



North Sonoma County Healthcare District

North Sonoma County HealthCare District

June 27, 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 4:02 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
Erin Gore, Member at Large – arriving in person at 4:22 pm
Hector Galvan, Member at Large, Participating remotely

Also present: **Richard Pio Roda, Esq.**, District Counsel
Michelle Oxford, Chief Administrative Officer, Healdsburg Hospital, Providence

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

Director Galvan read into record that he "...will attend today's meeting under Government Code Section 54953(f)(2)(A)(i), the just cause provisions of the Brown Act, because of a childcare need. There are no individuals 18 years of age or older present in the room where I am attending this meeting remotely."

REGULAR BUSINESS

1. Consent Calendar

- June 27, 2024 Regular Meeting Agenda
- May 30, 2024 Regular Meeting Minutes
- May 31, 2024 Financial Statements

Director Campbell commented that Mr. Hochman's first name was misspelled in the Minutes from the May 30, 2024 Meeting and asked to reflect Mr. Rod Hochman's name should be corrected.

Chair Nantell called for a motion. Director Anderson MOVED to approve Consent Calendar with the grammatical correction to the May 30, 2024 Minutes. Director Campbell SECONDED the motion. The vote was as follows:

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



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2. Discussion / Possible Action: Marketing and Messaging – Director Gore

Director Gore reported that she will be meeting with Ms. Amy Ramirez from the Healthcare Foundation of Sonoma County in the next two weeks. The focus of the meeting is to understand what information that Foundation requires in terms of talking points regarding the District Board to support the grant giving activities. Director Gore is gathering existing information and will also provide quotes from the Directors. Specifically, Director Gore is interested in a messaging document prepared by a former marketing contractor, Ms. Gina Fabriano. Director Gore will look for past e-mails and/or reach out to Ms. Fabriano.

Director Gore anticipates having something for the Board to review at the next meeting which describes the District and its operations, including quotes.

3. Discussion / Informational / Action: 2023 Audit Review

Mr. Rick Jackson was unable to participate in the Board meeting to review the Audit. Each of the Board members were able to review the Audit which was part of the Board materials. There being no discussion,

Chair Nantell called for a motion. Director Campbell MOVED to approve the 2023 Audit. Director Anderson SECONDED the motion. The vote was as follows:

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

Director Campbell reported that Ms. Ramona Faith contacted her to inform her that the Healthy Petaluma District will be hiring a new Controller and asked if the NSCHD would be interested in sharing the new Controller's duties. The current financial support has been working well, and the parcel tax activities would be unfamiliar to the new hire. Currently, the financial obligations undertaken by Director Campbell as Treasurer are not burdensome. Director Gore suggested to not modify the current financial reporting structure at this time.

4. Discussion / Action / Action: Resolution re Upcoming Election

Chair Nantell read Resolution 2024-03 into the record. Resolution of the Board of Directors of the North Sonoma County Healthcare District, County of Sonoma, State of California, Ordering an Election to be Held and Requesting Consolidation with the November 5, 2024, Consolidated District Election.

Chair Nantell called for a motion. Director Anderson MOVED to approve Resolution 2024-03. Director Campbell SECONDED the motion. The vote was as follows:

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

Ms. Dougan had additional documents requiring Chair Nantells and Director Campbell's signature that need to be submitted to the County prior to July 3, 2024. These documents were signed at the end of the



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meeting. Additionally, Ms. Dougan provided documentation to Directors Anderson and Gore in preparation for the candidate filing period which begins July 15, 2024. Each candidate will need to provide the Board Clerk with a blank check for the filing fee for the Statement of Qualifications to be published in the Election Pamphlet. A receipt will be provided to the candidate to accompany the application. If a candidate is not challenged, the check will be returned, and the Statement of Qualification will not be included in the Election Pamphlet.

Director Campbell requested the same materials provided to Directors Campbell and Gore be sent to an interested individual who would like to run for the open Board seat once Chair Nantell steps down from the Board. The individual is Mr. Brian Callahan. Ms. Dougan will send the documents.

5. Discussion / Informational / Possible Action: Update on ACHD

Director Campbell recently participated in an Association of California Healthcare Districts (ACHD) webinar where a lot of pertinent information was shared including proposed legislation regarding seismic retrofitting of healthcare facilities including Healdsburg Hospital. The Healthy Petaluma District is an ACHD member and shares timely information to the Board. The costs of the NSCHD to join as members would be under \$4K. Director Campbell suggested that the Board not invest the dollars to join the ACHD at this time.

6. Discussion / Action: Hospital Matters

- **Community Board Meetings.**

Director Campbell reported that there is a new program the Healdsburg Hospital is implementing that Board members and executive leadership of the Hospital will reach out to new caregivers to provide support.

Director Campbell also reported that a decision was reached between the Healthy Petaluma District and Providence regarding the suspension/closure of the Family Birthing Center which was a violation of the Asset Purchase Agreement entered into in 2020. Providence will pay the Healthy Petaluma District \$12.3M of which \$2.4M will go towards investing in Community Benefits program. Ms. Dougan elaborated on the negotiated settlement, stating, in part, that \$9.9 will be focused exclusively on Women's Health and Behavioral Health, while the funds towards Community Benefits will be decided upon by a Committee consisting of three members from the Healthy Petaluma Board, three members from Providence and one community member. Both sides in the negotiation realized that reopening the Family Birthing Center would be costly and would not provide the level of service that was provided prior to the closure. Providence stated during the negotiations that it would have closed the Birthing Center at the end of the contractual period, in 2.5 years.

Discussion continued on representation of the Board on the Community Benefits Committee. Director Anderson shared that his conflict for the dates of the Community Benefits Committee may be resolved and he would like to continue representing the Board.



