✓ Included in the PDF posted on November 6, 2015
 ✓ Included in the PDF posted on November 9, 2015 CLICK ON THE ORANGE ENCLOSURE LINK TO GO DIRECTLY TO THE AGENDA ITEM MATERIALS IN THIS PDF

### **PUBLIC NOTICE**

CITY OF ALAMEDA HEALTH CARE DISTRICT BOARD OF DIRECTORS

#### **REGULAR MEETING AGENDA**

Monday, November 9, 2015

#### OPEN SESSION: 5:30 P.M.

Location:

Open Session Alameda Hospital (Dal Cielo Conference Room) 2070 Clinton Avenue, Alameda, CA 94501

#### Office of the Clerk: (510) 814-4001 | (510) 473-0755

Members of the public who wish to comment on agenda items will be given an opportunity before or during the consideration of each agenda item. Those wishing to comment must complete a speaker card indicating the agenda item that they wish to address and present to the District Clerk. This will ensure your opportunity to speak. Please make your comments clear and concise, limiting your remarks to no more than three (3) minutes.

I. Call to Order (5:30 p.m. – Alameda Hospital, Dal Cielo Conference Room)

Robert Deutsch, MD

- II. Roll Call
- III. Regular Agenda
  - A. Swearing-In | Oath of Office of Appointed District Board Member
    - Michael Williams
  - B. Special Presentations
    - Adoption of Resolution 2015-4: Special Recognition of J. Michael McCormick ACTION ITEM ENCLOSURE (pages 3-4)
      - 2) Petaluma Health Care District
        - Elece Hempel, PHCD Board President
        - Ramona Faith, MSN, RN Chief Executive Officer
        - Erin Hawkins PHCD Community Outreach Program Manager

Presentation Followed by Questions and Answer Period

- C. Consent Agenda
  - 1) Acceptance of August 3, 2015 Minutes ENCLOSURE (pages 5-10)
  - Acceptance of September 14, 2015 Minutes ENCLOSURE (pages 11-20)
  - ✓ 3) Acceptance of October 7, 2015 Minutes ENCLOSURE (pages 21-23)
  - ✓ 4) Acceptance of October 26, 2015 Minutes ENCLOSURE (pages 24-30)

#### D. Action Items

- Nomination and Appointment of Two District Representatives to the City of Alameda / City of Alameda Health Care District Liaison Committee ENCLOSURE (pages 31)
- Acceptance of September 30, 2015 Financial Statements ENCLOSURE (pages 32-35)
- Acceptance of Vision 2015 Final Report and Recommendations ENCLOSURE (pages 36-72)

#### **Action Items**

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Ε.	Alameda Health System and Alameda Hospital Update		
	1)	Alameda Health System Board of Trustees Report	Tracy Jensen
	2)	Chief Administrative Officer Report	Bonnie Panlasigui, CAO
~		a. Alameda Hospital Seismic Update INFORMATIONAL ENCLOSURE (pages 73-78)	
		b. Alameda Hospital Update	
		<ul> <li>Follow-Up on Request for Additional Information on Support Services Allocation Methodology</li> </ul>	
F.	Dist	rict Updates & Operational Updates	
	1)	President's Report	Robert Deutsch, MD
		<ul> <li>a. January 2016 Agenda Preview (Date TBD) INFORMATIONAL</li> <li>1. Election of Officers, including Review of Bylaws Section, Officer Roles and Responsibilities</li> <li>2. Brown Act Education</li> </ul>	Robert Deutsch, MD Kristen Thorson
		3. Board Communications (Verbal/Written)	
	2)	Discussion of Timing for Joint District / Hospital Presentation to Alameda City Council, Including Presenter(s)	Kristen Thorson
<b>√</b>	3)	Alameda County Special District Association Follow-Up INFORMATIONAL ENCLOSURE (pages 79)	Kristen Thorson
Ger	neral	Public Comments	

- V. Board Comment
- VI. Adjournment

IV.

#### **RESOLUTION NO. 2015-4**

#### BOARD OF DIRECTORS, CITY OF ALAMEDA HEALTH CARE DISTRICT

#### STATE OF CALIFORNIA

#### \* \* \*

#### Special Recognition of J. Michael McCormick

- Whereas, On November 4, 2008, J. Michael McCormick was elected to the City of Alameda Health Care District ("District") Board of Directors in the General Election and was re-elected in the November 6, 2012 General Election
- Whereas, J. Michael McCormick served as 2<sup>nd</sup> Vice President (2009-2011), Treasurer (2011-2013) and then was nominated and appointed to the Office of President
- Whereas, J. Michael McCormick served as President from February 2013 until September 2015
- Whereas, J. Michael McCormick served on all three District Board Committees (Quality, Finance and Community Relations) and the Administrative Pension Oversight Committee during his tenure as well as serving as Chairperson for the Finance & Management Committee
- Whereas, During J. Michael McCormick's tenure on the Board his leadership and valuable input aided in the development of successful new programs which expanded healthcare within the City of Alameda and surrounding communities including;
  - Opening of 'Alameda Hospital Physicians', a multispecialty physician clinic, in 2009
  - Advanced Primary Stroke Center Certification by The Joint Commission in 2011
  - Opening of the Kate Creedon Center for Advanced Wound Care in 2012
  - Acquisition of the operations of the 120 bed Waters Edge Skilled Nursing Unit in 2012
  - Opening of the Bay Area Bone and Joint Center in 2012
- Whereas J. Michael McCormick's leadership and significant contributions led to a successful affiliation between the District and Alameda Health System (AHS) which took effect on May 1, 2014 and which culminated with the transfer of operational control of Alameda Hospital to AHS in May, 2014.
- Whereas, J. Michael McCormick led the District through a transition period from operating a hospital to the exploration of new opportunities for the District as well as maintaining a balanced and successful relationship between Alameda Health System and the District to ensure the Joint Powers Agreement is followed and that all services provided by Alameda Hospital for the community continually improve.
- Whereas, J. Michael McCormick is a 35 year resident of the Bay Area and comes from a s strong family background of healthcare providers.

Whereas, J. Michael McCormick's strong belief of fiscal responsibility with the need for civic engagement, his knowledge of healthcare, his ability to look for solutions in difficult situations, and his philosophical and thought provoking manner will be forever remembered in this Community.

**NOW, THEREFORE BE IT RESOLVED**, that the Board of Directors of the City of Alameda Health Care District recognizes the expertise and dedication of J. Michael McCormick and his significant contributions to Alameda Hospital, the City of Alameda Health Care District and the community of Alameda and expresses its heartfelt gratitude for his years of unfettered dedication and effort on our behalf.

PASSED AND ADOPTED on November 9, 2015 by the following vote:

AYES: \_\_\_\_\_ NOES: \_\_\_\_\_ ABSTAIN: \_\_\_\_\_ ABSENT: \_\_\_\_\_

Robert Deutsch 1<sup>st</sup> Vice President, Acting President

#### CITY OF ALAMEDA HEALTH CARE DISTRICT

Minutes of the City of Alameda Health Care District Board of Directors Open Session Monday, August 3, 2015 Regular Meeting

Board Members Present	Legal Counsel Present	AHS Management / Guests	Excused
Robert Deutsch, MD Tracy Jensen J. Michael McCormick, President Jim Meyers, DrPH Kathryn Sáenz Duke	Thomas Driscoll, Esq.	Bonnie Panlasigui, CAO Vanetta N. Van Cleave, V.P. of Finance Carladenise Edwards, CSO	
Submitted by: Kristen Thorson, District Clerk			

Topic		Discussion	Action / Follow-Up
I.	Call to Order	The meeting was called to order at 6:05 p.m.	
II.	Roll Call	Kristen Thorson called roll, noting a quorum of Directors was present. Director teleconference as posted on the agenda.	or Meyers was joined to the meeting via
III.	Regular Agenda		
	<i>,</i>	f June 1, 2015, 2015 Minutes (Regular) distributed to the Board for their review. Ms. Thorson will fix typos.	Director Deutsch made a motion to accept the minutes as presented. Director Jensen seconded. The motion carried.
	C. Alameda Health S	ystem and Alameda Hospital Update	
	1) Alameda H	ealth System Board of Trustees Report	No action taken.
	Michelle Lawrence improved commun communication an committees and bo	ported the resignations of 2 Board of Trustees in the last couple of months. is now President of the Board. The Board of Trustees are working on ication amongst the Board and with executive staff to streamline d flow of information to the Board. The Board has also met to discuss bard and appointment structure. AHS is awaiting arrival of the new CEO, She also announced that COO, Mark Fratzke will be leaving the organization.	

Торіс	Discussion	Action / Follow-Up
	The budget was approved for Fiscal Year 2015-2016. She reported that the financial picture is improving. Conversations regarding San Leandro continue as the facility has been losing money since becoming part of AHS. Director Jensen distributed a handout on the 50 <sup>th</sup> anniversary of Medicare/Medicaid. She reported that Alameda Alliance is coming out of receivership and will continue to provide the care to Alameda County residents.	
	Director McCormick noted that communication amongst Board members should be discussed and addressed at a future meeting of the Board of Directors.	
	Director Deutsch asked if there was a reason for the resignations. Director Jensen noted that they did not give a reason from the communication she received. She did note that there have been challenging times financially.	
	2) Financial Report	No action taken
	<ul> <li>Director McCormick thanked Ms. Van Cleave for the work on presenting the financials to the District. He noted that she met with Director Meyers, Ms. Panlasigui, Ms. Thorson and himself to review the presentation and to address some of the questions the District has presented. He stated that he made it clear to her that the District is in no position to demand anything from her and that the expanded reporting to address concerns and inquires of the District are to help the District Board understand the information presented. Vanetta Can Cleave, VP of Finance provided a financial presentation on AHS and Alameda Hospital reviewing the following items. Copies of the presentation will be posted on the website and available from the District Clerk. Alameda Health System:</li> <li>Fiscal 2015 Operations; Business Unit Profitability – Allocations; Fiscal 2016 Budget; HCSA (Toyon) Recommendations; Supplemental Reimbursement and Contracting Alameda Hospital Financial Report:</li> <li>Fiscal 2015 Operations; Fiscal 2016 Budget; AH Revenue Cycle; Parcel Tax 2015 There was discussion on the allocation methodology of the supplemental reimbursement, support services allocation, and FTE per adjusted occupied bed, and year end health benefit expenses. The budget for Alameda Hospital for FY 2016 is projected to lose \$23 M when prior to the affiliation, the projected loss was \$3-4 M, with the contribution from the parcel tax. Director Deutsch asked if there was something conceptual that he was missing as this was a significant change. Ms. Van Cleave will need to look at prior years to understand better and provide an answer. Discussions continued regarding the allocations and the contributions margin.</li> </ul>	
	Ms. Van Cleave reviewed the parcel tax expenditures for FY 2015. Director Meyers inquired about parcel tax transfers to AHS and the amount allocated based on what was budgeted. Ms. Thorson noted that she would work with AHS and verify the amounts transferred and going	

Торіс	Discussion	Action / Follow-Up
	forward project more accurately in the budgeting process. Director Meyers inquired about the annual parcel tax budget from AHS and whether it was being presented at the meeting and if not, why. Ms. Thorson noted that last year the parcel tax budget was approved in October and revised in February. Director McCormick will report on an update of the parcel tax budget in the President's report.	
	3) Quality Dashboard Report	No action taken.
	Kerin Bashaw informed the Board that Alameda Hospital underwent two significant surveys. One was a CMS validation survey that looked at infection control, patient safety and the quality process all part of Conditions of Participation. Report from the survey has not yet been received. She informed the Board that the Board of Trustees approved a quality system that will help all facilities improve quality data collection and quality improvement. The second survey was the Medication Error Reduction Program with some findings. She then reviewed the quality dashboard as presented in the packet. The System is also conducting a Culture of Safety survey in the coming months. Director Sáenz Duke noted a drop in numbers on the HCAHPS scores from march to May. Around that time, the hospital switched vendors and survey method which may explain some but a more detailed analysis on why the scores dropped will be brought back to the Board. Ms. Panlasigui informed the Board about the Visibility Room and monthly meetings where leadership look at quality data and countermeasures to improve quality metrics and patient safety. Ms. Panlasigui noted that the HCAHPS scores are unacceptable and there is work being done to improve those scores.	
	4) Chief Administrative Officer (CAO) Report	No action taken.
	Ms. Panlasigui distributed the CAO report to the Board regarding Alameda Hospital Update for June and July 2015. Copies of the report will be posted on the website and available from the District Clerk. Ms. Panlasigui informed the Board that the Alameda Hospital Foundation will be holding its Fall Gala and will honor Tony Corica as the Kate Creedon Award winner.	
D.	District Updates	
	<ol> <li>President's Report         <ul> <li>Report on First Meeting of the Alameda Health Care District Liaison Committee Meeting with Alameda City Council and Appointment of Two Representatives to Committee</li> </ul> </li> </ol>	Action was deferred to future meetings.
	Director McCormick referred to the memo in the packet regarding the Liaison Committee and the first meeting. The next meeting will be held in October. He is recommending that the President and CEO of the District be appointed as one member of the committee. There was a discussion	

