

North Sonoma County HealthCare District
March 31, 2022
Regular Meeting of the Board of Directors

CALL TO ORDER

The Board of Directors of the North Sonoma County Healthcare District met via Zoom on March 31, 2022.

Chair David Anderson called the meeting to order at 4:30 p.m.

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
Erin Gore, Director
Jim Nantell, Secretary
Danielle Streb, Director

Also present via Zoom:

Staff

Tucker Pinochi, Board Clerk
Bill Arnone, Esq.

Guests:

Ariel Kelley, Vice Mayor of Healdsburg
Kim Bender, Exec. Director of the NSC Health Care Foundation
Debbie Howell, CEO of Alexander Valley Healthcare
Kristin Bongiovanni, Founder of LIFT
Jed Weissberg, MD

Absent: None

Public Comment for Open Session: None

REGULAR BUSINESS

1. Consent Calendar

- a. March 31, 2022 Regular Meeting Agenda**
- b. March 7, 2022 Special Meeting Minutes**
- c. Resolution #4-22: Authorizing Teleconference Meetings**

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: Y Streb: Y The motion was approved unanimously (5-0).

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2. Discussion / Possible Action: Our Kids Our Future Endorsement Request from Ariel Kelley

Ariel Kelley joined the meeting at 4:35pm.

Ariel Kelley, presenting in her personal capacity rather than as Vice-Mayor of Healdsburg, presented her endorsement proposal to the Board. She reported that the Board of Directors of the Petaluma Health Care District had already endorsed the initiative, as well as elected officials including local school board members and Senator Alex Padilla.

The proposed tax increase would raise sales tax by .25% to raise \$22 million a year. She stated that the purpose of the measure was to address the ongoing crisis in early childhood education and childcare through early intervention in health issues as well as increasing the number of childcare slots available. It may also have the effect of closing the wage gap that exists for childcare providers in the community. She stated that the purpose of the measure was to address the ongoing crisis in early childhood education and childcare by providing funding for childcare providers and preschool teachers.

Additionally, Vice-Mayor Kelley expected the initiative to have a positive impact on children's health through the enhanced access to stable childcare and education. She requested that, in addition to endorsing the Our Kids Our Future initiative, the Board provide funding for an educational campaign that illustrates the gravity of the childcare crisis.

Director Anderson opened the floor for questions. Director Anderson asked what the target age group was, and Ms. Kelley responded that the initiative funded childcare and education for families from prenatal to 5 years old. She added that the benefits would extend to parents, childcare workers, and educators by reducing the strain on resources.

Directors Anderson and Nantell asked about the required threshold for passage of the initiative, Ms. Kelley responded 50% of voters plus one. She explained that this was the case because the initiative campaign is conducted exclusively by volunteers.

Director Nantell then asked Ms. Kelley which agency would administer the new funding. Kelley responded that the funds would come through the county, with First Five Sonoma County providing primary oversight of the funds. A dedicated independent commission would have ultimate responsibility.

Director Campbell asked whether the campaign had encountered opposition. Ms. Kelley responded that even among those who oppose new taxes generally, there was little opposition to a new tax as it is "for the kids." In spite of the broad support the initiative enjoys, community education will be important to help people realize the extent of the childcare crisis here.

Director Nantell asked whether the initiative had a sunset provision for the sales tax increase, and whether a hike on the sales tax cap would be necessary to accommodate the initiative's .25% increase. Ms. Kelley responded that it did not have a sunset provision, and that no changes were necessary to the sales tax cap to enact the initiative.

A Motion was made by Director Campbell and seconded by Director Nantell to endorse the Our Kids, Our Future Initiative presented by Ariel Kelley.

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Vote: Anderson: _Y Nantell: Y_ Campbell: _Y_ Gore: _Y Streb: _Y_ The motion was approved unanimously (5-0).

Director Campbell suggested that Ariel return to the Board with a detailed proposal if she wanted to receive funding for the educational component of her proposal.

District Counsel advised that the window for approving such a proposal is small, and that Ms. Kelley return to the Board before the initiative was assigned a number or letter. Director Anderson agreed.

3. Discussion / Possible Action: Reporting Metric for NSC Health Care Foundation

Director Nantell reminded the Board what they had requested from Kim Bender. At the March 7 Special meeting of the Board of Directors, the District approved funding to begin soliciting community feedback regarding a new wellness center in Cloverdale. The Board asked for detailed reporting metrics from Kim to structure the award of funding.

Ms. Bender laid out the reporting metrics she put together in collaboration with On the Margins and Alexander Valley Healthcare. According to Ms. Bender's metrics, the first progress report would come to the Board in July, with quarterly reports coming to the Board for the next two years. She suggested that it may benefit the Board to hear from Daniela from On the Margins in July, to hear about the project from their perspective.

