

**NORTH SONOMA COUNTY HEALTHCARE DISTRICT  
BOARD OF DIRECTORS  
Minutes of April 25, 2019 Meeting**

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, April 25, 2019. Chair Campbell 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:

Sue Campbell, Chair  
Erin Gore, Vice Chair  
Jim Nantell, Treasurer  
EJ Neil, Secretary  
David Anderson, Director

Absent: none

Also present: Joe Harrington, CEO  
Shahriar Taj, CFO  
Berta Kaemmerling, CNO  
Kristina Holloway, CHRO  
Bill Cioffi, CIO  
Brian Seekins Director, Plant Operations  
Beverly Boyd Quality Data Analyst  
William Arnone, District Counsel

**APPROVAL OF AGENDA**

A motion was made by Director Neil seconded by Director Nantell to approve the agenda with the option for the Chair to change the sequence of agenda items as necessary.

The motion was approved unanimously.

**Public Comment on Closed Session**

None.

**CLOSED SESSION**

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

**RECONVENE OPEN SESSION**

The Board returned to Open Session at 5:40 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 Director Campbell to approve Medical Staff recommendations; both privileges and credentials as presented with the exception of the one physician whose detail sheet was missing from the materials.

*Follow up Action Item: Clerk will follow up with Medical Staff Services Administrator and Chair Campbell for signature.*

This motion was unanimously approved.

**ITEM 2: Conference with real property negotiators pursuant to Government Code §54956.8; parties in the negotiation are St. Joseph's Northern California and North Sonoma County Healthcare District, District negotiators are Directors Neil and Gore, location of property is 1375 University Ave, Healdsburg CA issues under negotiation are price and terms. No reportable action was taken.**

**ITEM 3: 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. Reportable action was taken with the Board approving to proceed as recommended by the Finance and Budget Committee on topics discussed.**

## **REGULAR BUSINESS**

**Public Comment: Chair Campbell called for public comment.**

The follow public was present:

David Henderson, Community Member and Co-Chair of the Sonoma County Chapter of the ACLU of Northern California.

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

Erin Gore reported on the hospital's volunteer appreciation event. Senator Mike McGuire and Healdsburg mayor, David Hagele were both present along with Board members Gore, Nantell and Neil.

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

CEO Harrington reported that the draft lease agreement and draft transfer agreement have been received and are being reviewed by the Board and Counsel.

The next Partnership meeting with St. Joseph's is scheduled for May 8th.

Discussion ensued regarding the 2019 Strategic Planning Committee. Chair Campbell appointed Erin Gore to Chair this committee. The Board agreed representatives from the physician group should be invited to join the committee along with community members. Discussion ensued regarding recommendations on committee members.

David Henderson addressed the Board with a prepared statement and distributed copies of the Ethical Directives for Catholic Healthcare Services for the Board to consider in the discussions with St. Joseph Health Northern California. Mr. Henderson commented that he hoped the Board will address the public on this topic in the near future.

The Board thanked Mr. Henderson and welcomed him to the meeting.

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

**A Motion to approve the Consent Calendar was made by Director Gore and seconded by Director Campbell. This motion was approved unanimously.**

**ITEM 4: Medical Staff Review**

**Medical Staff survey results**

Chief of Staff, Dr. Hoyal was not present at the meeting. CEO Harrington reported the Certified Registered Nurse Anesthetist (CRNA) application is in process and will be coming to the Board for approval.

**ITEM 5: Staff Presentation by Tom Smith, Interim Materials Management Director**

**Topic: Materials Management**

Mr. Smith gave a PowerPoint presentation on Materials Management. The Board thanked Mr. Smith for an excellent presentation. *See April Board packet for details.*

**ITEM 6: Review of Monthly Contract Summary Report – new report to the Board**

Tom Smith reviewed this new report. Going forward this will be part of the monthly Financials report package in the Consent Calendar.

Discussion ensued regarding a summarization of this report being presented to the Finance and Budget Committee twice a year. CFO Taj will follow up with the Finance and Budget Committee.

**ITEM 7: Policies and Procedures**

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## **Approval of Proposed Changes to Hospital Policies and Procedures and Rules and Regulations and Bylaws.**

*See binder in Admin for policy details.*

CNO Kaemmerling reviewed the policies up for approval.

**A Motion was made by Director Campbell and seconded by Director Nantell to approve the policies as presented with the exception of the Disability Plan. There is a comment on the policy that needs to be clarified. CNO Kaemmerling will get the answer and resubmit the policy in May.**

**This motion was approved unanimously.**

### **ITEM 8: Review and Approval for Capital Requests**

Note: Capital Requests were reviewed in detail by the Finance and Budget Committee at the April meeting. Finance and Budget Committee Chair, Jim Nantell reported the Committee reviewed the Capital Requests in detail and recommended approval to the Board.

CFO Taj presented the Capital Request material. CNO Kaemmerling reviewed the details on the equipment purchases. Brian Seekins Director, Plant Operations reviewed the detail on the maintenance software package.

**A Motion was made by Director Nantell and seconded by Director Gore to approve the Capital Requests as presented.**

**This motion was approved unanimously.**

### **ITEM 9: Update on Hospital Facilities Seismic Safety Act/Hospital Seismic Mandate**

#### **Hospital Seismic Retrofit vs Rebuild**

CEO Harrington reported that we are waiting for the report from the architects on the seismic retrofit. Discussion ensued regarding preliminary conversations with the city on a potential parcel to build a new hospital near the Foss Creek Administration building. All agreed that securing the critical access license is most important. This topic will go to the Strategic Planning Committee for further discussion.

#### **STANDING ITEMS:**

##### **1. Consideration of Materials Disseminated by Board Members and Staff**

- Volunteer Appreciation Day April 12<sup>th</sup> - Senator Mike McGuire and Healdsburg mayor, David Hagele attended along with Board members Gore, Nantell and Neil.
- Healthcare Foundation - *Healthcare Affair*, May 18 – Directors Campbell and Anderson will follow up on invitations.
- Future Farmers of America Parade May 23<sup>rd</sup> – HDH will be participating with a float. Director Gore and family are planning to ride. The float committee is looking for hay bales and volunteers to assist.
- NCHCA/ Joint Powers Authority (JPA) Update – Directors Neil and Nantell updated the Board. Next meeting is scheduled for May 14<sup>th</sup>.

##### **2. CEO's Preview of Coming Attractions (PCA)**

###### **Topics for Future Board Discussion and Consideration**

- CEO Harrington reported on the Fire Alarm project costs which have increased due to prevailing wage costs.
- May Staff Presentation will be Sub-Acute Manager, Celia Palacio on the Sub-Acute Department.

##### **3. Consideration of Board Calendar**

The calendar was reviewed.

May Interim Meeting – not scheduled

May Regular Meeting – Thursday, May 30<sup>th</sup> 4:30pm

June Interim Meeting – TBD

June Regular Meeting - Thursday, June 27<sup>th</sup> will be combined with Finance and Budget for 2018 Audit Presentation

## **ADJOURNMENT: 6:55.m.**

Chair Campbell adjourned the April meeting of the North Sonoma County Healthcare District.

Contact Susan Schmid, Clerk of the Board for further information. [sschmid@nschd.org](mailto:sschmid@nschd.org)

5/6/2019