Topic	Discussion	Action / Follow-Up
	about a presentation from the District to City Council in collaboration with System/Hospital leadership.	
	Director Meyers said that he went to the City Council meeting when this committee was informed and made public comments on the correct name for the District which then resulted in a meeting with the Mayor in which he informed her of the status of the District. Director Meyers asked to be informed about the meeting as said that he was never informed nor was any public notice posted.	
	Director Meyers requested a special meeting of the Board in advance of the first Liaison committee to discuss as a Board what the District wanted to get out of the committee and he stated that he was not afforded that special meeting. Director Meyers began to inform the Board that he has requested several other special Board meetings to discuss things in his role as treasurer which have not been granted. Director McCormick requested that the Board discuss at a different point.	
	Director Meyers said that he had significant concern over Director McCormick's role as President and CEO of the District and what that allows him to do. Director Meyers stated that he was not comfortable with the recommendation and that the Board should discuss. Director Meyers continued to say that he has concerns about his voice being heard and his ability to function as the treasurer and fulfill his role as outlined in the bylaws and what he can and cannot say as an elected official.	
	Director Jensen stated that this was in line with what the AHS Board of Trustees have been discussing. She also noted that the Liaison committee was not subject to the Brown Act and understood his concerns and would not object to deferring to the next meeting.	
	Director McCormick noted that Director Meyers comments were pointed at him directly and that he was not going to respond. He stated that there is a lot going on and a lot to discuss and the Board should meet to discuss.	
	Director Jensen noted that she has been involved in a similar committee through the School Board and that it was a useful meeting to keep both parties informed as to what is going on.	
	b. Oral Report	
	Director McCormick and the Clerk plan to meet with the superintendent of schools to discuss collaboration with the Northern California Breathmobile. He asked the Vision 2015 Committee for a final report with a type of marketing or business plan as a stepping off point and moving forward with the He requested the report be presented at the October meeting. Director McCormick thanks the committee for all of the good work they had been doing.	
	The District sent the approved budget and request for 1.0 FTE to AHS and as of Friday afternoon, David Cox, CFO had stated via email that AHS had approved the budget and request. He indicated that additional work needs to be done and details worked out. Mr. Cox stated that the funding would come out of District funds and AHS would employ / hire the 1.0 FTE Clerk. He	Page 4 of 6

Торіс	Discussion	Action / Follow-Up
	reported that the parcel tax budget is still under negotiation and things to work out on both sides and will be presented soon to the Board of Directors. Director Deutsch reminded the Board of the Brown Act and that no action can be taken without the Board reviewing and taking action in open session.	
2)	Traceurer's Deport	

#### 2) Treasurer's Report

#### a. June 2015 Financial Statements

Director Meyers informed the Board that there was a plan in place to have him review the financial documents around the 15<sup>th</sup> of the month and unfortunately he did not see them until a few minutes before they were published and unfortunately has not had a chance to review them. Ms. Thorson affirmed that the expense to budget document was provided late to Director Meyers on Friday and the balance sheet and statement of revenues and expenses were provided earlier in the week to Director Meyers. Ms. Thorson reminded the Board that the District has changed from a cash basis to an accrual basis and the format of the financial documents is different than what the Board has been seeing over the past year. She reviewed the balance sheet, statement of revenues and expenses and expenses and expenses to budget document and explained the variances.

Director McCormick suggested that the bylaws be reviewed at a future meeting and read an excerpt regarding the president's duties.

3) Vision 2015 Update

Director Sáenz Duke and Director Meyers presented to the alameda Hospital Foundation that was very well received. They also have an invitation to present at Rotary. They planned a meeting with David Cox to discuss and answer questions he may have about the budget that was passed.

Petaluma Health Care District is scheduled to present at the October 5 meeting and asked the Board for ideas or comments on content or questions for them to contact her or Ms. Thorson.

Director Sáenz Duke thought it would be good idea to discuss communication outside of the Brown Act as a Board and to have guidelines for the Board to follow and assist in their role on the Board.

She commented on the recent revisions to the bylaws and the need to review as the Board moves forward with hiring an executive director.

Director Deutsch commended Director Sáenz Duke and Director Meyers for the work they have done.

Director Meyers informed the Board that he had a meeting with David Cox, CFO and Mark Fratzke, COO about the Vision 2015, budget approval and additional FTE's and opportunities for the District going forward as a community based district and the potential vision 2015 work and looking forward to giving a final report.

Торіс		Discussion	Action / Follow-Up	
	4)	Report on Annual Meeting of the Association of California Healthcare Districts Director Sáenz Duke provided a report on the Annual Meeting of ACHD as outlined in the memo included in the packet. She is recommending that the board send a representative to next year's meeting.	No action taken.	
IV.	Во	ard Comments	No board comments	
V. Adjourn		journment		
	Being no further business the meeting was adjourned at 8:55 p.m.			

Attest:

J. Michael McCormick President

#### CITY OF ALAMEDA HEALTH CARE DISTRICT

Minutes of the City of Alameda Health Care District Board of Directors Open Session September 14, 2015 Special Meeting

Board Members Present		Legal Counsel Present	Excused	AHS Leadership / Guests
Robert Deutsch, MD Tracy Jensen	Jim Meyers, DrPH Kathryn Sáenz Duke	Thomas Driscoll, Esq.	N/A	Bonnie Panlasigui, CAO Delvecchio Finley, CEO David Cox, CFO
Submitted by: Kristen Thorson,	District Clerk			

Торіс	c	Discussion	Action / Follow-Up
I.	Call to Order	The meeting was called to order at 6:15 p.m.	
	ctor Deutsch thanked J. d of Directors meeting	Michael McCormick on behalf of the Board for his service on the Board and requi	ested a formal recognition at the next
I.	Roll Call	Kristen Thorson called roll, noting a quorum of Directors was present.	
IV.	Regular Agenda		
	A. Action Items		
	for Appoir Ms. Thorson revie packet. Director Thorson reviewed	nd Approval of Revisions to the Standard Appointment Procedure and Timeline ntment ewed the standard appointment procedure and timeline as indicated in the Duke inquired about the timeline and possibility of shortening the timeline. Ms. d in detail the appointment procedure and process and details relating to the adline to appoint is October 31, 2015 which is 60 days from the time of	Director Jensen made a motion to approve the revisions as noted in the document and as discussed to the standard appointment procedure and timeline. Director Meyers seconded the motion. The motion carried.
John		Yeh, DO to sit with the Board and noted that historically the Medical Staff President for the feature of the stand of the stand of the stand in his being meeting.	
		stated that he would like to attend and participate in the applicant conference Clerk attended. Ms. Thorson noted that the applicant conference is posted as an	

Topic	Discussion	Action / Follow-Up
	open session meeting so that all Board members can attend. She outlined the historical format of the applicant conference noting that Mr. Driscoll and she conducted the conference and information presented to the applicants. Director Meyers commented that he felt it was expensive to have Mr. Driscoll at the conference and it would not be a good use of funds to have him there as he recalls the last orientation was approximately \$3,000-\$4,000. Director Meyers also requested a description on the support staff and budget approval to inform the applicants.	
	Director Meyers suggested changing question the fourth question from "What services or programs might the District initiate to improve the health of the Alameda community?" to " <u>What activities might the District promote to improve the health of the Alameda community?</u> " The Board was in agreement.	
	Director Deutsch asked for further discussion on having legal counsel present at the applicant conference and asked Mr. Driscoll to provide feedback on his participation in the applicant conference. Mr. Driscoll clarified that his standard fixed rate for attending meetings is \$975. He added that he can attend or not based on the Board's preference. There are often questions about district / hospital or Brown Act that the Ms. Thorson knows the answers but he knows more as legal counsel. Director Saenz Duke commented that there may be confusion on the meetings being referenced to which there was. Director Saenz Duke and Director Meyers attended an orientation that lasted 2-3 hours which was different than the applicant conference but had similar information.	
	Director Meyers stated again that he felt that it was not a good use of funds to have legal counsel present at routine meetings. He stated that he will continue to raise concerns as circumstances come up.	
	Director Jensen noted that her experience was very different as the Board had significantly different role. She can see Director Meyer's point, and suggested that questions could be brought to Mr. Driscoll at a later point. Director Deutsch affirmed her suggestion and any questions from the applicant conference for legal counsel can be discussed at the beginning of the October 26, 2015 meeting. The Board was in agreement.	
	Director Saenz Duke suggested making a change to the sentence on page 4 of the packet, be changed to "Final selection will be made by the Board, based on the Board's assessment of the best-qualified Applicant who has met the minimum requirements, submitted a completed application package, <u>and been interviewed by the Board at a public meeting.</u> " There were no objections.	

Director Saenz Duke inquired about the timing of the Petaluma Health Care District on October 5, 2015. Director Jensen asked how long the presentation is anticipated to last. Director Saenz Duke stated as long as the Board would like. Director Deutsch stated that he would prefer to have a full Board to hear the presentation and would it be better to wait to have a full Board. Director Meyers noted that he would prefer having a 5<sup>th</sup> board member. Petaluma is currently scheduled on October 5. Director Saenz Duke requested to know what would be scheduled for October 5, 2015. Ms. Thorson reviewed a list of potential items for upcoming October 5, 2105 meeting.

- a. Vision 2015 Final Report
  - i. Recommendation for Insurance and combining all under one broker
- b. Alameda County Special District's Membership (\$50)
- c. Nominations to District / City Liaison Committee
  - i. Need to address as next meeting with City is October 19
  - ii. Could / should defer until election of officer s and appointment of new board member.
- 2. Reports and Presentations
  - a. Petaluma Presentation
  - b. Seismic Update (AHS)
  - c. District Financials
  - d. Review of Parcel Tax Procedure
  - e. AHS Reports
    - i. CAO Report
    - ii. No Quality or Finance if we adhere to the set schedule of Quarterly AHS Reporting.
- 3. Next Regular Board Meeting
  - a. Scheduled for February 2016
- October Special /November/December/January
  - 1. Action
    - a. Appointment October Special
    - b. Election of Officers October Special
    - c. Review / Revise Bylaws

Ms. Thorson added that there may be a need to call a special meeting between October and February 2016 to address issues and action items as needed. Director Meyers stated he was inclined to cancel the October 5<sup>th</sup> meeting and move to a special meeting in November or meet monthly until February. There was discussion about the meeting schedule and agenda items. Director Meyers suggested canceling the October 5<sup>th</sup> meeting, the board was in agreement. After further discussion the Board agreed to call a meeting on November 9, 2015 and request that Petaluma Health Care District presents at the November 9<sup>th</sup> meeting. At the October 26<sup>th</sup> meeting there will be several short proforma business items from list above.

Director Meyers commented on his request for review of parcel tax procedure and an inquiry about the total dollar amount submitted to Alameda County for the annual collection of parcel taxes in which the total was \$5,774,346 compared to a budgeted number of over \$6 million. Ms. Thorson

Topic

Discussion

Action / Follow-Up

Discussion

Action / Follow-Up

noted that the \$6 M in the budget was total revenues which include Jaber property revenues. Director Meyers stated he needed no further follow-up.

There was discussion about the length of the meeting on November 9 along with other business items that may require extensive discussion. Director Saenz Duke suggested inviting Petaluma representatives to dinner to discuss issues prior to the meeting. Director Deutsch felt that the Board would need to be careful with Brown Act during the dinner discussion. Director Deutsch will contact Petaluma Health Care District with the details of the meeting. There was further discussion on the Brown Act and in which it was decided that dinner would be a "welcome and thank you for coming" dinner and business or information on the presentation would not be discussed.

Delvecchio Finley, CEO of Alameda Health System was introduced and said a few words to the Board of Directors and welcomed and questions or comments. Director Deutsch stated that there has been a lot of collaboration and good communication since the affiliation and that while there has been some bumps in the road, overall the affiliation is going well.

