

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

Minutes of Meeting December 16, 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 on Thursday, December 16, 2021.

Vice Chair David Anderson called the meeting to order at 2:03 p.m.

Director Nantell introduced Tucker Pinochi, the new Board Clerk, prior to the roll call.

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
Danielle Streb, Director
Erin Gore, Director (arrived 2:08 p.m.)

Also present via Zoom:

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: Y. The motion was approved 4-0, with Director Gore absent.

Public Comment for Open Session; None

REGULAR BUSINESS

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

a. October 28, 2021 Regular Meeting Minutes

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

Vote: Anderson: Y Nantell: Y Campbell: Y Gore: Y Streb: ___ The motion was approved 4-0, with Director Streb not voting due to a technical error with Zoom.

2. Presentation from Healdsburg City Manager Jeff Kay regarding Opioid Settlement Agreement

Healdsburg City Manager Jeff Kay joined the meeting at 2:15 p.m.

Jeff Kay was introduced by Director Gore. Dir. Gore explained that she had asked the City Manager to come discuss the settlement agreement and how the money will be used. Jeff presented information regarding the federal government's settlements with opioid producers and distributors. This information

included the size of each settlement, requirements for disbursement, and a timeline for receiving funds. Mr. Kay indicated that the estimated share for Healdsburg was \$33,000 per year, paid out over 18 years. That money could be combined with what the County receives to fund services or be used independently. Mr. Kay does not expect any of the funding to arrive for at least a year. The Board discussed potential uses for settlement funds with Mr. Kay and the role that NSCHD might play in concert with other actors at the local and county level.

Jeff Kay left the meeting at 2:32 p.m.

3. Approval of request from Alliance Medical Center to forgive \$125,000 loan which was made by District to cash flow the vaccination program

The Board discussed Alliance Medical Center's request in anticipation of Joan Churchill's presentation on the matter.

Alliance Medical Center CEO Joan Churchill joined the meeting at 2:48 p.m.

Ms. Churchill was introduced by Director Anderson, and she presented Alliance Medical Center's request for loan forgiveness. Churchill shared how Alliance Medical Center had made use of the District's loan, and the reasons for requesting forgiveness thereof. The Board discussed possible conditions for full or partial forgiveness of the loan, and the potential impact on Alliance if the loan was not forgiven. One option discussed was the possibility of forgiving the loan, if Alliance agreed to fund a drug education program with the money it would have returned to the District.

Joan Churchill left the meeting at 3:32 p.m.

The Board continued to discuss conditions for full or partial forgiveness of the loan.

A motion was made by Director Nantell to request that Churchill return with a proposal to address the drug education needs of middle and high schools in the district. Director Campbell seconded the motion.

Director Anderson moved to amend Director Nantell's motion to specify that Ms. Churchill's proposal include funding for one full time drug educator. Director Nantell and Director approved the amendment.

**Vote on amended motion: Anderson: Y, Nantell: Y, Campbell: Y, Gore: Y, Streb: Y.
The motion passed unanimously.**

Director Nantell volunteered to follow up with Churchill regarding the District's request.

4. Confirmation or Modification of Alliance Medical's Request Regarding Funding Drug Education in the Middle and High Schools

Director Anderson suggested the previous motion addressed agenda item #4. The Board will request that Alliance Medical propose funding a drug education program in middle and high schools with the \$125,000 loaned to them by the Board. The Board discussed existing drug education programs and their relationship to Alliance Medical Center.

5. Discussion with Other Stakeholders Supporting Efforts to Create a Wellness Center

Director Gore reported on meetings taken with leaders of local organizations regarding the Wellness Center in Cloverdale. Director Gore suggested she and Director Streb work with the other Cloverdale stakeholders to convene listening sessions in the community to help inform the future direction.

6. Discussion and Action Taken Regarding District Finances

a. District Financial Reports

Director Campbell asked if there were any questions on the financial reports that had been distributed in the Board Meeting materials. Director Nantell pointed out that to date the District had spent about \$250,000 in its first year since the sale of the hospital.

Director Campbell outlined the Finance Committee's interviews with potential investment firms for the District.

b. Approval of Recommendation for Finance Committee to authorize the Committee to Negotiate Contract with the Committee's Recommended Financial Advisor Firm for Review and Approval at January 2022 Board Meeting

A motion was made by Director Gore and seconded by Director Anderson to authorize the Finance Committee to negotiate a contract with Sonoma Wealth Advisors for review and approval at the January 2022 Board Meeting.

**Vote: Anderson: Y, Campbell: Y, Gore: Y, Nantell: Y, Streb: Y
The motion passed unanimously.**

7. Adoption of Resolution 7-21 Identifying Individuals Authorized to Deposit or Withdraw Monies from Investments of the District

Director Campbell explained why it was necessary to identify individuals other than herself and Director Nantell who can deposit or withdraw monies from the District's investments. The hospital sale contract with Providence requires transfer of Prudential stock to Providence; non-Finance Committee member required to fill out paperwork and effectuate that transfer.

A motion was made by Director Campbell and seconded by Director Nantell to approve Resolution 7-21 with Directors Anderson and Gore authorized to transfer the stock.

**Vote: Anderson: Y, Campbell: Y, Gore: Y, Nantell: Y, Streb: Y
The motion passed unanimously.**

8. Approval of Board Regular Meeting Schedule 2022

A motion was made by Director Nantell and seconded by Director Campbell to approve the meeting schedule for 2022.

**Vote: Anderson: Y, Campbell: Y, Gore: Y, Nantell: Y, Streb: Y
The motion passed unanimously.**

9. Discussion and Possible Action Regarding New District Housekeeping

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

The Board discussed the potential costs of obtaining a virtual phone line. Director Nantell suggested that now that the Board has a shared Clerk with the Petaluma Healthcare District, the Board Clerk could answer phone calls for the District.

A motion was made by Director Nantell and seconded by Director Campbell to direct the Board Clerk, Tucker Pinochi to set up a new phone line at PHCD for receiving calls to NSCHD.

**Vote: Anderson: Y, Campbell: Y, Gore: Y, Nantell: Y, Streb: Y
The motion passed unanimously.**

The Board discussed possible avenues for obtaining bookkeeping services, including possible shared resources with PHCD.

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

The Board discussed the newly appointed CEO for Providence-St. Joseph Health's Northern Region, Lauren Driscoll, and potential 2022 community appointees for Providence-St. Joseph Health's Community Benefit Committee. Director Campbell agreed to share a matrix with names of possible appointees for the various identified stakeholder groups, requesting that Board Members add any additional names they want included for consideration.

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

None.

ADJOURNMENT: 4:40 p.m.

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

Contact info@nschd.com for more information.

12/16/2021