

**NORTH SONOMA COUNTY HEALTHCARE DISTRICT
BOARD OF DIRECTORS**

Minutes of January 28, 2021 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, January 28, 2021. Chair Erin Gore called the meeting to order at 4:32 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:

Nathan Oliver, Hospital Director of Finance
David Southerland, Hospital Interim VP of Operations
William Arnone, District Counsel

APPROVAL OF AGENDA

Discussion was had regarding moving the agenda item *Discussion Regarding District participation in COVID-19 vaccination program to the first order of Open session.* A motion was **made by Director Nantell and seconded by Director Campbell to approve the agenda with this amendment.**

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

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 5:00 pm.

Counsel reported out on Closed Session discussion.

ITEM 1: Conference with Legal Counsel- Anticipated Litigation: Significant exposure to litigation pursuant to subdivision (b) of Government Code section 54956.9; one potential case.

Discussion was had. No reportable action was taken.

Public Comment for Open Session: none

REGULAR BUSINESS

1. Motion to Approve the Consent Calendar

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

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

2. Discussion and Possible Approval of 2021 Board Meeting Calendar

The 2021 meeting calendar was presented.

Discussion ensued regarding start time of the meetings being at 4:30 for open session.

A Motion to approve the 2021 Meeting Calendar with the 4:30 pm start time for open session was made by Director Gore and seconded by Director Campbell.

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

Susan Schmid will work with Gina Fabiano to post the 2021 Calendar on the NSCHD website.

3. District Board of Directors Role and Responsibilities 2021

Discussion and Possible Approval of 2021 Board Officer Assignments

Discussion ensued.

A Motion was made by Jim Nantell and seconded by David Anderson to nominate EJ Neil to the position of Board Chair. Vote: Gore: Y Neil: Y Nantell: Y Anderson: Y Campbell Y This motion was approved unanimously.

A Motion was made by EJ Neil and seconded by Jim Nantell to nominate David Anderson to the position of Board Vice Chair. Vote: Gore: Y Neil: Y Nantell: Y Anderson: Y Campbell Y This motion was approved unanimously.

A Motion was made by Sue Campbell and seconded by EJ Neil to nominate Jim Nantell to the position of Board Treasurer. Vote: Gore: Y Neil: Y Nantell: Y Anderson: Y Campbell: Y. This motion was approved unanimously.

A Motion was made by E.J. Neil and seconded by Jim Nantell to nominate Sue Campbell to the position of Board Secretary. Vote: Gore: Y Neil: Y Nantell: Y Anderson: Y Campbell: Y. this motion was approved unanimously.

A Motion was made by E.J. Neil and seconded by Jim Nantell to nominate Erin Gore to the position of Director. Vote: Gore: Y Neil: Y Nantell: Y Anderson: Y Campbell: Y. This motion was approved unanimously.

2021 Board of Directors positions as follows:

Chair – EJ Neil

Vice Chair- David Anderson

Treasurer – Jim Nantell

Secretary – Sue Campbell

Director – Erin Gore

Board members were in agreement that the Board, as a body, is responsible for monitoring the effectiveness of all members in all Board positions. If concerns arise that any member is unable to perform the role assigned, the Board will address the issue as a full body.

Point of Order: Counsel Arnone commented that traditionally the newly appointed Chair takes over the meeting upon nomination.

4. Discussion and Possible Approval Regarding Continuation or Change of Board Sub Committees; Finance and Budget and Strategic Planning.

Rosenberg's Rules of Order were reviewed.

Adjustments to Committee Assignments and Prioritization was discussed

The Audit Committee will remain to finish up the 2020 Audit business.

The Strategic Planning Committee will remain.

Discussion regarding the Finance and Budget Committee was led by Jim Nantell and Sue Campbell. It was agreed that Finance and Budget Committee, as a full body, will be dormant until such time the Board feels they are needed.

Question was raised about reporting finances to the Board. Julie Hanamura, past Finance and Budget Committee member will be approached to assist in a one page report on the Board Finances that can be included in the monthly meeting materials.

Follow Up Action Item: EJ Neil, David Anderson and Jim Nantell will further discuss financials reporting and make a recommendation on the Board.

4. Strategic Planning Next Steps

Discussion Regarding District participation in COVID-19 vaccination program

Erin Gore introduce Alliance Medical Center (AMC) CEO, Joan Churchill, Medical Director Sue Labbe and AMC Board member Terry Leach. The Alliance team presented the COVID-19 vaccination clinic plan. Also present was Deborah Howell, CEO of Alexander Valley HealthCare. The effort to vaccinate the District residents will be collaboration with the County, Healdsburg Hospital, Alexander Valley HealthCare C, Corazon, Healthcare Foundation Northern Sonoma County and others working in the District including schools, councils, and law enforcement. Complications around site locations, registration, funding, scheduling were discussed. Distribution would follow the County tiers. Dave Southerland, Interim VP of Operations for Healdsburg Hospital supports the collaboration and the involvement of Healdsburg Hospital. Gina Fabiano outlined a proposal on how the Hospital could assist in this collaboration. Mr. Southerland announced he would be designating a staff person to assist in coordination. The importance of equitable distribution of the vaccine was agreed to by all. Clinic sites will be throughout Cloverdale, Healdsburg and Windsor over the coming months. Alexander Valley HealthCare is covering the Cloverdale area. Alliance is working with the school districts to secure indoor locations.

