

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

Minutes of Meeting January 27, 2022 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 on Thursday, January 27, 2021.

Chair David Anderson 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 via Zoom.

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

David Anderson, M.D., Chair
Sue Campbell, Treasurer
Jim Nantell, Secretary

Also present via Zoom: Tucker Pinochi, Board Clerk
Jed Weissberg, MD
Bill Arnone, Esq.

Absent: Danielle Streb, Director
Erin Gore, Director

APPROVAL OF AGENDA

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

Vote: Anderson: Y Nantell: Y Campbell: Y Gore: abs Streb: abs. The motion was approved 3-0, with Directors Streb and Gore absent.

Public Comment for Open Session; None

REGULAR BUSINESS

1. Consent Calendar: Consent items will be approved by one motion.

a. December 16, 2021 Regular Meeting Minutes

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

Vote: Anderson: Y Nantell: Y Campbell: Y Gore: abs Streb: abs The motion was approved 3-0

2. NSCHCF Request for Funding of Process to Explore Development of Cloverdale Community Wellness Center

Kim Bender reported on the Healthcare Foundation's exploration of mental health and wellness initiatives in Northern Sonoma County. NSCHCF engaged with Nuestra Comunidad and other local organizations to discuss developing a center in Cloverdale. Ms. Bender said that the District's role in the process would begin with a one-time capital investment to the foundation, and that the project would take two years and twenty planning meetings in total to complete.

Director Anderson asked whether Ms. Bender planned to hold the planning meetings in person, and Ms. Bender responded that the target audience is better served by in person meetings. Director Anderson and Ms. Bender then discussed which community organizations would get input on who attends and how best to reach the initiative's target audience.

Director Nantell continued on the topic of COVID contingencies, asking Bender whether postponement of the process had been discussed in order to ensure attendees' safety in person. Ms. Bender reported that while undesirable, the Foundation was prepared to postpone the meetings. Directors Campbell and Nantell raised a question about the progress of the Alexander Valley Wellness Center. Ms. Bender did not know, besides that they were waiting on regulatory approval to move forward.

Director Campbell continued, asking Ms. Bender how the Foundation imagines the District's potential role in the project. Ms. Bender, noting that Nuestra Comunidad would serve as the host organization for the Center's planning process, responded that after its initial capital investment, the District could be as involved or uninvolved as it so chooses.

Director Campbell also asked whether Directors Gore and Streb had been in contact with her, as Director Streb is from the community. Ms. Bender replied that the Foundation had been in touch with the Directors, and that three of them had common concerns about soliciting input from Alexander Valley Wellness Center's team. Each community is different, and Alexander Valley's input could overshadow the input from the future center's target audience.

Director Campbell mentioned several community organizations, like On the Margins, that might have valuable contributions to make, and asked whether the Foundation had begun reference checks on potential facilitators. Ms. Bender reported that some of those have already been in contact. She offered the District the opportunity to participate in reference checks to perform its due diligence as a funder of the project.

Director Campbell then asked what other funding sources existed for the Wellness Center, should the District choose not to move forward. Ms. Bender replied that the District was the most likely source of funding, due to the more hyperlocal focus of the project on Cloverdale. She said that there may be other sources of funding for similar projects in larger communities, but that it would come at the cost of the projects focus on underserved Cloverdale. Director Campbell and Ms. Bender both suggested gathering more data on funding sources and outcomes.

Director Anderson encouraged the Board to attend at least some of these planning meetings, and reminded the Directors that such meetings would be reimbursable under Board policy.

Directors Anderson, Campbell, and Nantell agreed that any action approving the Foundation's request for funding should wait until Directors Gore and Streb could be present. Ms. Bender added that while the Foundation was anxious to move forward, such a delay would not be a problem. District Counsel noted

that the matter does not need to wait until March's Board meeting; a special session can be scheduled with the required 24-hour notice to the public.

Ms. Bender said that she will follow up with Providence regarding to possible funding assistance in the meantime.

Bender and Scramiglia left the meeting at 5:16 pm.

