**CALL TO ORDER**

* 1. 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. Sue Campbell, Board Treasurer, will be participating remotely from 4001 Aloalii, Princeville, HI 96722. Erin Gore, Member at Large will participate from 780 Mission Street, San Francisco. Chair Jim Nantell called the meeting to order at 4:09 PM.
  2. 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, participating remotely

David Anderson, MD, Member at Large

Hector Galvan, Member at Large

Erin Gore, Member at Large, participating remotely – Arrived at 4:11 PM

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

Chair Nantell mentioned that the Closed Session was moved to the end of the Agenda to accommodate the guests from the Healthcare Foundation of Northern Sonoma County who took a picture of the Board members present to accompany a press release regarding the awarding of Grant Funds.

Chair Nantell asked if there were any public comments. There were none.

**REGULAR BUSINESS**

1. **Consent Calendar**

* **March 28, 2024 Regular Meeting Agenda**
* **February 29, 2024 Regular Meeting Minutes**
* **February 29, 2024 Financial Statements**
* **Board Policy Review – Policies 17-22**

**Director Nantell called for a motion. Director Anderson MOVED to approve the first three items on the Consent Calendar – the March 28, 2024 Regular Meeting Agenda, February 29, 2024 Regular Meeting Minutes and the February 29, 2024 Financial Statements. Director Galvan SECONDED the motion. Director Nantell called for a Roll Call. The Board Clerk called the Roll Call. The vote was as follows:**

**Vote: Anderson: \_Y Campbell: \_Y\_ Galvan: \_Y\_ Nantell: Y\_. Gore: \_Y The motion was approved 5-0.**

Director Campbell had comments on two of the Board Policies that were part of the Consent Calendar.

Policy 18, Financial Reserve Policy. Specifically, paragraph I.A., the District does not receive rent proceeds. Therefore, the words ‘, rent proceeds’ will be stricken from Policy 18.

Policy 17, Paragraph I.A.2. It was felt that the obligation of completing eight (8) hours of training was not mandatory as the NSCHD is not an accredited ACHD (Association of California Healthcare District) District. After brief discussion, it was agreed to change the first sentence of paragraph to read “Directors are encouraged to participate in continuing education opportunities.”

Director Campbell suggested that the Board may want to revisit becoming an accredited ACHD District because of all the opportunities provided to the members. Director Nantell asked for a Motion.

**Director Campbell MOVED to approve Board Policies 17-22 with the revisions discussed to Policies 17 and 18 outlined above. Director Galvan SECONDED the Motion. Chair Nantell asked for a vote. The Board Clerk called the Roll Call. The vote was as follows:**

**Vote: Anderson: \_Y Campbell: \_Y\_ Galvan: \_Y\_ Nantell: Y\_. Gore: \_Y The motion was approved 5-0.**

1. **Discussion / Action: Distribution of Grant Monies**

* MOU Discussion – NSCHD – Healthcare Foundation
* Grant Awarding Ceremony Planning

Chair Nantell referred to the Memorandum of Understanding (MOU) between the District and the Healthcare Foundation to handle the grant giving for period of time January 1, 2025-December 31, 2029 which was part of the Board Packet. Chair Nantell asked if the Board had any comments. Director Campbell was accepting of the additional language as discussed at the February Board meeting. Director Gore worked with Ms. Kim Bender on the MOU.

Director Gore asked for clarification on the Press Release that was distributed by Ms. Bender, naming Director Galvan as the point person for any questions related to the District. Chair Nantell clarified that Director Galvan was to be associated with the quote in the Press Release pertaining to the SOS Community Counseling. Chair Nantell would like Director Gore to remain as the point person. Director Gore was asked to reach out to Ms. Bender to clarify that Director Gore will be the point person for this issue and all marketing going forward. Director Gore is going to work on the ‘by-line’ section, with feedback from Director Campbell, and submit and updated District section of the Press Release to Ms. Bender. The Board does not need to approve the change.

Chair Nantell asked for a Motion to Approve the Memorandum of Understanding as presented in the Board packet.

