

**NORTH SONOMA COUNTY HEALTHCARE DISTRICT
BOARD OF DIRECTORS
Minutes of the November Regular Meeting – November 29, 2018**

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, November 29, 2018. Chair, Sue Campbell called the meeting to order at 4:31 p.m.

ROLL CALL

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

Sue Campbell, Chair
EJ Neil, Secretary
Jim Nantell, Director
Erin Gore, Treasurer - attending telephonically, non-voting participant

Absent: Bill Hawn, Vice Chair

Also present:

Joe Harrington, CEO
Shahriar Taj, CFO
Bill Cioffi, CIO
Kristina Holloway, CHRO
Berta Kaemmerling, CNO
William Arnone, District Counsel
Dr. Rachel Hoyal, Chief of Staff
Kemola Jones, Medical Staff Services Administrator
James Byrum, , Respiratory Care Manager

APPROVAL OF AGENDA

A motion was made by Director Nantell seconded by Chair Campbell to approve the agenda.
The motion was approved unanimously.

Public Comment on Closed Session

No public comment.

CLOSED SESSION

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

RECONVENE OPEN SESSION

The Board returned to Open Session at 5:30 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 Director Nantell seconded by Secretary Neil to approve all Medical Staff recommendations.
This motion was unanimously approved.**

**ITEM 2: Conference with Legal Counsel - Anticipated Litigation: Significant exposure to litigation pursuant to Government Code section 54956.9(d)(2); 1 potential case.
Direction was given. No reported action was taken.**

ITEM 3: Reports concerning hospital medical audit or quality assurance committees pursuant to Health & Safety Code sections 1461 and 32155.

Discussion began. Further discussion to continue after open session.

ITEM 4: Reports Involving Trade Secret pursuant to Health & Safety Code section 32106. The discussions will concern proposed new services, programs or facilities. The estimated date of public disclosure is unknown.

This item will be addressed after open session.

REGULAR BUSINESS

Public Comment: Chair Campbell called for public comment.

No public comment.

ITEM 1: Mission, Vision and Values –Mission Stories for the Month

Tom Gillis shared his personal story of excellent service in the ED. CEO Harrington shared a letter from a patient who thanked the staff of Wound Care for excellent service.

ITEM 2: Discussion Regarding Partnership - Memorandum of Understanding (MOU) with St. Joseph Health Northern California (SJHNC)

CEO Harrington reported the partnership committee met today. The Attorney General's decision on the new LLC will be delayed until after the New Year. The draft lease agreement will be available after the New Year. It is estimated that the District vote will be on the November, 2019 ballot.

ITEM 3: Staff Presentation - Staff Presentation : Respiratory Therapy Department

Presenter: James Byrum

Mr. Byrum presented to the Board. The Board thanked Mr. Byrum for his excellent presentation.

For additional details, see presentation materials on file in the November District Board packet.

ITEM 4: Motion to Approve the Consent Calendar

A Motion to pull the October Financials from the Consent Calendar and approve all other items in the Consent Calendar was made by Director Nantell and seconded by Chair Campbell.

This motion was approved unanimously.

Treasurer Gore led the discussion on the October Financials. Ms. Gore pointed out how much stronger the balance sheet was compared to last year. She noted that the Finance and Budget Committee had complimented the Finance team on the vast improvement in the monthly reports; including the Revenue Cycle Dashboard. Ms. Gore thanked the Finance team for their responsiveness in addressing and resolving issues and concerns in a timely matter. CFO Taj thanked Ms. Gore and the Board for the acknowledgement and credited the team work of the Finance Department.

See reports on file in the November, 2018 Board packet for more details.

A Motion to approved the October Financials was made by Director Nantell and seconded by Chair Campbell

This motion was approved unanimously.

Follow up Action Item: Clerk of the Board will forward the Finance Study Session materials to Board members.

ITEM 5: Medical Staff Review

Dr. Rachel Hoyal presented two privileges to the Board for approval; Occupational Medicine and Wound Care Clinical.

A Motion to approve the privileges as presented was made by Director Nantell and seconded by Chair Campbell

Dr. Hoyal also announced Dr. Bowden was retiring and Dr. Thompson will be taking over the Medical Staff Quality Review Committee Chair position, effective December1, 2018.

ITEM 6: Policies and Procedures

Approval of Proposed Changes to Hospital Policies and Procedures and Medical Staff Rules and Regulations and Bylaws. (See Board Clerk for policy details).

CNO Berta Kaemmerling reviewed the extensive list of policies for approval this month.

