



**MINUTES OF THE MARCH 24, 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

Gabriella Ambrosi, Director

Jeffrey Tobias, MD, Director

Brian Dufour, Director

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 was none.

1) MISSION AND VISION

Ms. Faith 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 Hempel to approve the March 24, 2021 agenda, approve the January 31, 2021 Financials, and approve the February 24, 2021 Regular Board Meeting Minutes. The motion was passed by a vote of 5 ayes (Directors Nelson, Ambrosi, Hempel, Dufour, and Tobias) and 0 noes.

3) PUBLIC COMMENTS ON NON-AGENIZED ITEMS

There were none.

4) 52 WAYS TO BE A BETTER BOARD

Director Tobias summarized chapters 3 and 4 of Brent Ives, *Fifty-Two Ways to Be a Better Board*.

5) ANNOUNCEMENT OF CLOSED SESSION ITEMS

Government Code §54957.6

6) PUBLIC COMMENTS ON CLOSED SESSIONS ITEMS

There were none.

7) ADJOURN TO CLOSED SESSION

Director Hempel adjured the meeting closed at 5:10pm.

8) ADJOURN TO OPEN SESSION

Director Hempel adjourned the meeting open at 5:33pm

The board unanimously approved the annual 3% salary adjustment based on CEO performance review plus an additional 4% salary adjustment based on compensation review of CEOs overseeing comparable community-based health care districts. This adjustment is effective October 1, 2020.

9) PUBLIC COMMENTS ON NON-AGENIZED ITEMS

There were none.

10) ADMINISTRATIVE REPORT

Presidents Report

Director Hempel proposed the board reevaluate the times of the regular board meetings. It was concluded that they would remain on the third Wednesday at 5pm until we are in person again. At that point it will be reevaluated.

Director Hempel announced due to the important agenda topics for this meeting, the Community Engagement discussion framed around the ACHD Tool Kit for Board Continued Education will be moved to the next board meeting.

CEO Report

Ms. Faith reported that the District has fronted a \$20,000 check to The VIA Foundation for the Cardiac Screening Event scheduled for September, due to the late arrival of the County check. When The Via Foundation receives the \$20,000 from Sonoma County, , the District will be reimbursed \$20,000. .

Ms. Faith reported that the contract is finalized with Jonathan Spees, Marine Street Consulting, LLC. Mr. Spees will be serving as an advisor to the District in the areas of finance and business development. Mr. Spees will take an active role in supporting the board on the RFP process for an Investment Advisor.

11) FINANCIAL SUSTAINABILITY

Exchange Bank Report

Director Tobias noted that the Exchange Bank report is included in the board packet and called for questions. There were none. The Exchange Bank representative will attend the next quarterly board meeting.

Finance Committee

Mr. Koblick reported that the Financial Committee has had two meetings since the February Board Meeting, one to introduce the screening tool and the second to review financials, investments, and the RFP. These materials were presented to the board for discussion and approval.

RFP Final

A MOTION was made by Director Dufour and seconded by Director Nelson to approve the Final Version of the RFP. The motion was passed by a vote of 5 ayes (Directors Nelson, Ambrosi, Hempel, Dufour, and Tobias) and 0 noes.

Director Hempel called for public comments, there were none.

RFP Timeline

A MOTION was made by Director Tobias and seconded by Director Ambrosi to approve the Final Version of the RFP Timeline. The motion was passed by a vote of 5 ayes (Directors Nelson, Ambrosi, Hempel, Dufour, and Tobias) and 0 noes.

Score Card

Mr. Spees reported a Score Card was created to serve as a tool for the Finance Committee to guide the evaluation process and create a quantitative measurement to subjective inputs. This is for internal purposes.

A MOTION was made by Director Ambrosi and seconded by Director Dufour to approve the Final Version of the Score Card with recommended adjustments. The motion was passed by a vote of 5 ayes (Directors Nelson, Ambrosi, Hempel, Dufour, and Tobias) and 0 noes.

Office Space

Mr. Koblick presented a report of rental space options. Ms. Faith stated that regardless of where the District is located there will need to be an investment in some new office furniture.

A MOTION was made by Director Tobias and seconded by Director Ambrosi to approve the staff recommendation of leasing building 1425 N. McDowell Blvd. Suite 105. The motion was passed by a vote of 4 ayes (Directors Ambrosi, Hempel, Dufour, and Tobias) and 1 noes (Director Nelson).

12) PETALUMA HEALTH FOUNDATION

Board Interest Form

Ms. Faith shared the Board Interest Form which incorporated recommended edits from Director Dufour, who will serve as a Petaluma Health Care District Board representative along with Director Nelson on the Petaluma Health Foundation Board.

Ms. Faith suggested we invite the Community Foundation of Sonoma County and the Marin Foundation to do a short presentation about their foundation structures and discuss the opportunity for Petaluma Health Foundation to engage with these established organizations. Ms. Faith noted that Ms. Mooney has been in conversation with both foundations as well and has been doing research on their foundations structure and processes. Ms. Mooney reported that a healthy partnership with the foundations has been established and that the Petaluma Health Foundation can utilize the shared information from other successful foundations to ensure best practices. There was consensus that more discussion needed to occur regarding the foundation before recruiting community members onto the board.

Funding Opportunities

Ms. Faith shared a document with funding opportunities for the District to invest in now. Ms. Faith reminded the board that this is informational only, there is no expectation for the board to act on these funding decisions at this meeting. The information is preliminary.

It was determined that the grant process needs to be discussed further. Conversations about philosophy, process, and community need is required before large funds can be distributed. Ms. Faith requested flexibility with a set amount of funds to help organizations who request support. It was the boards recommendation that if funds are needed on a more urgent basis due to community need a special board meeting could be called.

Director Hempel called for public comments, there were none.

13) APPROVE UPDATED STRATEGIC PLAN

Ms. Faith shared the redline and clean copy of the Strategic Plan for review. Ms. Mooney will make the suggested edits on the document and send out the final copy to the board.

A MOTION was made by Director Nelson and seconded by Director Ambrosi to approve the updated Strategic Plan with the recommended changes. The motion was passed by a vote of 5 ayes (Directors Nelson, Ambrosi, Hempel, Dufour, and Tobias) and 0 noes.

Director Hempel called for public comments, there were none.

14) ADJOURN

Director Hempel adjourned the meeting at 7:59 PM.

Submitted by Director Gabriella Ambrosi, Secretary PHCD
Recorded by Ty Mooney, Board Clerk PHCD