Ms. Panlasigui commented on her experience of being a mock Code Stroke patient recently as the Hospital prepares for re-certification as a Joint Commission Certified Stroke Center. Alameda Hospital achieving gold plus award in stroke care in US News and World Report. She commended the team for their hard work and care of al patients.

2) Review and Approval of FY 2016 Parcel Tax Budget Director Jensen made a motion to Ms. Panlasigui directed the Board to the last page in the packet and as noted below in the table. revise the budget changing the District budget to \$531,130, eliminate the District Clerk 1.0 FTE line item, **City of Alameda Health Care District -**Fiscal 2015 Fiscal 2016 leaving the total uses of the parcel tax Fiscal 2016 Budget Recommendation Proposed Budget at \$5.830.966. After the motion there was discussion Estimated parcel tax receipts \$ 5,784,199 \$ 5,830,966 noting that Mr. Cox proposed moving the \$130,000 to Facilities Projects. 400,130 District budget allocation 613,527 Director Jensen revised her motion to 130,000 District Clerk - 1.0 FTE increase Facilities Projects to \$3.0 M Repayment of loan plus accrued interest 1,598,438 and eliminate the line item, District Clerk 1.0 FTE. leaving the total uses 405,000 Repayment of AH Foundation Loan of the parcel tax at \$5,830,966. **Facilities Projects** 231.038 2.870.000 Director Saenz Duke seconded the 1,000,000 Capital Equipment 2.000.000 motion. Accounts Payable Reduction 1,936,197 Long Term Capital Reserve 430,837 \$ 5,784,199 \$ 5,830,966 Total Uses of Parcel Tax Ms. Panlasigui outlined the differences from FY 2015 to FY 2016 that included additional funds

Topic

Торіс	Discussion	Action / Follow-Up
	going toward capital equipment and remodel of facility with new flooring and paint as well as new beds for the inpatient units. More funds will be allocated to the Long Term Capital Reserve in future year as capital investments in equipment and facility are made in order to help fund seismic requirements for 2030.	
	Ms. Panlasigui suggested that the she present the parcel tax budget for approval in April before the start of the fiscal year and to coincide with the budget process for AHS.	
	Director Deutsch asked about the District Clerk line item. Ms. Panlasigui noted that \$130,000 is included in the budget which was agreed to by the System. Director Saenz Duke asked if the Clerk would be an AHS employee to which Ms. Panlasigui responded yes. She asked what happened to 0.5 FTE Executive Director (ED). Ms. Panlasigui noted that the funding for the ED is included in the district budget allocation line item. Director Saenz Duke asked for clarification on the 1.0 FTE Clerk position as she recalled it was included in the District budget and then taken out. Director Meyers noted that it was in the District Budget but not in the parcel tax budget. Ms. Thorson reminded the Board that the dollars included in the District budget was included in error and that the JPA calls for the provision of a clerk and support services. Since Ms. Thorson noted that she is employed through AHS and function as both the Clerk and the Executive Assistant to the CAO	
	Director Meyers reminded the Board that when the budget was approved, the Board voted 5-0 to fund 0.5 FTE ED and to as AHS to fund 1.0 Clerk position. He then stated that AHS approved the budget and request. Director Meyers noted that in conversations with David Cox, CFO, they increased the amount for the 1.0 FTE Clerk position to include human resource expenses and experience. Director Meyers stated that AHS would be funding the Clerk position.	
	Director Deutsch noted that the expense is coming out of the parcel tax budget. If the position is fully funded by AHS then the expense would not be included on this budget. He noted again that this is coming out of parcel tax receipts. He continued to say that the District Board has influence over how the parcel tax funds are spent, for example capital expenditures. If the \$130,000 is coming out of the parcel tax funds, then those funds would not go towards the other items the list for this campus.	
	Mr. Driscoll provided clarification. During the negotiation of the JPA, the understanding was that AHS would absorb the cost of the clerk out of the hospital operating budget and at the time it was anticipated to by 0.5 FTE. This year the Board has asked AHS to commit to a full time clerk and AHS has come back with a proposal to fund out of the parcel tax dollars. If AHS did not use the \$130,000 for salary and benefits, there may be another purpose of the funds.	
	Director Deutsch noted that the Board has to justify to the community that the parcel tax that they pay is going toward important projects at Alameda Hospital. Seeing a line item of that amount is hard to justify in terms of what needs to be done to run district operations. If AHS wants to budget something then the District would not have to defend so to speak and would appreciate	

opic	Discussion	Action / Follow-Up
	AHS carrying the cost. He also wanted to discuss the ED position.	
	David Cox, CFO stated that AHS wants to be consistent with letter and the intent of the agreement. The agreement states that AHS will provide services of a clerk and could divert these dollars somewhere else. If it is the desire of the District to have a full time clerk, which may in a sense go over what the intent of the agreement, AHS could move these dollars down somewhere else and would be open to discussing this with the District.	
	Director Saenz Duke read the language from the JPA relating to the District Clerk and support services and noted and stated that there is some room for interpretation. Director Meyers noted that this language was what was included in the Vision 2015 presentation.	
	Director Deutsch noted that providing for a clerk could be someone that is doing other functions such as the current clerk. He did not think the position needed to be a 1.0 FTE.	
	Director Meyers asked for a point of order, which was granted. He stated that he had the floor and was speaking and had the floor. He noted that the Board approved the support personnel with the budget and we requested a 1.0 FTE from AHS for support of operations and a new vision. Director Meyers noted that the support personnel would be supporting the Board and the new mission and not just be providing clerk services. He added that if the Board is going to re- visit the level of support needed that has already been approved, then that would have to be put on the agenda for discussion.	
	Director Deutsch asked to respond to Director Meyers. He noted that the Board voted 5-0 to have AHS fund a District Clerk and by using the parcel tax budget to fund the position, essentially AHS is not funding the position and that it is being funded by the District.	
	Director Meyers thanked Mr. Cox for his flexibility in addressing this. He asked Mr. Cox if AHS would be willing to fund the position out of the AHS budget. Mr. Cox stated that he did not want this to be a controversial issue for the District and that he believed that it would be possible.	
	Director Meyers stated that it was his full belief that a 1.0 FTE was needed to sit at the District Office to handle the mission of the District. He also stated that he liked the idea of that person reporting to the ED and not someone at AHS so that their priorities, and sometimes conflict of interest, don't ever occur. It is an ongoing issue and a question from the constituents about how we run our District and how separate we are from AHS. He believes this is a compromise that allows us to look more like partners than it looks like staff of AHS CAO's and staff of the District at the same time. He said that in the long term this would help the District and AHS partner better.	
	Mr. Cox suggested moving the \$130,000 down to facilities to make it an even \$3.0 M.	
	Mr. Finley noted that this is probably something that AHS can support and can find a result for but hearing the latter comment about reporting structure and obligations, he did not think it was as immaterial as moving funds from one line item or budget to another, without the consideration of who is the hiring agent and reporting authority for those individuals. He stated perhaps there is	

Торіс	Discussion	Action / Follow-Up
	more consensus around the desire and direction of the Board as a whole and concurrently there should be a discussion about how AHS can meet the District in the middle to figure out how best support the District. He is open to any form of arrangement but do not want to gloss over, and say it is as easy as moving a line item if there are some other underlying things the District is trying to achieve that would not be met by moving a line item.	
	Director Deutsch noted that this is an important discussion to have as it has to deal with the mission of the District. Historically, the parcel tax was passed in 2002 to support the operations of Alameda Hospital. When the JPA was made, it was specified that the parcel tax fund would go toward supporting Alameda Hospital including operations, capital equipment and seismic. He stated that he did not believe that by voting 5-0 and asking AHS to fund 1.0 FTE clerk position indicates that anything AHS decides to go along with essentially comes out of the funds that AHS has agreed to go towards supporting Alameda Hospital. He went on to say that he and Director Meyers have different philosophies and it would behoove Director Meyers to convince this Board of specific projects that the District should be doing independent of what AHS and Alameda Hospital does rather than spend large amounts of money on positions that with uncertainty as to what those positions are going to do and then to have to defend that to the community who voted to prevent the closure of the Hospital in 2002. He further stated that he understands that there are public health needs in Alameda but he does not believe that the District has been given the mandate to meet those needs and certainly not with the funds voted on by the citizens.	
	Director Meyers stated that the District is looking at itself as a community based district. He noted that the items in the vision presentation outlined the authorities of local healthcare districts, what community based healthcare districts are and what the District might become to the electorate. He stated that when he ran for office, he ran with the premise that the District could be more than just oversight of a hospital. He stated that parcel tax dollars were very specific and would go toward operations and debt. Director Meyers stated that the District has other income besides the parcel tax. Director Meyers noted that the Board discussed what kinds of support would a community based district need and the Board was under a deadline to submit a plan for the parcel tax to AHS. He continued to say that the Board discussed and came to the conclusion of having 0.5 Executive Director and 1.0 FTE clerk, presented to AHS and AHS approved the support services requested by the Board. He stated that if AHS can support a 1.0 FTE and not have the funding come from the parcel tax, he would say thank you and it does not become an issue to our voters and it respects the decision at the last meeting. If AHS can agree to supporting the District, then he was ready to vote on a parcel tax budget. Director Meyers stated that he and Director Saenz Duke cannot present ideas of what the District can do without knowing what kind of support there is going to be. He did not want to revisit the discussion as the Board 5-0 in support of the additional FTE's. He stated that the electorate may be upset seeing the funding for the clerk position out of the parcel tax, but they may not if they knew that the District was providing a different kind of mission that is valuable to this community.	

Торіс	Discussion	Action / Follow-Up
	Director Jensen stated she was ready to make an amendment to the parcel tax budget to address this discussion.	
	After Director Jensen's motion, Dr. Yeh had a comment. Director Meyers asked if this was a Public Comment. Director Deutsch stated that he was an ex officio member of the Board. Director Meyers stated that he was not aware of this.	
	Dr. Yeh stated that he was involved in negotiating the terms of the JPA and was not sure what additional side project would add to the System. He said that a lot of the issues with the System is trying to bring all facilities together within the system and having additional side projects (referring to possible new mission/vision), he was not sure how the system feels about it and how the people of Alameda would feel. The additional projects should be part of AHS and not separate and extend to Alameda and San Leandro communities as the System has a better use and access to resources than the District could have.	
	Director Meyers noted that they were having a discussion that is not on the agenda and asked Mr. Driscoll to step in. He stated that Dr. Yeh was not involved in the previous conversation when the Board discussed community based healthcare districts and requirements of local healthcare district law. He stated that there are a whole other set of laws and requirements that the District has not done since becoming a district and he was elected to push his agenda that agenda. He stated that the community does have need on the island and that need should be discussed and addressed and reported back to the City on how well we are doing. The District should be lead agents in that process by gathering people together and not necessarily providing services or implementing programs.	
	Director Deutsch noted that in regards to the vote on support staff with the budget, that budget often have placeholders and that before we actually fund \$225,000 in support staff that the Board has an idea of what it is going towards. Director Meyers said that Vision 2015 committee did its work and provided that information at the last meeting. Director Deutsch disagreed with Director Meyers.	
	Director Meyers asked Mr. Driscoll to advise if the Board was rehashing the discussion from the last meeting and was it appropriate to have this discussion without it being formally on the agenda. Mr. Driscoll agreed that the discussion was moving back toward the budget discussion which was not on the agenda and the Board should not be revisiting a prior action at this time.	
	Director Meyers recapped what was presented at the last meeting about what the District could do as a community based district organized into three specific areas; the way in which we provide care on this island in an equitable way; how we prepare for the disaster in an equitable way and; the way in which we have an environment on the island conducive to health or not.	
	Director Meyers asked Mr. Finley if he would support the District's mission by funding the \$130,000 clerk position. Mr. Finley restated that he did not see any underlying issue of AHS funding the position with a couple of caveats. Under the JPA, he believes that there needs tobe	

Торіс	Discussion	Action / Follow-Up
	<ul> <li>mutual agreement on what the need of support services is and that by providing this support, AHS is not agreeing to this in perpetuity. AHS and the District would need to evaluate the position to determine the need of the position. There is discussion about who this person reports to and the reporting structure since the position will be employed by AHS with a dotted line relationship to the Board of Directors. In addition, he commented on Dr. Yeh's statement noting that AHS is not just an acute care hospital and in many ways concerned more about equitable care, access to care, social determinates of health, population health, and community based medicine. He would hope that the District would see AHS as a valuable partner in its efforts.</li> <li>Mr. Finley stated that AHS is willing to revise the budget for this fiscal year and continue to work with the District to make sure that the resource is maximized.</li> <li>Director Jensen noted that there was no discussion of expanding the role of the Board of Directors and hopes to move forward in collaboration with AHS and support of the community</li> </ul>	
	C. District Updates and Operational Updates	
	<ol> <li>Discussion of Support Personnel for District Operations</li> <li>No discussion at this time.</li> </ol>	No action taken
	<ul> <li>2) Reports on District Board Community Engagement Activities</li> <li>Director Meyers informed the Board that he has met with the Teamsters, both local and regional, representative the California Nurses Association, Alameda Fire Department, League of Women Voters, and City of Alameda Democratic Club. He spoke to these groups about the Vision 2015 work and feeback was positive.</li> <li>Director Saenz Duke informed the Board that she participated in an Alameda Point Collaborative event with AHS, Alameda Hospital, Alameda Hospital Foundation and the District. Director Jensen also attended this event. Director Saenz Duke informed the Board that she will be speaking at Alameda Rotary on September 29 and invites any other Board member to present with her.</li> <li>Director Jensen , welcomed the new CEO and new Board president Michelle Lawrence. She also participated in 2 Rotary meetings, attended the Community Paramedicine Program Open House . She also noted that she has been getting more involved in end of life decisions and has been invited to participate on an end of life committee at Highland Hospital.</li> </ul>	No action taken.
II.	General Public Comments	None
III.	Board Comments	None
IV.	Adjournment	

Topic

Discussion

Action / Follow-Up

Being no further business the meeting was adjourned at 7:10 p.m.

