



**NORTH SONOMA COUNTY HEALTHCARE DISTRICT
BOARD OF DIRECTORS
Minutes of Special Meeting, December 21, 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 F, Healdsburg CA on Thursday, December 21, 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
Bill Hawn, Director – via conference call at 4:30pm
Erin Gore, Treasurer – via conference call at 4:30pm
EJ Neil, Secretary

Absent: None

Also present:

Joe Harrington, Interim CEO
Roberta Kaemmerling, CNO
Kristina Holloway, CHRO
Shahriar Taj, Interim CFO
Nathan Oliver, Interim Director of Finance
Tom Gillis, Revenue Cycle Director
Pamela Herder, Attorney/Compliance/Grievance Officer
Melanie Eller, Interim Quality Director
Christine Menken, Controller
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 Vice Chair Campbell to approve the agenda. The motion was approved unanimously.

CLOSED SESSION

Chair Nantell adjourned to Closed Session at 4:35pm.

RECONVENE OPEN SESSION

The Board returned to Open Session at 5:30 pm

Counsel reported out on Closed Session discussion:

ITEM 1: Reports Involving Trade Secrets

Discussion ensued. No reportable action was taken.

ITEM 2: Conference with Legal Counsel - Anticipated Litigation: Significant exposure to litigation pursuant to subdivision (b) of Government Code section 54956.9; one potential case.

Discussion ensued. No reportable action was taken.

REGULAR BUSINESS

Public Comment: Chair Nantell called for public comment. There was no public present.

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

The 2017 HDH holiday party was enjoyed by all.

Secretary Neil referenced a recent phone survey reporting positive community response to Healdsburg District Hospital.

ITEM 2: Introductions and Welcome – New Staff

Interim CFO, Shahriar Taj introduced Nathanael Oliver, Interim Director of Finance. Mr. Oliver brings years of experience in health care finance and will be working with the Finance team on a variety of projects. The Board welcomed Mr. Oliver.

Interim CEO, Joe Harrington introduced Pamela Herder, Attorney/Compliance/Grievance Officer. Pam brings twenty years of experience managing a full spectrum of legal, risk management, and compliance for local and regional health care entities. The Board welcomed Ms. Herder.

ITEM 3: Motion to Approve the Consent Calendar:

Chair Nantell requested the November Financials be pulled from Consent for further discussion.

Motion to approve the Consent Calendar (with the exception of November Financials) was made by Vice Chair Campbell and seconded by Secretary Neil. The motion was approved unanimously.

The November Revenue Cycle Report was discussed. Revenue Cycle Director, Tom Gillis answered all questions satisfactorily.

Motion to approve the November Financials in Consent Calendar was made by Vice Chair Campbell and seconded by Secretary Neil. The motion was approved unanimously.

ITEM 4: Discussion/Approval of 2018 Budget

The 2018 Draft Budget was reviewed in closed session. The budget presented is a working draft. The Board made the decision to table the discussion and approval until early 2018.

Motion to table approval of the 2018 Budget was made by Vice Chair Campbell and seconded by Secretary Neil. The motion was approved unanimously.

FOLLOW UP ACTION: Clerk will work with Interim CFO Taj to agendize the review and approval of the 2018 budget.

ITEM 5: Discussion/Approval of the 2018 Capital Needs List

The 2018 Draft Capital Needs List was reviewed in closed session.

A Motion to approve the bottom line expenditure of the proposed 2018 Capital Needs List was made by Vice Chair Sue Campbell with the condition that specific line item purchases be reviewed in detail by the Finance and Budget Committee and Board in accordance with the Policies and Procedures regarding expenditure limits. See Policy on file with the Board clerk.

This Motion was seconded by Bill Hawn and unanimously approved.

ITEM 6: Policies and Procedures

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

A Motion was made by Secretary Neil and seconded by Director Hawn to approve the policies presented as written. This motion was approved unanimously.

FOLLOW UP ACTION: Clerk will work with Interim CNO Kaemmerling to get the updated Policies and Procedures Report.

ITEM 7: Review Medical Staff Report

Dr. Deas was unable to attend this meeting due to his work schedule. CEO Harrington presented the written Medical Staff monthly report provided in advance by Dr. Deas

The Board took this time to acknowledge their gratitude to Dr. Deas for his two year term as Chief of Staff. Chair Nantell acknowledged Dr. Deas as an excellent role model as Chief of Staff and noted the many positive outcomes these past two years, including the Medical Bylaws review and update.

ITEM 8: Consideration of Quality Assurance/Performance Improvement Reports

Melanie Eller, Interim Quality Director, reviewed the two reports presented;

CMS Plan of Correction Status Report and Department Quality Improvement Dashboards 3rd Qtr 2017.

Discussion ensued in regard to the volume and specificity of the data the Board needs to see from the Dashboard reports. Vice Chair Sue Campbell offered to work with Melanie of the content of the reports going forward.

FOLLOW UP ACTION: Clerk will work with Ms. Eller and Ms. Campbell of future reporting.

ITEM 9: Discussion/Approval of New District Board Policies

CEO Harrington presented the draft Table of Contents of the Board of Directors Policy Manual. Mr. Harrington will be working with Administration to review and update the existing policies and draft new ones as listed in the Table of Contents. The completed package will be presented to the Board for approval early 2018.

FOLLOW UP ACTION: Clerk will follow up with CEO Harrington on this project.

ITEM 10: Discussion /Approval of appointment of 2018 District Board Positions

Discussion/ Approval of 2018 Board committee representation

Incoming 2018 Chair, Sue Campbell led this discussion and announced the 2018 Board of Directors positions as follows:

Effective January 1st, 2018:

Chair – Ms. Sue Campbell

Vice Chair- Mr. Bill Hawn

Treasurer – Ms. Erin Gore

Secretary – Mr. EJ Neil

Director – Mr. James Nantell

Further discussion on committee representation was tabled until the January 2018 meeting.

FOLLOW UP ACTION: Clerk will follow up with Chair Campbell on Board committee representation and agenda confirmation for January 2018.

ITEM 11: Discussion on use of Director’s Desk®, an Online Board Portal

CEO Harrington spoke to the Board of his previous experience using a Board Portal. The Board was receptive to Mr. Harrington investigating options and presenting a recommendation to the Board

Discussion regarding teleconference options was tabled for further discussion with Mr. Cioffi to the February, 2018 meeting.

FOLLOW UP ACTION: Clerk will work with CEO Harrington and IT Director Bill Cioffi on the recommendation and agenda for February 2018.

STATUS REPORTS

Board Committee Reports – 2018 Finance and Budget Committee Members and Audit Committee

Discussion ensued regarding board member representation on the 2018 Audit committee.

Further discussion regarding 2018 Finance and Budget committee and Audit committee members was tabled until the January, 2018 meetings after Ms. Campbell and Ms. Gore have had a chance to review the committee assignments in detail.

STANDING ITEMS:

Healthcare Foundation Wetzel Awards Luncheon was discussed. CEO Harrington attended and commented that the event was well executed.

Consideration of Board Calendar and Items for Future Agendas:

- a) January 2018 Interim January Meeting - save the date of Thursday, January 11th.
- b) January 2018 Regular scheduled for Thursday, **January 25th 4:30pm**

ADJOURNMENT: 5:40 p.m.

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

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

1/17/18