The Directors asked Ms. Bender to inform them once the planning meetings for the project are scheduled, and she agreed.

Director Gore suggested that it would be valuable to present the proposal to the Cloverdale City Council to get their unified backing. She volunteered to do so with Director Streb.

Kim Bender left the meeting at 4:50 pm.

4. Discussion / Possible Action: Debbie Howell

Debbie Howell was not present for the meeting as expected.

5. Presentation: LIFT

Kristin Bongiovanni thanked the Directors for having her at the meeting to discuss her request for funding. She described the community needs she hopes to address through LIFT's business model. The Board has often heard of the dearth of community-based activities in Cloverdale, and LIFT wants to provide an affordable space for members of the community to gather, exercise, play and learn. She also plans to expand her potential membership base by adding bilingual instructors to her staff.

Bongiovanni said that LIFT's current members reported a lack of childcare available in Cloverdale and incorporating childcare services into her proposed exercise and nutrition classes is a key pillar of her model. She said that in addition to the direct health benefits of her courses, the uplifting feeling and sense of community that LIFT could provide would drive positive health outcomes there. She requires \$100,000 in total funding to cover expenses for one year while the business gets off the ground. While the business

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will run as a for-profit, Bongiovanni shared her commitment to affordability with the Directors, and claimed that her courses were significantly cheaper than comparable options in Healdsburg and Santa Rosa. Besides the cost burden associated with higher prices, travel time and fuel expenditures factor in when a community member has to leave Cloverdale to access these classes.

Bongiovanni said she would like a potential funder(s) to cover expenses for a year so LIFT can expand services to meet demand without worrying about cost. She thanked the Board for considering her request.

Director Streb thanked Ms. Bongiovanni in return and described her positive first impression of LIFT and the impact it had on her personally. She suggested a bilingual Zumba instructor, Grace Alonso Solo, to Ms. Bongiovanni as a potential hire to help flesh out bilingual offerings.

Director Anderson asked if there was specific dollar amount that Kristin wished to request from the District. She replied that her ask was the full \$100,000 to sustain operations for 12 months.

Director Campbell asked if she was correct that LIFT was a for-profit entity, and Ms. Bongiovanni confirmed it is. Director Campbell followed up to ask District Counsel if we were able to fund such entities.

District Counsel confirmed that as long as the entities work falls within the broad scope of addressing health needs in the District's service area, it is legal for the District to fund for-profit entities. He advises that this entity would probably qualify under that condition if the District did not pay anything more than fair market price.

Director Anderson asked about how this would affect the type of funding requests the District receives, and whether the Board could expect other for-profit entities making requests if they granted funding to LIFT. District Counsel responded affirmatively and emphasized the importance of establishing a grant funding policy to funnel requests appropriately and according to the Board's preferences.

Directors Anderson, Campbell, and District Counsel discussed the process for establishing a grant policy and following it. Director Anderson suggested that Board not act on LIFT's request until we have more in place in terms of that policy.

Director Gore thanked Ms. Bongiovanni and added that the forthcoming listening process for the Healthcare Foundation's Community Wellness Center may include feedback about the health needs LIFT wants to address. She said it may be premature to fund potentially overlapping projects while that process is still underway. Director Nantell agreed with Director Gore.

Director Anderson suggested that Ms. Bongiovanni speak with the North Sonoma County Healthcare Foundation to see if they are supportive of her proposal. He notes that programs in support of mental health in North Sonoma County were on the District's list of priorities, but that Bongiovanni may need to wait before receiving money from the District all the same.

Director Streb suggested another potentially useful contact for Ms. Bongiovanni before she left the meeting.

Ms. Bongiovanni left the meeting at 5:20 pm.

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6. Discussion / Action Regarding District Finances
a. Review and Accept District Financial Reports

Director Campbell asked if the other Directors had any questions on the snapshot financial report. Director Anderson pointed out that the loan listed to Coppertower Family Medical Center was to be the topic of Debbie Howell's presentation had she shown up to the meeting.

Director Campbell suggested that if Ms. Howell continues to be non-responsive, she could send them an invoice per the terms of the loan agreement. Director Anderson said it may be worth it to give her one more chance to come discuss the matter in front of the Board before doing so.

Directors Gore and Streb discussed their outreach to Ms. Howell since raising the topic of the outstanding loan with her. Director Gore said that she had exchange text messages with her. Director Gore left the conversation feeling like the matter was handled, and that she could expect Ms. Howell to be responsive to the Board's request that she present. She suggested to Director Streb that the three of them schedule a lunch.

