



BOARD OF TRUSTEES MEETING

THURSDAY, SEPTEMBER 27, 2018

5:00PM – 7:00PM

EDUCATION CENTER AT SAN LEANDRO HOSPITAL

13855 E 14th St, San Leandro, CA 94578

Ronna Jojola Gonsalves, Clerk of the Board

(510) 535-7515

LOCATION:

Open Session: Education Center at San Leandro Hospital

MEMBERS

Joe DeVries, *President*

Kinkini Banerjee, *Vice President*

Maria G. Hernandez, *Secretary*

Taft Bhuket, MD

Tracy Jensen

Gary Charland

Louis Chicoine

Chief of Staff – HGH/FMT/JGH/AMBULATORY Medical Staff: Gene Hern, MD

Chief of Staff - SLH Medical Staff: Joel Chiu, MD

Chief of Staff - AHD Medical Staff: Elpidio Magalong, MD

BOARD OF TRUSTEES SPECIAL MEETING MINUTES

THE MEETING WAS CALLED TO ORDER AT 5:14PM

ROLL CALL WAS TAKEN AND THE FOLLOWING TRUSTEES WERE PRESENT: Kinkini Banerjee, Taft Bhuket, MD, Gary Charland, Louis Chicoine, Joe DeVries, and Tracy Jensen

ABSENT: Maria Hernandez (excused)

A quorum was established.

PUBLIC COMMENT

Sue Hammerich, Outpatient Occupational Therapist at Fairmont Hospital, spoke regarding the retention of Rehab Therapists and one of her fellow therapists who was on the layoff list. She said not being able to see patients in the appropriate time frame often led to the need for a second surgery. Losing direct client care personnel was a critical issue.

Deb Lenard, Certified Nurses Assistant at Fairmont Skilled Nursing Facility, SEIU, spoke regarding the union participation at the Board of Supervisors meeting and their vote of no confidence in Richard Espinoza, Chief Administration Officer, for failure to lead with transparency. They requested affective leadership that would work with them.

John Pearson, Emergency Room Nurse at Highland Hospital, SEIU 1021, requested a pause on the cuts to patient care and the layoffs scheduled to start in a week. The situation was already a dyer crisis for patients. He said that Mr. Espinoza refused to talk with them about the shift bid which was a reduction of full time to part time employees. He expressed deep concerns about the patient care situation.

Elaine Davidson, Registered Nurse, said she loved working with the community and thought it was sad that patients had such unfortunate lives that they thought their time at the Alameda Health System (AHS) facilities was great service. She said the current administration was the worst she'd ever seen, and they had not worked with the unions to find the correct balance to avoid layoffs that did not follow the Memorandum of Understanding (MOU).

Andrea Thomas, SEIU, spoke regarding the email that was sent to Skilled Nursing Facilities (SNF) employees which was based on retaliation and impacted the patients.

Martha Harrison, Registered Nurse, spoke regarding how much she cared about the hospital. Cutting the staff was unfair. They tried their best, with no back up. The change will hurt the entire community.

Laurie Mandel, Emergency Department, spoke regarding the cuts. Some days they had four unattended beds and no mechanism to staff them. The patients were in the beds before they could even make that call. There was no time to prep or stock the Emergency Room.

John Grier, Registered Nurse, spoke regarding how he commuted from Alabama because health care was safer in California. He said they were trending to unsafe care. The equipment didn't work, supplies weren't available, there was no break relief, nurses worked overtime because they had to do their own charts.

Don Hogue spoke regarding about how occupational therapists helped get people back home safely and functionally. Two occupational therapists were on the layoff list. They were tasked with getting patients out of rehab and out of the emergency room.

Lisa LaFave requested the Trustees listen to the people speaking as they were the experts. Staff was overrun as it was. She said the nature of the business was not something that could be planned, and staff was already stressed enough.

Shonette Steiger, Registered Nurse, spoke regarding her medical issues. She was taken off work in January as her conditioned worsened. She wanted to return to work but was released while still on medical leave. She says she was bilingual and very talented and should not have been cut.

Anonymous spoke regarding how they did their jobs from their hearts and it was their jobs.

A. MEDICAL STAFF REPORTS

Gene Hern, MD, HGH/FMT/JGH/Ambulatory Medical Staff

Joel Chiu, MD, San Leandro Hospital Medical Staff

Elpidio Magalong, MD, Alameda Hospital Medical Staff

Dr. Hern gave a verbal report regarding the Medical Staff at HGH/FMT/JGH/Ambulatory. He said the most pressing comments had to do with the surge process and throughput. They had a report from the GME about the education programs at AHS that detailed 150 interns and residents based at Highland. He said there were some minor revisions to their bylaws. The Wellness program was doing well, and the half time Wellness Counselor launched in August 2018 and was well received. Over one-third of the visits were the facility and attending level, which was surprising.

