

North Sonoma County HealthCare District
October 27, 2022
Regular Meeting of the Board of Directors

CALL TO ORDER

- a. The Board of Directors of the North Sonoma County Healthcare District met via Zoom on October 27, 2022. Chair David Anderson, MD called the meeting to order at 1:05 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.

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

David Anderson, MD, Chair
Sue Campbell, Treasurer
Erin Gore, Director
Jim Nantell, Secretary
Danielle Streb, RN, Vice Chair (Left at 1:47 PM)

Absent:

Also present via Zoom:

Staff
Tucker Pinochi, Board Clerk
Bill Arnone, Esq., District Counsel

Guests

Kimberly Bender, Executive Director of the Healthcare
Foundation of North Sonoma County

Chair Anderson called for conflicts on the agenda items listed below. There were none.

Chair Anderson opened the floor for members of the public to comment on open session, non-agendized items. There were no members of the public present to comment.

REGULAR BUSINESS

1. Consent Calendar

- **October 27, 2022 Regular NSCHD Meeting Agenda**
- **September 29, 2022 Regular NSCHD Meeting Minutes**
- **October 10, 2022 Special NSCHD Meeting Minutes**
- **September 30, 2022 District Financial Reports**

Director Anderson called for a motion.

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

Director Campbell interjected to request the removal of the September 30th District Financial Reports from the Consent Calendar. She suggested that the item be moved to #6 for discussion and approval.

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Director Campbell said that with those changes, she seconded Director Nantell's motion to approve the Consent Calendar.

Director Campbell seconded the motion to approve the Consent Calendar.

Before conducting the roll-call vote, the Board Clerk added that Director Campbell had requested minor edits to the minutes via email, and Director Anderson added one of his own. The Board Clerk confirmed that he would make the requested changes.

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

2. Presentation / Discussion / Action: District Response to Dobbs v. Jackson Women's Health

Ms. Bender told the Board that she received an invite to discuss the impact of the Dobbs decision and how the District may wish to respond. She shared the example of the position paper approved by the PHCD Board of Directors as a first step for the North Sonoma County Healthcare District to take toward addressing the consequences of the decision for our community members.

Ms. Bender shared the work that her organization has done so far on this topic, as well as her hopes for how that work will progress in concert with community partners. She mentioned that currently, her idea was to host an educational forum or listening session on the topic. She mentioned that often discussions of abortion access are shrouded in misinformation, and that there is a false perception even among supporters that there is no impact from Dobbs on reproductive care in California.

To the contrary, Ms. Bender reported that she is aware of serious impacts on mental health in addition to the general lack of information about where and how to access abortion care nearby. Ms. Bender then opened the floor for discussion among the Directors. They were broadly supportive of a response condemning the decision as a barrier to access and asked some clarifying questions about the known impacts of the decision to date.

Director Gore added that she participates in two groups which may have helpful resources for the District on the issue of abortion access. She and Director Streb both noted the impact on Cloverdale would be considerable. Director Nantell expressed his support for an eventual educational forum on the matter.

Ms. Bender underlined that in her mind, any eventual community discussion or educational forum would be an opportunity to take the temperature of our community partners on the issue, rather than an event targeted toward the public. The Board appointed two Directors, Campbell and Gore, to begin work on its iteration of the position paper approved by the PHCD Board of Directors. Director Campbell asked to include the Board Clerk, who in his capacity as the PHCD Board Clerk drafted their version.

Ms. Bender thanked the Board for the opportunity to discuss this with them, and left the meeting.

3. Discussion / Action: Quarterly Report from Alliance Medical Center

The Board Clerk presented the written report he received from Sue Labbe, Alliance Medical Center CEO. He told them that per the loan forgiveness document signed by Chair Anderson and Ms. Labbe, he had requested quarterly reports on their use of the forgiven funds toward substance abuse education in schools

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in the District. He asked the Board if they would like to see any additional information on the report, or if they had any other preferences for the reporting structure.

Director Anderson asked that the Clerk request more financial details, and Director Campbell asked if Ms. Labbe would be available to provide a verbal report next time to facilitate clarifying questions.

The Board Clerk confirmed that he would convey the Board's preferences to Ms. Labbe and thanked them for their help.

4. Discussion: Update on District Participation in Health Action Chapters

Director Nantell reported to the Board his discussions with the PHCD's Community Health Program Manager, Ben Spierings. He reminded the Board that the impetus for this conversation was to determine the value for the District of attendance at these meetings.

After his discussions with Mr. Spierings, Director Nantell confirmed that he would attend at least one meeting as referred by Mr. Spierings. He added, though, that Mr. Spierings seemed to have the same pessimistic view as to the future of these meetings. He said that he will follow up in subsequent meetings of the Board to share whether his expectations were confirmed or not.

5. Discussion / Action: Approval of Revised NSCHD Policy #7: Grant Documentation Policy

Director Nantell shared his edits to NSCHD Policy #7 with the Board. He reviewed briefly the changes that were made and their rationales, as discussed at the October 10, 2022 Special Board Meeting.