Attest:

Robert Deutsch, MD 1<sup>st</sup> Vice President Acting President



#### CITY OF ALAMEDA HEALTH CARE DISTRICT

Minutes of the City of Alameda Health Care District Board of Directors Open Session Wednesday, October 7, 2015 Special Meeting

Board Membe	ers Present		Legal Counsel Present	AHS Management / Guests	Excused
Robert Deutso Tracy Jensen	ch, MD	Jim Meyers, DrPH Kathryn Sáenz Duke		Stephen Van Meter, MD Michael Williams	Thomas Driscoll, Esq.
Submitted by:	Kristen Thorsor	n, District Clerk			
Торіс		Discussion		Action / Follo	w-Up
I. Call to	Order	The meeting was called to ord	er at 5:30 p.m.		
II. Roll Ca	all	Kristen Thorson called roll, no	ting a quorum of Directors was	present.	
III. Genera	al Public Comme	nt			
IV. Applica	ant Conference				
<ul> <li>A. Special Education Presentation</li> <li>Ms. Thorson gave a presentation about the District which included the following topics.</li> <li>History 101 <ul> <li>Understanding the Affiliation &amp; JPA</li> <li>District Structure</li> <li>Vision 2015</li> <li>Ralph M. Brown Act, Public Records Act &amp; Confidentiality</li> </ul> </li> <li>Copies of the presentation are available in Administration and will be posted on the website.</li> </ul>					
V. Intervie	ew Candidates fo	or District Board Vacancy			
Na inc qu	dicated below. T estions from the	didates were drawn to determine he candidates were allowed a 3 Board of Directors and then a 3 can be viewed on the website. liams, MD	minute opening statement follow	wed by	s taken.
Ea	ach Director was	given an opportunity to ask the o	candidates questions which are	outlined	

Торіс	Discussion	Action / Follow-Up
	below.	
	Questions to Michael Williams	
	<ul> <li>What do you see the role of the District in the future given our current position and in the community? (Director Jensen).</li> <li>What is your biggest fear or concern for what lies ahead for the District? What are the forces that are happening now that we have to keep an eye on in terms to changes in medical care, how hospitals are operating and hospital and changes in the community? (Director Sáenz Duke)</li> <li>Please give your perception of the community and any experience professionally or personally regarding the quality of care that is delivered at the hospital going back prior to affiliation and since the affiliation with Alameda Health System. (Director Deutsch)</li> <li>Director Meyers thanked Mr. Williams for applying and for their service to the community. He noted that he had reviewed each application and response to the questions in the application and had no further questions.</li> </ul>	
	Questions for Stephen Van Meter, MD	
	<ul> <li>What is your vision what the Board could and should be doing other than this important oversight of the affiliation with Alameda Health System or do you feel that the oversight is sufficient? (Director Sáenz Duke)</li> <li>Director Meyers thanked Dr. Van Meter for applying and for their service to the community. He noted that he had reviewed each application and response to the questions in the application and had no further questions.</li> <li>How do you see your role on the Board if appointed to the Board considering your past and current motivation to keep the hospital in the community through past roles at Alameda Hospital. (Director Jensen)</li> <li>Please give your perception of the community and any experience professionally or personally regarding the quality of care that is delivered at the hospital going back prior to affiliation and since the affiliation with Alameda Health System and what do you see we could do to guarantee the level of quality and service continues. (Director Deutsch)</li> </ul>	
	Director Deutsch noted that the Board was fortunate to have two very qualified candidates for the position and either candidate would be an excellent addition to the Board.	
	Ms. Thorson noted that Mr. Williams would not be able to attend the October 26, 2015 Board meeting. Since it was in the best interest of the Board to interview at least two candidate in open session per the procedure, this special meeting was called to allow for nboth candidates to be interviewed. The appointment will still occur on October 26, 2015 per the approved procedure and timeline. As discussed at the September 15 special meeting, the board asked the Clerk to identify several items for action and discussion that would follow the appointment and swearing in	

Topic	Discussion	Action / Follow-Up
	of the new Director. The Board was asked for their preference on continuing with the same schedule or modifying it. After some discussion, the schedule will continue as planned. If Dr. Van Meter was appointed on October 26, he would be seated with the Board for the remainder of the agenda. If Mr. Williams was appointed on October 26, the Board would continue with the agenda and Mr. Williams first meeting would be November 9, 2015.	
VI.	Board Comments	No action taken.
potent recom	or Jensen stated that the AHS Board of Trustees will be discussing the committee structure and the tial that the committees will be greatly reduced. She also noted that the Board may be making a mendation to the Board of Supervisors to reduce the number of Trustees per the bylaws. She will back to the Board with updates.	
VII.	Adjournment Being no further business the meeting was adjourned at 6:30 p.m.	

Attest:

Robert Deutsch, MD 1<sup>st</sup> Vice President Acting President

#### CITY OF ALAMEDA HEALTH CARE DISTRICT

#### Minutes of the City of Alameda Health Care District Board of Directors Open Session Monday, October 26, 2015 Regular Meeting

Board Members Present		Legal Counsel Present	Excused
Robert Deutsch, MD Jim Meyers, DrPH		Thomas Driscoll, Esq.	N/A
Tracy Jensen	Kathryn Sáenz Duke		
Submitted by: Kristen Thorson, Distric	t Clerk		

Topic	Торіс		Discussion	Action / Follow-Up
I. Call to Order The meeting was called to		III to Order	The meeting was called to order at 6:15 p.m.	
١١.	Ro	ll Call	Kristen Thorson called roll, noting a quorum of Directors was present.	
assoc about	iatio glob	n with the United Nati oal health as the Boar	om Mr. Herb Behrstock. Mr. Behrstock is a resident of Alameda and provided ons Association in the East Bay and his perspective on global health and comr d looks at the future and future vision.	
III.	<u>Ap</u>	pointment of New D	istrict Board Member	
	A.	Discussion There was no discu	ssion regarding the candidates	
	В.	Action		By way of voting, Michael Williams
		Deutsch recommen	d the voting process to appoint the new District Board member. Director ded a voting method of the first choice receiving 2 points and second choice h the candidate receiving the highest total points being the appointed Board	was appointed to the Board of Directors.
		relating to the ranke choice voting. Ms.	a clarifying comment regarding the ranked choice voting and regulations d choice voting process. Director Deutsch clarified that it was not ranked Thorson noted that in her communication to the board, she used the wording g which was in error.	
			uired about the effect on voting if someone chose not to give votes to the idate. Director Deutsch suggested that each Board member give their first	

Topic	Discus	ssion		Action / Follow-Up
	vote for a second candidate Meyers indicated that per th on the voting process. Eac	e and would be voting he Brown Act, secret b h Board member was strict Clerk. The Clerk	Director Meyers noted that he did not wish to for only one candidate as was his right. Direct pallots were not allowed and wanted clarificat given a voting sheet and then turned in k tallied the sheet and reported each Director ate as indicated below.	ctor tion
	S	tephen Van Meter, MD	Michael Williams	
	Robert Deutsch, MD	2	1	
	Tracy Jensen	1	2	
	Jim Meyers, DrPH	0	2	
	Kathryn Sáenz Duke	1	2	
	Total	4	7	
	Director Sáenz Duke thank	ed Dr. Van Meter for a	applying for the vacancy.	
IV. Re	egular Agenda			
А.	Action Items			
	Association Ms. Thorson presented info Special District Association \$50/year. Director Meyers point in the future. He also in favor of continuing memb that she would attend as he would be beneficial for futu with the local chapter on up	ormation on the member as noted in the memor suggested that the Bo noted that this chapter pership. Director Sáen er schedule permits. Dire policy changes with pocoming meeting dates	County Chapter of California Special District ership to Alameda County Chapter of Califor prandum in the board packet. Membership is pard should review all memberships at some er votes for the LAFCo representation and he to Duke stated it was well worth the money a Director Jensen also agreed that membership special districts. Ms. Thorson will follow-up is and times and will plan to attend the meetin ill attend as their schedules permit.	continue membership in the Alameda County Chapter of California Special District Association. Director Meyers seconded the motion. The motion carried.
	Assigning Alliant Ins Ms. Thorson presented info	surance Services, Inc. prmation on the reques	d Authorizations for all Insurance Carriers as Broker of Record Letter at for authorization to sign Broker of Record as broker of record as outlined in the	Director Duke made a motion to authorize the Board President (Director Deutsch) to execute the Broker of Record letters to consolidate brokers. Director Jensen

opic	Discussion	Action / Follow-Up
	memorandum in the board packet. Moving all policies under one broker will allow for ease of administration of all policies and all policies can be reviewed together to look for excess or gaps in coverage based on District operations. There was a discussion about a downside. Ms Thorson noted that if the Board or staff was not happy with the service that a change could always be made as needed.	seconded the motion. The motion carried.
В.	Alameda Health System and Alameda Hospital Update	
	1) Alameda Health System Board of Trustee Report Director Jensen reported that the Board of Trustees had a Board retreat October 23-24 and have been focusing on physicians, population health, communications with the Board of Supervisors and Governance and internal board communications. AHS has appointed an interim Chief Medical Officer, Joe Walker, MD as a permanent candidate is recruited. Alameda Health Partners, a physician organization, is still under development. The current Board composition is at 9 trustees, down from 12. The Board is reviewing their composition and is considering whether to make changes to the bylaws to allow for a smaller leaner Board. There are also changes to the committee structure with the elimination of several committees and the addition of Board education sessions. The changes are intended to keep all of the board informed about all of the issues. The Board of Trustees agreed to visit all sites within the system. If the Board of Directors wish to tour any facility, they should coordinate with Bonnie Panlasigui.	No action taken.
	Director Meyers stated that over the past few months the operating margin for Alameda Hospital has improved dramatically and believes that Bonnie's leadership has played a significant role in creating an improved operating margin. In recent months, there has been an addition of a line item for overhead cost. He asked Director Jensen if she had a sense of where that dollar amount came from or an explanation of the allocation as it appears that Alameda Hospital is doing worse that pre-affiliation financial performance. Director Jensen did not have an answer at this time. She indicated that the Board of Trustees and Senior leadership are working with the Board and providing more information and education to the board on the financials.	
	Director Deutsch noted that the methodology was that 30% of the total expenses for each facility were how the allocation was determined for system overhead. Director Meyers stated that he asked for clarification at a previous meeting and was told that was the best that could be done at this time. Director Meyers asked Director Deutsch how the District would get an answer that the Board could then have to communicate with the community sufficiently about the allocation and the financial performance of the hospital.	
	Director Deutsch suggested that the District ask Alameda Health System to continue quarterly reports beyond what is stated in the JPA. Director Jensen stated that the financial standards are in line with regulatory and industry guidelines and reviewed by auditors. She added that the	

