

**NORTH SONOMA COUNTY HEALTHCARE DISTRICT
BOARD OF DIRECTORS
Minutes of July 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 telephonically with the Board Clerk hosting the meeting at 190 Foss Creek Circle, Suite F, Healdsburg CA on Thursday, July 30, 2020. Chair Gore called the meeting to order at 3:30 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

APPROVAL OF AGENDA

A motion was made by Director Neil and seconded by Director Campbell to approve the agenda with the amendment to remove item #7 from the agenda item: *Update to the Board on California Fair Political Practices Commission (FPPC) Ruling Regarding Conflict of Interests* as there was nothing to report at this time

Vote: Gore: Y Neil: Y Nantell: Y Anderson: Y Campbell Y The motion was approved unanimously.

Public Comment on Closed Session None.

CLOSED SESSION

Chair Gore adjourned to Closed Session at 3:40 pm.

RECONVENE OPEN SESSION

The Board returned to Open Session at 4:30 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 Campbell and seconded by Director Neil to approve all Medical Staff recommendations; both privileges and credentials as presented.

Vote: Gore: Y Neil: Y Nantell: Y Anderson: Y Campbell Y This Motion was approved unanimously.

ITEM 2: Reports concerning hospital medical audit or quality assurance committees pursuant to Health & Safety Code sections 1461 and 32155

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

Public Comment for Open Session: none

REGULAR BUSINESS

1. Mission, Vision and Values –Mission Stories for the Month

Staff and Board members shared stories.

2. Motion to Approve the Consent Calendar

A Motion to approve the Consent Calendar was made by Director Nantell and seconded by Director Campbell with the exception of the CEO Report, which was pulled for additional discussion.

This motion was approved unanimously. Vote: Gore: Y Neil: Y Nantell: Y Anderson: Y Campbell Y

Discussion ensued regarding Covid-19 precautions as indicated in the CEO report. See report in the July Board package for further details.

A Motion to approve the CEO report was made by Director Nantell and seconded by Director Campbell.

This motion was approved unanimously. Vote: Gore: Y Neil: Y Nantell: Y Anderson: Y Campbell Y

3. Strategic Planning Committee

Chair Gore gave an update on the following:

- a) Support of Partnership Committee on Recommendation for Board Approval of Resolution #09-20 as stated on this agenda
- b) Committee Recommendation of voter education plan with timeline
- c) Coming attractions for Strategic Planning.

Erin Gore requested Board approval for the following:

1. Approve the role of the Strategic Planning Committee to engage with the community leaders during the month of August to build support for Resolution #09-20 via the plan presented.
2. Approve the role of the Strategic Planning Committee to scope the make-up of the future Community Board and scope the future role of the District Board and present both to the full Board.

The Board directed the Strategic Planning Committee to proceed on the above action items. No vote was required.

Discussion ensued regarding the virtual community meetings schedule for August. The Board agreed that Erin Gore and Jim Nantell along with CEO Jim Schuessler would conduct the meetings and address the questions from the community.

Additional resources from medical staff and the community will be invited to participate and answer questions as appropriate.

4. Consideration and possible adoption of Resolution # 09-20 recommending approval of proposed sale of hospital and District assets and requesting submission of ballot measure granting authority to complete the sale.

District Counsel, Bill Arnone reviewed the resolution and accompanying agreement documents. Tom Schroeder, M&A consultant contracted by the hospital to lead the negotiating team, was in the meeting at this time. The Board expressed their gratitude to Tom for a job well done in advocating for the community and the hospital.

The meeting was opened for public comment at this time.

Questions from participating public included:

-What about the annual \$150 per parcel tax. Will it continue, if so, why, and what will it be used for?

-Concern and objections were raised that the resolution and accompanying purchase agreement were not available to the public for discussion prior to Board vote at this meeting.

-Will the hospital name change?

-What happens if the vote does not pass?

Public was reminded by Counsel that this time was allocated for comment, but not discussion. Public was thanked by Chair Gore for their comments. Questions were not addressed by the Board at this time. Public was encouraged to attend the three scheduled virtual community meetings on August 17, 18 and 19 to have questions answered and concerns addressed.

A Motion to approve the Resolution #09-20 was made by Director Anderson and seconded by Director Campbell

This motion was approved unanimously. Vote: Gore: Y Neil: Y Nantell: Y Anderson: Y Campbell Y

See July Board packet for further details.

5. Finance and Budget Committee

Discussion ensued on the expense dashboard. See July Board packet for further details.

Jim Schuessler, CEO, informed the Board that the Insurance companies we utilize increased the Wildfire deductible to \$5M. Since we received approximately \$4M in insurance proceeds associated with the Kincadee Wildfire closure/evacuation and business interruption, this effectively eliminates future Wildfire insurance proceeds.

Recommendation for Approval of Pandemic Capital Acquisitions

The ventilators and telephone/router/switch purchases were reviewed by the Finance and Budget Committee with a recommendation the Board for approval.

A Motion to approve the Capital Acquisitions was made by Director Campbell and seconded by Director Nantell. This motion was approved unanimously. Vote: Gore: Y Neil: Y Nantell: Y Anderson: Y Campbell Y

Recommendation from Finance and Budget to approve Retention of RSM for the fiscal year 2020

A Motion to approve the retention of RSM for fiscal year 2020 was made by Director Campbell and seconded by Director Nantell.

This motion was approved unanimously. Vote: Gore: Y Neil: Y Nantell: Y Anderson: Y Campbell Y

6. Med Staff Medical Staff

Chief of Staff, Gary LeKander gave report on the developments with the medical staff.

Dr. LeKander presented the following for Board approval:

- Training Program Attestation
- Resident Rotation Requirements

A Motion to approve the Training Program Attestation Resident Rotation Requirements as presented was approved by Director Nantell and seconded by Director Anderson.

This motion was approved unanimously. Vote: Gore: Y Neil: Y Nantell: Y Anderson: Y Campbell Y

7. This item was approved to be removed from the agenda

8. 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, CHRO Holloway and Dr. Gary LeKander reviewed the policies for approval.

A Motion was made by Director Anderson and seconded by Director Neil to approve the policies

Vote: Gore: Y Neil: Y Nantell: Y Anderson: Y Campbell Y This motion was approved unanimously.

CHRO Holloway's policies were mistakenly left out of the Board materials and will be agendaized for approval in August.

9. Review of Patient Satisfaction Report (HCAHPS)

CNO Berta Kaemmerling reviewed the report. The Board thanked CNO Kaemmerling and her team for their work in increasing the scores.

10. Review of New Policy Justification of Recruitment Process

CHRO Holloway reviewed the new policy and process required by managers.

11. Communications Update

Gina Fabiano gave an overview Healdsburg Hospital 115th Anniversary Campaign.

See report in the July Board packet.

STANDING ITEMS:

1. Consideration of Materials Disseminated by Board Members and Staff

The next Board meeting is scheduled for Thursday, August 27, 2020

Public Comment on Closed Session

None.

CLOSED SESSION

Chair Gore adjourned to Closed Session at 6:30pm.

RECONVENE OPEN SESSION

Board Minutes

The Board returned to Open Session at 8:00 pm.
Counsel reported out on Closed Session discussion.

ITEM 1: Reports concerning hospital medical audit or quality assurance committees pursuant to Health & Safety Code sections 1461 and 32155
No Reportable action was taken.

ITEM 2: Public Employment pursuant to Government Code Section 54957; Title: All Employees
No Reportable action was taken.

ADJOURNMENT: 8:05pm

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

Contact Susan Schmid, Clerk of the Board for further information. sschmid@nschd.org
8.3.20