

**NORTH SONOMA COUNTY HEALTHCARE DISTRICT  
BOARD OF DIRECTORS  
Minutes of April 30, 2020 Meeting**

Please note copies of all pertinent material considered by the Board in Open Session are included in the final Board Packet.  
Also, note items are sometimes taken out of order and are so indicated.

**CALL TO ORDER**

The Board of Directors of the North Sonoma County Healthcare District met telephonically with the Board Clerk hosting the meeting at 190 Foss Creek Circle, Suite F, Healdsburg CA on Thursday, April 30, 2020. Chair Gore called the meeting to order at 4:35 p.m.

**ROLL CALL**

*California Governor Gavin Newsom issued Executive Order N-25-20 on March 12, 2020, relating to the convening of public meetings in light of the COVID-19 pandemic. Pursuant to the Governor's Executive Order, Board members will attend the meeting telephonically.*

Board Clerk, Susan Schmid, called the roll. The following Board members were present telephonically, constituting a quorum,

Erin Gore, Chair  
Jim Nantell, Treasurer  
David Anderson, Secretary  
Sue Campbell, Director  
EJ Neil, Vice Chair - present

Absent: none

Also present telephonically: Joe Harrington, CEO  
Richard Baland, Interim CFO  
Berta Kaemmerling, CNO  
Kristina Holloway, CHRO  
Tom Gillis, Revenue Cycle Director and Compliance Officer  
William Arnone, District Counsel  
Dr. Gary LeKander, Chief of Staff

**APPROVAL OF AGENDA**

**A motion was made by Director Nantell and seconded by Director Campbell to approve the agenda.**

**Vote: Gore: Y Neil: Y Nantell: Y Anderson: Y Campbell Y**

**The motion was approved unanimously.**

**Public Comment for Open Session** None.

**REGULAR BUSINESS**

**Mission, Vision and Values –Mission Stories for the Month**

CMP Berta Kaemmerling reported the on the community response to the effort led by David Anderson to sponsor meals for the hospital front line workers. Dr. LeKander reported that Medical Staff is sponsoring a meal. Kristina Holloway reported the Fig Industry provided groceries for hospital staff. See the Marketing and Community Relations report in the April Board packet for a more extensive list of community members and agencies that have supported the hospital through the COIVID\_19 crisis.

**Motion to Approve the Consent Calendar**

**A Motion to approve the Consent Calendar was made by Director Campbell and seconded by Director Nantell.**

**This motion was approved unanimously. Vote: Gore: Y Neil: Y Nantell: Y Anderson: Y Campbell Y**

**Strategic Planning Board Committee**

Erin Gore reported the Strategic Planning Committee met in April. The goal of the committee is to bring the strategic plan to the Board for approval in May.

**The Partnership team continues to meet weekly with St Joseph's Health.**

**Clinic Coordinating Committee** – Dave Anderson report the committee is meeting weekly. They are billing such as billing, strategies to improve patient volume and address patient concerns around COVID-19. *See report in the April Board packet for more details.*

### **Finance and Budget Board Committee**

#### **Expense Reduction Plan Review with Recommendation to the Board for Approval**

Treasurer Jim Nantell reported the Finance and Budget Committee reviewed the Expense Reduction Plan presented by staff in great detail. He thanked staff and the F&B Committee for the hours that went into preparing and reviewing all the documents to reach this recommendation. The Finance and Budget Committee recommends to the Board approval of the “moderate” scenario defined in the staff recommendation of COVID-19 Expense Reductions\* with the following modifications:

1. Provider compensation agreements with all of the HDH physicians (employed and contracted), are re-negotiated to performance based incentive contracts.
2. Directive given to C Suite staff to re-write the recommendation for the Board of Directors' April meeting to reflect more detailed, current and specific action steps in regard to expense reductions.

The Board tabled the recommendation until further closed session discussion was completed in regard to employee furloughs and staff reductions. See report out from closed session in these minutes.

#### **Capital Request Summary - MedGas Project Recommendation to the Board for Approval**

Treasurer Jim Nantell reported the Finance and Budget Committee reviewed the proposal presented by staff. The Finance and Budget Committee recommends to the Board approval of the staff recommended to move forward with funding this project. Discussion ensued regarding the necessity of the MedGas project given the expense. Discussion ensued regarding funding alternatives for the large projects left on the capital needs list, like the nurse call system and fire alarm.

