**CALL TO ORDER**

* 1. The Board of Directors of the North Sonoma County Healthcare District met in person at 111 Monte Vista Avenue and via Zoom Teleconference. Vice Chair Jim Nantell called the meeting to order at 1:00PM.
  2. Board Clerk called the roll. The following Board members were present constituting a quorum:

David Anderson, MD, Member at Large

Sue Campbell, Board Treasurer

Jim Nantell, Vice Chair

Absent: Erin Gore, Member at Large

Danielle Streb, RN, Chair

Also present: **Staff**

Tucker Pinochi, Board Clerk

Richard Pio Roda, Esq., District Counsel

Director Nantell called for conflicts on the agenda items listed below. There were none. Director Nantell then 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**
   * **April 27, 2023 Regular Meeting Agenda**
   * **April 13, 2023 Special Meeting Minutes**
   * **March 30, 2023 District Financial Statements**

Director Nantell called for a motion. **A Motion was made by Director Anderson to approve the Consent Calendar. Director Campbell seconded the motion to approve the Consent Calendar. Director Nantell called for a vote by show of hands, which was as follows:**

**Vote: Anderson: \_Y Campbell: \_Y\_ Gore: \_Abs Nantell: Y\_ Streb: \_Abs\_ The motion was approved 3-0, with two not voting.**

1. **Annual Community Benefits Report: North Sonoma County Service Area**

Director Nantell introduced Dana Codron and Amy Ramirez, Regional and Sonoma County Community Benefit leads (respectively) for Providence. Ms. Codron and Ms. Ramirez reported on the community health investments made in North Sonoma County, including figures for total proactive and reactive investments made by Providence in the District last year.

Ms. Ramirez’s remarks emphasized the work of Providence’s CARE network, which recently expanded to accommodate referrals from Healdsburg Hospital in addition to Santa Rosa Memorial and Petaluma Valley Hospitals.

Their presentation is available upon request.

Director Nantell thanked Ms. Codron and Ms. Ramirez for their presentation and moved to address the next agenda item.

1. **Resignation Statement from Director Streb**

Director Streb was absent for this meeting, so Director Nantell briefly touched on his conversations with her regarding her resignation, including possible candidates to complete the balance of her term on the Board.

Richard Pio Roda, District Counsel, indicated that he would provide the Board Clerk with a memorandum detailing the appropriate process for addressing this vacancy. He noted in the meeting that the Board was responsible for appointing a replacement no later than 60 days after the May 1st effective date of Director Streb’s resignation.

1. **Announcement of Closed Session Items**

* Conference with Legal Counsel – Anticipated Litigation

Significant Exposure to Litigation Pursuant to CA Government Code Section 54956.9(d)(2): (one case)

1. **Adjourn to Closed Session**

Director Nantell adjourned the meeting to closed session at 2:00PM.

1. **Adjourn to Open Session**

Director Nantell adjourned the meeting to open session at 2:44PM. He reported that no action was taken in closed session.

1. **Regarding District Housekeeping**
   * AB1234 Ethics Training / Sexual Harassment Prevention Training
   * Future Agenda Items
     + May: Troy Gideon Introduction and Operations Report

In addition to the introduction of Troy Gideon listed on the agenda, the Board directed the Board Clerk to agendize the following items for the District’s May meeting of the Board of Directors:

* Report from Sonoma Wealth Advisors
* Introduction of Bhari Naotunne, CFO for Healdsburg Hospital.
* Board Member Recruitment for Director Streb’s vacant seat
* New Election of Board Officers
* Attachment letter for second disbursement of funds toward Cloverdale Wellness Center Project.
* Allocation of funds from the David Anderson Trust

The Board Clerk confirmed the Board’s direction and thanked them for their help.

1. **Legal Report – Update on Any Legal Matters**

District Counsel Richard Pio Roda, Esq. reiterated that he will provide the Board with a memorandum regarding the process to appoint a new Director to complete Director Streb’s term. +

1. **Financial Matters**

Director Campbell reviewed her work on the District’s 2022 Audit and the ongoing discussion with Providence regarding the intergovernmental transfers (IGT) owed to the District by Providence. She added that the District’s auditor had been sick with pneumonia, and therefore that work on the audit had been slightly delayed. Regarding the IGT, she indicated that the matter was now in different hands at Providence, and that therefore she did not expect much progress would be made for the time being.

Regarding the District’s audit and the refundable advance provided by Providence, Director Nantell called for a motion to authorize the finance committee to give final approval on the amount owed back to Providence. **A Motion was made by Director Campbell to authorize the Finance Committee to approve the final sum to be refunded to Providence for the District’s audit. Director Anderson seconded the motion. Director Nantell called for a vote by show of hands, which was as follows:**

**Vote: Anderson: \_Y Campbell: \_Y\_ Gore: \_Abs Nantell: Y\_ Streb: \_Abs\_ The motion was approved 3-0, with two not voting.**

1. **Hospital Matters**
   * **Community Board Meeting(s)**

Director Campbell provided a brief report on the Healdsburg Hospital Community Board meetings. She noted that two appointments had been made to the Board and its constituent Community Benefit and Quality Committees: Susan Lenz, Chris Cabral.

Director Campbell went into greater detail regarding the Healdsburg Hospital Quality Committee, and indicated that there was good news in terms of patient satisfaction scores for the emergency department. Owing primarily to the short wait times and low rate of readmissions and sepsis and overall mortality, the hospital’s emergency department had received a prestigious Press-Gainey award. She also indicated that the hospital’s emergency room was in the highest percentile range for Providence emergency departments in Northern and Southern California.

1. **Consideration of Materials Disseminated by Board Members**

There was no discussion of this topic.

1. **Adjournment**

Vice-Chair Jim Nantell adjourned the meeting at 3:30PM.