

**NORTH SONOMA COUNTY HEALTHCARE DISTRICT
BOARD OF DIRECTORS
Minutes of October 29, 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, October 29, 2020. Vice Chair, EJ Neil 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 via Zoom,

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

Erin Gore, Chair – joined the meeting at 4:45pm
EJ Neil, Vice Chair
Jim Nantell, Treasurer
David Anderson, MD, Secretary
Sue Campbell, Director

Absent: none

Also present via Zoom: 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. Joseph Tito, Vice Chief of Staff
Tom Schroeder, Consultant
Brian Quint – joined the meeting at 5:45pm

APPROVAL OF AGENDA

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

Vote: Gore: Y Neil: Y Nantell: absent Anderson: Y Campbell Y. The motion was approved with quorum.

Public Comment on Closed Session None.

CLOSED SESSION

Chair Gore adjourned to Closed Session at 4:48 pm.

RECONVENE OPEN SESSION

The Board returned to Open Session at 5:30 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 is unknown.

No Reportable action was taken. Continued discussion will take place after open session.

ITEM 2: 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 and seconded by Director Gore to approve all Medical Staff recommendations; both privileges and credentials as presented.
Vote: Gore: Y Neil: abs Nantell: Y Anderson: Y Campbell Y This Motion was approved unanimously.
Note: Vice Chair EJ Neil lost internet connection and was not present for the review and vote. He rejoined the meeting at 5:00pm

ITEM 3: Public Employment pursuant to Government Code Section 54957; Title: All Employees
No Reportable action was taken.

Public Comment for Open Session: none

REGULAR BUSINESS

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

Board member Dave Anderson told a story about his neighbor who received excellent care in the ER. CEO Schuessler thanked CNO Berta Kaemmerling and her team for pulling the employee COVID-19 testing plan into action with little notice. The team opened the testing tent at 3:30am. Dr. Tito reiterated the outstanding efforts of all physicians and staff involved in the ongoing employee testing.

2. Motion to Approve the Consent Calendar

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

3. Staff Presentation - Human Resources

Kristina Holloway, Chief human Resources Officer gave an excellent staff presentation on the Human Resources department services.
See Power Point presentation in the October Board packet. The Board thanked Kristina for her informative presentation.

4. Strategic Planning Committee

Erin Gore gave a recap of the October Strategic Planning Committee meeting.
Committee members meet with key stakeholders in the District already addressing health and wellness. These meeting will continue into November. The goal is to see how the District might fit in to the overall plan of improving health and wellness in the District.
The Board is participating in the Strategic Planning Committee meetings.

Planning Committee - Update from the Negotiating Team

CEO, Jim Schuessler reported the negotiation team continues to meet at least once a week. The team of lawyers, including Tom Schroeder and Bill Arnone continue to work on the Definitive Agreement documents.

5. Finance and Budget Committee

Interim CFO Richard Baland reviewed the expense dashboard.
See October Board packet in the Consent Calendar for further details.

Recommendation for Approval of Capital Acquisitions

Finance and Budget Committee recommends approval of the capital acquisitions as presented.
A Motion to approve the Capital Acquisitions as presented was made by Director Nantell and seconded by Director Neil. This motion was approved with quorum. Vote: Gore: Y Neil: abs Nantell: Y Anderson: Y Campbell Y.

Discussion Regarding Certificate of Participation (COP) Refinancing

Brian Quint, Partner with Quint & Thimmig joined the meeting at this time. Brian explained they need to refinance the existing COP due to the impending sale of the hospital and reviewed the avenues available moving forward. Discussion ensued as to the recommended course of action.
Char Gore directed staff to proceed on the action as presented to procure the refinancing of the COP.

Recommendation for Approval Regarding Post-Transaction Operation of the District

Jim Nantell reported that the details were discussed at the Finance and Budget Committee with the Committee recommending to the Board to proceed with the staff recommendation. Discussion ensued in regard to the request before the Board to direct staff to proceed with implementation of the plans to establish an independent office for the District and all that entails. Chair Gore expressed an opinion that the plan was premature and most of this can wait until the District has a more concrete idea as to how it will be operating. There was no disagreement.

Direction was given to EJ Neil to follow up with staff on establishing key necessities only; like bank accounts and a PO Box for the District post sale of the hospital.

EJ Neil will bring his recommendation back to the Board for further discussion.

6. Consideration of Approval of Resolution #12-20 to approve the opening of two new North Sonoma County Healthcare District (NSCHD) American River Bank accounts

A Motion to approve Resolution 12-20 as presented was made by Director Nantell and seconded by Sue Campbell. This motion was approved unanimously. Vote: Gore: Y Neil: Y Nantell: Y Anderson: Y Campbell Y

7. Med Staff Medical Staff

Vice Chief of Staff, Dr. Joseph Tito led the discussion.

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.

Vice Chief of Staff, Dr. Joseph Tito reviewed the policy for approval.

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

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

9. COIVD-19 Update

CEO Jim Schuessler updated the Board on the Coivid-19 positive staff cases reported at the hospital and the tremendous efforts of all physicians and staff to address the issues, contain the outbreak and implement the changes to reduce the chance of further outbreaks.

CEO Jim Schuessler and IT Director Randy Chesley gave an update on system security and all precautions being taken.

10. Communications Update

Gina Fabiano presented

See report in the October Board packet.

STANDING ITEMS:

1. Consideration of Materials Disseminated by Board Members and Staff

The next Board meeting is scheduled for Thursday, November 19, 2020.

Public Comment on Closed Session

None.

CLOSED SESSION

Chair Gore adjourned to Closed Session at 6:55pm.

RECONVENE OPEN SESSION

The Board returned to Open Session at 7:42 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 is unknown

No reportable action was taken.

ADJOURNMENT: 7:45pm

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

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

11/10/20