



North Sonoma County Healthcare District

North Sonoma County HealthCare District
February 29, 2024
Regular Meeting of the Board of Directors

CALL TO ORDER

- a. The Board of Directors of the North Sonoma County Healthcare District met in person at 1381 University Avenue, Conf. Room 1, 2nd Floor, Healdsburg, CA and via Zoom Teleconference. Chair Jim Nantell called the meeting to order at 4:04 PM.
- b. Board Clerk, Ms. Dougan called the roll. The following Board members were present constituting a quorum:

Jim Nantell, Chair
Sue Campbell, Vice-Chair/Board Treasurer
David Anderson, MD, Member at Large
Hector Galvan, Member at Large

Erin Gore, Member at Large, participated remotely

Also present: Richard Pio Roda, Esq., District Counsel

Director Gore was unable to participate in person, and therefore, on guidance from legal counsel, Director Gore could participate in the discussions during the Board Meeting but could not vote on any action items.

Chair Nantell called for conflicts on the agenda items listed below. There were none. Chair Nantell then opened the floor for members of the public to comment on open session, non-agendized items. There were no comments.

REGULAR BUSINESS

1. **Adjourn to Closed Session**
 - **Contracting for legal services**

Director Nantell adjourned the meeting to Closed Session at 4:05 pm

2. **Adjourn to Open Session**

Director Nantell adjourned to Open Session at 4:20pm. There was nothing to report from the Closed Session. Director Nantell asked if there were any Public Comments. There were none.

3. **Consent Calendar**
 - **February 29, 2024 Regular Meeting Agenda**
 - **January 25, 2024 Regular Meeting Minutes**
 - **January 31, 2023 Financial Statements**



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Director Nantell called for a motion. Director Anderson **MOVED** to approve the Consent Calendar. Director Campbell **SECONDED** the motion. Director Nantell called for a Roll Call. The Roll Call was as follows:

Vote: Anderson: Y Campbell: Y Galvan: Y Nantell: Y. Gore: Abstained The motion was approved 4-0. 1 Abstention

4. Discussion / Action: Distribution of Grant Monies

Director Nantell referred to the Board Report that was made part of the Board materials which summarized the Board's previous discussions during the January 25, 2024 Board Meeting to support the SOS Community Counseling with a grant of \$50,000. Additionally, during that January meeting, the Board felt that asking the Healthcare Foundation to administer the grant funds paying an additional 15% of the grant funds for administration fees would best streamline the grant giving process.

After the January meeting, Directors Nantell and Campbell were approached by Alexander Valley Healthcare to ask for support for the development of the Alexander Valley Health and Wellness Center. This facility based in Cloverdale would support a major portion of the No. Sonoma Council Healthcare District. Director Nantell and Director Campbell discussed that if the Board was in agreement of granting \$50,000 to each the SOS (Save Our Students) Community Counseling and the Alexander Valley Healthcare organizations, that engaging the Healthcare Foundation would not be necessary for the 2024 granting cycle. Also supporting these two organizations would be the John Jordan Foundation. Director Campbell summarized that going forward, working with the Healthcare Foundation is the best approach after this initial distribution for 2024. With the selection of these two organizations the funds would focus on healthcare/mental health and education.

Director Anderson commented that recent closures of youth-supported organizations, specifically SAY (Social Advocates for Youth), amplified the need to focus on supporting youth services.

Director Galvan shared that he has, in the past, personally spoken with some of the students in Cloverdale who benefitting from the SOS Counseling services, in particular mental health services, who weren't sure what they would do if not for the counselors.

After brief discussion,

Director Campbell MOVED to grant \$50,000 to SOS Community Counseling and \$50,000 to Alexander Valley Healthcare as outlined in the Board Report that was made part of the Board packet. Director Anderson SECONDED the Motion. Director Nantell asked for a vote. The vote was as follows:

Vote: Anderson: Y Campbell: Y Galvan: Y Nantell: Y. Gore: Abstained The motion was approved 4-0. 1 Abstention



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Director Nantell provided the Board with a draft of a Memorandum of Understanding (“MOU”) between the North Sonoma County Healthcare District and the Healthcare foundation Northern Sonoma County (HFNSC). It was noted that in paragraph B.1., the calculation of interest being charged was 15% or \$15,000 and not \$7,500. Director Nantell asked if there were any other changes that should be made.

Director Campbell referenced Paragraph A.5. where it states “...goal of reducing *health inequities*, ...” Director Campbell suggested that activity was primarily more of a focus of HFNSC. After brief discussion the term was broad enough to encompass the two focus areas as approved by the Board: Mental Health and Substance Abuse/Opioid Crisis Prevention.

