



North Sonoma County Healthcare District

**North Sonoma County HealthCare District  
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, 2<sup>nd</sup> 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  
**Hector Galvan**, Member at Large – Arrived at 4:08 pm  
**David Anderson, MD** – Director  
**Erin Gore**, Member at Large – Director – Participated remotely

Also present: **Erica Gonzalez, Esq.**, District Counsel

Guests: **Dana Codron**, Regional Director, CHI, Providence  
**Michelle Oxford**, CAO, Healdsburg Hospital, Providence

Director Gore participated remotely invoking AB 2449, emergency care for a family member. Legal Counsel instructed Director Gore to declare that there was an individual with her that was over 18 and that she was to remain on video the entire length of the meeting. The Board was asked to make a motion to allow Director Gore to participate in the meeting.

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

**Director Campbell MOVED to allow Director Gore to participate remotely invoking AB 2449, Director Anderson SECONDED. The vote was as follows:**

**Vote: Anderson: Y Campbell: Y Galvan: Absent Nantell: Y Gore: Abstain. The motion was approved 3-0. 1 Absent, 1 Abstain.**

**REGULAR BUSINESS**

**1. Consent Calendar**

- August 29, 2024 Regular Meeting Agenda
- July 25, 2024 Regular Meeting Minutes
- August 6, 2024 Special Meeting Minutes
- July 31, 2024 Financial Statements
- Resolution #06-2024 – Resolution Parcel Tax\_2024-2025



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Chair Nantell asked if there were any comments on the items on the Consent Calendar. Director Campbell commented that on the July 25, 2024, minutes, that Joe Harrington's name was misspelled, and a correction is required when referring to the Community Benefit Committee, not Community Benefit Board.

**Chair Nantell called for a motion. Director Gore MOVED to approve the Consent Calendar incorporating the two corrections. 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.**

### **2. Discussion / Information: Community Health Update, Healdsburg Hospital, Providence.**

Ms. Dana Codron, Senior Regional Director, CHI, Providence for all of the Northern California hospitals, including Sonoma, Napa and Humboldt counties. Ms. Codron provided the annual Healdsburg Hospital update which is incorporated herein.

Director Gore requested clarification based on the purchase of Healdsburg Hospital with regard to the commitment from Providence to invest in the north Sonoma County community. Ms. Codron responded that the needs assessment was a county-wide initiative with focus groups from all service areas based on zip codes. Director Gore encouraged that a comparison of the distribution databases would benefit both Providence and NSCHD. Director Anderson has had a conflict which does not allow him to attend the Committee meetings, but the Board is committed to determining who can participate going forward.

With regard to the Community Health Needs Assessment, Director Gore shared that the District has used this tool in the past in developing the Strategic Plan for the District. Director Campbell asked for clarification on when the Community Needs Assessment was conducted. Ms. Codron responded that it was conducted in 2023, and it was reviewed and published at the end of the year. Subsequently, the Community Health Improvement Plan (CHIP) was reviewed and approved in 2024.

Director Campbell asked how the Board would be able to contribute to Qualitative Data Sources. Ms. Codron categorized this interaction as a Key Informant Interview and welcomed the opportunity. Director Gore encouraged Ms. Codron to seek out representation/feedback from the smaller communities within the District.

Director Anderson asked if Providence was working with Alliance Medical Center pertaining to their Mobile unit. Ms. Codron confirmed that Providence helped finance the mobile unit. An additional mobile unit is planned for operation in the Cloverdale area. Ms. Codron shared that the Community Health Needs Assessment and Strategic Plan are available on their website and available as well in PDF form.

Ms. Codron reviewed the investments made from July 1, 2023-June 30, 2024. Director Campbell asked for clarification regarding the Healthcare Foundation grant for the Community Wellness Center in Healdsburg, referencing the District's funding of the Community Wellness Center in Cloverdale. Ms.



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Codron acknowledged that Providence also provided funding for the Windsor Wellness Center and modeled both the Healdsburg and Windsor Centers after the center established in Cloverdale along with support from On the Margins.

With regard to the accounting of the Benefit Programs, clarification was made on the Medicare shortfall, defined as the difference between the cost of performing the procedures and what is reimbursed by Medicare.

Director Campbell asked what the process would be to identify organizations the District felt would be good candidates to receive grant funds. Was there a certain timeline to submit an application? Ms. Codron shared that there is a portal for organizations to apply for the grant. The two grant cycles begin at the beginning of the calendar year, and one in the middle of the calendar year. Ms. Becca Acosta will send a link to the Portal to the Board.

A video of the services performed by the Mobile Clinics was shown to the Board. The Board thanked Ms. Codron and Ms. Acosta for their presentation. Director Galvan expressed his gratitude for the presence of the Mobile Clinic in the Cloverdale community. Director Gore will send the language in the purchase agreement where it outlines the dollar amount and timeline for distribution of the Community Benefit grants as well as the zip codes of the North Sonoma County Healthcare District to Ms. Codron.