A Motion was made by Director Nantell and seconded by Secretary Neil to approve the policies as presented.

This motion was approved unanimously.

Note: Treasurer Gore was no longer attending telephonically.

ITEM 7: Discussion/Approval of Amendment to Conflict of Interest Resolution # 10-18

District Counsel, Bill Arnone gave the background on this annual resolution required by the County. The Conflict of Interest resolution has been amended to include the position of In-House Counsel.

A Motion was made by Director Nantell and seconded by Secretary Neil to approve Resolution 10-18 as presented. This motion was approved unanimously.

Vote: Campbell Y Hawn abs Gore: abs Neil: Y Nantell: Y

Follow up Action Item: Clerk of the Board will file the resolution with the county on Friday, November 30, 2108.

ITEM 8: Review of Capital Requests

CFO Taj reported there were no Capital Needs requests for the month. The C Suite is evaluating all 2018 Board approved projects, those completed, in progress and waiting to start. While undergoing this evaluation, there will be no more requests submitted for approval unless they are deemed emergencies.

ITEM 9: Preliminary 2019 Budget Discussion

CFO Taj led the discussion. Mr. Taj is meeting with individual managers to review the department budgets in the coming week. The 2019 Budget will be presented to the Finance and Budget Committee and Board for review and approval at the December meetings. Discussion ensued regarding plans to increase revenue and decrease costs for 2019. CFO Taj reported that the goal is a break even budget for 2019.

See reports on file in the November, 2018 Board Packet for more details.

ITEM 10: Employee Engagement Survey Results

CHRO Holloway reviewed the report, which revealed an overall positive trend compared to the 2016 data. Ms. Holloway discussed ways that management will continue to address better communication between departments and employee retention.

See report on file in the November, 2018 Board Packet for more details.

ITEM 11: Review and Discussion of Outpatient Clinics Department Restructure

CEO Harrington reviewed the organizational charts detailing the restructuring of the Outpatient Clinics Department and the appointment of Misty Zelk, MD as Medical Director. Dr. Zelk will have responsibility for all of HPG including Work Health and Center for Women's Services. Michael Handley will continue his responsibilities for Wound Care, PT (Healdsburg & Cloverdale) and Behavioral Health, as well as any future clinics including Pain Management. The revised chart also depicts the integration of the Outpatient Clinics with Nursing, Clinical, Financial, Human Resources, Information Systems as well as overall management. Mr. Harrington anticipates this change will help us to better integrate services and improve overall efficiency of our outpatient clinics.

ITEM 12: Review and Approval of 2019 District Board and Finance Budget Committee Meeting Calendar

A Motion was made by Chair Campbell and seconded by Director Nantell to approve the 2019 Calendar for the District Board of Directors Regular Monthly Meetings and the Finance and Budget Committee Regular Monthly Meetings

This motion was approved unanimously.

See Clerk of the Board for details.

STANDING ITEMS:

1. Consideration of Materials Disseminated by Board Members and Staff

At this time, Board Members will have the opportunity to discuss information acquired through their attendance at various meetings for informational purposes only. Board Members and Staff may share materials of interest.

- 2018 Report on Legislation – This comprehensive report from the California Hospital Association (CHA) was developed to summarize the year's most significant health care-related bills, the report also serves as a tool for hospitals to ensure they comply with the new laws.

2. Consideration of Board Calendar and Items for Future Agendas:

The calendar was reviewed.

December Regular Meeting – Thursday, December 20th 4:30pm

There will be no December Interim meeting

HDH Holiday Party – Friday, December 14th Charlie's, Windsor

CLOSED SESSION

Chair Campbell adjourned to Closed Session at 7:20pm.

RECONVENE OPEN SESSION

The Board returned to Open Session at 8:10 pm.

Counsel reported out on Closed Session discussion

ITEM 3: Reports concerning hospital medical audit or quality assurance committees pursuant to Health & Safety Code sections 1461 and 32155.

Discussion continued. No reportable action was taken

ITEM 4: Reports Involving Trade Secret pursuant to Health & Safety Code section 32106. The discussions will concern proposed new services, programs or facilities. The estimated date of public disclosure is unknown.

Discussion was had. Counsel reported the following:

Board Member Education was done concerning Leadership Standards for Joint Commission.

ADJOURNMENT: 8:20.m.

Chair, Sue Campbell adjourned the November meeting of the North Sonoma County Healthcare District.

Contact Susan Schmid, Clerk of the Board for further information. sschmid@nschd.org

12/10/2018