



# ALAMEDA COUNTY MEDICAL CENTER

*Highland Campus • Fairmont Campus*

*John George Psychiatric Pavilion • Ambulatory Healthcare Services*

## BOARD OF TRUSTEE MEETING

TUESDAY, March 27, 2012

Central Administration Offices Located at Highland Hospital

1411 East 31<sup>st</sup> Street Oakland, CA 94602

Barbara L. McElroy, Clerk of the Board

(510) 437-8468

## MINUTES

**THE MEETING WAS CALLED TO ORDER AT 5:06 PM.**

**ROLL CALL WAS TAKEN AND THE FOLLOWING TRUSTEES WERE PRESENT:**

Daniel Boggan, Jr., Ronald D. Nelson, Floyd Huen, MD, Valerie D. Lewis, Esq., Kirk E. Miller, Stanley M. Schiffman, Anthony Slimick, J. Bennett Tate, Ilene Weinreb, and Barry Zorthian, MD.

**NON-VOTING MEMBER PRESENT:**

Lyn Berry, MD

**TAB #2 COMMITTEE REPORTS:**

### Governance Committee Report

Valerie D. Lewis, Esq., Committee Chair, reported the following activity at the February 2, 2012 Governance Committee meeting:

- Form 700 – Statement of Economic Interest are due to the Clerk of the Board before April 2, 2012.
- Trustee Price and Weinreb's terms expire as of June 30; the Board will need to recommend two candidates to the Board of Supervisors for approval.
- Trustee Miller has expressed interest in serving out the remaining 6 months of the office of Vice-President upon Trustee Price's departure from the Board.
- The Committee is making the following recommendations:
  - Reappointment of Trustee Nelson to another three year term.
  - Revisions to existing Bylaws as follows:
    - A new policy for Board of Trustees compensation which would empower the Board to set reasonable compensation for meeting attendance.
    - An increase in the number of Trustees that serve on the Board from eleven (11) to thirteen (13).
    - Ratifying the By-laws to give authority to the Quality Professional Services Committee to approve Policies and Procedures at the Committee level and no longer requiring full Board approval.

**ACTION:** A motion was made to approve the Bylaw changes and move the recommendations forward to the Board of Supervisors.

**MAIN MOTION:** Trustee Schiffman

An amendment to the motion was made to move the compensation issue out of the main motion as a separate Action item.

**AMENDED MOTION:** Trustee Slimick

**SECOND:** Trustee Schiffman

**ACTION:** The main motion was moved, seconded, and unanimously approved.

**AYES:** Trustees Boggan, Nelson, Huen, Lewis, Miller, Schiffman, Slimick, Tate, Weinreb, and Zorthian

**NAYS:** None

**ABSTAIN:** None

**ABSENT:** Trustee Price

**ACTION:** The amended motion was moved, seconded, and approved.

**AYES:** Trustees Boggan, Nelson, Huen, Lewis, Miller, Schiffman, Tate, Weinreb, and Zorthian

**NAYS:** Trustee Slimick

**ABSTAIN:** None

**ABSENT:** Trustee Price

### **Quality Professional Services Committee Report**

Daniel Boggan, Jr., chaired the March 22, 2012 Quality Professional Services Committee meeting in Barbara Price's absence. The following activity was reported:

Confidential peer review and medical staff credentialing and privileging reports were reviewed and approved.

Medical Staff Organization Policies and Procedures were reviewed and recommended to the full Board for approval.

Committee reports were presented including the Harm Reduction Team update. This effort began 18 months ago and staff is continuing the serious work to move forward with reducing harm.

**ACTION:** A motion was made, seconded, and unanimously accepted the report as presented.

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**MOTION: Trustee Schiffman**

**SECOND: Trustee Slimick**

**AYES:** Trustees Boggan, Nelson, Huen, Lewis, Miller, Schiffman, Slimick, Tate, Weinreb, and Zorthian

**NAYS:** None

**ABSTAIN:** None

**ABSENT:** Trustee Price

**Human Resources Committee Report**

Ronald D. Nelson, Committee Chair, reported the following activity at the March 14, 2012 Human Resources Committee meeting:

The Director of Workforce Development presented an update on the recruitment strategy to fill vacant positions. Applicants are from all parts of the country.

