

**NORTH SONOMA COUNTY HEALTHCARE DISTRICT
BOARD OF DIRECTORS
Minutes of August 27 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, August 27 2020. Chair Gore called the meeting to order at 4:38 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 via Zoom,

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

Erin Gore, Chair
EJ Neil, Vice Chair
Jim Nantell, Treasurer joined the meeting at 5:22pm
David Anderson, MD, Secretary
Sue Campbell, Director

Absent: none

Also present via Zoom: Jim Schuessler, 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
Dr. Joseph Tito

APPROVAL OF AGENDA

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

Vote: Gore: Y Neil: Y Nantell: absent Anderson: Y Campbell Y . The motion was approved with quorum.

Public Comment on Closed Session None.

CLOSED SESSION

Chair Gore adjourned to Closed Session at 4:40 pm.

RECONVENE OPEN SESSION

The Board returned to Open Session at 5:30 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 Campbell and seconded by Director Anderson 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.

ITEM2.Reports concerning hospital medical audit or quality assurance committees pursuant to Health & Safety Code sections 1461 and 32155

No Reportable action was taken.

ITEM 3: 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.

ITEM4: Conference with Legal Counsel—Existing Litigation pursuant to Government Code Section 54956.9(a); Name of case: Lopez
No Reportable action was taken.

In order to begin open session as scheduled at 5:30pm, the closed session item #5, *Public Employment pursuant to Government Code Section 54957; Title: All Employees*, will be addressed after Open Session business is concluded.

Public Comment for Open Session: none

REGULAR BUSINESS

1. Mission, Vision and Values –Mission Stories for the Month

Chair Gore asked for a moment of silence in memory of hospital volunteers Stephanie Gibbs and Jennie Pearl. CEO Jim Schuessler gave an update on the readiness in wake of the Walbridge Fire Hospital. The Command Center has been activated with 24 hour communication established. Preparations have been made to evacuate patients if necessary. Mr. Schuessler applauded staff for their professionalism and dedication to the safety of employees and patients; in particular HDH Subacute Manger, Celia Palacio and CNO Berta Kaemmerling.

2. Motion to Approve the Consent Calendar

A Motion to approve the Consent Calendar was made by Director Nantell and seconded by Director Campbell. This motion was approved unanimously. Vote: Gore: Y Neil: Y Nantell: Y Anderson: Y Campbell Y

3. Strategic Planning Committee

Recap of Community Public Forums

Erin Gore gave a recap of the zoom community forums. Three virtual public forums were held in August to discuss the transaction, answer questions and to review the history leading up to the proposed sale of the hospital. While the meetings did not draw a large audience, there was a good exchange of information and those that participated got important questions answered. The presentation slides and a recording of the community meeting can be found, along with the Board approved term on the hospital website: <https://healdsburgdistricthospital.org/purchaseagreement>.

Planning Committee - Update from the Negotiating Team

CEO, Jim Schuessler announced that a final draft of the new Community Board bylaws has been agreed upon by all parties. Meetings with Providence, St Joseph continue weekly in order to have the definitive agreement documents ready prior to the November vote.

The second round of due diligence has begun. Finance, Quality and Legal staff are working with Providence St Joseph.

Volunteer Opportunities

Political Consultant Rob Muelrath spoke at the August Strategic Planning Committee meeting. Rob reviewed the following in detail.

- **Use of Public Funds Memo** - Under state statute and case law, the government, including Health Care Districts may not take sides in election contests. Additionally, public officials (this included Board members and hospital staff) are prohibited from using public resources for campaign activity, absent any express statutory authorization. District Board and staff will be acting as volunteers on any campaign efforts.
What you as a Board Member can and cannot do during the campaign was reviewed and discussed.
- Rob Muelrath's office will be coordinating the campaign activities. An executive team, that will include no more than two Board members volunteering, will be formed to lead the volunteer efforts.

