

**NORTH SONOMA COUNTY HEALTHCARE DISTRICT  
SPECIAL JOINT MEETING of the DISTRICT BOARD  
with Finance and Budget Committee  
Minutes of Special Meeting June 27, 2019**

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, June 27, 2019. Chair Campbell called the meeting to order at 4:33 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  
Bill Cioffi, CIO  
Kristina Holloway, CHRO  
Tom Gillis, Revenue Cycle Director and Compliance Officer  
David Krier, Chair of the Audit Committee and Finance & Budget Committee Member  
Dick Smith, Finance & Budget Committee Member  
Bill Arnone, District Counsel

**APPROVAL OF AGENDA**

**A motion was made by Director Nantell and seconded by Director Neil 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 4:40 pm.

**RECONVENE OPEN SESSION**

The Board returned to Open Session at 5:12 pm

Counsel reported out on Closed Session discussion:

**ITEM 1: 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 unknown.**  
There was no reportable action taken.

**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.

There was no reportable action taken.

### **Public Comment for Open Session**

Chair Campbell called for public comment.

No public comment. Public in attendance were David Henderson and Karen Fraire.

The following people joined the meeting at this time:

Ryan Weber, Partner with RSM

Nathan Oliver, Interim Director of Finance

Gary Cuccio, Member of the Audit Committee

## **FINANCE AND BUDGET COMMITTEE REGULAR BUSINESS**

### **Roll Call for Finance and Budget Committee**

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

Present: Chair, Jim Nantell, Sue Campbell, Dick Smith and David Krier

Absent: Anthony Cipolla

### **Mission, Vision and Values –Mission Stories for the Month**

CEO Harrington shared a complimentary letter from a Santa Rosa Junior College student.

### **Discussion Regarding Partnership**

**a) St. Joseph's Health Memorandum of Understanding (MOU) Ongoing Discussions**

CEO Harrington discussed the June 12th Partnership meeting with St. Joseph's Health. The Attorney General has not reached a final decision on the formation of the new corporation. We may have an answer by the end of July. The Ethical and Religious Directives (ERDs) continue to be a point of concern and discussion. Dave Anderson met with the Chief Medical Officer with St. Joseph's Health to discuss HDH physician concerns about the ERDs. Dr. Anderson reported the meeting was positive and encouraging. Board member Jim Nantell and CEO Harrington met with the local ACLU representatives to hear their concerns regarding the ERDs. The next joint partnership meeting with St. Joseph Health is scheduled for August 14<sup>th</sup>.

**b) Strategic Planning Committee Update - Committee Chair, Erin Gore**

Strategic Planning Committee (SPC) will make a recommendation to the Board regarding the best interest of the District for the future sustainability of the quality healthcare services; including Healdsburg District Hospital partnerships.

SPC will be involved in all discussion regarding the ERDs and report back to the Board on the impact at the community, physician and patient level.

Sarah Katz will be presenting the completed Community Needs Assessment at the next SPC meeting scheduled for July 24<sup>th</sup>.

Dave Anderson will update the physicians involved with SPC on the outcome of his meeting with the Chief Medical Officer from St. Joseph's Health

### **ITEM 1: Introductions**

CFO Shahriar Taj introduced RSM auditor, Ryan Weber. Mr. Taj thanked Ryan and his team for the hard work put in on this year's audit.

Gary Cuccio, Audit Committee Member was introduced and welcomed by the Board.

### **ITEM 2: Report from the Audit Committee**

David Krier, Chair of the Audit Committee spoke highly of the professionalism of the RSM team and recommended the 2018 audit move forward to the Finance and Budget Committee and District Board for review and approval.

### **ITEM 3: Presentation of the 2018 Audit to the Finance and Budget Committee and Board of Directors**

Ryan Weber proceeded to review the 2018 Audit Reports (see board binder in Admin for Representation Letter, Report to the Audit Committee and the Financial Report). See Board Clerk for copies of the approved 2018 Audit report.

Ryan thanked CFO Taj and his team for their cooperation. The audit went very smoothly and HDH team was very responsive in delivering materials.

**ITEM 4: Consideration of Acceptance of 2018 Audit with the Recommendation to the Board for Approval.**

**a. Finance and Budget Committee**

A motion was made by Sue Campbell and seconded by Dick Smith to move forward with recommending the 2018 Audit to the Board.

**b. Board of Directors**

A motion was made by Director Gore and seconded by Director Nantell to approve the 2018 Audit.

The motion was unanimously approved.

CFO Taj thanked Mr. Weber and all RSM staff, the HDH Audit committee, Tom Gillis and Nathan Oliver for all their assistance in completing the 2018 Audit.

*Action: Clerk will post the final 2018 Audited Financial Report on the HDH website.*

**ITEM 5: Approval of the May Finance and Budget Committee Minutes.**

**a. Finance and Budget Committee.**

A motion was made by David Krier and seconded by Sue Campbell to approve the minutes.

The motion was unanimously approved.

**b. Board of Directors**

A motion was made by Director Nantell and seconded by Director Gore to approve the minutes.

The motion was unanimously approved.

**ITEM 6: Review/Approval of May, 2019 Financial Reports and Revenue Cycle Reports with Recommendation to the Board for Approval.**

CFO Taj reviewed the Financial Reports. Revenue Cycle Director, Tom Gillis reviewed the Revenue Cycle Reports.

**a) Finance and Budget Committee**

A motion was made by Jim Nantell and seconded by Sue Campbell to approve May, 2019 Financial Reports and Revenue Cycle Reports.