The Chief Human Resources Officer provided an update on the mid-year employee partnership survey; all areas are progressing satisfactorily.

A new Wellness program has been launched; a presentation was made on programs and plans for the remainder of the year.

Human Resources Policies & Procedures were presented for approval.

**ACTION: A motion was made, seconded, and accepted the report as presented.**

**MOTION: Trustee Tate**

**SECOND: Trustee Schiffman**

**AYES:** Trustees Boggan, Nelson, Huen, Lewis, Miller, Schiffman, Tate, Weinreb, and Zorthian

**NAYS:** None

**ABSTAIN:** Trustee Slimick

**ABSENT:** Trustee Price

**Strategic Planning Committee Report**

Floyd Huen, MD, Committee Chair, reported the following activity at the March 19, 2012 Strategic Planning Committee meeting:

Rebranding – the consultants presented re-branding options with a “House of Brands” model which has been referred to the April Board Retreat for approval.

An update was provided on the 3 year Strategic Plan, which will be presented in full detail at the April Board Retreat.

A DSRIP update was provided. This is a \$30M per year infusion of federal funds for a five year period of time. The report provided detail on how these funds are being utilized.

An update was provided on Health Care Reform which included an update on the delay of the ICD-10 implementation. Also discussed was the issue of dual eligibles and how to increase number of patients that are covered by Medicare in our system.

**ACTION:** *A motion was made, seconded, and unanimously accepted the report as presented.*

**MOTION:** *Trustee Tate*

**SECOND:** *Trustee Lewis*

**AYES:** *Trustees Boggan, Nelson, Huen, Lewis, Miller, Schiffman, Slimick, Tate, Weinreb, and Zorthian*

**NAYS:** *None*

**ABSTAIN:** *None*

**ABSENT:** *Trustee Price*

### **Finance Committee Report**

Kirk E. Miller, Committee Chair, reported on the following activity of the March 20, 2012 Finance Committee meeting:

- A report was given on Capital budgeting and spending including multi-year capital expenditures. The budget is larger this year at \$37M, much of that is IT.
- Don Briones, VP Finance, presented the financial assumptions underlying the development of ACMC's FY 2013 budget.
- Marion Schales, Chief Financial Officer, requested that the Finance Committee recommend to the Board of Trustees that the revenues received under the six-month Hospital Fee Extension be made available for use in operations; this item is on the Board agenda as a resolution.
- Debra Barnes, Executive Director of the Alameda County Health Care Foundation, presented a 3-year business plan to increase philanthropic support for ACMC; the Finance Committee is recommending this item to the full Board on the agenda as an action item.
- With regards to financial results, the hospital is marginally profitable and on budget with razor thin margins; which is good performance. Some additional revenues in Measure A and DSRIP funds, which significantly increase the profit margin, but not the operating margin.
- Excellent report from Dr. Chang, Chief Medical Officer, on ACMC's Delivery System Reform Incentive Pool (DSRIP) funds. The take away is that there might be less flexibility of what and where those dollars can be used.

**ACTION:** *A motion was made, seconded, and unanimously accepted the report as presented.*

**MOTION:** *Trustee Schiffman*

**SECOND:** *Trustee Slimick*

**AYES:** *Trustees Boggan, Nelson, Huen, Lewis, Miller, Schiffman, Slimick, Tate, Weinreb, and Zorthian*

**NAYS:** *None*

**ABSTAIN:** *None*

**ABSENT:** *Trustee Price*

**TAB #3 ACTION: Consent Agenda**

**ACTION:** *A motion was made, seconded, and unanimously approved the Consent Agenda as presented.*

**MOTION:** *Trustee Nelson*

**SECOND:** *Trustee Schiffman*

**AYES:** *Trustees Boggan, Nelson, Huen, Lewis, Miller, Schiffman, Slimick, Tate, Weinreb, and Zorthian*

**NAYS:** *None*

**ABSTAIN:** *None*

**ABSENT:** *Trustee Price*

**TAB #4 RESOLUTION: Highland Hospital Achieves "Baby-Friendly" Designation**

Kimberly C. Horton, RN, MSN, DHA, Chief Nurse Executive, provided an overview of the process to attain Baby-Friendly status; the process began in 2007. There are approximately 1000 births at Highland annually; there is a lot of effort that goes into making a program solidified. Part of the process was that breastfeeding had to become a primary culture in our organization for our moms and their babies. We were notified in February that we had met this requirement after five years of effort. The following individuals provided the leadership to make this happen: Dr. Johara Chapman, Dr. Joan Roux, Dr. Savio, Michele Bunker-Albert, Nurse Practitioner, Dayna Yearwood, Certified Nurse Midwife, and Chalada Jones, RN.