Торіс	Discussion	Action / Follow-Up
	allocation of expenses is across the system and not just at Alameda Hospital.	
	Director Meyers asked again how the District Board gets an answer regarding the allocation. Director Jensen suggested asking Ms. Panlasigui as CAO of the hospital. Director Meyers asked the Board, in general if it was a concern of the Board or just a concern to him. Director Sáenz Duke stated that it was an important question to ask. Ms. Thorson suggested that she connect with Bonnie Panlasigui to share the concerns of the Board regarding the methodology on the allocation of system costs for each facility and specifically for Alameda Hospital. Ms. Thorson will ask Ms. Panlasigui for a verbal or written report at the November 9, 2015 meeting. The Board agreed with this approach.	
	2) Chief Administrative Officer Report	No action taken.
	Report was deferred as Bonnie Panlasigui was unable to attend the meeting.	
C.	District Updates and Operational Updates	
	1) President's Report	No action taken.
	1) November 9, 2015 Agenda Preview	
	Director Deutsch informed the Board that as a result of an inquiry by Director Sáenz Duke, an agenda preview for the next meeting was provided for review and input and to provide an opportunity to the Board to add agenda items as needed. Director Deutsch stated that he asked the Clerk to add to each agenda preliminary items to be discussed at the next meeting. This will give an opportunity to the Board to add agenda items by contacting the President or by using the two board member process outlined in the bylaws.	
	Director Sáenz Duke asked to make a comment or query on some of the items. She suggested on #2, that it may read Acceptance of Final Report instead of Approval. Director Meyers stated that originally they were challenged to produce a report and not recommendations, but could make recommendations if requested. Second, on election of officer (#5), it would be helpful to look at what offices we have. She commented on having a AHS Liaison could be an officer positions. Director Deutsch stated that making changes to the officers requires a bylaw revision which would take time. Director Jensen noted that with the recruitment of support personnel, there would be implication to the bylaws. She suggested that the Board proceed with interim officers as it will take time to make any bylaws changes. Director Meyers asked the Clerk when the annual election of officers was. Ms. Thorson responded that election of officers historically been held at the beginning of each calendar year.	
	Director Meyers stated that he has asked for agenda items to be included on an agenda through an email that was sent to Director Deutsch as President some of which are related to the	

Торіс	Discussion	Action / Follow-Up
	discussion. Items suggested were, Brown Act Retreat and/or agenda item where the Board receives training to make sure that the Board is not violating the Brown Act; a board retreat or agenda item where the Board discusses operations and communication and changes to the bylaws that more that reflect a more equitable representation of voices and opinions. These items were not include on the preliminary agenda and Director Meyers understanding is that it would require a second officer to add these to an agenda. He asked if this was the time to ask for a second Board member to agree with adding one or more of these items to the agenda. Mr. Driscoll stated that it was appropriate to discuss and determine the agenda for the next meeting.	
	Director Meyers recommended that we have these two items added to the November 9, 2015 agenda realizing that there may not be a discussion on these topics but to be discussed and in the queue to be discussed as these are extensive discussion topics. He asked for a second Board member to support his recommendation and if one was not received he would forward to newly appointed member, Michael Williams and ask for a second from him.	
	Director Sáenz Duke as Director Meyers to summarize his suggestions. Director Meyers re- stated the topics of Brown Act education and communications amongst board including bylaw changes, including when materials are posted and distributed. He feels that these items need to be discussed. Director Jensen noted that she has experience with other Board and agrees that there should be a discussion about some governance issues and recommends a presentation on the bylaws and board communication, but hesitates on spending a lot of time and discussion on the Brown Act. She stated that she has experience with the Brown Act on the AHS Board and other Boards where a lot of time was spent which tended to result in a lot of time taken up with little being accomplished. She stated that she understood that Director Meyers had concerns with the Brown Act applying to the District Board and did not share his concerns. She further stated that she believe the District is operating transparently and has not heard from any other organization or individual that would suggest that the District is in violation of the Brown Act. She added that spending time on board communication would be more beneficial that specific Brown act training as the District is not making a lot of decisions relating to financial or personnel.	
	Director Meyers stated that he believe the District has violated the direct language of the law and each Board member is culpable and did not want to do that anymore.	
	Director Sáenz Duke stated that she is interested in better understanding communication amongst the Board and how it relates to the Brown Act. She is interested in the suggestions from the AHS Board of Trustees and suggested that could be a model for the District and see communications and officer roles/revision to bylaws as related. She also stated that she has oncerns about not meeting from November to February.	
	Mr. Driscoll noted that all of the items being discussed were open session topics. She also suggested that the Brown Act education could be a targeted discussion based on specific	

Торіс	Discussion	Action / Follow-Up
	questions or issues form the Board.	
	Director Deutsch agreed with Director Jensen's comments relating to the Brown Act and did not believe there has been an issue.	
	After continued discussion, Director Deutsch stated that there was as consensus to have a meeting in January 2016 to include Brown Act Education with targeted discussion (conducted by Legal Counsel and District Clerk), election of officers, including discussion of roles and responsibilities that could be reflected in bylaw revisions and a future meeting and board communications.	
	The Clerk will note these items on the preliminary agenda section of the November 9 <sup>th</sup> meeting.	
	2) Discussion on Next Steps for Recruitment of Support Personnel for District Operations	
	Director Deutsch noted that there was one position that the Board has authority to fund and one position that will be funded by AHS through the parcel tax funds and asked the Board to discuss next steps. The Board can move forward with the Executive Director while the District Clerk requires collaboration and input to AHS.	
	Director Meyers noted that the job duties of the executive director and support personnel are related to the final report from Vision 2015 committee and what the Board thinks about the report. He also noted that it would be hard to hire support personnel without having a job description. Duke welcomed input from the Board	
	Director Deutsch suggested asking the Clerk to contact recruitment firm and start to look for potential candidates for the Board to review. Director Meyers requested that this wait until the Board reviewed draft job descriptions that he and Director Sáenz Duke have prepared as part of their Vision 2015 work and final report.	
	Ms. Thorson noted that Clerk noted that the idea accepting	
	Director Meyers noted that the committee was asked to give a report, and can include other recommendations at the request of the Board. He stated that he wanted to have a discussion about the report and avoid making a recommendation and then the Board just accepting it or not. Ms. Thorson noted that by agendizing an acceptance of a report and recommendations would allow the board to discuss and approve moving forward with a Job description set of guidelines for an Executive Director and support personnel, make changes to the proposal of defer to another meeting if the Board felt more discussion or work needed to be done. Mr. Driscoll affirmed that by putting the acceptance of the report and recommendation as an action item would allow the board to make decisions based on the discussion and materials presented.	
	Director Jensen stated that support personnel including the Executive Director would rely on the	

Topic	Discussion	Action / Follow-Up			
	report and how the Board feels about moving forward. She would not feel comfortable about hiring without knowing the clear direction and consensus of the Board regarding Vision 2015. Director Jensen suggested that an ad hoc hiring committee be identified to determine the process. Director Deutsch noted that there was a consensus to have recommendations and on the agenda for discussion at the November 9 meeting.				
	Ms. Thorson reviewed the order of agenda noting that the meeting would begin with swearing-in of Michael Williams, followed by special recognition of J. Michael McCormick and then the Petaluma Presentation.				
IV.	General Public Comments	None			
V.	Board Comments	None			
VI.	Adjournment				
	Being no further business the meeting was adjourned at 7:25 p.m.				

Attest:

Robert Deutsch, MD 1<sup>st</sup> Vice President Acting President

DATE: November 9, 2015

TO: City of Alameda Health Care District, Board of Directors

**FROM:** Kristen Thorson, District Clerk

**SUBJECT:** Nomination and Appointment of Two District Representatives to the City of Alameda / City of Alameda Health Care District Liaison Committee

#### <u>Action</u>

Nomination of two District representatives to the City of Alameda / City of Alameda Health Care District Liaison Committee. Nominations will be called for at the Board meeting.

#### Background

As reported in August, 2015 to the District Board, on June 16, 2015, the first Alameda Health Care District Liaison Committee was held in which the following person attended.

Trish Herrera Spencer, Mayor Jim Oddie, Councilmember Doug Long, Fire Chief Elizabeth Warmerdam, Interim City Manager J. Michael McCormick, President, Board of Directors Bonnie Panlasigui, CAO, Alameda Hospital Kristen Thorson, District Clerk

The committee was formed on June 11, 2015 by the City Council. At the meeting, the committee discussed membership, the intended purpose and scope, overlapping mission and sovereignty issues, meeting frequency and membership on the committee.

In general, the intended purpose and scope of the committee is to keep open lines of communication between City Council, the City of Alameda Health Care District and Alameda Hospital as well as to collaborate on current and new programs/ projects that promote health and well-being in the community as well as access to care.

The committee decided to meet quarterly with the next meeting to be held in October 2015, which was deferred due to transition on the Board. The Committee also discussed having at least annual reports from the District and Hospital / System to City Council. The Board will discuss timing of a joint presentation, including presenters at the November 9, 2015 District Board meeting.

Mayor Trish Herrera Spencer and Councilmember Jim Oddie were appointed by the City Council. City Council representative requested that two representatives from the City of Alameda Health Care District, Board of Directors be appointed to the committee. Bonnie Panlasigui, CAO could attend as a non-voting member of the committee along with staff from the District and City.

# CITY OF ALAMEDA HEALTH CARE DISTRICT

## UNAUDITED FINANCIAL STATEMENTS

FOR THE PERIOD ENDING SEPTEMBER 30, 2015

#### **Balance Sheets**

CITY OF ALAMEDA HEALTHCARE DISTRICT	As of 6/30/2015	As of 9/30/2015
Assets		
Current assets:	¢ 202 700	ć FC2 120
Cash and cash equivalents Grant and other receivables	\$ 292,786	\$ 562,130 1,460,887
Prepaid expenses and deposits	295,000 52,878	1,460,887 39,659
Total current assets	640,665	2,062,676
Total current assets	040,005	2,002,070
Assets limited as to use	255,304	272,949
Capital Assets, net of accumulated depreciation	3,650,181	3,536,856
	4,546,149	5,872,480
Other Assets	18,674	-
Total assets	\$4,564,824	\$5,872,480
Current liabilities: Line of Credit Current maturities of debt borrowings Accounts payable and accrued expenses	\$- 26,940 91,750	\$- 26,940 87,098
Total current liabilities	118,690	114,037
Debt borrowings net of current maturities	1,031,855	
Total liabilities	1,150,545	1,139,348
Net position:		
Invested in capital assets, net of related debt	4,089,001	4,089,001
Restricted, by conttributors	323,821	323,821
Unrestricted (deficit)	(998,543)	320,311
Total net position (deficit)	3,414,279	4,733,133
Total liabilities and net position	\$4,564,824	\$5,872,480

#### Statements of Revenues, Expenses and Changes in Net Position

#### CITY OF ALAMEDA HEALTHCARE DISTRICT

	Actual YTD 6/30/2015	Actual YTD 9/30/2015	Budget YTD 9/30/2015	Variance	
Revenues and other support					
District Tax Revenues	\$5,740,247	\$1,457,742	\$1,457,742	-	0%
Rents	172,112	44,381	43,028	1,353	3%
Other revenues	1,982	3	-	3	
Total revenues	5,914,341	1,502,125	1,500,769	1,356	
Expenses					
Salaries, wage and benefits	-	-	23,750	23,750	100%
Professional fees	120,450	12,818	20,225	7,407	37%
Supplies	3,906	505	1,038	533	51%
Repairs and maintenance	11,113	3,050	7,500	4,451	59%
Rents	22,150	6,150	6,150	-	0%
Utilities	7,148	1,807	625	(1,182)	-189%
Insurance	117,712	13,220	15,000	1,780	12%
Depreciation and amortization	453,300	131,999	-	(131,999)	
Interest	150,110	12,825	12,269	(557)	-5%
Travel, meeting and conferences	2,057	-	2,500	2,500	100%
Other expenses	77,111	899	3,250	2,351	72%
Total expenses	965,058	183,272	92,306	(90,966)	
Operating gains	4,949,283	1,318,853	1,408,463		
Transfers	(3,585,725)	-	(1,400,737)		
Increase in net position	1,363,557	1,318,853	7,726		
Net position at beginning of the year	2,050,722	3,414,279	3,414,279		
Net position at the end of the period	\$3,414,279	\$4,733,133	\$4,822,743		