### **3. Discussion / Informational: Healdsburg Hospital Quarterly Operations and Capital Investment Report**

Ms. Michelle Oxford provided a quarterly operations and capital investment report for Healdsburg Hospital which is incorporated herein. The Hospital budget is in line with expectations. Ms. Oxford stated that Petaluma Valley and Healdsburg Hospital are the highest performing hospitals of the Northern California Providence hospitals. Subacute beds are at 100% capacity. Exit interview surveys show positive feedback.

Director Campbell inquired as to the feedback from the caregivers regarding the Epic roll-out. Ms. Oxford has heard very few complaints. The seismic retrofit requirement has been pushed to 2040. Providence lobbied the State in this regard.

Patient experience was reviewed. Low scores centered around the hospital environment and the need to renovate certain areas, as well as medication communication. Staff morale has improved in the emergency department. Ms. Oxford reviewed the status of a variety of projects to improve the Hospital.

Director Campbell requested that during the next quarterly update that Ms. Oxford review the Providence Leadership organizational chart. Ms. Oxford shared that she attended a meeting today of Providence Leadership regarding the new structure where Dr. Hodes is the Chief Medical Officer overseeing Healdsburg Hospital, Santa Rosa Memorial Hospital and Petaluma Valley Hospital, allowing him to quickly address issues of staffing shortages. Mr. Donovan Taylor will be dedicating 75% of his



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Providence role as interim Chief Nursing Officer (CNO) for Healdsburg Hospital and Petaluma Valley Hospital. As interim CNO, Mr. Taylor will encourage nursing staff to play more of a leadership role in their day-to-day activities.

Director Anderson asked Ms. Oxford about the percentage of time that she spends between Healdsburg Hospital and Petaluma Valley Hospital. Ms. Oxford shared that she normally spends 3, sometimes 4, days at Healdsburg and the other day(s) at Petaluma Valley. She has committed to showing up every day at one or the other. Her management team meetings are all in-person, not via Teams/Zoom, these meetings include spotlight reports from individual attendees to share home/life balance.

Director Anderson suggested that advertising in local media the work that Providence is doing to improve the Healdsburg Hospital would benefit the Community. Additionally, Director Anderson shared with Ms. Oxford that Alliance Medical Center now has a safe receptacle for used needles that would also benefit from publicity.

#### **4. Discussion / Informational / Action: Policy #19: Procedure for Filling a Board Vacancy**

Director Anderson asked for clarification on the Board Vacancy. Ms. Dougan stated that legal counsel made revisions to Board Policy #19 which needs review and approval by the Board. Additionally, three seats were filled without contest for Directors Anderson and Galvan. Mr. Brian Callahan also was accepted by the County to assume the vacancy created with Chair Nantell's resignation. Director Gore did not file election paperwork in time, so the process outlined in Policy #19 needs to be followed. Legal Counsel, Ms. Gonzalez provided an overview of Policy #19. A notice of vacancy needs to be posted 15 days prior to the date the vacancy appointment is made. The notice is normally posted on the District's website, newspaper, district office, hospital etc. Applications will be reviewed by the Chair or designee, and subsequently with the Board who would have the option to meet with the applicant to share issues that the Board is currently addressing. The appointment of the new Director can be made at a Special Meeting or Regular Meeting. Director Campbell asked for clarification on the flexibility that the Board will have in the interview process for any potential Board applicants. The process for notifying candidates will be followed per the Policy, but how the Board reviews the applications, depending on the number of candidates, may be modified. Discussion continued on the current vacancy on the Board. Legal Counsel will work with the Board and create a resolution(s) to appoint and fill the current vacancies, in part or totality at the September 26, 2024 Board meeting. The vacancy created by Director Gore will need to be filled 60 days after the vacancy occurs which is January 1, 2025.

**Chair Nantell called for a motion. Director Campbell MOVED to approve Policy #19: Procedure for Filling a Board Vacancy, as edited by Legal Counsel. Director Galvan SECONDED the motion. The vote was taken by roll call as follows:**

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



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### 5. Discussion / Informational: Update on Grant Giving Activities with Healthcare Foundation of Northern California; Healthcare Foundation Program Committee Meeting Representative

Director Campbell asked for clarification on who would represent the Board on the Healthcare Foundation pertaining to grant giving Program Committee. Previous minutes indicated that Director Gore would work with the Healthcare Foundation on marketing/newsletter contributions. The Program Committee meets once a month. Director Campbell offered to attend and will confirm that the NSCHD Board has a seat on the Committee. Director Gore would also be able to attend on a rotational basis. Director Campbell will request a schedule of upcoming Committee meetings to determine which Board member will represent on upcoming meetings. Ms. Dougan will add a standing item to future Board agendas to report out a summary of the Program Committee Meetings. Ms. Dougan will ask to be on the distribution list for minutes from the Program Committee Meetings.

### 6. Discussion / Action: Hospital Matters

- **Community Board Meetings**

Director Campbell did not have much more to offer after the presentations by Ms. Oxford and Ms. Codron. However, Director Campbell mentioned that Ms. Mary Fitzgerald expressed to the Community Board that having a shared CNO role between the three Providence hospitals is problematic. Overseeing clinical nursing over a significant distance would be challenging. The role of the CNO requires more of a 'feet on the ground' presence. A shared Chief Medical Officer (CMO) is not as restrictive. Director Anderson agreed that a shared CNO would be difficult to maintain, and that appointing a nurse leader at each facility may be warranted to support the CNO.