Staff was recognized with applause. Trustee Boggan then read aloud the full resolution which was executed and presented to Dr. Horton.

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**ACTION:** *A motion was made, seconded, and unanimously approved the Resolution: Highland Hospital Achieves "Baby-Friendly" Designation*

**MOTION:** *Trustee Huen*

**SECOND:** *Trustee Slimick*

**AYES:** *Trustees Boggan, Nelson, Huen, Lewis, Miller, Schiffman, Slimick, Tate, Weinreb, and Zorthian*

**NAYS:** *None*

**ABSTAIN:** *None*

**ABSENT:** *Trustee Price*

**TAB #5 ACTION: Approval of the Contract Renewal with Alameda County Health Care Foundation**

Wright Lassiter, III, Chief Executive Officer, provided introductory comments for this agenda item. The main reasons that an investment in the Foundation is being requested at this time, is due in part to the solid executive leader, an engaged Foundation Board, and the development of a significant plan to outline what the Foundation needs to do to support ACMC. Under the new leadership of Debra Barnes, the Foundation is proposing to raise a significant amount of money over the next three years in support of ACMC. Last week the Finance Committee heard an extended version of what you will see in your agenda packet and is recommending approval to the Board. The Board is requested to endorse a three year funding approach. What you will see tonight is a significant departure from the Foundation's prior activities. Ms. Barnes and the Foundation Board are committing to raise dollars over the next three years which is an amount that totals more than what was raised in the past two decades. Mr. Lassiter expressed that the Foundation has solid leadership and Board support with a solid plan for the foundations support of the medical center.

Trustee Boggan introduced Clyde Thompson, Foundation Board President. Mr. Thompson acknowledged Dr. Chang, and Anthony Thompson as Foundation Board members in attendance.

Debra Barnes, Foundation Executive Director, provided an overview of her background, the Foundation's business plan concept, goals & objects, three year specific goals, the Foundation's financial plan, goals of obtaining restricted donations, and ACMC's financial investment. Ms. Barnes offered to answer any questions from the Board.

**ACTION:** *A motion was made, seconded, and unanimously approved the Contract renewal with Alameda County Health Care Foundation to enhance philanthropic giving to ACMC for three years through 3/31/2015, not to exceed amount: \$3,200,000.*

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**MOTION: Trustee Schiffman**

**SECOND: Trustee Tate**

**AYES:** Trustees Boggan, Nelson, Huen, Lewis, Miller, Schiffman, Slimick, Tate, Weinreb, and Zorthian

**NAYS:** None

**ABSTAIN:** None

**ABSENT:** Trustee Price

## **TAB #6 UPDATE: ACMC Quality Initiatives**

Kathleen Clanon, MD, provided the final official report on Phase I of the Harm Reduction Team Initiative.

There was a clear and ambitious goal of reducing harm by 50% over an 18 month period of time. The teams have received positive feedback from various outside entities as follows:

- **“Bold”** by Donald Berwick, MD at CMS (Center for Medicaid and Medicare Services - Federal policy and auditing agency)
- **“Worth publishing”** by Joint Commission reviewers
- **“Innovative”** by CMS reviewer

The initiative involved many components of the ACMC community: 11 teams, 162 individuals, 19 disciplines, 9 clinical departments, 3 campuses (plus Eastmont), 174 team meetings, and 15 versions of the CAT report.

What was accomplished? 77 new process changes were implemented; an estimated 411 fewer patients harmed over the 18 months; 9 out of 10 teams met or exceeded 50% reduction goal; an overall reduction in harm of 48%.