#### **Statements of Cash Flows**

#### CITY OF ALAMEDA HEALTHCARE DISTRICT

	Actual	Actual	Budget	
	YTD	YTD	YTD	
	6/30/2015	9/30/2015	9/30/2015	
Increase in net position	\$1,363,557	\$1,318,853	\$ 7,726	
Add Non Cash items				
Depreciation	453,300	131,999	-	
Changes in operating assets and liabilities				
Patient account receivable	-	-	-	
Grant and other receivables	(3,717)	(1,165,887)	-	
Prepaid expenses and deposits	(52 <i>,</i> 878)	13,220	-	
Accounts payable and accrued expenses	(25,843)	(4,652)	-	
Accrued payroll and related liabilities	-	-	-	
Net Cash provided(used) by operating activities	1,734,420	293,533	7,726	
Cash flows from investing activities				
Acquisition of Property Plant and Equipment	(14,481)	-	(625)	
Changes in assets limited to use	68,517	(17,645)	-	
Net Cash used in investing activities	54,037	(17,645)	(625)	
Cash flows from financing activities				
Principal payments on debt borrowings	(1,525,806)	(6 <i>,</i> 545)	(7,101)	
New borrowings Net cash used by financing activities	- (1,525,806)	(6,545)	(7,101)	
Net cash used by mancing activities	(1,525,800)	(0,545)	(7,101)	
Net change in cash and cash equivalents	262,650	269,343	(0)	
Cash at the beginning of the year	30,136	292,786	292,786	
Cash at the end of the period	\$ 292,786	\$ 562,130	\$ 292,786	



## **City of Alameda Health Care District**

## Vision 2015 Final Report and Recommendations

Kathryn Saenz Duke Jim Meyers
# Vision 2015 Charter



Study and report on the direction, purpose, and scope of work the Board should pursue as we adjust to significantly different primary opportunities & responsibilities for our Board's activities

# Outline

### • Findings

• Recommendations



# **Relevant Findings**



### **Ballot Language**

- The Alameda County Local Agency Formation Commission approved formation of the District on December 11, 2001, subject to voter approval of both the formation of the District and the special tax.
- "If the special tax is approved by the voters, the District would be required to use the tax proceeds to repay hospital indebtedness and to defray ongoing operating and capital improvement expenses of the District."



# California law gives local health district power to

- act as an advocate for the community
- annually report to the community on the progress made in meeting the community's health needs
- act in the best interests of the public health of the communities served by the district.



### Joint Powers Agreement Language

 the District will continue to operate to assure the health care needs of the community are met



### **CHCF Study on Health Care Districts**

- Districts originally formed to build and operate community hospitals
- Now support a wide range of community-based health and wellness activities



### Common Community-based District Operations

- Most are Lead Agents for Community Coalitions
  - Community Stakeholder Meetings
  - Health and Wellness Orientation
  - Identification of Gaps, Action Planning, Tracking
  - Annual Reporting to the Public
- Other activities or services, e.g.,
  - Grants Programs
  - Chronic Disease Management
  - School Health



### Recommendations



# **District's Dual Responsibilities**

Parcel Tax and Alameda Hospital Oversight Community Health and Well-being Leadership

### Parcel Tax and Alameda Hospital Oversight

- Retain title to the real property and leaseholds
- One seat on the AHS Board
- Review and analyze quarterly reports from AHS for first 2 years, and annually thereafter
- Oversee AHS investment in capital for mandated seismic retrofits, electronic health records, quality of care and patient satisfaction.

### Lead Agent for Community Health Stakeholder Groups

- Lead Agent = Convene Community Stakeholders To Take Action
  - Convene Community Stakeholders for Health
    - Review Community-based Assessments
    - Identify and Prioritize Top Gaps
    - Community Stakeholders Build Action Plans
  - Reduce Health and Well-being Gaps
  - Report Annually to the Public

Community Health Stakeholder Groups

Initial Focus:

• Disaster Preparedness and Health

 Medical, Behavioral, Social Services, Children's Health, Senior Health

Environment and Health

# **New Mission Statement**

The City of Alameda Healthcare District's Mission is:

- Oversee the maintenance and operation of, a District-owned hospital and other District-owned health care facilities.
- Collect, disburse and oversee use of parcel taxes collected under the authority of the District.
- To be a leader for the health and well-being of the residents of and visitors to the District.
- And, to do any and all other acts and things necessary to carry out the provisions of these Bylaws and the Local Health Care District Law

# **Update Bylaws**

- Revise existing bylaws to reflect our current situation
- Distribute edited version two weeks prior to the next meeting for board review
- Vote on new bylaws at January 2016 meeting

# City Council and Health Care District Liaisons

 Current agreement with City of Alameda calls for two District Directors to be members

• President of Board and Community Health Liaison to serve as our representatives.

### **District Staff – Executive Director**

• Approve the draft ED Job Description

- Board President to Select Search Committee to Oversee Executive Hiring Firm Process
  - Make Job Description changes as needed
  - Complete search process in February with identification of at least two finalist for full board interview process.
- Special Board Meeting in February for final interview of candidates and board vote
- Hire a new Executive Director by March 2016

### District Staff – Clerk/ Administrative Associate

• Approve Job Description

 Board President to Select Search/Hiring Committee after Executive Director is in Place

• Make Job Description changes as needed

• Hire a Full-time Clerk by July 2015

# These Findings and Recommendations Conclude the Work of the Vision 2015 Committee

#### ARTICLE I

#### OFFICERS

Section 1. Officers

A. The officers of this District shall be President, First Vice-President, Second Vice-President, Treasurer, <u>AHS Liaison, Community Health Liaison, and</u> such other officers as the Board of Directors shall determine are necessary and appropriate.

B. <u>Any Director may hold two offices if a majority of the Board elects</u> that Director to both of those positions. However, the President, First Vice-President, and Second Vice-President positions must be held by three different people.

C. All officers shall be filled by election from the membership of the Board of Directors.

D. Each officer shall be elected upon receiving a majority vote with each member of the Board of Directors having one vote. In the event that there is no majority for a single office, the candidate with the fewest votes shall be eliminated from candidacy and a runoff election with the remaining candidates shall take place. In the event that more than two candidates have an equal number of votes, the office shall be selected by random lot.

E. Officers shall be elected at such regular Board meeting as is specified by the Board.

F. Officers shall hold their office for terms of one (1) year or until such time as a successor is elected. An officer may be removed from office by a majority of the Board of Directors at any time. Officers may serve consecutive terms.

G. Officers <u>will report to the full District Board on any significant</u> <u>developments involving District staff, community outreach involving the District,</u> <u>or interactions with Alameda Health System board or senior staff.</u>

#### Section 2. **President**

A. The President shall perform the following duties:

1. Preside over the meetings of the Board of Directors;

2. Sign and execute (jointly with the Secretary where appropriate), in the name of the District, all contracts and conveyances and all other instruments in writing that have been authorized by the Board of Directors;

3. Subject to any duly-adopted Policy of the Board regarding the signing of checks, exercise the power to co-sign, with the Secretary checks drawn on the funds of the District whenever:

a. There is no person authorized by resolution of the Board of Directors to sign checks on behalf of the District regarding a particular matter; or

b. It is appropriate or necessary for the President and Secretary to sign a check drawn on District funds.

4. Have general responsibility for the affairs of the District, subject to the advice and <u>publicly approved decisions</u> of the Board of Directors.

5. <u>Provide to the District's Executive Director general</u> supervisory input during the year, in accordance with publicly approved decisions of the Board of Directors and/or consultation with the District Liaison. This supervision shall include attention to significant employment activities such as performance appraisals, disciplinary activities, and salary and benefits negotiations.

6. Generally discharge all other duties that shall be required of the President by the Bylaws of the District.

B. If at any time, the President is unable to act as President, the Vice Presidents, in the order hereinafter set forth, shall take the President's place and perform the President's duties; and if the Vice Presidents are also unable to act, the Board may appoint someone else to do so, in whom shall be vested, temporarily, all the functions and duties of the office of the President.

Section 3. Vice-Presidents

A. In the absence of the President or given the inability of the President to serve, the First Vice-President, or in the First Vice-President's absence, the Second Vice-President, shall perform the duties of the President.

B. Perform such reasonable duties as may be required by the members of the Board of Directors or by the President.

Section 4. Secretary

The Secretary shall have the following duties:

A. To act as Secretary of the District and the Board of Directors.

B. To be responsible for the proper keeping of the records of all actions, proceedings, and minutes of meetings of the Board of Directors.

C. To be responsible for the proper recording, and maintaining in a special book or file for such purpose, all ordinances and resolutions of the Board of Directors (other than amendments to these Bylaws) pertaining to policy or administrative matters of the District and its facilities.

D. To serve, or cause to be served, all notices required either by law or these Bylaws, and in the event of the Secretary's absence, inability, refusal or neglect to do so, such notices may be served by any person so directed by the President or Board of Directors.

E. To have custody of the seal of this District and the obligation to use it under the direction of the Board of Directors.

F. To perform such other duties <del>as</del> pertaining to the Secretary's office and <del>as are</del> prescribed by the Board of Directors.

#### Section 5. **Treasurer**

A. The Board of Directors shall establish its own treasury and shall appoint a Treasurer charged with the safekeeping and disbursal of the funds in the treasury.

B. The Board of Directors shall fix the amount of bond to be given by the Treasurer and shall provide for the payment of the premium therefor.

C. The Treasurer shall be responsible for the general oversight of the financial affairs of the District, including, but not limited to receiving and depositing all funds accruing to the District, coordinating and overseeing the proper levy and collection of the District's annual parcel tax, performance of all duties incident to the office of Treasurer and such other duties as may be delegated or assigned to him or her by the Board of Directors, provided, however, that the District Staff shall implement, and carry out the day to day aspects of the District's financial affairs.

D. The Treasurer shall maintain active and regular contact with the administrative staff for the purpose of obtaining that information necessary to carry out his or her duties.

#### Section 6. Alameda Health System (AHS) Liaison

A. As authorized by section 3.1 of the joint powers agreement entered into by Alameda Health System (AHS) and the City of Alameda Health Care District, the District may nominate one designee to serve as a voting member of the AHS board of directors. B. Upon approval of the nomination by the County Board of Supervisors, the appointee will be a voting member of the AHS Board of Directors, and shall be the District's AHS Liaison, serving as the primary conduit of information between the board of the AHS and the board of the District.

<u>C. The AHS Liaison will consistently attend meetings of the boards of both</u> the AHS and the District, and keep each board informed of decisions or other developments that are relevant to the other board and their key staff. However, the AHS Liaison shall not disclose to either board any information that has been discussed within closed session of one of the boards, or information that is otherwise subject to confidentiality protection.

D. <u>The AHS Liaison shall always act in the best interest of the District,</u> and will notify the District board if there is a situation known to be or likely to be a conflict between the AHS Liaison's loyalties to the District and to the AHS board or other health-related entity.

#### Section 7. Community Health Liaison

<u>A. The Community Health Liaison shall be a major conduit of information</u> between the Board and its staff in matters involving community health assessment and improvement activities.

B. The Community Health Liaison will regularly meet with District staff and other community leaders or groups to accomplish the mission of the District.

#### EXECUTIVE DIRECTOR

Section 1. Selection

A. The Board of Directors may select, employ and give the necessary authority to, an <u>Executive Director</u> who shall be responsible for overseeing and directing the day-to-day management and operation of the District. In performing this task, the <u>ED</u> shall be held responsible for the administration of the District in all its activities <del>and departments</del>, subject only to such policies as may be adopted and such orders as may be issued by the Board of Directors or by any of its committees to which it has delegated power for such action.

Section 2. <u>Authority and Duties</u>

The authority and duties of the Executive Director, or if none, the President, shall be:

A. To act as the duly authorized representative of the Board of Directors in all matters in which the Board has not formally designated some other person.

B. To develop a plan for organizing the personnel and other operational staff of the District and to establish procedures for the internal operation of the District, each of which will be submitted to the Board of Directors for approval,

C. To prepare an annual budget showing the expected receipts and expenditures, as required by the Board of Directors.

D. To select, employ, supervise and discharge all District employees as are necessary for carrying on the normal functions of the District if any. Notwithstanding the above, all employees of the District ultimately serve at the pleasure of the Board of Directors.

E. To supervise all business affairs of the District, such as records of financial transactions, the collection of accounts, and the purchase and issuance of supplies.

F. To ensure that all funds coming to the District are collected and expended to the best possible advantage, while acknowledging all obligations found in law and legal agreements in existence at the time.

G. <u>To promote a high level of cooperation with the Chief Administrative</u> Officer of Alameda Hospital and other Alameda Health System leaders whose responsibilities affect operation of the District's medical care and health-related services and facilities.

