

**PETALUMA HEALTH CARE DISTRICT BOARD OF DIRECTORS  
MINUTES OF THE MARCH 16, 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 met via Zoom on Wednesday, March 16, 2022. Director Nelson called the meeting to order at 6:00 pm. Director Ambrosi 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.***

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

**a) ROLL CALL**

***California Governor Gavin Newsom issued Executive Order N-25-21 on September 20, 2021, relating to the convening of public meetings during the COVID-19 pandemic. Pursuant to the Governor’s Executive Order, Board members will attend the meeting via Zoom.***

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

Directors Ambrosi, Dufour, Hempel, Nelson, Tobias

Also present via Zoom:

Staff:

Ramona Faith, CEO  
Tucker Pinochi, Board Clerk  
Andrew Koblick, Controller

Guests:

Jonathan Spees, Marine Street Consulting

**b) CALL FOR CONFLICT**

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

**c) In memoriam: Fred Groverman, DVM and former Member of the Board of Directors.**

Those attending the meeting over Zoom took a moment of silence in remembrance of Dr. Groverman and his service to the District.

## **2) Consent Calendar**

- a) Approval of March 16, 2022 PHCD Board Agenda**
- b) Approval of February 16, 2022 PHCD Board Meeting Minutes**
- c) Approval of January 31, 2022 Financial Statements**
- d) Resolution #3-22: Government Code §54952(B): Authorizing Teleconference Meetings**

Director Hempel made a motion, seconded by Director Ambrosi, to approve the items on the Consent Calendar.

Vote: Ambrosi: Y Dufour: Y Hempel: Y Nelson: Y Tobias: Y. Motion was approved 5-0.

## **3) Board Comments**

- a) 52 Ways to Be a Better Board**

Director Tobias summarized chapters 19 and 20 of 52 Ways, which address communication among Board members and respect for the codified processes for the conduct of Board business.

- b) **Petaluma Valley Hospital Community Board Update****

Dr. Tobias summarized the most recent PVH Community Board Update. Meetings have consisted primarily of policy reviews for Petaluma Valley and Healdsburg Hospitals, as well as discussions of community benefit spending by Providence. He reports that the hospital budget shortfalls associated with the COVID-19 crisis seem to be closing.

## **4) Public Comments on Non-Agendized Items**

There were none.

## **5) Financial Stability**

- a) **March 3, 2022 Finance Committee Meeting Minutes****

Controller Andrew Koblick relayed some of the content of the March 3, 2022 meeting of the PHCD Finance and Business Development Committee. The Committee discussed the District's portfolio with Chandler Investments as well as the financial reports from January 2022.

## **b) Business Development Update**

Jonathan Spees shared an update on business development on behalf of the committee. He reports that there has been no follow-up from Providence about the ongoing Hospice Lease to Providence. He also shared that he hoped to schedule a meeting regarding the Lynch Creek Parcel and the potential for development of a behavioral health facility there in partnership with Providence. He also shared an update on the District's engagement with First Responders Resiliency. He received a business plan from First Responders Resiliency and he and Ms. Faith have begun reviewing it. His first impression is that the District may not be able to get an adequate return on investment based on their business model.

He updated the Board on his engagement with local healthcare providers about leasing space for a new medical office in Petaluma. He also outlined the financial parameters of an eventual investment in Living Unlimited from the District. Jonathan told the Board what he would be asking of them in terms of Business Development, namely as it relates to real estate transactions. With the real property market very expensive, the Board will need to act quickly to secure a desirable property if that is the direction they decide to go.

The Directors returned to the financial parameters of the potential collaboration with Living Unlimited (LU). Director Nelson asked about the possibility of a hybrid model between LU's standard practice and the one they had adapted in conversation with the District. Jonathan responded that some fees levied by Living Unlimited can be passed onto the families they find to rent the residence on behalf of their child.

Director Hempel asked that the Board include certain selection criteria in their search for property to house a LU program, including the availability of food and transportation. Mr. Spees suggested that the best source for these criteria would be LU's staff, as they have the most experience with what works and what does not. Further, he raised the possibility of partnering with Sonoma State University to design a building for this purpose, citing the training they provide for those seeking to work with disabled individuals.

Jonathan described the next steps to be taken if the Board wanted to engage with Living Unlimited, namely authorizing the drafting of agreements between the District, eventual contractors, and Living Unlimited. Ms. Faith added that the Board should try to be poised to make an offer by doing as much of this work in advance as is possible.