The motion was unanimously approved.

**b) Board of Directors**

A motion was made by Director Nantell and seconded by Director Gore to approve the May, 2019 Financial Reports and Revenue Cycle Reports.

The motion was unanimously approved.

**ITEM 7: Review and Consideration of Recommendation to the Board for Approval Capital Requests**

CFO Taj presented the Capital Needs data along with staff recommendations and background documentation.

**a) Finance and Budget Committee**

A motion was made by Jim Nantell and seconded by Dick Smith to approve the capital needs purchases as submitted.

The motion was unanimously approved.

**b) Board of Directors**

A motion was made by Director Campbell and seconded by Director Nantell to approve the capital needs purchases as submitted.

The motion was unanimously approved.

**ITEM 8: Review and Consideration of Recommendation to the Board to switch Work Comp**

CHRO Kristina Holloway presented the executive summary, staff recommendation and background documentation on the switch to BETA.

**a) Finance and Budget Committee**

A motion was made by David Krier and seconded by Sue Campbell to approve the switch to BETA as recommended.

The motion was unanimously approved.

**b) Board of Directors**

**A motion was made by Director Campbell and seconded by Director Gore to approve the switch to BETA as recommended.**

**The motion was unanimously approved.**

**ITEM 9: IGT and Supplemental Update**

Interim Director of Finance Nathan Oliver gave a presentation on the Intergovernmental Fund Transfer (IGT) and Supplemental Funding. See PowerPoint presentation on file in the June Finance and Budget Committee packet.

The Finance and Budget Committee and Board thanked Mr. Oliver and CFO Taj for an excellent presentation.

**Other Finance and Budget Committee Business**

July Meeting - Tuesday, July 16<sup>th</sup> 4:30pm

August Meeting - Tuesday, August 27<sup>th</sup> 4:30pm

**ADJOURNMENT of the Finance and Budget Committee: 6:25 p.m.**

Note: Director Dave Anderson left the meeting at this time.

Chair Nantell dismissed the Finance and Budget Committee.

**DISTRICT BOARD OPEN SESSION**

**REGULAR BUSINESS**

**ITEM 1: Motion to Approve the Consent Calendar**

**A Motion was made by Director Nantell and seconded by Director Gore to approve the Consent Calendar.**

**This motion was approved unanimously**

**ITEM 2: 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 policy details.)

CNO Kaemmerling reviewed the policies for approval this month.

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

**This motion was approved unanimously.**

**ITEM 3: Medical Staff Report**

Dr. Hoyal was unable to attend due to work schedule. CEO Harrington presented the following Med Staff business:

a) Approval of Revised Clinical Privileges Cardiovascular

**A Motion was made by Director Campbell and seconded by Director Nantell to approve the revisions as presented.**

**This motion was approved unanimously.**

b) Approval of the Medical Staff Bylaws

**A Motion was made by Director Campbell and seconded by Director Nantell to approve the Medical Staff Bylaw revisions as presented.**

**This motion was approved unanimously.**

**ITEM 4: Consideration of Approval of Resolution #05-19 to set the August 29, 2019 Regular Board meeting as the date for public hearing on setting the tax rate for next fiscal year.**

**This motion was approved unanimously.**

Chair Campbell yes Vice Chair Gore yes Treasurer Nantell yes Secretary Neil yes Director Anderson absent.

**STANDING ITEMS:**

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

- Healthcare Foundation Event has been rescheduled for August 2<sup>nd</sup> **Action: Clerk will follow up on attendees and update the Foundation.**

**2. CEO's Preview of Coming Attractions (PCA) Topics for Future Board Discussion and Consideration**

- CEO Harrington gave an update on the OSHPD and the med gas project.

- CEO Harrington discussed pending Senate bill that would default payment rate for providers.
- Joint Commission Report – CEO Harrington and CNO Kaemmerling gave an update.
- The physician needs assessment is complete and will be presented at the next Strategic Planning meeting.

#### **4. Consideration of Board Calendar and Items for Future Agendas:**

The calendar for July and August was reviewed.

- The Board made the decision to cancel the Interim July meeting.
- The July Board meeting is Thursday July 18<sup>th</sup>.
- August Regular Meeting – Thursday, August 29<sup>th</sup> – Public Session on Parcel Tax Hearing

#### **CLOSED SESSION**

Chair Campbell adjourned to Closed Session at 7:00pm.

#### **RECONVENE OPEN SESSION**

The Board returned to Open Session at 7:20 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 Director Gore seconded by Director Campbell to approve all Medical Staff recommendations conditional on the name correction of one physician.**

**This motion was unanimously approved.**

**Action: Clerk will follow up with Med Staff Administrator on the name correction.**

Note: Two additional privileges presented in a separate packet were reviewed and discussed.

**Reportable action was taken with the motion by Director Gore seconded by Director Campbell to approve additional Medical Staff recommendations.**

**ITEM 2: Conference w/ Legal Counsel re Existing Litigation (Case Name Known) Conference with Legal Counsel—Existing Litigation pursuant to Government Code Section 54956.9(a); Name of case: Lee**

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.**

No reportable action was taken.

**ITEM4: Conference w/ Legal Counsel re Anticipated Litigation (Potential Exposure to Litigation) Conference with Legal Counsel- - Anticipated Litigation: Significant exposure to litigation pursuant to subdivision (b) of Government Code section 54956.9; one case**

No reportable action was taken.

#### **ADJOURNMENT: 7:30p.m.**

Chair Campbell adjourned the June 219 meeting of the North Sonoma County Healthcare District.

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

7/3/2019