H. To periodically submit to the Board of Directors or its authorized committees reports reviewing the activities services and financial activities finances of the District.

I. To prepare and submit any special reports requested by the Board of Directors or its authorized committees, in accordance with their instructions.

J. To attend all meetings of the Board of Directors.

K. To attend the meetings of any committee the Board of Directors determines to requires the ED's regular attendance.

L. <u>To work with Board members, as appropriate, to liaison with other</u> public agencies and elected officials.

M. <u>Working with legal counsel and other information resources, to help</u> the District stay in compliance with health care district law and the Ralph M. Brown Act. N. <u>To assist the District Board in staying informed about the changing</u> realities of the health care financing, delivery, and quality of care assessment environment in which the District and its health facilities operate.

O. To perform any other duties that may be necessary in the best interest of the District.

#### **ARTICLE II**

#### COMMITTEES

#### Section 1. Committees Generally

A. The Board of Directors may, by resolution, establish one or more committees and delegate to such committees any aspect of the authority of the Board of Directors. Membership and chairmanship of such committees shall be appointed by the Board. The Board of Directors shall have the power to prescribe the manner in which proceedings of any committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted.

B. A majority of the members of a committee shall constitute a quorum of such committee and the act of a majority of members present at which a quorum is present shall be the act of the committee.

C. Unless the Board of Directors or the committee shall otherwise provide, the regular and special meetings and other actions of any Committee shall be governed by the same requirements set forth in Article II, Sections 7 and 8 applicable to meetings and actions of the Board of Directors.

D. Each committee shall regularly report its activities to the Board of Directors.

#### \*\*\*\*\*\*

NOTE: Although authors of this document have attempted to indicate which words have been <u>added</u> to the current By Laws and which have been <del>deleted,</del> these markings are not definitive. For complete information on changes suggested here, this draft should be compared to the text of the ByLaws currently in effect.

3. Subject to any duly-adopted Policy of the Board regarding the signing of checks, exercise the power to co-sign, with the Secretary checks drawn on the funds of the District whenever:

a. There is no person authorized by resolution of the Board of Directors to sign checks on behalf of the District regarding a particular matter; or

b. It is appropriate or necessary for the President and Secretary to sign a check drawn on District funds.

4. Have, subject to the advice and control of the Board of Directors, general responsibility for the affairs of the District, and generally discharge all other duties that shall be required of the President by the Bylaws of the District.

B. If at any time, the President is unable to act as President, the Vice Presidents, in the order hereinafter set forth, shall take the President's place and perform the President's duties; and if the Vice Presidents are also unable to act, the Board may appoint someone else to do so, in whom shall be vested, temporarily, all the functions and duties of the office of the President.

#### Section 3. <u>Vice-Presidents</u>

A. In the absence of the President or given the inability of the President to serve, the First Vice-President, or in the First Vice-President's absence, the Second Vice-President, shall perform the duties of the President.

B. Perform such reasonable duties as may be required by the members of the Board of Directors or by the President.

#### Section 4. Secretary

The Secretary shall have the following duties:

A. To act as Secretary of the District and the Board of Directors.

B. To be responsible for the proper keeping of the records of all actions, proceedings, and minutes of meetings of the Board of Directors.

C. To be responsible for the proper recording, and maintaining in a special book or file for such purpose, all ordinances and resolutions of the Board of Directors (other than amendments to these Bylaws) pertaining to policy or administrative matters of the District and its facilities.

D. To serve, or cause to be served, all notices required either by law or these Bylaws, and in the event of the Secretary's absence, inability, refusal or neglect to do so, such notices may be served by any person so directed by the President or Board of Directors.

E. To have custody of the seal of this District and the obligation to use it under the direction of the Board of Directors.

F. To perform such other duties as pertain to the Secretary's office and as are prescribed by the Board of Directors.

Section 5. <u>Treasurer</u>

A. The Board of Directors shall establish its own treasury and shall appoint a Treasurer charged with the safekeeping and disbursal of the funds in the treasury.

B. The Board of Directors shall fix the amount of bond to be given by the Treasurer and shall provide for the payment of the premium therefor.

C. The Treasurer, who may or may not be a member of the Board of Directors, shall be selected by the Board of Directors based upon his or her competence, skill, and expertise.

D. The Treasurer shall be responsible for the general oversight of the financial affairs of the District, including, but not limited to receiving and depositing all funds accruing to the District, coordinating and overseeing the proper levy and collection of the District's annual parcel tax, performance of all duties incident to the office of Treasurer and such other duties as may be delegated or assigned to him or her by the Board of Directors, provided, however, that the Chief Financial Officer of the District's financial affairs.

E. The Treasurer shall maintain active and regular contact with the administrative staff for the purpose of obtaining that information necessary to carry out his or her duties.

#### **ARTICLE IV**

#### CHIEF EXECUTIVE OFFICER

Section 1. Selection

A. The Board of Directors may select and employ an administrator who shall hereinafter and hereafter be known as the "Chief Executive Officer" or "CEO."

B. Any contract entered into by and between the District and the Chief Executive Officer shall not provide for more than 18 months of severance pay upon termination, regardless of cause.

C. The Board of Directors may select, employ and give the necessary authority to, a competent Chief Executive Officer who shall be responsible for overseeing and directing the day-to-day management and operation of the District. In performing this task, the CEO shall be held responsible for the administration of the District in all its activities and departments, subject only to such policies as may be adopted and such orders as may be issued by the Board of Directors or by any of its committees to which it has delegated power for such action.

#### Section 2. <u>Authority and Duties</u>

The authority and duties of the Chief Executive Officer, or if none, the President, shall be:

A. To act as the duly authorized representative of the Board of Directors in all matters in which the Board has not formally designated some other person.

B. To develop a plan for organizing the personnel and other operational staff of the District and to establish procedures for the internal operation of the District, each of which will be submitted to the Board of Directors for approval,

C. To prepare an annual budget showing the expected receipts and expenditures, as required by the Board of Directors.

D. To select, employ, control and discharge all employees as are necessary for carrying on the normal functions of the District and its health care facilities, if any. Notwithstanding the above, all employees of the District ultimately serve at the pleasure of the Board of Directors.

E. To oversee all physical property of the District and to ensure that it is kept in good repair and operating condition.

F. To supervise all business affairs, such as records of financial transactions, the collection of accounts, and the purchase and issuance of supplies.

G. To ensure that all funds are collected and expended to the best possible advantage.

H. To exercise such professional ability and judgment so as to promote the highest level of health care and cooperation among all District staff providing professional services to benefit both the public and the District.

I. To submit reports reviewing the professional services and financial activities of the District periodically to the Board of Directors or its authorized committees.

J. To prepare and submit any special reports requested by the Board of Directors or its authorized committees in accordance with their instructions.

K. To attend all meetings of the Board of Directors.

L. To attend the meetings of any committee the Board of Directors determines requires the CEO's regular attendance.

M. To perform any other duties that may be necessary in the best interest of the District.

N. To serve ex officio as a member of the Medical Executive Committee and the Joint Conference Committee, or comparable committees, or to name a delegate to serve in his or her stead.

O. To grant temporary privileges and impose and/or modify summary restrictions or suspensions in accordance with the procedures set forth in the Medical Staff Bylaws, and to carry out any other responsibilities described in the Medical Staff Bylaws as appropriate for the CEO.

#### **ARTICLE V**

#### COMMITTEES

Section 1. <u>Committees Generally</u>

A. The Board of Directors may, by resolution, establish one or more committees and delegate to such committees any aspect of the authority of the Board of Directors. Membership and chairmanship of such committees shall be appointed by the Board. The Board of Directors shall have the power to prescribe the manner in which proceedings of any committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted.

B. A majority of the members of a committee shall constitute a quorum of such committee and the act of a majority of members present at which a quorum is present shall be the act of the committee.

C. Unless the Board of Directors or the committee shall otherwise provide, the regular and special meetings and other actions of any Committee shall be governed by the same requirements set forth in Article II, Sections 7 and 8 applicable to meetings and actions of the Board of Directors.

D. Each committee shall keep regular minutes of its proceedings and shall report the same to the Board of Directors as required by the Board of Directors.

#### **ARTICLE VI**

#### MEDICAL STAFF

(If the District is the licensed operator of

one or more Health Care Facilities)

#### Section 1. Organization and Bylaws

A. The Medical Staff shall organize itself and adopt bylaws (the "Medical Staff Bylaws") consistent with the District Bylaws, for the purpose of discharging its obligation under applicable laws and regulations, and for the purpose of governing itself with respect to the professional services provided in the facilities of the District. The Medical Staff Bylaws shall provide for appropriate officers and clinical organization.

B. The Medical Staff Bylaws shall describe the credentialing process by which eligibility for Medical Staff membership and privileges shall be determined, including criteria for the grant of membership and privileges that are consistent with the District Bylaws.

C. The Medical Staff Bylaws shall provide that the Medical Staff, or a committee or committees thereof, shall assess the credentials and qualifications of all applicants for initial Medical Staff membership, for reappointment to the Medical Staff, and for privileges, and shall submit to the Board of Directors recommendations thereon, and shall provide for reappointment no less frequently than biennially.

D. The Medical Staff shall also adopt Rules and Regulations, consistent with the Medical Staff Bylaws, providing for the conduct of the organizational activities of the Medical Staff.

E. The Medical Staff Bylaws, and the Medical Staff Rules and Regulations, shall be subject to approval of the Board of Directors, and any proposed amendment thereto shall be effective only upon approval by the Board of Directors, which approval shall not be unreasonably withheld.

#### Section 2. Conflicts With Medical Staff Bylaws

The Joint Commission prohibits inconsistencies between the District Bylaws and the Medical Staff Bylaws. Inconsistencies, if any, between the District and the Medical Staff Bylaws will be resolved in accordance with applicable procedures in the Medical Staff Bylaws.

#### Section 3. Nature of Medical Staff Membership

Medical Staff membership is a privilege, and not a right, that shall be granted only to professionally qualified practitioners who clearly and continuously meet the standards and requirements set forth herein and in the Bylaws of the Medical Staff.

#### Section 4. Qualifications for Membership

A. Only physicians and surgeons, dentists, and podiatrists who:

1. Demonstrate and document their licensure, education, training, experience, current professional competence, character, ethics, and physical and mental health status so as to establish to the satisfaction of the Medical Staff and the

POSITION	Executive Director
ORGANIZATION	City of Alameda Health Care District. http://www.alamedaahs.org/about-us/district-board
LOCATION	The City of Alameda Health Care District ("District") includes everyone residing within the City of Alameda, which encompasses the zip codes of 94501 and 94502.
BACKGROUND	The District was created in 2002 to allow continued operation of Alameda Hospital, supported by newly enacted parcel taxes. In 2014, the District and the Alameda Health System (AHS) entered into a Joint Powers Agreement that transferred to AHS the operations of Alameda Hospital and the District's other health facilities. The District maintains oversight responsibility. As this arrangement moves ahead in its second year, the District Board plans to add to its hospital oversight activities an expanded focus on community health and other kinds of activities authorized by state law. These may at some time in the future include establishing or assisting in the operation of outpatient health facilities, diagnostic and testing centers, health education programs, wellness and prevention programs, rehabilitation, and other health care services and organizational relationships needed for good physical and mental health in the community served by the district. However, the more immediate focus is on continued Alameda Hospital/parcel tax oversight, community health stakeholder outreach, and health leadership within the community served by the District. To move forward effectively, the District has created a .5 FTE position of Executive Director. This person will be the CAHCD's inaugural Executive Director, who will work with the District's full-time clerk, Board members, community members, and potential funders to develop
	Board members, community members, and potential funders to develop and expand the District's community health-related activities and resources. While this happens, the District Board will continue its oversight of AHS operations and finances affecting the District's health facilities.
	The new Executive Director position will be a high profile one, functioning within a strong local community. The District seeks an Executive Director with creativity, vision, health or hospital-related experience, and interest in engaging with our community. The successful candidate will have the opportunity to lead, plan, build, and oversee daily operations of an entity developing a new role for itself as the AHS- District affiliation relationship develops and moves forward. Until now, executive functions of the District have been performed by some combination of the Alameda Hospital CEO and staff, a part-time District clerk, and members of the District Board. As the organization grows and develops, there will be opportunities for innovation, organizational restructuring, and greater community partnership and

engagement.