Kerin Bashaw, VP Quality, provided an overview of where the Harm Reduction Team is headed in Phase II. The Phase II project will work to embed the positive processes and hardwire the practices of the teams into our daily operations. That is where the emphasis is going to be in this phase.

The teams will be given a renewed charge. We will be working to sustain the gains that we have attained, as well as embed the practices. Critical questions will be asked of the teams. In July 2012, there will be new specific plans for how we are going to sustain the gains throughout the organization. Some teams may incorporate the function of harm reduction into existing committees. We will have measureable goals and objectives at that time. Additional teams may be identified at that time.

Ms. Bashaw congratulated the teams for their hard work and achievements.

**TAB #7 UPDATE/ACTION: ATR Update**

**A. UPDATE: Project Status Update**

Bill Manns, Chief Operating Officer, referred to his summary in the agenda packet for the status update of the ATR project.

**B. ACTION: Resolution 2012-004**

Mr. Manns, presented Resolution 2012-004 to the Board of Trustees for approval recommending the name change from Specialty Care Building to Highland Care Pavilion to the Alameda County Board of Supervisors.

***ACTION: A motion was made, seconded, and unanimously approved Resolution 2012-004 as presented.***

***MOTION: Trustee Weinreb***

***SECOND: Trustee Huen***

***AYES: Trustees Boggan, Nelson, Huen, Lewis, Miller, Schiffman, Slimick, Tate, Weinreb, and Zorthian***

***NAYS: None***

***ABSTAIN: None***

***ABSENT: Trustee Price***

**TAB #8 ACTION: Adoption of Use of 6 Month Extension Hospital Fee Revenues**

Mr. Briones provided an overview of the need to approve the resolution; a recommendation from the Finance Committee.

Mr. Lassiter provided additional clarification. Under the original Hospital Fee, APMC received about \$29M. In November 2010, the BOT voted to restrict the use of the original Hospital Fee funds to allow for working capital flexibility and to provide prudent cash reserves (**Resolution 2010-003**). The original resolution restricting the use of the Hospital Fee revenues, therefore, may apply to the subsequent revenues received under the 6 month Hospital Fee Extension. To clarify that the additional 6 month extension Hospital Fee Revenues would be unrestricted, staff recommended that a new resolution be approved.

***ACTION: A motion was made, seconded, and unanimously approved Resolution 2012-005 Adoption of Use of 6 Month Extension Hospital Fee Revenues as presented.***



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**MOTION:** *Trustee Weinreb*  
**SECOND:** *Trustee Huen*

**AYES:** *Trustees Boggan, Nelson, Huen, Lewis, Miller, Schiffman, Slimick, Tate, Weinreb, and Zorthian*

**NAYS:** *None*

**ABSTAIN:** *None*

**ABSENT:** *Trustee Price*

**TAB #9 ACTION: Recommendation to the Board of Supervisors for the Following Resolutions to modify the APMC Board of Trustees By-Laws:**

Items 9.A & 9.C were approved under TAB #2 – Governance Committee Report.

The Clerk of the Board clarified that item 9.B was a new resolution, which required a motion, second, and approval by the Board of Trustees to be recommended to the Board of Supervisors.

**ACTION:** *A motion was made, seconded, and unanimously approved Resolution 2012-002 – Increasing the number of Trustees that serve on the Board from eleven (11) to thirteen (13).*

**MOTION:** *Trustee Tate*  
**SECOND:** *Trustee Slimick*

**AYES:** *Trustees Boggan, Nelson, Huen, Lewis, Miller, Schiffman, Slimick, Tate, Weinreb, and Zorthian*

**NAYS:** *None*

**ABSTAIN:** *None*

**ABSENT:** *Trustee Price*

**TAB #10 DISCUSSION: Joint BOS-BOT Meeting Date**

Trustee Boggan asked if there were dates for the meeting. Mr. Lassiter clarified that a tentative date has been held, April 24 with a tentative start time of 5:00 pm. Trustee Boggan asked all Board members to hold the date at this time until it is confirmed.

Mr. Lassiter will follow-up with the County Administrator to confirm a date as well as discuss the approved resolutions from tonight's meeting.