3. District Counsel: Legal Responsibilities of the Board:

District Counsel asked to move this to next month's meeting

4. Update on Exploration of Drug Education in the Cloverdale Middle and High Schools

Addressed after Finance

Director Nantell read an email from Director Streb into the record: "Per Debbie Howell, she is not interested in having an outside resource come in for drug education in Cloverdale. She said that mental health providers usually do this in the local schools, but because of COVID, have not been able to. She prefers to use her own providers to establish relationships with the children that hopefully encourage an open door for the future. She thinks it builds trust and rapport, which makes it more likely the kids in the community would reach out to the clinic if they needed help."

Director Nantell noted that this response amounted to declining our funding for the drug education program in Cloverdale schools.

Director Campbell added that Ms. Howell did not address the loan she received from the District. Campbell would like to have Ms. Howell speak to the Board in February to outline how she plans to repay or repurpose the funds.

Directors Campbell and Nantell said that the Board will assign a Director to follow up on this matter.

5. Approve or deny request from Alliance Medical Center to Forgive \$125,000 Loan to Cash Flow Vaccination Program

Joan Churchill joined the meeting at 5:19pm.

Director Anderson reviewed the Board's December request to Alliance Medical Center to return to the Board with a plan to hire an additional educator for the drug education program.

Ms. Churchill responded, and described what she brought to the Board pursuant to that request. She reported that the District's loan would cover about 71% of the proposed cost, including drug abuse education content. Director Anderson asked whether AMC was receiving funds from My Body is Healthy, and Ms. Churchill responded that she was not aware at the time whether AMC was receiving such funds, but that if it was they represented a small amount relative to proposed cost.

Director Anderson continued on the topic of funding sources. In response, Ms. Churchill described an operative distinction for this particular program: per Churchill, the billing criteria for educational programs differs from counseling programs. A counselor is licensed to provide individualized treatment plans. Alliance has programs like this, but the District's request was for drug education. Ms. Churchill noted that educators are empowered to connect students with clinical services if the need were to arise.

Director Nantell asked what the consequences would be for the program if the District were unable to forgive the loan. Ms. Churchill responded that the program would have to be cut back significantly.

Director Campbell added that Churchill's proposal included all of the District's requests, in terms of structure and subject matter.

Regarding subject matter, Churchill said that a key component was to reach students "upstream" – i.e, before a traumatizing event occurs that might induce them to use. Churchill said we need to help young people understand that abusing drugs does not provide the relief they seek. Courses are designed to be evidence based and to address the heart of the issue.

Directors Anderson and Campbell returned to the question about the scope of the program and whether it would include middle schools in North Sonoma County.

Ms. Churchill replied that middle schools were included and that they hoped at least to reach schools in Geyserville, Healdsburg, and Windsor with the \$125,000 in funds loaned by the District.

Director Campbell indicated she was ready to approve forgiving the loan. District Counsel advised the Board that to do so would require a motion to update the existing agreement, such that it supersedes the previous and states that the loan is forgiven.

A Motion was made by Director Campbell and seconded by Director Nantell to proceed with documentation to modify the agreement with Alliance.

Vote: Anderson: Y Nantell: Y Campbell: Y Gore: abs Streb: abs The motion was approved 3-0, with Streb and Gore not voting.

Director Anderson requested that Alliance Medical Center send reports to the District regarding its use of the forgiven \$125,000. Ms. Churchill agreed to do so.

Additionally, District Counsel requested that Ms. Churchill submit a document to be appended to the loan agreement.

Ms. Churchill left the meeting at 5:38 pm.

6. Board Committee Assignments

Originally on the agenda as item #4, Director Nantell requested that this item be delayed in order to accommodate Joan Churchill's presentation as early in the evening as possible.

After Joan Churchill left the meeting, Director Nantell returned to item #4. He discussed the role of each committee, and who has served on it in the past while sharing the draft committee assignments. The directors discussed changes to be made to each committee's structure and purview following the sale of the hospital.

7. Discussion and Possible Action Taken Regarding District Finances

a. District Financial Reports

Director Campbell shared that little has changed on the District's financial reports since last month's meeting. She noted the new expenses associated with hiring the District's shared Board Clerk.

