



**NORTH SONOMA COUNTY HEALTHCARE DISTRICT  
BOARD OF DIRECTORS  
Minutes of Regular Meeting, November 30, 2017**

**Please note copies of all pertinent material considered by the Board in Open Session are included in the final Board Packet.  
Also, note items are sometimes taken out of order and are so indicated.**

**CALL TO ORDER**

The Board of Directors of the North Sonoma County Healthcare District met in the Conference Room at 190 Foss Creek Circle, Suite Healdsburg CA on Thursday, November 30, 2017. Chair Nantell called the meeting to order at 4:30 p.m.

**ROLL CALL**

Board Clerk, Susan Schmid, called the roll. The following Directors, constituting a quorum, were present:

Jim Nantell, Chair  
Sue Campbell, Vice Chair – left the meeting at 5:40 pm  
Bill Hawn, Director  
Erin Gore, Treasurer  
EJ Neil, Secretary

Absent: None

Also present:

Joe Harrington, Interim CEO  
Roberta Kaemmerling, CNO  
Kristina Holloway, CHRO  
Bill Cioffi, IT Director  
Shahriar Taj, Interim CFO  
Dr. Bruce Deas, Chief of Staff  
Dr. Rachel Hoyal, incoming 2018 Chief of Staff  
Melanie Eller, Interim Quality Director  
William Arnone, District Counsel

**Public Present:** Open Session 5:30pm  
No public present

**APPROVAL OF AGENDA**

**A motion was made by Secretary Neil and seconded by Director Hawn to approve the agenda. The motion was approved with quorum.**

**CLOSED SESSION**

Chair Nantell adjourned to Closed Session at 4:40pm.

**RECONVENE OPEN SESSION**

The Board returned to Open Session at 5:20 pm  
Counsel reported out on Closed Session discussion:

**ITEM 1: Hearings concerning staff privileges pursuant to Gov't Code Sec 54957 and Health & Safety Code Sec 32155; Title: Physicians and Physician Assistants and Delineation of Criteria for Allied Health Professionals.**

Reportable action was taken **with the motion by Vice Chair Campbell and seconded by Director Hawn to approve all Medical Staff recommendations and was unanimously approved.**

**ITEM 2: Reports Involving Trade Secrets**

Discussion was had. No reportable action was taken.

**ITEM 3: Conference with Legal Counsel - Anticipated Litigation: Significant exposure to litigation pursuant to subdivision (b) of Government Code section 54956.9; two potential cases.**

Discussion was had. No reportable action was taken.

**REGULAR BUSINESS**

**Public Comment:** Chair Nantell called for public comment. There was none.

**ITEM 1: Mission, Vision and Values - Report out on Mission Stories for the Month**

Secretary Neil shared a story about an HDH patient who was having difficulty getting a procedure scheduled. The Med Staff and C suite responded and assisted the patient. The patient reported back to Mr. Neil about the excellent care and great result from the surgery.

CEO Harrington shared photos of the memorial brick garden.

**ITEM 2: Introductions and Welcome**

CNO Kaemmerling introduced Melanie Eller, Interim Director Quality/Risk/Compliance.

The Board welcomed Ms. Eller.

**ITEM 3: Motion to Approve the Consent Calendar:**

**Motion to approve the Consent Calendar was made by Treasurer Gore and seconded by Vice Chair Campbell. The motion was approved unanimously.**

**ITEM 4: Policies and Procedures**

**Consider Proposed Changes to Hospital Policies and Procedures and Medical Staff Rules and Regulations and Bylaws. (See binder in Admin for full reports.)**

CHRO Holloway and CNO Kaemmerling reviewed the policies up for approval.

The Board asked for clarification on the revised Standby pay policy. Discussion ensued regarding the changes made. CEO Harrington and Dr. Hoyal both mentioned the medical staff appeared to be in support of the changes and appreciative of the quick response.

**A Motion was made by Vice Chair Campbell and seconded by Director Hawn to approve the policy changes as written. This motion was approved unanimously.**

**ITEM 5: Review Medical Staff Report**

Dr. Deas informed the Board that Jennifer Menicucci is no longer working at HDH. She resigned her Medical Staff Services position. Her replacement has been hired and is scheduled to start work mid-December. Jennifer was a huge asset to the team and will be greatly missed. The Board wishes her well in her future endeavors.

