

**NORTH SONOMA COUNTY HEALTHCARE DISTRICT
BOARD OF DIRECTORS
Minutes of January 30, 2020 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, January 30, 2020. Chair Gore called the meeting to order at 4:32 p.m.

ROLL CALL

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

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

Absent: none

Also present: Joe Harrington, CEO
Richard Baland, Interim CFO
Berta Kaemmerling, CNO
Kristina Holloway, CHRO
Tom Gillis, Revenue Cycle Director and Compliance Officer
William Arnone, District Counsel
Jed Weissberg, MD attended open session

APPROVAL OF AGENDA

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

Public Comment on Closed Session

None.

CLOSED SESSION

Chair Gore 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: 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 Neil to approve all Medical Staff recommendations; both privileges and credentials as presented.

This motion was approved unanimously .

ITEM 2: 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 motion by Director Nantell seconded by Director Anderson to authorize staff to proceed with the contract with HRG. Provisions for approval regarding oversight and reporting were stipulated.

This motion was approved unanimously.

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

No Reportable Action taken.

Public Comment for Open Session

None.

REGULAR BUSINESS

Mission, Vision and Values –Mission Stories for the Month

Sue Campbell read a letter complimenting the Emergency Rooms staff from a grateful patient.

Motion to Approve the Consent Calendar

Per request of CHRO Holloway, the CMS report was pulled from the Consent Calendar for discussion.

A Motion to approve the Consent Calendar with the exception of CMS report was made by Director Nantell and seconded by Director Neil.

This motion was approved unanimously.

Discussion ensued regarding clarification on the CMS report and annual competencies.

A Motion to approve the CMS report was made by Director Gore and seconded by Director Nantell.

This motion was approved unanimously.

Board of Directors Roles and Responsibilities

The *Purpose and Role of Board of Directors* article was discussed.

Rosenberg's Rules of Order were reviewed.

Adjustments to Committee Assignments and Prioritization was discussed

A Motion to approve moving Board and C Suite Development to the Adhoc committee and approve all committee assignment adjustments was made by Director Gore and seconded by Director Nantell.

This motion was approved unanimously. See 2020 Committee Assignment document.

Review and Approve New Structure of Committee Reporting

Discussion ensued regarding the way Board Committees report to the Board. The new Committee Cover sheet was reviewed and accepted by the Board.

6pm: Sue Campbell left the meeting at this time.

Discussion on Recommended Changes in Staff Reporting to the Board

C Suite Summary Reports will be consolidated into one report and submitted to the Board by the CEO.

Strategic Planning Board Committee Report Out

- Committee Update – See report on file in the January Board packet.
- 2019 Summary of Committee Work – See report on file in the January Board packet.

Finance and Budget Board Committee Report Out

- Approval of Monthly Capital Requests

Treasurer, Jim Nantell reported the Finance and Budget Committee reviewed the Capital Requests in detail and recommended approval to the Board.

CFO Baland presented the Capital Requests. CNO Kaemmerling reviewed the details on the purchases.

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

This motion was approved unanimously.

Board and C Suite Development Committee Report Out

Committee Update – Sue Campbell and Jim Nantell have met with CHRO Holloway regarding the search for a new CEO once CEO Harrington retires. The press release was approved.

Policies and Procedures

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 Gore and seconded by Director Nantell to approve the policy as presented.

This motion was approved unanimously.

Med Staff Medical Staff

Chief of Staff, Gary Lekander, MD reviewed the policy on *Mature Physician*.

A Motion was made by Director Nantell and seconded by Director Neil to approve the policy.

This motion was approved unanimously.

Approval of Resolution #01-20 CEO Authorization to Approve 2020/2021 Parcel Tax Exemptions

A Motion was made by Director Nantell and seconded by Director Gore to approve Resolution 01-20 as presented.

This motion was approved unanimously.

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

Discussion and Exercise of Prioritization “What Does Success in 2020 Look Like?”

Erin Gore led this dynamic discussion, with each participant giving at least three responses. Over 40 ideas were collected and separated into groups. All responses will be consolidated and brought to the February Board meeting for review and discussion. The consolidated data will also be brought to Strategic Planning in February for review.

STANDING ITEMS:

1. Consideration of Materials Disseminated by Board Members and Staff

Board Members and Staff may share materials of interest.

- 2019/2020 Conflict of Interest Statements (700 Form) – Board members and C Suite were reminded of this annual requirement

CLOSED SESSION

Chair Campbell re-adjourned to Closed Session at 6:30pm.

RECONVENE OPEN SESSION

The Board returned to Open Session at 7:00 pm.

Counsel reported out on Closed Session discussion.

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.

Reportable action was taken with the motion by Director Nantell seconded by Director Anderson to approve directive given to the CEO in relation to pursuit of partnerships

This motion was unanimously approved.

ADJOURNMENT: 7:10pm

Chair Gore adjourned the January meeting of the North Sonoma County Healthcare District.

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

2/26/2020