

**NORTH SONOMA COUNTY HEALTHCARE DISTRICT  
BOARD OF DIRECTORS  
Minutes of November 19, 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 via Zoom with the Board Clerk hosting the meeting at 190 Foss Creek Circle, Suite F, Healdsburg CA on Thursday, November 19, 2020. Chair Erin Gore called the meeting to order at 4:30 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  
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  
Pam Herder, In House Counsel  
Dr. Gary LeKander, Chief of Staff  
Tom Schroeder, Legal Consultant  
Brian Quint, Bond Counsel

**APPROVAL OF AGENDA**

**A motion was made by Director Campbell and seconded by Director Anderson 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: 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. Continued discussion will take place after open session.

**ITEM 2: 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 Nantell 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.

**Public Comment for Open Session:** none

## **REGULAR BUSINESS**

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

On behalf of the District Board, Chair Erin Gore thanked all hospital staff and physicians for their focus on patient and staff safety during the ongoing COVID-19 pandemic. Erin acknowledged the collaborative efforts of hospital leadership, working with the county and city leaders to keep staff and public informed of the latest developments. CEO Schuessler gave special acknowledgment to CNO Berta Kaemmerling, Alisa Proudfoot and Kristin Lytle, and all her staff for the long hours and early mornings coordinating and distributing COVID-19 testing to 300+ hospital employees multiple times over the last 6 weeks.

### **2. Motion to Approve the Consent Calendar**

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

**Note: There were no financials reports this month due to the early meeting date.**

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

### **3. Strategic Planning Committee**

a) Review of November Meeting Discussion

Erin Gore reported on the robust discussion at the Strategic Planning Committee. Terry Leach joined the meeting and discussed the beginning steps of the Strategic Planning process. The decision has been made to hold off on Strategic Planning until the hospital District transition plan is completed.

### **Partnership Committee Update**

CEO Jim Schuessler reported the negotiation team continues to work on the definitive agreement documents. The Board will be updated as developments occur. CEO Schuessler and CHRO Kristina Holloways gave an update on the employee transition process. Kristina is working closely with the HR department at Provident/St Joseph's to map hospital employees to equivalent positions within the SJH/Providence structure. Employees are expected to receive written notice of their new job titles and assignments by mid-December.

### **4. Consideration of Approval of Resolution #13-20**

Note: Bond Counsel, Brian Quint reviewed the materials with the Board in detail prior to the Resolutions votes approving the issuance of refunding revenue bonds to refund the District's Outstanding 2016 Certificates of Participation. As noticed on the District's website, a public hearing with respect to the issuance of the Bonds was held November 18, 2020. This resolution is the approval required by IRS regulations relating to the issuance of tax-exempt bonds.

**A Motion to approve Resolution 13-20 as presented was made by Director Nantell and seconded by EJ Neil. This motion was approved unanimously. Vote: Gore: Y Neil: Y Nantell: Y Anderson: Y Campbell Y**

### **5. Consideration of Approval of Resolution #14-20**

This Resolution is authorizing the issuance of refunding revenue bonds to refund the District's Outstanding 2016 Certificates of Participation and authorizing the execution and delivery of an indenture, a bond purchase agreement, an escrow agreement, a tax transfer agreement and a termination agreement in connection with the issuance of the refunding bonds.

**A Motion to approve Resolution 14-20 as presented was made by Director Neil and seconded by Erin Gore This motion was approved unanimously. Vote: Gore: Y Neil: Y Nantell: Y Anderson: Y Campbell Y**

### **6. 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.*

Dr. LeKander along with CNO, Berta Kaemmerling reviewed the policy for approval.

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

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

### **7. COVID-19 Update**

CEO Jim Schuessler updated the Board. All 315 employees are being routinely tested according the County Health requirements. The last round revealed no positive cases. CEO Schuessler thanked the physicians and staff, in particular CNO Berta Kaemmerling and her team, for the tremendous effort involved in the testing process.

We are completing the process to be a registered site for the COVID-19 vaccines once FDA approved. More information will be available next month. Jim also acknowledged Dr. Gary LeKander, Chief of Staff and Critical Care Pulmonologist

who had been a leader in the treatment of patients and advisor to the rest of the staff. Dr. LeKander along with other representatives of the medical staff will assist to prioritize distribution of the vaccine. The State will determine County allocation of the vaccine. All county hospitals are working in collaboration to be sure the vaccine is allocated.

#### **8. Swearing In of Officers to the NSCHD District Board**

Directors Jim Nantell, Erin Gore and David Anderson were sworn in By District Counsel to another 4 year term. *See documents in the November Board packet for details.*

#### **9. Discussion Regarding**

- a) 2021 District Board Positions and Subcommittee Assignments – this conversation was deferred to the December meeting.
- b) 2021 District Board Calendar - this conversation was deferred to the December meeting.

#### **STANDING ITEMS:**

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

Healthcare Foundation 2020 Wetzel Leadership Award Honorees Sue Campbell and John McKinney. Congratulations to Sue and John.

This is a Zoom meeting. Susan Schmid will send information to Board members and all interested parties.

##### **Upcoming Board Calendar**

Special Meeting of the Board, Friday November 20th

December Regular Meeting - Thursday, December 17, 2020

##### **Public Comment on Closed Session**

None.

##### **CLOSED SESSION**

Chair Gore adjourned to Closed Session at 6:00pm.

##### **RECONVENE OPEN SESSION**

The Board returned to Open Session at 6:30 pm.

Counsel reported out on Closed Session discussion.

**ITEM 1: 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.

##### **ADJOURNMENT: 6:32pm**

Chair Gore adjourned the November 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)

12/1/20