**A motion was made by Director Nantell and seconded by Director Anderson to approve funding the MedGas project. This motion was approved unanimously. Vote: Gore: Y Neil: Y Nantell: Y Anderson: Y Campbell Y.**

### **Board and C Suite Development Committee**

The new Chief Financial Officer has been selected. Once approved by the Board and offer will be made. The goal is to have the new person in position the second week in May.

Jim Nantell led the discussion regarding Board members directing staff. All were in agreement that Board members should take any requests to the Chief Executive Officer to manage or delegate as appropriate.

### **Med Staff Medical Staff**

Chief of Staff, Gary LeKander presented the Clinical Privileges in Orthopedic Surgery for approval

**A motion was made by Director Neil and seconded by Director Nantell to approve the policy as presented.**

**This motion was approved unanimously. Vote: Gore: Y Neil: Y Nantell: Y Anderson: Y Campbell Y**

Dr. Joe Tito reported on the progress at the Surgical Review Committee” (COVID-SRC). He noted the urgent need for COVID-19 testing kits.

### **Policies and Procedures**

#### **Approval of Proposed Changes to Hospital Policies and Procedures and Rules and Regulations and Bylaws.**

*See binder in Admin for policy details.*

CNO Kaemmerling reviewed the workforce reduction policy for approval.

**A Motion was made by Director Campbell and seconded by Director Anderson to approve the policy as presented.**

**This motion was approved unanimously. Vote: Gore: Y Neil: Y Nantell: Y Anderson: Y Campbell Y**

### **COVID-19 Communications Update Internal and External Communication Tools**

Gina Fabiano presented. See materials in the April packet.

### **STANDING ITEMS:**

#### **1. Consideration of Materials Disseminated by Board Members and Staff**

Next Board meeting is scheduled for Thursday, May 14<sup>th</sup>.

**Public Comment on Closed Session**

None.

**CLOSED SESSION**

Chair Gore adjourned to Closed Session at 5:55pm.

**RECONVENE OPEN SESSION**

The Board returned to Open Session at 7:40 pm.  
Counsel reported out on Closed Session discussion.

**ITEM 1: Hearings concerning staff privileges pursuant to Gov't Code Sec 54957 and Health & Safety Code Sec 32155; Title: Physicians and Physician Assistants and Delineation of Criteria for Allied Health Professionals. Reportable action was taken** with the motion by Director Gore seconded by Director Nantell to approve all Medical Staff recommendations; both privileges and credentials as presented.

**Vote: Gore: Y Neil: Y Nantell: Y Anderson: Y Campbell Y This motion was approved unanimously.**

**ITEM 2: Reports Involving Trade Secret pursuant to Health & Safety Code section 32106. The discussions will concern proposed new services, programs or facilities. The estimated date of public disclosure is unknown. No Reportable action was taken.**

**ITEM 3: Public Employment pursuant to Government Code Section 54957; Title: All Employees Reportable action was taken.**

1. A motion was made by Director Nantell and seconded by Director Campbell to accept the recommendation made by staff embodied in the memo titled *Expense Reduction Recommendation*. This memo with accompanying attachment will now be made public documents.

**Vote: Gore: Y Neil: Y Nantell: Y Anderson: Y Campbell Y This motion was approved unanimously.**

2. A motion was made by Director Nantell and seconded by Director Neil that did not pass to give direction to staff to investigate and query staff willingness to take a pay reduction for a specified period of time to assist in expense reduction.

**Vote: Gore: N Neil: Y Nantell: Y Anderson: Y Campbell N This motion was not approved.**

**ITEM 4: Public Employment pursuant to Government Code Section 54957; Title: Chief Executive Officer (CEO)**  
A motion was made by Director Campbell and seconded by Director Nantell to accept the recommendation made by the Board appointed hiring committee to proceed with an offer to James Schuessler for the Chief Executive Officer (CEO) position with Healdsburg District Hospital. This position is being made vacant with the retirement of current CEO, Joe Harrington.

**Vote: Gore: Y Neil: Y Nantell: Y Anderson: Y Campbell Y This motion was approved unanimously.**

**ADJOURNMENT: 7:45pm**

Chair Gore adjourned the April meeting of the North Sonoma County Healthcare District.

Contact Susan Schmid, Clerk of the Board for further information. [sschmid@nschd.org](mailto:sschmid@nschd.org)  
5/1/2020