- **Quality Committee**

There was nothing to report.

- **Community Benefit Committee**

Director Campbell addressed Director Anderson's conflict with attending the Benefit Committee meetings and the need to assign a new representative. Mr. Oscar Chavez, who is Ms. Oxford's brother-in-law will be joining the Community Board and the Community Board meeting schedule will be changing to support Mr. Chavez's availability. Mr. Chavez would also be serving on the Benefit Committee, and if the current schedule for the Benefit Committee doesn't accommodate Mr. Chavez, the Benefit Committee meeting schedule will change as well, potentially allowing Director Anderson to attend going forward.

Director Gore is also interested in attending the Benefit Committee meetings, perhaps as a shared role with Director Anderson. Representation on the Benefit Committee will be tabled for a month and revisited at the September meeting when the new meetings schedules will be clearer.

Representation on the Quality and Community Benefit Committees is outlined in the Asset Purchase Agreement of the Hospital. Those representatives are appointed by vote of the Board and need to be acceptable to Providence. Director Gore reiterated the need to ensure Board representation on these Committees.



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Director Campbell suggested that we request that the Community Benefit Board (Ms. Codron) report on a quarterly basis, vs. annually.

### 7. Discussion / Informational / Action: Discussion of Board Vacancies; Resignation of Board Chair

Director Nantell restated his resignation status, and that today's meeting will be his last as Chair. Ms. Gonzalez shared that the action before the Board was to determine the procedure to fill the vacancy whether by general election or appointment of the new Chair for the remainder of Chair Nantell's term.

**Chair Nantell called for a motion. Director Anderson MOVED to have the Board appoint a successor to the role of Board Chair. Director Campbell SECONDED the motion. The vote was taken by roll call as follows:**

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

The Board next discussed the ability to appoint into the role as Chair effective December 6, 2024. Ms. Gonzalez stated that based on the wording of the agenda, the Board can take that action.

**Director Campbell MOVED to have Director Galvan assume the position of Board Chair effective September 6, 2024. Director Anderson SECONDED the motion.**

Clarification was made that this was only for the position of Chair and that the position of Secretary will be discussed at the next Board meeting.

**The vote was taken by roll call as follows:**

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

Director Campbell shared that placing both roles of Chair and Secretary on Director Galvan would be too large of a request, and that the next meeting, there would be another Board appointee to consider in Brian Callahan. Directors Anderson and Gore would also be available to serve. Chair Nantell clarified that the role of the Chair is to build the agenda for each meeting. The role of the Secretary would need to be trained on BoardEffect to be able to build the electronic Board book in the absence of the Board Clerk. Also to review the minutes and return the approved minutes to the Board Clerk to incorporate in the Board book.

### 8. Discussion / Possible Action: Regarding District Housekeeping

Ms. Dougan shared that she will need to be on a leave of absence for approximately two months to support her husband post-surgery, so that the Secretary would need to play a larger role in her absence.



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Director Gore offered to assume the role of Secretary for the remainder of the year, until the new officers are appointed at the beginning of the year.

Discussion continued on Director Gore's capacity to be able to assume the position of Secretary with her other obligations outside of the Board. No appointment of an interim Secretary was made.

The Board Clerk asked the Board to determine a timeframe to accept applications for the vacancy on the Board of Director Gore's seat. Ms. Gonzalez indicated that the Notice must be posted 15 days prior to the appointment. The Board determined that the appointment can be made at the September 26, 2024 meeting, with the deadline for applications to be received by September 19, 2024. The applications would be distributed for consideration to the Board for an appointment on September 26, 2024.

### Future Agenda Items

- Community Benefits Committee meeting schedule and Board representative
- Review of Applications and Appointment of Board vacancy
- Appointment of Board Secretary and Oath of Office of new Board member Brian Callahan; reinstatement of Directors Galvan and Anderson
- Follow-up on the Healthcare Foundation participation

### Ethics and Sexual Harassment Prevention Training

Ms. Gonzalez will follow up with Mr. Pio Roda on when the ethics training opportunity will be available to the two Board members that need to become current. Ms. Gonzalez will also provide information for where to take the training on-line.

Director Gore directed Ms. Dougan to shred the Statement of Qualifications deposit check that was submitted for the upcoming election, as Director Gore was unable to file on time.

### 9. Legal Report

- Update on any new legal matters

There was no additional legal matters to report.

### 10. Share other meetings attended by Board Members

Director Anderson reported that the Harm Reduction Task Force in cooperation with Alliance Medical Center erected a needles/syringes, etc. receptacle for the use of not only addicts but also diabetic and patients using weight loss injectables. This was a six-month project and it is hoped that word will get around of its existence.

No one expressed interest in attending the ACHD conference this year.

### 11. Consideration of Materials Disseminated by Board Members.

There was none.



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- **Adjournment**

Chair Jim Nantell adjourned the meeting at 5:25 PM.