Directors Dufour and Tobias raised the question of LU's ongoing viability if they receive the investment from the District. Mr. Spees noted that the figures he presented were from Living Unlimited staff, so they should be reflective of at least their minimum needs.

Ms. Faith followed up, stating that she saw the \$20,000 per resident marketing fee to be slightly on the high end. Mr. Spees concurred, but added that there was an element of the fee which represented the District's potential support for LU's mission at large.

Mr. Spees said that the next steps he will take were to have a conversation with Living Unlimited, in order to identify their exact needs and to have as much of it ready to go by the time the Board is ready to vote on its approval of the partnership.

## **6) RFP Responses for Branding, Logo, and Website Development Partnership**

Ms. Faith presented the short evaluations developed by the review team (herself, Benjamin Spierings, and Melinda Hepp from Studio PR). She reported that the review team had removed Flannel as a final candidate and offered more information about the remaining two options: RAD Web Marketing / Resonate Social and Design Guild.

She paid special attention to the pricing differential between the two, as did the Board. She noted that there were costs for partnering with RAD/Resonate that had not yet been calculated, contributing to the lower sticker price. She did not have a final recommendation to make for the Board but emphasized Design Guild's experience in Petaluma and its connectivity to other community organizations here.

Director Ambrosi shared her experience with RAD / Resonate, and her recommendation of their work. Director Hempel talked about Design Guild, and the results they were able to get for the City of Petaluma. She continued and said that the operative question with regard to approving a partnership was how the District wanted to be perceived in the future. As a counter example, she cited Design Guild's goal for the City of Petaluma – to drive relocation to the city. Director Nelson said that she found Design Guild's proposal to be too expensive when placed in the context of our current number of website visitors. Ms. Faith said that the cost for Design Guild could be negotiated and brought down and the cost for RAD / Resonate will most likely increase due to some components not being included in their proposal. The evaluation process continues, including reference checks.

Ramona asked the Board if they would like to give her the authority to decide, or if they would like her to return with a final recommendation. The Board asked that she return in April with a final recommendation due to the potential cost difference.

## **7) Discussion / Approval: Amendments to PHF Articles of Incorporation, Bylaws**

**Director Ambrosi made a motion, seconded by Director Dufour, to approve the Amendments and Restatement of the Petaluma Health Foundation Articles of Incorporation and Bylaws.**

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

## **8) Administrative Reports**

### **a) President's Report**

Board President Crista Nelson had no items to report here.

## **b) CEO Report**

Ms. Faith shared her CEO Report for this month, and introduced a video made by Controller Andrew Koblick that shows highlights from the District's recently executed youth and young adult cardiac screening event. Among those flagged for further screening, three serious cardiac anomalies required follow up – a greater proportion of such potentially fatal anomalies than was expected. Director Nelson noted that the event likely saved three young lives.

### **i) Our Kids Our Future: Revenue Measure Endorsement**

Ms. Faith presented the fact sheet submitted by Our Kids Our Future, outlining the potential benefits and structure of the proposed revenue measure. The Directors briefly discussed their views on the measure. Directors Nelson and Tobias commented about the regressive nature of sales tax measures and the potential negative impact on Sonoma County's poorest residents.

Director Hempel said that in her other elected capacity she had endorsed the measure, in spite of the point raised by Directors Nelson and Tobias, because levying a sales tax does not require a supermajority of voters to be passed unlike other revenue sources. She said that First Five, the sponsoring organization, had relied on now-diminished tax revenues from tobacco products, requiring the establishment of an alternative source of revenue.

Ms. Faith recommended the Board approve sending a letter in support of the measure.

**Director Hempel made a motion, seconded by Director Dufour, to approve a letter in support of the Our Kids Our Future Measure on behalf of the Board of Directors of the Petaluma Health Care District.**

Director Dufour raised the point that inflation pressure would augment the burden of a sales tax measure on the most vulnerable, as did Director Ambrosi. Ambrosi added that additional options for childcare may facilitate returning to the workforce for more parents in Sonoma County.

**Vote: Ambrosi: Y Dufour: Y Hempel: Y Nelson: N Tobias: N. The motion was approved 3-2, with Directors Ambrosi, Dufour, and Hempel voting yes and Directors Nelson and Tobias voting no.**

Director Tobias, having voted against approving the letter of support, suggested that the Board explore alternative ways of addressing the need outlined in Our Kids Our Future's proposal.