Director Gore expressed concern with the time commitment that would be involved with posting on social media and building the NSCHD Brand. Print media may be a better option. The Board was asked to consider if a consultant should be hired for this purpose as well as assisting with marketing. Additionally, the Board should appoint a spokesperson/point person to address any questions that would come from these media postings. Director Nantell reminded the Board that at the January meeting the need was stressed to promote the Board’s activities and this could be achieved through the MOU with the HFNSC. Creating parameters of what type of branding/messaging the Board agrees to, as well as oversight to whatever is included in any media posting.

Healdsburg Tribune and Windsor Times are two local paper media opportunities to support narratives around the activities of the Board included the grant giving. Director Anderson suggested that amending paragraph A.5. to replace *social media efforts* with *various media efforts*. More clarity needs to be focused on this section of the agreement. Director Gore suggested investing in a public relations consultant to develop a media portfolio for the District. She offered to obtain some quotes for a consultant and will bring it before the Board at the March meeting.

Director Campbell provided the following modifications to Appendix A of the MOU, 4th bullet, to expand the reporting to be made in-person, inviting the Grantees to the Board meeting, as well as having the Grantees invite Board members to Grantee events. Director Anderson suggested that language be added to the 1st bullet to reference services pertaining to the opioid crisis.

The MOU will be revised and will be brought back to the Board for official action at the March meeting.

5. Discussion / Possible Action: Financial Matters

Treasurer Campbell reviewed the Proposed 2024 Budget which was made part of the Board packet. Key takeaways from the Budget were:

- Parcel Tax Revenue was reduced pending information from the Board’s accounting firm. This revenue belongs to the Hospital. Some of the revenue lost stems from Exemptions being granted and/or landowners not paying their taxes. Approaching landowners for non-payment beyond what the County does will not be pursued at this time. It was discussed whether time spent by the



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Board Treasurer and Board Clerk should be reimbursed. Legal Counsel is reaching out to a Bond Attorney associate to determine if this is appropriate.

- Mr. Pio Roda confirmed that his legal fees will be the same as 2023 and it will be suggested to freeze those rates for 2025.
- Bank Charges – Treasurer Campbell will increase that line item from \$2,000 to \$2,500.

Director Nantell asked if there is a Motion to approve the 2024 Budget.

Director Galvan MOVED to approve the 2024 Budget with the change as listed above to the Bank Charges line item. Director Anderson SECONDED the Motion. Director Nantell asked for a vote. The vote was as follows:

Vote: Anderson: Y Campbell: Y Galvan: Y Nantell: Y. Gore: Abstained The motion was approved 4-0. 1 Abstention

6. Discussion / Action: Hospital Matters

- **Community Board Meetings**

Director Campbell had nothing to report from the Community Board Meeting. The topic of Mr. Troy Gideon’s impending departure as Interim CAO of Healdsburg Hospital was discussed. Interviews are underway for his replacement. Mr. Gideon will be staying with Providence, relocating to Southern California. Directors Gore and Campbell are part of the interview panel. Director Gore reported that she has interviewed two candidates. One candidate presented as a very competent candidate. This candidate has been in Hospital administration for 25 years, with 8 years as a CEO of a 48-bed hospital. Director Gore will be interviewing two additional candidates. Director Campbell will participate in the 2nd round of interviews.

- **Quality Committee – Nothing to report.**
- **Community Benefit Board – Nothing to report.**

7. Discussion / Action: Board Policy Review

Director Nantell reviewed Policies 8-15. Legal Counsel reviewed Policy #8 – Conflict of Interest Code as well as Policy #9 – Board Meeting Policy. With regard to Policy #9, it was clarified that if a Board member knows ahead of time they will be in a remote location, it must be noted on the Agenda ahead of publishing the Agenda. There is no limit per year. If a last-minute issue arises, sick child, for example, the Board member is allowed to be absent but still participate, no more than two times a year.

Policy #11 – Board Compensation and Reimbursement Policy. Director Nantell reminded the Board of the ability to submit reimbursement on several opportunities and to submit reimbursement forms on a monthly basis.

There being no further changes or discussion of the Policies #8-15, Director Nantell asked for a Motion.