4. Finance and Budget Committee

Interim CFO Richard Baland reviewed the expense dashboard. See August Board packet for further details.

Treasurer Nantell thanked staff for the efforts to meet the financials goals set at the beginning of the COVID-19 pandemic.

Recommendation for Approval of Pandemic Capital Acquisitions

Interim CFO Richard Baland reviewed the requests with CNO, Berta Kaemmerling providing more detail on the acquisition of new hospital beds and subacute over-bed bedside tables. The Finance and Budget Committee has approved with a recommendation the Board for approval.

A Motion to approve the Capital Acquisitions was made by Director Campbell and seconded by Director Gore. This motion was approved unanimously. Vote: Gore: Y Neil: Y Nantell: Y Anderson: Y Campbell Y

5. Med Staff Medical Staff

Chief of Staff, Gary LeKander gave report on developments with the medical staff. Dr. LeKander recognized retiring physician Dr. Tomasin for his years of dedication and service to this community. He also thanked retiring physicians Zelk and Tse for their contributions.

6. Update to the Board on California Fair Political Practices Commission (FPPC)

District Counsel Bill Arnone reported he received a response **from Fair Political Practices Commission** in regarding a Board members' potential conflict of interest in the discussion and vote of the sale of the hospital.

The FPPC has withdrawn the request for formal advice on this topic due to the fact that it is related to past conduct. On advice of District Counsel, going forward, the Board member will limit any action on this matter in his role as a NSCHD Board member.

7. Open Public Hearing on resolution #10-20 Setting the Tax Rate for the Fiscal Year 2020/2021

Chair Gore called for public comment. There were no comments. District Counsel, Bill Arnone reviewed the resolution and accompanying documentation.

8. Close Public Hearing on Resolution #10-20

9. Consideration of Adoption of Resolution #10-20 Setting the Tax Rate for the Fiscal Year 2020/2021

A motion was made by Director Nantell and seconded by Director Gore to accept the Resolution #10-20.

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

10. Open Public Hearing on Resolution #11-20 Adopting Appropriations Limit for the Fiscal Year 2020/2021

Chair Gore called for public comment. There were no comments. District Counsel, Bill Arnone reviewed the resolution and accompanying documentation.

11. Close Public Hearing on Resolution #11-20

12. Consideration of Adoption of Resolution #11-20 Adopting Appropriations Limits for the Fiscal Year 2020/2021.

A motion was made by Director Nantell and seconded by Director Gore to accept the Resolution #11-20.

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

13. 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, CHRO Holloway the policies for approval.

A Motion was made by Director Campbell and seconded by Director Gore to approve the policies

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

14. Discussion and Approval Regarding Board Stipend Reinstatement

The Board had voluntarily stopped monthly stipends in March, 2020 due to the financial constraints on the organization from COVID-19 pandemic. **Discussion ensued .A Motion was made by Director Neil and seconded by Director Campbell to reinstate the Board stipends as stated in the policy effective August 1,2020 approve the policies**

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

15. Staff Presentation Compliance and Ethics

Compliance Officer Tom Gillis was having technical difficulties with his Zoom connections. This presentation will be re-scheduled at a later date.

15. Communications Update

Erin Gore gave the presentation in Gina Fabiano's absence.

See report in the August Board packet.

STANDING ITEMS:

1. Consideration of Materials Disseminated by Board Members and Staff

The next Board meeting is scheduled for Thursday, September 24, 2020

Public Comment on Closed Session

None.

CLOSED SESSION

Chair Gore adjourned to Closed Session at 6:30pm.

RECONVENE OPEN SESSION

The Board returned to Open Session at 6:40 pm.

Counsel reported out on Closed Session discussion.

**ITEM 5: Public Employment pursuant to Government Code Section 54957; Title: All Employees
No Reportable action was taken.**

ADJOURNMENT: 6:45pm

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

Contact Susan Schmid, Clerk of the Board for further information. sschmid@nschd.org
9/14/20