Director Campbell made a motion to approve NSCHD Policy #7 with the revisions presented by Director Nantell. Director Nantell seconded the motion.

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

Director Streb left the meeting at 1:47 PM.

6. Discussion / Action: Establishing the NSCHD Finance Committee as the District Appeals Board for the Purposes of Parcel Tax Exemption Decisions

*Director Campbell requested the consideration of the September 30th District Financial Statements under this item, in lieu of their approval as part of the Consent Calendar.

She told the Board that she requested further consideration of the financial statements to provide an update pertaining to the District's budget. She said that the District's revenue from interest and dividends was lower than expected, and that she had asked Sonoma Wealth Advisors to speak with the full Board about their strategy to address that.

She also told the Board that there was a significant variation from budget associated with forgiving the District's loans to Alliance Medical Center and Alexander Valley Healthcare.

Director Campbell made a motion to approve the September 30th, 2022 District Financial Statements. Director Nantell seconded the motion.

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

Next, Director Campbell reported that she and the Board Clerk were working on a policy for the parcel tax exemption application and appeal process. While drafting that policy, the need to clarify the role of the District Appeals Board arose for Director Campbell. Accordingly, the establishment of the NSCHD Finance Committee as the District Appeals Board was agendaized for this meeting.

Director Anderson suggested there may be value in full-board participation, noting that he would like to hear some of the reasons people object to their tax bill. Directors Nantell and Campbell responded that having not yet processed any appeals, the District Appeals Board may not be the best forum to share that information with the full Board of Directors.

Director Campbell said that without any objections, she would direct the Board Clerk to write the policy for Parcel Tax Exemption Applications and Appeals to reflect the Finance Committee as the District Appeals Board. Additionally, she offered to report to the full Board on Parcel Tax Exemption applications to illuminate some of the motives for exemption applications and appeals.

There were no objections, and Director Campbell told the Board that there would be a draft for them to approve at the meeting in December.

7. Discussion / Action: Appointment of a Sub Committee for Attorney Recruitment

The Board Clerk reported that he had reached out to several prospective replacements for District Counsel Bill Arnone, who is retiring at the end of the year. He briefly reviewed each of these contacts: he had received confirmation from Meyers-Nave and Best, Best & Krieger (BB&K) that they were available for interviews, and had been declined by Lozano-Smith due to lack of availability for new clients. He reminded the Board that they were to appoint a sub-committee to conduct interviews.

Director Anderson volunteered to join the sub-committee, as did Director Gore. Director Anderson affirmed as Chair that he and Director Gore would conduct interviews virtually with each candidate for District Counsel.

Mr. Arnone noted that, in absence of a third option for the sub committee to consider, that it may be fruitful for the Clerk to schedule an interview with the PHCD's Counsel, Mr. Don Bouey. He agreed to do so.

8. Legal Report – Update on any Legal Matters

Mr. Arnone shared that he had briefly reviewed the websites for BB&K in anticipation of the discussion today regarding recruitment of new counsel for the District. He did not have other legal matters to discuss.

9. Discussion / Possible Action: Hospital Matters

• Community Board Meeting

Director Campbell provided a brief report on the Community Board's activities. She noted that they had approved the District's appointee to the Community Board's Quality Committee, Georgina Calderon. She

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said that after Ms. Calderon has attended her first meeting of the Quality Committee, she would like to have her attend a meeting of the full District Board of Directors as an introduction.

She also reported that there was a new Chief Financial Officer for Healdsburg Hospital. She also shared that the hospital Joint Commission survey was complete, and that she had heard from Dr. Tito (Chief of Staff) in a Community Board meeting that the survey results were the best he had ever seen. Director Campbell said that she agreed with that judgment, even if she had fewer years of experience to measure by.

She also mentioned the high rates of turnover at Healdsburg Hospital, noting that the rates at Petaluma Valley Hospital were worse; she suggested the survey could be employed to boost morale as a “thank you” to hospital staff at Healdsburg Hospital.

She further reported that Chief Counsel for Providence had reached out to her to finalize their discussions on the refundable advance granted to the District for audits as part of the sales agreement.

Director Anderson reported on the activities of the Community Board’s Community Benefit Committee, emphasizing a successful gun buy-back event that was discussed.

10. Consideration of Materials Disseminated by Board Members

- **National Take-Back Day October 29th, 2022**

Director Campbell directed the Board to the email from the Board Clerk regarding the PHCD’s engagement with Blue Zones. She said that she had discussed inviting PHCD CEO Ramona Faith to discuss the engagement at meeting of the NSCHD Board if there was interest among the directors.

The Board Clerk offered to send a recording of the presentation made by Blue Zones at a PHCD Board meeting.

Director Anderson then briefly reviewed his meeting with Healdsburg Hospital Administrative Lead Rachel Reader, noting that discussion’s focus on primary care physician recruitment and referrals from the hospital to local providers. He also discussed the DEA’s National Take-Back Day, the flier for which was included in the Board packet.

11. Adjournment

Director Anderson adjourned the meeting at 2:36 PM.

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