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**TAB #11 UPDATE: April Board Retreat**

Trustee Boggan asked Mr. Lassiter to provide an overview of the Retreat agenda.

Mr. Lassiter provided a high-level overview of the draft agenda and the focus of each of the two days, Friday, April 27 and Saturday, April 28.

Trustee Boggan clarified that the Retreat moved to a Friday/Saturday agenda to accommodate schedules.

Discussion ensued with regards to how presentations flow and to allow enough time for the Trustees to ask questions of the presenters. The Committee also discussed incorporating how funding of a new "corporate" structure will be woven into the retreat presentations.

Mr. Lassiter asked if the Board wanted to move forward with a facilitator for the self-assessment portion of the agenda. The Board confirmed they did.

**TAB #12 ACTION: Evaluation of Operating Model for St. Rose Hospital**

Mr. Lassiter provided an update and overview of the discussions that have taken place with regards to evaluating the operating model for St. Rose Hospital and finding a solution for St. Rose.

Mr. Lassiter's recommendation is that the Board takes affirmative action in supporting the CEO in evaluating St. Rose Hospital.

***ACTION: A motion was made, seconded, and unanimously approved the recommendation that the Board take affirmative action in supporting the Chief Executive Officer in evaluating St. Rose Hospital.***

***MOTION: Trustee Huen***

***SECOND: Trustee Weinreb***

***AYES: Trustees Boggan, Nelson, Huen, Lewis, Miller, Schiffman, Slimick, Tate, Weinreb, and Zorthian***

***NAYS: None***

***ABSTAIN: None***

***ABSENT: Trustee Price***

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**TAB #13 UPDATE: San Leandro Hospital Transition Update**

Mr. Manns provided an overview of the interest in San Leandro Hospital. The interest is based on our Fairmont hospital and not being a SPC compliant building. Mr. Manns provided milestone updates for the project as well as photos of the campus.

**TAB #14 REPORT: Medical Staff President Report**

Lyn Berry, MD, Medical Staff President, referred to her report in the agenda packet and asked if any Trustees had questions. Trustee Tate requested an update on the CME decertification. Dr. Berry expressed concern that it is an issue as ACMC is an academic and teaching hospital. It has been an ongoing issue for over a year. Over the past 1-2 years the accreditation requirements have become far more labor-intensive and require extensive documentation of cause and effect from CME. During the appeal process we attempted to pare down our programs. The CME committee members will be attending a conference in May which outlines methods to achieve the new requirements and then we will reapply in June with the help of a consultant. We are confident that we will obtain accreditation.

**TAB #15 REPORT: Chief Executive Officer Report**

Mr. Lassiter referred to his report in the agenda packet and asked if any of the Trustees had questions.

A video was shared with the Trustees that captures the journey ACMC has taken over the last 5 – 6 years.

**TAB #16 INFORMATION: Health Policy and Advocacy Update**

Patricia Barrera, J.D., Director of Legislative Affairs & Community Advocacy, provided a brief overview of the activities that have occurred with regards to legislative activities and advocacy programs. She shared efforts from recent visits to Washington, DC.

Trustee Nelson asked for an overview of the Mentors on Discharge program at JGPP. Ms. Barrera shared that the program is a peer counseling project whereby former patients are linked to current patients. Current data indicates that the program is showing signs of success in reducing days of hospitalization.

**TAB #17 INFORMATION: ACMC Media Report**

Mr. Lyons shared recent Media exposure for ACMC. A short video was shown highlighting the recent Give Kids a Smile Dental Clinic at two ACMC campuses.

**TAB #18 INFORMATION: Follow-up Issues**

There were no items to report.

**TAB #19 REPORT: Legal Counsel's Report on Action Taken in Closed Session**

Douglas B. Habig, General Counsel, the Board considered substantial risk of litigation, no action was taken.

**Public Comments: None.**

**Board of Trustees Remarks: None.**

**ADJOURNMENT: THE MEETING WAS ADJOURNED AT 7:17 PM.**

Respectfully Submitted by:

Barbara L. McElroy,  
Clerk of the Board

APPROVED AS TO FORM:

Reviewed by:

  
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Douglas Habig, Esq.  
General Counsel