POSITION SUMMARY	The Executive Director will have overall responsibility for the planning and operation of the District's activities, including helping the District plan for its future role. Working closely with the District Directors and the District Clerk, the Executive Director will support the District Board's intention to plan, develop, and manage activities that meet its goals, mission, and vision. Of particular importance will be external relationships with community health stakeholders, Alameda Hospital and its CAO, and leaders at AHS and who can impact the health and well being of our community. The Executive Director will be directly supported by a contracted legal counsel and a full-time District staff person who serves as the District's Clerk.
RESPONSIBILITIES	A. To act as the duly authorized representative of the Board of Directors in all matters in which the Board has not formally designated some other person.
	B. To develop a plan for organizing the personnel and other operational staff of the District and to establish procedures for the internal operation of the District, each of which will be submitted to the Board of Directors for approval,
	C. To prepare an annual budget showing the expected receipts and expenditures, as required by the Board of Directors.
	D. To select, employ, supervise and discharge all District employees as are necessary for carrying on the normal functions of the District if any. Notwithstanding the above, all employees of the District ultimately serve at the pleasure of the Board of Directors.
	E. To supervise all business affairs of the District, such as records of financial transactions, the collection of accounts, and the purchase and issuance of supplies.
	F. To ensure that all funds coming to the District are collected and expended to the best possible advantage, while acknowledging all obligations found in law and legal agreements in existence at the time.
*	G. To promote a high level of cooperation with the Chief Administrative Officer of Alameda Hospital and other Alameda Health System leaders whose responsibilities affect operation of the District's medical care and health-related services and facilities.
	II. To nominationally and written the Doord of Direction it

H. To periodically submit to the Board of Directors or its authorized committees reports reviewing the activities and finances of the District.

I. To prepare and submit any special reports requested by the Board of Directors or its authorized committees, in accordance with their instructions.

J. To attend all meetings of the Board of Directors.

K. To attend the meetings of any committee the Board of Directors determines to requires the ED's regular attendance.

L. To work with Board members, as appropriate, to liaison with other public\_agencies and elected officials.

M. Working with legal counsel and other information resources, to help the District stay in compliance with health care district law and the Ralph M. Brown Act.

N. To assist the District Board in staying informed about the changing realities of the health care financing, delivery, and quality of care assessment environment in which the District and its health facilities operate.

O. To perform any other duties that may be necessary in the best interest of the District.

#### CANDIDATE PROFILE

#### CAPABILITIES -

- Excellent verbal and written communication skills. Good listener.
  - The ability to work with a wide range of professionals and also community and health care leaders.
- A creative and strategic thinker who is a problem solver and effective strategist; is diplomatic, energetic and results-oriented.
- Excellent general executive business skills for this small but complex organization.
- A strong personal values system, which includes integrity, honesty, respect of others, and trustworthiness.
- Ability to develop trust and credibility with stakeholders.
- Ability to see the big picture and think strategically while understanding the day-to-day details of the district.
- Ability to select and act on the highest priority activities.

#### EXPERIENCE -

A wide variety of backgrounds and career experience will be considered. Here are areas that will be given strong consideration:

- Demonstrated success in operating a similar organization.
- A record of leadership and accomplishment in a public agency or nonprofit organization involved with medical care or other aspect of maintaining or improving individual and community health.
- Broad experience with community based, health focused organizations.

	<ul> <li>A record of successful accomplishments and leadership in a complex environment related to health and health care.</li> <li>Familiarity with the City of Alameda community and the County of Alameda, or similar communities.</li> </ul>
	<ul> <li>PERSONAL CHARACTERISTICS –</li> <li>Passion to serve the District and local communities.</li> <li>Excellent communication skills, commitment to honest dialog and interaction at all levels.</li> <li>Comfortable with ambiguity and emerging roles and organizational structure.</li> <li>A management style that has high standards for accountability, yet is also creative.</li> <li>Trustworthy, direct and ethical.</li> <li>A style that creates confidence and trust.</li> </ul>
EDUCATION & EXPERIENCE	Required: An undergraduate degree is required Highly desirable: an advanced degree relating to health or organizational management. Equivalent professional experience may substitute for an advanced degree. Overall: education and experience that bring the knowledge, skills and abilities appropriate to the position as it now exists, and as it may expand in the future.
COMPENSATION	Financial compensation package will include a competitive salary, health insurance, and a retirement plan.
PROCEDURE FOR CANDIDACY	All inquiries will be treated as confidential. Please send a resume and cover letter to Kristen Thorsen, City of Alameda Health Care District Clerk.

POSITION	Administrative Associate/Special District Clerk	
ORGANIZATION	City of Alameda Health Care District http://www.alamedaahs.org/about-us/district-board	
LOCATION	The City of Alameda Health Care District ("District") includes everyone residing within the City of Alameda: zip codes 94501 and 94502.	
BACKGROUND	The District was created in 2002 to allow continued operation of Alameda Hospital, supported by newly enacted parcel taxes. In 2014, the District and the Alameda Health System (AHS) entered into a Joint Powers Agreement that transferred to AHS the operations of Alameda Hospital and the District's other health facilities. The District maintains oversight responsibility. Now in the second year of this arrangement, the Board plans to add to its hospital oversight activities an expanded focus on community health and other activities authorized by state law. These may at some time in the future include establishing or assisting in the operation of outpatient health facilities, diagnostic and testing centers, health education programs, wellness and prevention programs, rehabilitation, and other health care services and organizational relationships needed for good physical and mental health in the community served by the district. However, the more immediate focus is on continued Alameda Hospital/parcel tax oversight, community health stakeholder outreach, and health leadership within the community served by the District.	
	To move forward effectively, the District has approved a 1.0 FTE District Clerk position. Before the District's affiliation with AHS, the District Clerk supported the District's operations with support from several departments within Alameda Hospital.Since the affiliation, the District's Clerk has been personally performing, or working closely with contracted services to complete, the District's operational support activities.	
POSITION SUMMARY	The District Clerk will report directly to the Executive Director, and will have overall responsibility for the planning and operation of the District's administrative support activities.	
RESPONSIBILITIES	<ul> <li>Primary responsibility for administrative support of district operations. This includes:         <ul> <li>Timely coordination and posting of all documents, notifications and recordings/minutes for District meetings.</li> <li>Timely coordination of work documents provided by all contract services in support of district operations.</li> <li>Management and fulfillment of all office and supply requirements for district operations.</li> <li>Management of all District insurance policies.</li> <li>Orientation of new District Board members.</li> <li>Assistance in maintaining and updating the District's</li> </ul> </li> </ul>	

website and other electronic communications with the Board and the general public

- Other Clerk duties as may be required by State Law in support of a Special District.
- Primary responsibility for guiding District Directors in complying with the Ralph M. Brown Act and Roberts' Rules of Order, with technical assistance as needed from legal counsel.

#### CANDIDATE PROFILE

#### CAPABILITIES –

- Excellent administrative support skills.
- Excellent verbal and written communication skills. Good listener.
- The ability to work well with the Executive Director and the elected District Directors in administrative support of the District's mission.
- A creative and strategic thinker who is a problem solver and effective strategist; is diplomatic, energetic and results-oriented.
- Ability to develop trust and credibility with stakeholders.
- Ability to see the big picture and think strategically while accomplishing the day-to-day details of the district.
- Ability to select and act on the highest priority activities.

#### Experience –

A wide variety of backgrounds and career experience will be considered. Here are areas that will be given strong consideration:

- Demonstrated success in providing administrative support to a similar organization.
- Past experience serving elected boards.
- Experience with the requirements of the Ralph M. Brown Act and Robert's Rules of Order.

#### **PERSONAL CHARACTERISTICS –**

- Passion to serve the District and local communities.
- Commitment to honest dialog and interaction at all levels.
- Comfortable with ambiguity and emerging organizational structure.
- A work style with high standards for personal accountability.
- Trustworthy, direct and ethical.
- A work style that creates confidence and trust.

### EDUCATION & EXPERIENCE

An undergraduate degree is preferred. Past experience in supporting an elected board or special district is strongly preferred.

#### COMPENSATION

Financial compensation package will include a competitive salary, health insurance, and a retirement plan.

#### PROCEDURE FOR CANDIDACY

<u>All inquiries will be treated as confidential</u>. Please send a resume and cover letter to Kristen Thorsen, City of Alameda Health Care District.



MEMORANDUM

A member of Alameda Health System

2070 Clinton Avenue Alameda, CA 94501

DATE:	November 9, 2015
TO:	City of Alameda Health Care District, Board of Directors
FROM:	Bonnie Panlasigui, Chief Administrative Officer David Warmouth, VP of Support Services Mike Toftely, Construction Manager, JTECH HCM
SUBJECT:	Overview of Alameda Hospital SPC Upgrade / Kitchen Relocation Project

This information is provided to the District Board as an information item and at the request of District. Regular updates to the District Board will be provided as we progress with these seismic projects.

The SPC Upgrade and Kitchen Relocation project located at Alameda Hospital, West Wing and Stephens Wing Buildings at 2070 Clinton Avenue in Alameda, CA 94501 consists of two increments. Within those increments there will be multiple phases, much coordination, and an extraordinary amount of infection control due to the extent of work to demolish the ground floor.

The project is currently in the Office of Statewide Health Planning and Development (OSHPD) agency review phase.

Increment 1		Increment 2	
Date	Status	Date	Status
06/15/2010	Original Submission	08/16/2010	Original Submission
02/28/2011	Back Check #1	02/28/2011	Back Check #1
09/21/2011	Back Check #2	12/16/2011	Approved
Review Phase	Back Check #3		

Agency Review milestones to date:

OSHPD approval to begin Increment 1 is expected in 2016. Once started, each increment is expected to be approximately 10 months in duration. Construction of both Increments must be complete by July 2019.

The original 2010 budget estimated the construction project costs to be ~ 10.3 Million. The project was recently reviewed by JKL who was engaged through JTEC. The updated estimate outlining increment #1, Increment #2 is currently ~ 9.5 Million in construction costs. A budget update in 2016 is recommended to adjust for market conditions and escalation.



# Seismic Compliance Update

November 9, 2015 – District Board of Advisors Meeting

Presented By Bonnie Panlasigui, CAO





- The project consists of two increments
  - Increment one is the SPC 2 Upgrade
  - Increment two is the Kitchen Relocation
- The Stephens Wing and West Buildings will be retrofit to comply with structural building standards required under Senate Bill 1953
- Project is currently in OSHPD review phase (backcheck 3)
- Current deadline is set for July 2019



### **Construction Estimate**

- Increment One ~ Construction Estimate \$3,500,000
- Increment Two ~ Construction Estimate \$6,000,000
- •Transition costs TBD:
  - Equipment costs
  - Temporary transitional Food and Nutritional services costs
  - IT Infrastructure costs
  - Furniture costs
  - Training costs
  - Move associated costs



### High Level Time Frame

Tasks	Start	Finish	Duration
Office Review, Approval & Permit	06/01/2010	11/30/2016	78 months
Public Bid Process	01/01/2017	03/31/2017	3 months
Construction	04/01/2017	04/01/2019	24 months
Beneficial Occupancy	04/01/2019	07/01/2019	3 months
Transition	07/02/2019	12/01/2019	5 months



### **Current Action Items**

- Complete the Increment 4 material testing approval with OSHPD.
- Re-engage OSHPD to complete plan review process for structural and kitchen relocation projects currently under review with OSHPD.
- Continue to pursue new revenue opportunities and/or partnerships to facilitate our ability to secure the necessary capital financing for these projects.
- Understand the state of "California seismic compliance" following summary of SB 499 report to the state legislature.



Date:	November 9, 2015
То:	City of Alameda Health Care District, Board of Directors
From:	Kristen Thorson, District Clerk
Subject:	Follow-up to Alameda County Chapter of the California Special District Association

As follow-up to the October 26 District Board meeting, the Alameda County Chapter of the California Special District Association meets on the following dates, through March of 2016.

11/18/15, 7:45 – 10:00 a.m. Hosted by: Alameda County Mosquito Abatement District Marina Community Center 15301 Wicks Boulevard, Room B San Leandro, CA 94579 \*please note, agenda will be sent out by the end of this week

1/13/16, 7:45 – 10:00 a.m. Hosted by: AC Transit Located TBD

3/24/16, 6:00 p.m. ACSDA Annual Dinner Pleasanton Marriott \*please note, Save the Date's will be sent soon, followed by a formal paper invite

A current roster of the Board, including emails has been provided to ACSDA. I will plan to attend the meetings in November and January and coordinate attendance with the Board to attend the Annual Dinner in March 2016.