Med Staff will meet on December 5<sup>th</sup> to officially elect Dr. Rachel Hoyal as Chief of Staff for 2018/2019 term.

The Board congratulated Dr. Hoyal and thanked Dr. Deas for his excellent work and support as Chief of Staff these past two years.

Discussion ensued with Dr. Deas and IT Director, Bill Cioffi regarding the telemedicine project for ICU. Mr. Cioffi reported the equipment is in house and being tested. He and his team are looking to have it in place the second week in December.

Dr. Deas spoke about the, Emergency Department Information Exchange (EDIE) that has recently been implemented at HDH. This program is in use throughout California and provides physician access to the patient's history of treatment; admits, medications, incidences...)

*Note: Vice Chair Campbell left the meeting at this time.5:40pm*

**ITEM 6: Review /Approval Resolution #12-17 New American River Bank Account for Pharmacy, 340B program**

Counsel Bill Arnone recommendation changes to the Resolution to correctly reflect the addition of “Exhibit A”, the Names and positions of the approved signees. He confirmed that the Board could officially accept and approve the Resolution 12-17 with recommended amendments.

Note: this resolution was reviewed prior to the Board meeting by Finance and Budget Committee. They will be informed of the recommended changes to the wording.

***FOLLOW UP ACTION: Clerk will make the changes as noted by Counsel Arnone and get the corrected Resolution signed and to the Controller for processing.***

**Motion to approve the Resolution #12-17 with recommended corrections was made by Treasurer Gore and seconded by Director Hawn. The motion was approved unanimously.**

**ITEM 7: Review/Approval of the District “Sphere of Influence” / District Geographic Boundaries, per LAFO Requirement**

Counsel Arnone gave the background/history for this action.

Sonoma Local Agency Formation Commission (LAFCO) is required every 5 years to confirm that a survey of the District boundaries is not warranted.

The Board reviewed the current Sphere of Influence (SOI) as defined by the physical boundaries identified on the district map currently on file with LAFCO.

The Board of Directors confirmed there have been no changes, and there are no changes planned to the existing district boundaries. The Board hereby instructed the clerk to inform LAFO that there are no amendments warranted.

**Motion to approve was made by Director Hawn and seconded by Secretary Neil. The motion was approved unanimously**

***FOLLOW UP ACTION: Clerk will send a memo Mark Bramfit, LAFCO, stating the above.***

**ITEM 8: Discussion/Approval of the District Board Committee Assignments for 2018**

Vice Chair Campbell was unable to rejoin the meeting by conference call. The other Board members discussed the current assignments. Treasurer Gore requested she be replaced on the Audit committee as she will be staying on as Chair of the Finance and Budget Committee. Further discussion was tabled until the December meeting when incoming Chair Sue Campbell is present.

**ITEM 9: Discussion/Approval of the 2018 Board Calendar for District Board and Finance and Budget Meeting location, dates and times.**

Chair Gore noted she will be unable to attend the January 2018 Board meeting as scheduled.

Note: Sue Campbell had reviewed the dates earlier and confirmed she had no further changes.

**Motion to approve the 2018 calendar dates for meetings and location was made by Director Hawn and seconded by Secretary Neil. The motion was approved by quorum.**

**ITEM 10: Status Reports**

Board Committee Reports – Finance and Budget Chair Gore and Interim CFO Shahri Taj reported on:

1. Update on the Preliminary 2018 Budget and Capital Needs Report - will be going before the Board at the December meeting
2. Assembly Bill 1728 - Changes in regard to public meeting approval of the annual budget
3. Audit Committee 2018 – Erin Gore is looking for new committee members for 2018. Gary Cuccio will be invited by Mr. Neil.

**STANDING ITEMS:**

**Consideration of Board Calendar and Items for Future Agendas:**

- a) 2108 Board positions will be finalized at the December meeting.

b) Board Self-Assessment – Per Vice Chair Campbell, this will be discussed at the January 2018 meeting.

**Consideration of Board Calendar and Items for Future Agendas:**

- a) December Interim December 7th 4:30pm – **Decision of Board and Staff to CANCEL.**
- b) December Regular scheduled for Thursday, **December 21<sup>st</sup> 4:30pm**

**ADJOURNMENT: 6:00 p.m.**

Chair Nantell adjourned the November meeting of the North Sonoma County Healthcare District.

Contact Susan Schmid, Clerk of the Board for further information.

12/3/17