers at PVH. Management is working with Dr. Rothenberg to become Medical Director of the ICU, and as of January, PVH will have a full complement of general surgeons. Dr. Pourteheri, orthopedist, will be joining Dr. Barlas's office, and Dr. Chris Walters, orthopedist, is coming from Eureka to Petaluma. Preparations are ongoing for the site visit by the Joint Commission, which may happen any time from January to March. The new ED/ICU Manager, Tim Grace, started in November.

Ms. Faith called the board's attention to the PVH Finance Committee Report in the board packet, and reported she has requested that a representative from the Finance team attend a board meeting to explain it and answer questions.

Director Thornton commented that the SRM Alliance Board meetings are open to the public, and encouraged PHCD board members to attend.

## **FINANCIAL SUSTAINABILITY**

### ***October 2016 Financials***

#### ***The Month and Year to Date October 31, 2016***

Andrew Koblick, Controller, reviewed the October 2016 financials.

As of October 31, 2016 the Statement of Net Position reflected assets of \$8,818,382 and liabilities and deferred revenue of \$695,162 leaving the net fund balance at \$8,123,220.

The month and year to date ended October 31, 2016 showed the net loss of \$84,925 and \$382,741 which is \$9,356 and \$30,855, respectively better than the budgeted loss of \$94,281 and \$413,596.

**A motion was made by Director Thornton to approve the October Financials, seconded by Director Adams. The motion was passed by a vote of 5 ayes, (Directors Adams, Hempel, Monday, Thornton and Stern) and 0 noes.**

## **INFORMATIONAL ITEMS**

CEO Faith noted PVH Staff and Foundation Holiday Celebration that evening at the Petaluma Hotel. The ACHD Leadership Academy will be held in February in Sacramento, and Directors Stern and Monday will join Ms. Faith in attending. ACHD Legislative Day will be held in April in Sacramento, and Ms. Faith encouraged board members to attend, and the ACHD Annual Meeting will be September 13 and 14, 2017. Future board meetings were discussed, and it was decided not to meet the following week on December 20. It was agreed that the January 3, 2017 special board meeting would be held as scheduled, but that the February 7, 2017 would need to be rescheduled.

## **ADJOURN TO CLOSED SESSION**

**President Hempel adjourned the meeting into closed session pursuant to:**

- **Government Code §54956.8 closed session; real property transaction; meeting with negotiator – 400 North McDowell Blvd.; GE Healthcare Camden Group, and Bouey & Black, LLP.**

## **ADJOURN TO OPEN SESSION**

President Hempel adjourned the meeting into open session and reported that no action was taken in closed session.

## **ADJOURN**

President Hempel adjourned the meeting at 9:30 AM.

Submitted by Fran Adams, Board Secretary

Recorded by Erin Howseman, Board Clerk