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Director Anderson MOVED to approve Board Policies #8-15 as presented. Director Galvan SECONDED the Motion. Director Nantell asked for a vote. The vote was as follows:

Vote: Anderson: Y Campbell: Y Galvan: Y Nantell: Y. Gore: Abstained The motion was approved 4-0. 1 Abstention

8. Discussion / Action: Consideration of New Contract for Legal Services

The Board received a contract from the Redwood Public Law firm as part of the Board packet. As discussed during Closed Session, the Meyers Nave attorneys that have been supporting the NSCHD Board are moving to Redwood Public Law, where Mr. Pio Roda feels that his time will be able to be more focused on the needs of the NSCHD, Special Districts, cities and counties in California. The Redwood Public Law office is located in Oakland. Mr. Pio Roda will be splitting his time working at the Oakland office or from his home office in Fremont. Overhead costs have been reduced in order to provide better rates to their clients. Director Campbell asked for clarification of the statement that rates were going to remain the same for 2024 and 2025, contrary to the statement of reducing rates going forward. Mr. Pio Roda explained that CPI requires increasing rates every January. Mr. Pio Roda is proposing freezing the current rates without a CPI increase.

Director Nantell addressed the need for improved responsiveness and to keep the client informed of his progress. Mr. Pio Roda assured that responsiveness will improve going forward as the move to the new law firm will assure him more time to focus on the needs of NSCHD. Director Nantell asked if there were any more questions of Mr. Pio Roda. Director Nantell asked for a motion.

Director Campbell MOVED to approve the contract with Mr. Pio Roda and the law firm of Redwood Public Law , LLP. Director Galvan SECONDED the Motion. Director Nantell asked for a vote. The vote was as follows:

Vote: Anderson: Y Campbell: Y Galvan: Y Nantell: Y. Gore: Abstained The motion was approved 4-0. 1 Abstention

9. Discussion / Action: Regarding District Housekeeping

• Future Agenda Items

Mr. Pio Roda is drafting an Ordinance to change the mailing address of the NSCHD to the office where the Board Clerk, Ms. Dougan, works from – 1425 No. McDowell, Suite 105, Petaluma, CA 94954. All claims and District mailings will be monitored and coordinated through the Board Clerk. Ms. Dougan will assure that the Healthy Petaluma District and Foundation office is in agreement with this move and will communicate to the Board and Mr. Pio Roda for action at the March Board meeting.

• Discussion re: November elections

Director Nantell suggested that the Board start to focus on recruiting potential candidates to run for the Board. Directors Nantell, Anderson and Gore are up for election. Director Nantell has



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already stated he will not seek re-election. Director Campbell shared that an individual has expressed interest in running for a Board seat, Mr. Brian Callaghan, who served on the NSCHD Board Finance Committee in the past for approximately six months. Mr. Callaghan has a health care consulting background and lives in Windsor.

Director Nantell asked for clarification from Mr. Pio Roda that if an individual was appointed to the Board prior to Director Nantell's term was over, that individual would need to run for the position in November. Filing of the paperwork is in early August 2024. Mr. Pio Roda confirmed that was the case.

- **Form 700 reminder – filing due April 1**

Director Nantell reminded the Board of the April 1 deadline and to provide information that the filing is complete to the Board Clerk.

- **Ethics and Sexual Harassment Prevention training**

Director Nantell and Ms. Dougan provided a spreadsheet of training compliance as well as links to training that can be taken on-line. The Board Clerk keeps track of the training. The Board was asked to provide certificates of training to the Board Clerk.

10. Legal Report

Mr. Pio Roda reported that there was nothing further to add.

Director Campbell reminded the Board of the discussion from a previous Board meeting on whether charging the time spent by Treasurer Campbell and Ms. Dougan, the Board Clerk, and others (Nathan and the Bank), should be considered. Director Campbell has asked Mr. Pio Roda for direction. Mr. Pio Roda will contact his Bond Counsel colleague for guidance. This will be an on-going responsibility and depending on the guidance from Bond Counsel, the Board may approach Providence for compensation.

11. Share other meetings attended by Board Members

Director Anderson reported on a recent meeting of the Harm Reduction Task Force. Focus is moving forward to provide education opportunities for various groups. Members from Alliance Medical make up the task force and education has been focused on their clientele. The Director Anderson wants to expand that education opportunity outside just targeting the homeless and at-risk members of the Community.

Director Anderson was not able to attend the Master Plan for Aging meeting scheduled for February 29, 2024.

There being no further updates, **Director Nantell ADJOURNED the meeting at 5:33 pm.**

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12. Consideration of Materials Disseminated by Board Members

13. Adjournment

Chair Jim Nantell adjourned the meeting at 5:33 PM.