She also proposed to the Board that they invite Coppertower Family Medical Center to make a proposal for reusing District-loaned funds, as Alliance Medical Center did with their loan.

She asked whether there were any questions on this month's financial reports, and there were none.

Director Campbell continued on to discuss IGT funds (intergovernmental grant funds) and the District's obligations to Providence associated with those funds.

Director Campbell added that residual funds to Providence after the audits are completed would take a long time to pay off to Providence, considering the audits keep coming. She indicated that she has reached out to vendors for the upcoming District audit and will be discussing the scope of the audit with a consultant before putting anything before the Board.

A Motion was made by Director Nantell and seconded by Director Campbell to approve the District's financial reports.

Vote: Anderson: Y Nantell: Y Campbell: Y Gore: abs Streb: abs The motion was approved 3-0, with Streb and Gore not voting.

b. Approve contract with Sonoma Wealth Advisors to manage District investments

Director Campbell told the Board that the draft contract with SWA was not ready for approval yet as Bill Arnone needed to review it. The Board decided after discussion to authorize Treasurer Campbell to work with District counsel to make the necessary changes.

A Motion was made by Director Nantell and seconded by Director Campbell to authorize the Chair to sign the contract with Sonoma Wealth Advisors, subject to the approval of counsel and the finance committee.

Vote: Anderson: Y Nantell: Y Campbell: Y Gore: abs Streb: abs The motion was approved 3-0, with Streb and Gore not voting.

c. Adoption of Resolution 1-22, identifying individuals authorized to deposit or withdraw monies from the investments of the District

Director Campbell shared with the Board that she had not heard anything from Providence about the previous resolution regarding the Prudential Investments. This new resolution is distinct as it authorizes Nantell and Campbell to deposit or withdraw of investment funds.

A Motion was made by Director Anderson and seconded by Director Campbell to approve resolution #1-22.

Vote: Anderson: Y Nantell: Y Campbell: Y Gore: abs Streb: abs The motion was approved 3-0, with Streb and Gore not voting.

STATUS ITEMS

8. Discussion and Possible Action Regarding New District Housekeeping

a. Update on shared resources to provide bookkeeping and other services

Director Campbell told the Board that there were no updates on the search for a shared bookkeeper. The District's current arrangement with its bookkeeper is not ideal for our needs. Director Anderson suggested that this item be tabled until next month's meeting, since there is no movement.

Directors Campbell and Nantell discussed reaching out to Sonoma Valley Healthcare District to see how they employ bookkeeping services.

c. Feedback on Board Effect

Director Nantell sought feedback from the Board about the utility of the online portal it uses, Board Effect. District Counsel asserted that Board Effect, notwithstanding its use by Directors before a meeting, was the best archive that the Board has. He suggested that it could not be simply replaced by another agenda procedure. Director Nantell agreed, and also shared that taking full advantage of Board Effect would mean using it during the meeting to find attachments item-by-item.

9. District Counsel Legal Report

District Counsel reports that the Governor's order extending Brown Act exemptions for public meetings requires the District to determine, by resolution, every 30 days that it remains unsafe to meet in person. There are ways around this monthly vote if we choose not to take on the resolution every meeting.

10. Update on Hospital Matters Including Community Board Meeting(s), Possible Action Regarding Appointments to Community Board and Other Hospital Committees

Director Campbell told the Board that the second community benefit committee meeting is scheduled for the day after the Board meeting, and that the quality committee will meet on February 4th. She said that it would be premature at this time for the Board to appoint someone to the quality committee since the first topic of discussion will be membership. She said that the Board will return to this during February's meeting.

12. Consideration of Materials Disseminated by Board Members Board Members will have the opportunity to discuss information acquired.

Director Anderson shared the Laureen Driscoll was in place as the new executive for Providence in Northern California. He also reminded the Board that they were required to submit a form 700 and a W9, if they received funds from the District in 2021.

ADJOURNMENT:

Board Chair Anderson adjourned the December meeting of the Northern Sonoma County Healthcare District.

Submitted by Jim Nantell, Director and Board Secretary
Recorded by Tucker Pinochi, Board Clerk

Contact info@nschd.com for more information.