### **ii) Social Media Archiving – Complying with the CA Public Records Act**

Ms. Faith addressed work by District staff on this matter and mentioned that she had reached out to other healthcare districts about their engagement with this requirement.

### **iii) Board Committees**

Ms. Faith began reviewing committee assignments for 2022, noting that the Board President is the individual who appoints the chair of each committee. She described the jurisdiction of each committee, and noted that the Finance and Business Development Committee should be noticing the monthly meetings thereof.

Director Nelson appointed the chairs of each committee as follows:

Director Tobias as Finance and Business Development Committee Chair  
Director Ambrosi as CHIPA (Community Health Advisory) Chair  
Director Hempel as Ad Hoc Committee for Board Governance (AHCBG) Chair  
Director Nelson as Ad Hoc Committee for Redistricting (AHCR) Chair

Directors Hempel and Nelson volunteered to sit on CHIPA as members, and Directors Tobias and Ambrosi volunteered to sit on the AHCBG and the AHCR as members, respectively.

#### **iv) Transition to In-Person Meetings**

Ms. Faith raised the possibility of returning to holding Board meetings in person. Directors Hempel and Tobias cautioned about the rising case numbers in Europe due to the sub-variant of Omicron. Director Tobias suggested a hybrid format for the meeting. Director Hempel told the Board that other public entities in Sonoma County had returned to virtual meetings due to the epidemiological conditions, and that staff at her organization was required to wear masks regardless of vaccination status.

Ms. Faith asked Director Dufour about the status of Petaluma Schools as it relates to unmasking. He responded that the schools had a framework to re-trigger required masking as opposed to strongly recommended masking, but that it was too soon to tell whether returning to required masking would be necessary.

Ms. Faith summarized the Board's conversation, stating that the Board will meet over Zoom for its April Regular Meeting, but that she would continue to list the item on the agenda in order to facilitate the conversation. Director Hempel noted this issue would likely become germane to the planning of the Blue Zones site assessment meetings.

#### **v) Petaluma SAFE Team**

Ms. Faith reported that the SAFE Team shared the project's budgetary shortfall with her. She suggested that the District Board should consider how much money they would be willing to contribute, to facilitate her follow up conversations with other potential donors. She noted that it may be hard to persuade other funders to invest without an initial verbal commitment for her to share with other organizations in the community such as Providence and Kaiser.

The Directors discussed the pros and cons of giving Ramona a soft number to share with other organizations when she seeks financial support for the SAFE Team from them. Director Nelson

asked whether ad hoc funding requests were a sustainable way to fund the SAFE Team, and whether the City of Petaluma planned to invest further to ensure the continuity of the program.

Director Nelson asked if there was a specific amount that Ms. Faith hoped to request from organizations such as Providence. Ms. Faith responded that she did not have one, but that she feels Providence should invest in Petaluma's local program as they did with Santa Rosa's, based on the money they've saved at PVH as a result of the SAFE team.

Ms. Faith said that what she needed from the Board was the permission to say that the District would commit at least some investment if it was needed. The Board asked Ramona to move forward soliciting funding for the SAFE Team, and to respond with a commitment from the District to fund some part of the shortfall this year if asked. Following that directive from the Board, Director Dufour suggested having the SAFE Team return to the Board to make a more specific proposal to the Board for funding the shortfall, and Director Ambrosi concurred.

**vi) District News / Articles / Ads**

**9) Informational Items**

**a) Upcoming Events**

**i) CHIPA Quarterly April 12, 2022**

**ii) Blue Zones Community Kickoff May 17-19, 2022**

**iii) PEF Bash: September 10, 2022**

**b) General News**

**10) Announcement of Closed Session Meeting**

**a) Government Code §54957.6 Employee Matters**

There were no public comments on the listed Closed Session items.

**11) Adjourn to Closed Session**

**a) Government Code §54957.6 Employee Matters**

**12) Adjourn to Open Session**

**a) Summary Report on Actions Taken in Closed Session**

The CEO contract was reviewed, discussed and approved for another 3-year term.

**13) Adjourn: Next Regular Board Meeting is April 20<sup>th</sup>, 2022.**

Contact [tpinochi@phcd.org](mailto:tpinochi@phcd.org) for more information.

Recorded and submitted by Tucker Pinochi, Board Clerk