

**NORTH SONOMA COUNTY HEALTHCARE DISTRICT  
SPECIAL JOINT MEETING of the DISTRICT BOARD  
with Finance and Budget Committee  
Minutes of Special Meeting June 25, 2020**

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 telephonically with the Board Clerk hosting the meeting at 190 Foss Creek Circle, Suite F, Healdsburg CA on Thursday, June 25, 2020. Chair Gore called the meeting to order at 4:35 p.m.

**ROLL CALL**

*California Governor Gavin Newsom issued Executive Order N-25-20 on March 12, 2020, relating to the convening of public meetings in light of the COVID-19 pandemic. Pursuant to the Governor's Executive Order, Board members will attend the meeting telephonically.*

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

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

Absent: none

Also present telephonically: Jim Schuessler, CEO  
Richard Baland, Interim CFO  
Berta Kaemmerling, CNO  
Kristina Holloway, CHRO  
Tom Gillis, Revenue Cycle Director and Compliance Officer  
William Arnone, District Counsel  
Dr. Gary LeKander, Chief of Staff  
David Krier, Chair of the Audit Committee and Finance & Budget Committee Member  
Julie Hanamura, Audit Committee and Finance and Budget Committee Member  
Jed Weissberg MD, Audit Committee Member and Strategic Planning Committee Member

**APPROVAL OF AGENDA**

**A motion was made by Director Nantell and seconded by Director Campbell to approve the agenda.**

**Board Vote:** Gore: Y Neil: Y Nantell: Y Anderson: Y Campbell: Y

The Motion was unanimously approved.

**Finance and Budget Committee Vote:** Nantell: Y Campbell: Y Cipolla: Y Krier: Y Hanamura: Y Callahan: Y

The Motion was unanimously approved.

**Public Comment for Open Session**

Chair Gore called for public comment.

No public comment.

**Mission Vision and Values:** CNO Berta Kaemmerling commended the departments for quick response to state requirements for education and implementation of additional procedure for COVID safety precautions for staff and patients.

## **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 telephonically, constituting a quorum.

Chair, Jim Nantell, Sue Campbell, Anthony Cipolla, David Krier, Julie Hanamura, Brian Callahan

### **ITEM 1: Introductions**

Finance and Budget Committee Chair, Jim Nantell introduced RSM auditors, Ryan Weber and Mark Grey. The Audit Committee Members were 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 2019 audit move forward to the Finance and Budget Committee and District Board for review and approval. He thanked the Audit committee co-members Jed Weissberg and Julie Hanamura for their excellent work.

### **ITEM 3: Presentation of the 2019 Audit to the Finance and Budget Committee and Board of Directors**

Ryan Weber proceeded to review the 2019 Audit Reports (see board binder in Admin for Representation Letter, Report to the Audit Committee and the Financial Report). Discussion ensued regarding the control deficient addressed by the auditor in reference to a board member and a perceived conflict of interest. The Board authorized Counsel to contact the Fair Political Practice Commission (FPPC) for a final ruling on this subject. *See Board Clerk for copies of the approved 2019 Audit report.* CEO Jim Schuessler addressed questions regarding controls and action taken regarding the recommendation from the auditors for improving deficiencies. CEO Schuessler confirmed this was a top priority and staff will report back to the Finance and Budget Committee next month on action plans.

Ryan thanked Interim CFO Baland 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 2019 Audit with the Recommendation to the Board for Approval.**

#### **a. Finance and Budget Committee**

A motion was made by David Krier and seconded by Sue Campbell to move forward with recommending the 2019 Audit to the Board.

**Finance and Budget Committee Vote:** Nantell: Y Campbell: Y Cipolla: Y Krier: Y Hanamura: Y Callahan: Y  
The Motion was unanimously approved.

#### **b. Board of Directors**

A motion was made by Director Nantell and seconded by Director Anderson to approve the 2019 Audit.

**Board Vote:** Gore: Y Neil: Y Nantell: Y Anderson: Y Campbell: Y  
The Motion was unanimously approved.

The Board thanked Mr. Weber and all RSM staff, the HDH Audit committee and Finance staff for all their assistance in completing the 2019 Audit.

*Action: Clerk will post the final 2019 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 Sue Campbell and seconded by David Krier to approve the minutes.

**Finance and Budget Committee Vote:** Nantell: Y Campbell: Y Cipolla: Y Krier: Y Hanamura: Y Callahan: Y  
The Motion was unanimously approved.

#### **b. Board of Directors**

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

**Board Vote:** Gore: Y Neil: Y Nantell: Y Anderson: Y Campbell: Y  
The Motion was unanimously approved.

**ITEM 6: Finance and Budget Committee – Review and Approval of May Financial Reports with Recommendation to the Board for Approval**

Interim CFO, Richard Baland led the discussion on the May financials. Discussion ensued regarding the Expense Reduction Dashboard. CEO Schuessler discussed the focus on renegotiations of physician contracts. Discussions are in process and going well. Evaluation of middle management reductions are in process as well. *See reports on file in the June Board packet for more details.*

Revenue Cycle Director; Tom Gillis reviewed the Healthcare Resources Groups (HRG) report package. Going forward, these reports will be considered by the Board in the Consent Calendar as part of the financial reports.