**Director Galvan MOVED to approve the Memorandum of Understanding between North Sonoma County Healthcare District and Healthcare Foundation Northern Sonoma County dated March 28, 2024. Director Anderson SECONDED the Motion. Chair Nantell asked for a vote. The Board Clerk called the Roll Call. The vote was as follows:**

**Vote: Anderson: \_Y Campbell: \_Y\_ Galvan: \_Y\_ Nantell: Y\_. Gore: \_Y The motion was approved 5-0.**

Chair Nantell asked Director Campbell if checks have been requested from the District Bookkeeper for the Grant monies. The District bookkeeper will need some form of invoice in order to process the two checks. Chair Nantell will follow-up with Ms. Bender on what of documents have been used in the past to present the request to the two contact individuals for SOS and Alexander Valley.

Director Anderson suggested that the acronym ‘SOS’ should be spelled out in the Press Release. Director Gore will suggest that change.

1. **Discussion / Possible Action: Financial Matters**

Director Campbell wanted to follow-up with the Board on the discussion from the last Board meeting regarding charging Providence for the time that she and the Board Clerk spent on collecting the parcel tax. Director Campbell and Mr. Pio Roda worked on the issue, submitted the request to Providence and Providence issued a reimbursement check for $4,200. Additionally, Providence has asked for an accounting to be submitted outlining how the funds they receive through the parcel tax is calculated. This type of accounting has not been done over the last three years. Part of this calculation will include funds paid to the debt service, the bank and staff’s time.

1. **Ordinance for the New Mailing Address**

Mr. Pio Roda summarized that this is the Ordinance as was discussed at the February Board meeting to change where all mail and claims against the District are received to the address of the office of the Board Clerk. The Ordinance memorializes and confirms this action. The action before the Board is to introduce the Ordinance. The second reading of the Ordinance will be on the April 25, 2024 Agenda. It is not anticipated that it will be referend-ed by anyone. Mr. Pio Roda suggested that activities to change the status of the P.O. Box and address on the website can proceed. Chair Nantell asked for an introduction of the Ordinance.

**Director Anderson MOVED to introduce in the record the Ordinance to change the mailing address of the District. Director Galvan SECONDED the Motion. Chair Nantell asked for a vote. The Board Clerk called the Roll Call. The vote was as follows:**

**Vote: Anderson: \_Y Campbell: \_Y\_ Galvan: \_Y\_ Nantell: Y\_. Gore: \_Y The motion was approved 5-0.**

Mr. Pio Roda suggested waiting until after the second reading of the Ordinance at the April 25, 2024 Board Meeting to send change of address information to the vendors/banks.

1. **Discussion / Action: Hospital Matters**
   * **Community Board Meetings**

Director Campbell reported that the final interviews were conducted last week for the two final candidates for the CAO position for Healdsburg and Petaluma Valley Hospitals. The candidate from Bakersfield was the preferred candidate. The recommendation was submitted to Providence leadership and the final decision should be made by the end of the week. Mr. Gary Olney will be making the decision.

Director Anderson asked for some background on the two final candidates. Michelle has run the Bakersfield Heart Hospital for most of her career. She is very familiar with small community hospitals. She works very well with physicians and is very active in the community. She would like to continue to be involved with a small hospital. Director Gore added that Michelle is relocating to Windsor to be closer to her mother and sister. Chris Holland ran the Mt. Zion hospital when they reopened it during the pandemic. He has a clinical background as a respiratory therapist. Chris was laid-off during a reorganization. He also would like to work for a small hospital. The interview panel consisted of Director Campbell, Paul Marguglio and Dr. Jeffrey Tobias. Each filled out an evaluation of both candidates and submitted the evaluations to Providence.

Director Campbell next reported that Providence is working to establish a Patient and Family Advisory Council to address some of the issues raised with actions recently taken by Providence in relation to the closing of the Family Birthing Center in Petaluma as well as closing of out-patient labs. Director Campbell will provide portions of the slide presentation from Providence that addressed this initiative.

Director Campbell next shared that the Providence philanthropy representative presented a goal to raise $750,000 annually for the Healdsburg Hospital throughout the Healdsburg and surrounding communities. Reference was also made to a charter that Director Campbell requested and which will be shared at a later date. Director Gore shared that this effort was shared with other organizations and the District Board should have a full understanding of the request from Providence as an ‘outside’ entity asking for additional funds without a complete understanding of what the funds will be going toward, asking for donations when the City of Healdsburg/Providence has cash to spend. Director Campbell shared that Mr. Garry Olney from Providence has been asked how the District was spending the money received from the sale of the Hospital. Director Campbell will be meeting with Mr. Olney to discuss the matter further. During that meeting Director Campbell will share that each landowner in the community is contributing $150/each to the hospital, additionally, the requirement to seismically upgrade the hospital was contingent on the sale and there has been no movement to do so. Providence is currently lobbying the State to remove the requirement of seismic upgrade for critical access hospitals. Director Gore would like to be a part of the conversation in order to assure proper management of any funds received.