The Board Clerk reported having received no return correspondence from Ms. Howell or her assistant. Director Streb said that when she spoke face to face with Ms. Howell, Ms. Howell characterized the funds granted by the District as something other than a loan. She agreed that the best outcome was to invite Debbie Howell back to the next regular meeting for a discussion with the Board. Director Gore volunteered to follow up with Debbie Howell and clarify the Board's intent regarding the loaned funds.

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

Vote: Anderson: Y Campbell Y Gore: Y Nantell: Y Streb: Y The motion was approved unanimously (5-0).

b. Audit Committee Appointment

Director Campbell gave brief background information to the rest of the Board about the process of appointing members to the audit committee. After discussion, Director Gore and Jed Weissberg, MD were appointed to the committee by Director Anderson in his capacity as Board Chair. Director Campbell stated that now that Director Gore has been appointed, the Board can engage RSM to begin the audit.

c. Draft Budget 2022

Director Campbell introduced the draft budget for 2022, and shared that the District was ahead of schedule in terms of the legal requirements for approving and posting this budget.

She detailed the figures she included in each line item, and how it may impact the District's business in the year to come.

A Motion was made by Director Nantell and seconded by Director Campbell to approve the District's Draft Budget for 2022, subject to update from Director Campbell.

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Vote: Anderson: Y Campbell Y Gore: Y Nantell: Y Streb: Y The motion was approved unanimously (5-0).

d. Three 30 Year Finance Scenarios

Director Nantell shared three thirty year finance scenarios with the Board, each delineating a different path forward with regard to grant funding and returns on investments. The most impactful variable was the rate and size of the grants awarded by the District. The Directors discussed the relative merits of each option, and how the District should plan its strategy for the next thirty years considering these numbers.

Director Gore suggested several possibilities for the District to generate revenue, including funding a grant writer who could cover the cost of their own salary.

Director Nantell proposed that the Board hold off on articulating a full grant policy until this strategic question has been answered. District Counsel suggested, and the Board agreed, that the District will need a placeholder in the meantime to satisfy the statutory requirement to have a grant funding policy.

e. Direction on Development of Grant Policy

Per Director Nantell's suggestion, the Board postponed this discussion until the three financial scenarios have been incorporated into the District's strategic planning.

7. Legal Report – Update for the Board on Any Legal Matters

District Counsel updated the Board on the legal status of volunteers with the District, following a question about volunteer liability from Julie Hanamura. She provides bookkeeping services on a volunteer basis for the District, and asked District Counsel what her protection from liability was compared to the protections for District employees.

8. Discussion / Possible Action Regarding New District Housekeeping

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

Director Campbell reported that there was not much movement on this topic, besides the exploration of pricing options with Pascenti and Brinker.

b. Update on Website Editing

Director Campbell asked if there were any updates from the Board Clerk on this matter. The Board Clerk said that he would take over making edits to the website after meeting with Gina Fabiano to learn how to do so.

9. Discussion / Possible Action: Hospital Matters

a. Community Board Meetings

Director Campbell said that the community benefits committee only conducted medical staff approvals at the last meeting. She had no further updates.

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b. Update on Possible Appointments to Community Board and Other Hospital Committees

Director Campbell reported that there were no updates yet on this item. There still has not been an appointment to the quality committee, which is now meeting monthly. She said that she has asked to attend the quality committee meetings, but that the District still has the opportunity to appoint another person.

The Directors discussed possible appointees to the quality committee, including community members. Director Campbell said that she will reach out to Ms. Calderon who applied for the vacant seat when Director Neil retired. The committee meets every third Tuesday at 11:00 am.

Director Anderson shared that the community benefit committee for Healdsburg and Petaluma Valley Hospitals is still selecting members for now. Director Campbell reminded the Board that this committee is important, as they approve Providence's annual donations.

Director Streb interjected to express interest in the appointment to the hospital quality committee. Director Campbell expressed that this would be a good fit, given Director Streb's background as a nurse.

Director Anderson nominated Director Streb to the Providence hospital quality committee for Healdsburg and Petaluma Valley Hospitals. Her nomination still requires approval from the rest of the committee. Director Campbell requested that Director Streb send her a current resume for presentation to the committee.

10. Consideration of Materials Disseminated by Board Members

a. Form 700, Sexual Harassment Prevention Training and Ethics Training Certificate

Director Anderson reminded the Board that Form 700 is due for filing on April 1, 2022, to be completed online then downloaded and sent to the Board Clerk.

b. Next Regular Meeting Scheduled for March 31, 2022.

11. Adjournment

Chair David Anderson adjourned the meeting at 6:23 pm.

Submitted & Recorded by Tucker Pinochi, Board Clerk
Contact info@nschd.com for more information.