*See reports on file in the June Board packet for more details.*

**Finance and Budget Committee**

**A motion was made by David Krier and seconded by Brian Callahan to approve May, 2020 financial reports and revenue cycle reports with a recommendation to the Board for approval.**

**Finance and Budget Committee Vote:** Nantell: Y Campbell: Y Cipolla: Y Krier: Y Hanamura: Y Callahan: Y

The Motion was unanimously approved.

**Board of Directors**

**A motion was made by Director Gore and seconded by Director Nantell to approve the May 2020 financial reports.**

**Board Vote:** Gore: Y Neil: Y Nantell: Y Anderson: Y Campbell: Y

The Motion was unanimously approved.

**Other Finance and Budget Committee Business**

July Meeting - Tuesday, July 28th

August Meeting - Tuesday, August 25<sup>th</sup>

**ADJOURNMENT of the Finance and Budget Committee: 6:05p.m.**

Finance and Budget Committee Chair Nantell dismissed the Finance and Budget Committee.

**DISTRICT BOARD OPEN SESSION**

**REGULAR BUSINESS**

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

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

**Board Vote:** Gore: Y Neil: Y Nantell: Y Anderson: Y Campbell: Y

The Motion was unanimously approved.

**ITEM 2: Policies and Procedures**

**There were no policies for approval for June.**

**ITEM 3: Strategic Planning Committee and Partnership Committee Discussion Update**

Erin Gore reported the Strategic Planning Committee met in June. She acknowledged and thanked the community members for their participation and dedication to the hospital.

Jim Schuessler gave an update on the partnership discussions with Providence/ St Joseph's Health. The negotiations continue on the potential transaction agreement details. The goal continues to be to bring the issue to the public for approval on the November election.

**ITEM4: Clinic Coordinating Committee**

Jim Schuessler report out. *See reports on file in the June Board packet for more details.*

**ITEM 5: Board and C Suite Development Committee**

**District Board of Directors Election November 3, 2020.** See the Clerk of the Board if you are interested in running for a District Board position.

Erin Gore led the discussion on the Board's participation in local, state and national legislative issues. These will be addressed on an issue by issue basis. Se Campbell and Erin Gore will continue this discussion.

**ITEM 6: Medical Staff /Surgical Review Committee**

Chief of Staff, Gary LeKander reported the full MEC met this month. Dr. LeKander is working CEO Schuessler on the physician contract renegotiation. Dr. Joe Tito shared a report showing the steady increase in surgeries being performed post COVID-19. Dr. John Tomasin will be retiring. Dr. Tito wanted to acknowledge his years of service to the community. CEO Schuessler noted the commitment of the surgeons and the surgery department to Healdsburg hospital.

**ITEM 7: Consideration of Approval of Resolution #07-20 to set the August 27, 2020 Regular Board meeting as the date for public hearing on setting the tax rate for next fiscal year.**

**A motion was made by Director Nantell and seconded by Director Anderson to approve Resolution #07-20**

**Board Vote:** Gore: Y Neil: Y Nantell: Y Anderson: Y Campbell: Y

The Motion was unanimously approved.

**ITEM 8: Consideration of Adoption of Resolution #08- 20, proclaiming District Board support for efforts to address the current pandemic**

**A motion was made by Director Anderson and seconded by Director Gore to approve Resolution #08-20**

**Board Vote:** Gore: Y Neil: Y Nantell: Y Anderson: Y Campbell: Y

The Motion was unanimously approved.

**ITEM 9: Consideration of Approval for Healdsburg Hospital 115<sup>th</sup> Anniversary Community Awareness Campaign Communications Update**

A recommendation of *Awareness Campaign* ideas was presented to the Board by Jim Nantell and Gina Fabiano. Discussion ensued. Dave Anderson and EJ Neil volunteered to assist this effort. The Board gave directive to the staff to move effort in these efforts.

**STANDING ITEMS:**

**Upcoming Board Calendar 2020 :**

- Summer Interim Meeting Schedule
- July Regular Meeting – Thursday, July 30,2020
- August Regular Meeting - Thursday, August 27, 2020

**CLOSED SESSION**

Chair Gore adjourned to Closed Session at 6:50pm.

**RECONVENE OPEN SESSION**

The Board returned to Open Session at 7:50 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 Anderson seconded by Director Campbell to approve all Medical Staff recommendations with the exception of the 3 physicians as noted in the discussion pending completion of the documentation.**

**Board Vote:** Gore: Y Neil: Y Nantell: Y Anderson: Y Campbell: Y The Motion was unanimously approved.

**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. No reportable action was taken.**

**ITEM 3: Public Employment pursuant to Government Code Section 54957; Title: All Employees**

No reportable action was taken.

**ADJOURNMENT: 7:55p.m.**

Chair Gore adjourned the June 2020 meeting of the North Sonoma County Healthcare District.

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

7/3/2020