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Director Gore recently met with Ms. Michelle Oxford, CAO of Healdsburg Hospital, Providence to commit to providing information to the Community regarding the investment Providence has made to improve the Hospital. This information will accompany future fundraising efforts that Providence will pursue. Ms. Oxford has been proactively accruing funds from Providence to make improvements to the hospital, and Director Gore offered the support of the District in those endeavors in support of the contractual obligations of the Purchase Agreement. Director Gore emphasized that strengthening the marketing messaging is key during these fundraising efforts to show District support for Providence.

Director Campbell noted that Ms. Dana Codron from Providence, will be providing her annual Community Health Investment report at the July Meeting. It was suggested that the Board invite the newly appointed regional Chief Nursing Officer, Ms. Wendi Thomas, to the August Board Meeting. Ms. Oxford who joined the meeting, remotely, reported that she has recently been approved to receive some funds that were allocated to capital investment in the Hospital and will provide a detailed report at the August Board meeting.

- **Quality Committee.**

There was nothing to report.

- **Community Benefit Board.**

There was nothing additional to report.

7. Discussion / Action: Regarding District Housekeeping

- **Board Meeting – Start/End Time Commitment**

Chair Nantell asked the Board if the current time of 4:00-6:00 pm on the last Thursday of each month still works well for everyone, as there have been members leaving early on occasion. The Board agreed that the current time commitment works well.

- **Future Agenda Items**

The Board discussed the speakers for the July Board meeting. Mr. Ben Sedillo from Sonoma Wealth Advisors, Ms. Tami Bender from Healthy Petaluma to discuss having Healdsburg become a HeartSafe community, as well as Ms. Dana Codron, Providence to provide a Community Health Update.

Ms. Oxford, Providence, will be presenting her quarterly update during the August meeting.

Mr. Pio Roda's law firm is working on a webinar to cover AB 1234, the Ethics Training, which is scheduled to be available in August. Directors Anderson and Gore need to do that training.

8. Legal Report

- Review/Approval of GANN Limit Resolution

Mr. Pio Roda provided a staff report that was part of the Board packet and incorporated herein. Mr. Pio Roda prepared **Resolution #04-2024: A Resolution of the Board of Directors of the North Sonoma**



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County Healthcare District, Setting and Adopting an Appropriations Limit for the 2024/2025 Fiscal Year. The Gann Limit was calculated at \$23,449,571, which is the maximum amount of monies that the Board can borrow. The method used for calculating the amount was discussed. Resolution #04-2024 was read into the record by Chair Nantell. Chair Nantell as if there were any comments. There was none.

Chair Nantell called for a motion. Director Gore **MOVED** to adopt Resolution #04-2024. Director Anderson **SECONDED** the motion. The Roll Call vote was as follows:

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

- Review/Approval NDC – Redistricting

During the May Board meeting, the draft consulting agreement with National Demographics Corporation was introduced to support the re-districting of North Sonoma County prior to the 2026 election. Mr. Pio Roda prepared **Resolution #05-2024: A Resolution of the Board of Directors of the North Sonoma County Healthcare District to Approve a Consulting Services Agreement with National Demographics Corporation for a Not to Exceed Amount of \$45,000 to Provide Demography and Other Consulting Services for the District to Go to By Zones Elections**. The estimated amount of \$45,000 took into consideration the estimated consulting fee, plus any additional optional services. Additionally, securing a ‘not to exceed’ amount protects the next Board from exceeding this amount when the redistricting will occur in 2026.

Discussion continued regarding delaying the actual consulting work at least six months prior to the 2026 election, therefore not signing the Consulting Services Agreement at tonight’s meeting. By executing a Resolution of Intention at a previous Board meeting, it is likely that the District is being monitored to assure that the redistricting activities will be forthcoming. There being no further comments,

Chair Nantell called for a motion. Director Gore **MOVED** to adopt Resolution #05-2024. Director Galvan **SECONDED** the motion. The Roll Call vote was as follows:

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

Mr. Pio Roda and Director Gore have been working together on a request for public records related to communications as well as Form 700 filings. Specifically, the request is for: all emails, text messages, phone call/text logs and other communications between Ms. Erin Gore and the following individuals/entities from 2019-present: SPARC (Erich Pearson / Robert Jacob), Healdsburg Councilwoman Ariel Kelley and Sonoma County Supervisor James Gore. These communications are only as it relates to her role as a District Director. Director Gore stated that there may be some communications during 2021 when work was conducted regarding the vaccine program.



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Any documentation that Director Gore finds would be forwarded to Mr. Pio Roda and Ms. Dougan to review. Ms. Dougan was asked to respond to the requester that her request has been received and we are currently locating records in response to that request and a response is to be expected within 30-45 days.

9. Share other meetings attended by Board Members

Director Anderson attended a Harm Reduction Task Force presentation to a local Rotary club which was received very well. The Healdsburg Tribune expressed interest in the activities of the Task Force and Director Anderson will be speaking with them. Director Gore would like to join that discussion as part of the marketing strategy.

Director Campbell asked if the Board received information regarding the June 3 Foundation Grant Committee meeting. No one had heard or was invited to attend. Director Gore will follow-up with Ms. Amy Ramirez.

Director Galvan stated that on August 2, 2024, Cloverdale has their National Police Night Out event from 6:00-9:00 pm if anyone is interested in attending, if Director Anderson would see that as an opportunity to speak about Narcan, etc.

Ms. Dougan asked for clarification regarding the National Demographics Corporation Agreement. Mr. Pio Roda suggested that he and Chair Nantell speak to Mr. Douglas Johnson and inform him of the hesitancy to sign the agreement until just prior to the work commencing in 2026.

10. Consideration of Materials Disseminated by Board Members

There was none.

11. Adjournment

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