Director Nantell asked for clarification on the activities of the Foundation in raising funds. Those funds do not benefit the hospital. Director Campbell will follow-up with Director Gore on the timing of the meeting with Mr. Olney. Director Anderson suggested that the philanthropy director and Mr. Olney attend an upcoming meeting of the Board to discuss the fundraising activities. Director Anderson reminded the Board the last time that Mr. Gideon attended a Board meeting that additional information should be shared with the Community on the efforts that Providence has made to the Hospital, but that communication has not occurred.

Ms. Dougan, the Board Clerk, shared that Providence was asking for sponsorship from the Healthy Petaluma District and Foundation Board for a Gala in the amount of $25,000. The Healthy Petaluma Board rejected the request until additional clarification was received. Additionally, the decision of Providence to close outpatient labs was also received with negative public feedback in Petaluma due to unmet promises of continued access.

* + **Quality Committee – Nothing to report.**
  + **Community Benefit Board – No meetings have been scheduled.**

The new person organizing the activities has yet to schedule a meeting.

1. **Discussion / Action: Regarding District Housekeeping**

* **Future Agenda Items**

Items to be discussed include:

* Approval of the Ordinance pertaining to the change in mailing address. Mr. Pio Roda directed that the approval can be part of the Consent Calendar.
* Representation from the Providence philanthropy director
* Discuss clarification on the contractual time obligation for the Board Clerk with Healthy Petaluma District and Foundation. Ms. Dougan will bring the matter forward to Ms. Faith at the Healthy Petaluma District office.
* Director Galvan shared that Rebecca from SOS Community Counseling would like clarification on how the Board would like to receive periodic reporting of how the Grant funds have been utilized. Director Anderson commented that an in-person presentation would be preferred.
* Reminder to complete the Ethics and Harassment Prevention training and provide the completed certificates to the Board Chair.

1. **Legal Report**

The Legal update will be discussed in Closed Session.

The Board Clerk reminded everyone to complete their Form 700 by April 1.

1. **Share other meetings attended by Board Members**

Director Campbell had dinner with Mr. Brian Callahan and he is interested in serving on the Board. At the appropriate time, Mr. Callahan will be encouraged to submit paperwork and be invited to an upcoming Board meeting.

Director Anderson reported that the Harm Reduction Coalition has been working with Walter Knox and Boby Cho are planning presentations to the local Rotaries, Kawana’s clubs, The Garden Club to educate on identifying overdose victims and how to distribute Narcan. If Board members know of organization that would benefit on these presentations, please let Director Anderson know.

Discussion continued on the opioid crisis occurring in Portland, OR. A recent change in laws to not have a small amount of the drug lead to incarceration has created a greater crisis on the streets. Director Anderson is working with the Coalition to place Narcan in every AED location, which may be the first in the nation to provide this lifesaving option. This effort will also allow increased publicity to the benefits of Narcan distribution along with training. Dr. Anderson is also looking to work with Mr. Gideon to place an article on these efforts in the local Cloverdale weekly Newsletter, Cloverdale Chamber, Cloverdale Connect, Tribune as well as the Windsor Times.

1. **Adjourn to Closed Session**

Chair Nantell asked Mr. Pio Roda permission to have Ms. Dougan participate in the Closed Session as she has been involved in the topic to be discussed in her role as Board Clerk for the Healthy Petaluma District and Foundation Board. Mr. Pio Roda Agreed.

**Director Nantell adjourned the meeting to Closed Session at 5:00 pm**

1. **Adjourn to Open Session**

**Director Nantell adjourned to Open Session at 5:21 pm.**

Director Gore left the Board meeting at 5:20 pm

Mr. Pio Roda reported that no reportable actions were taken in Closed Session. Direction was provided to bring a presentation at an upcoming Board Meeting. This closed the Report.

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

Chair Jim Nantell adjourned the meeting at 5:22 PM.