Chair Neil commended the efforts of the clinics and partners. Discussion ensued as to what the District's role in the Vaccine Collaboration might be. The clinics will be taking the lead in this effort. Expenses incurred by Alliance and Alexander Valley HealthCare Clinics were discussed. Erin Gore was assigned as the District point person for the Vaccine Collaborative. The District will call a special meeting of the Board to discuss possible approval of financial commitment to the Vaccine Clinic Collaborative. Leadership from the clinics will work with Erin Gore to create a proforma and present to the Board for consideration for funding at a special interim February Board meeting.

Strategic Planning Next Steps

Discussion ensued regarding a concern that the full Board be included in the Strategic Planning process. All were in agreement.

A Motion was made by Sue Campbell and seconded by EJ Neil to appoint Erin Gore to the position of Chair of the Strategic Planning Committee.

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

5. District Board Requirements

Due to time constraints, this topic is will be re-agendized for the February Regular meeting.

6. Discussion and Possible Action Regarding New District Housekeeping

- a. Website discussion – email, phone, content
- b. Bookkeeper discussion
- c. Zoom / QuickBooks /Board Effect/ Other IT issues discussion
- d. Archiving discussion – where and how

The Board Effect contract was presented for approval for the year March, 2021 through March, 2022. All were in agreement that the Board would continue with the Board Effect meeting book.

A motion was made by EJ Neil and seconded by Sue Campbell to sign the Board Effect/Diligent contract and make payment.

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

Follow up Action Item: Susan Schmid will be sure the contract is signed and check is in the mail.

Follow up Action Item: Julie Hanamura will need to be reimbursed for District QuickBooks expenses.

Follow up Action Item: Jim Nantell will work with Susan to research Zoom vs. other software alternatives for virtual meetings and make a recommendation to the Board.

Due to time constraints, further discussion on these topics is will be re-agendized for the February Regular meeting.

7. Discussion on 2021-2020 Parcel Tax

Review Parcel Tax Yearly Timeline

Discussion and Possible Approval of Resolution #01-21 Authorizations to Approve 2021/2022 Parcel Tax Exemptions

Nathan Oliver led this discussion. See materials in the Board meeting Book. Mr. Oliver recommended to the Board that a separate person be receiving bank statements and reconciling the books, just for the purpose of internal controls.

The District Financial Policy and Procedure need to be reviewed and updated to meet the mission of the District going forward.

Follow Up Action Item: The Board directed Nathan Oliver to work with Counsel Bill Arnone to review the current policies and procedures in place and make recommendations for changes.

Follow Up Action Item: The Board directed Counsel Bill Arnone will work with Treasurer Jim Nantell to review the current Bylaws regarding subcommittees and make recommendations for changes; in particular to the Finance end Budget Committee and the responsibilities of finance oversight going forward.

It was commended that the Treasurer and one other Board member remain as the Finance Committee. Bill Arnone reviewed the purpose of an ADHOC committee as “single purpose”.

Chair E.J. Neil appointed Jim Nantell and Sue Campbell to the Finance and Budget Committee.

Chair E.J. Neil appointed Erin Gore as the District representative on the Vaccine Collaborative. Sue Campbell will act as backup.

8. A Motion to approve Resolution #01-21 Authorizations to Approve 2021/2022 Parcel Tax Exemptions

Was made by Director Nantell and seconded by Director Campbell. This motion was approved unanimously.

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

9. Discussion and Possible Approval for Further Agreement with Jim Schuessler

All were in agreement that the Board will move forward with the contract with Jim Schuessler. See contract for details. Erin will work with Bill Arnone to get the signed contract to Jim Schuessler. The contract will be for 3 months and become effective the date of signature.

Motion was made by E.J. Neil and seconded by Jim Nantell move forward with the contract with Jim Schuessler.

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

10. Discussion and Possible Approval of Resolution #02-21 Regarding District Bank Account Authorization and Debit Card

A Motion to approve Resolution #02-21 was made by Director Nantell and seconded by Director Campbell. This motion was approved unanimously.

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

Note: this resolutions states one signature requirement up to \$5,000.

11. Discussion and Possible Approval of Resolution #03-21 Regarding Changing the Account to One Signatory Approval

A motion to approve Resolution #03-21 was made by Director Nantell and seconded by Director Anderson. This motion was approved unanimously.

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

Note: this resolutions states one signature requirement up to \$5,000.

STANDING ITEMS:

1. Consideration of Materials Disseminated by Board Members and Staff

Board Members and Staff may share materials of interest.

- a. Board is responsible for getting the 700 forms to the County by the April 1 deadline
- b. Board is responsible for submitting the stipend reports starting February 2021.

ADJOURNMENT: 7:25pm

Chair Neil adjourned the January meeting of the North Sonoma County Healthcare District.

Contact Susan Schmid for further information. sschmid@nschd.org

2/02/21