Dr. Magalong gave a verbal report regarding the Medical Staff at Alameda Hospital. He said they discussed improving patient throughput through the transfer center to facilitate safer transfer of patients between Highland and Alameda Hospitals. They also discussed the recent reduction in radiology services at Alameda Hospital and specialty coverage with gastroenterology and urology services at Alameda. He said they were trying to arrange for more regular meetings with medical staff leadership to address day to day workflow issues, the engagement with the Assistant Chief Medical Officer had gone well.

Dr. Chiu gave a verbal report regarding the Medical Staff at San Leandro Hospital. He said the Joint Commission Survey findings would be addressed by medical staff leadership. After the Joint Commission they had the California Department of Public Health for Acute Care relicensing. They had a very good survey and the findings would be addressed. He said they had a provider forum with the Chief Medical Officer with good dialogue on the role of San Leandro Hospital and the upcoming Electronic Health Record (EHR) transition. The community physicians were concerned about how they would fit into the whole picture.

Trustee Chicoine asked the medical staff to address the concerns brought up by the public speakers about meeting the patient to nurse ratios. Dr. Chiu said there were no compliance issues. If they didn't have the staff to take care of the patients, they would close certain beds to stay in compliance. Dr. Hern said the compliance issue applied to patients who had been assessed and assigned to nurses, it didn't apply to the patients in the waiting room. He added that while they didn't create a compliance issue the patients in the lobby were still staff's responsibility. Trustee Charland asked how they tracked the number of patients who were waiting because of the ratio issue. Dr. Chiu said they tracked waiting times. Dr. Hern said the overall length of stay was increasing for both patients who were admitted and who were discharged. The overall volume in the Emergency Department was down, but the overall occupancy and length of stay had increased.

Trustee Chicoine said that as family members become more concerned about their place in the system, the environment becomes more charged and allowed for powerful statements. He requested more transparency. He asked staff to orient the Trustees around the compliance issues. Trustee DeVries agreed and added that compliance was a Quality Professional Services Committee (QPSC) issue. Patients who left without being seen was already tracked by staff, but the Board didn't review it on a regular basis. Trustee Chicoine said they should share the due diligence. He wanted context to understand the comments. Trustee Banerjee said that's why so many Board Members were on QPSC, they wanted to have that deeper understanding. She said people should attend QPSC more often and the information should be reported to the full board. Dr. Jamaledine said they did report on the Acute SBU quarterly and they were working on having the quality metrics available on the website.

B. BOARD PRESIDENT REPORT

Joe DeVries, President

Trustee DeVries spoke regarding the two new trustees. He said that Ross Peterson and Dr. Noha Aboelata would be on board in early October pending approval by the Board of Supervisors.

C. CEO REPORT

Delvecchio Finley, Chief Executive Officer

Mr. Finley reviewed the report beginning on agenda packet page six.

Trustee DeVries asked if there was anything not going well with the EHR rollout that they should be aware of as Trustees. Mr. Babakanian said they were on time, on target, and on budget. He cautioned that they were still in the easy part of the implementation. There might be a need for more funding for training, but it would come from the budget already in place. Mr. Finley said there was always concerns with scheduling and such. But the project was, on balance, going well. He said the go live date was scheduled for September 25, 2019.

Terry Lightfoot reviewed the presentation available here:
<http://www.alamedahealthsystem.org/meeting-agendas-and-minutes/>

D. CONSENT AGENDA: ACTION

- 1. Approval of the Minutes from the July 26, 2018 Board of Trustees Regular Meeting**

2. Approval of Policies and Procedures

The Quality Professional Services Committee recommends approval of Policies and Procedures listed below.

- Medication Aerosolized Epoprostenol
- Pre-Authorization for Out of Network Outpatient Services
- Standardized Procedure-treatment of LTBI in Pulmonary Clinic

3. Approval of Contracts and Authorization for the CEO or His Delegate to Execute the Following Operating Contracts:

The Finance Committee recommends approval of the contract listed below.

- a) Renewal agreement with **Morrison Management Specialists, Inc.** for the provision of management personnel, supplies, and materials in support of the AHS food and nutrition services program. The term of the proposed agreement shall be from October 1, 2018 through September 30, 2021. The estimated impact of the proposed agreement is \$18,263,070.00.
Luis Fonseca, Chief Operating Officer
Baljeet Sangha, VP, Support Services

4. Approval of the Revised Audit and Compliance Committee Charter

The Audit and Compliance Committee recommends approval of the revised Committee Charter.

ACTION: A motion was made and seconded to approve the Consent Agenda. The motion passed.

AYES: Trustees Banerjee, Bhuket, Charland, Chicoine, DeVries, and Jensen

NAYS: None

ABSTENTION: None

E. REPORT/DISCUSSION

1. FY 2018-2019 True North Metric Dashboard

Delvecchio S. Finley, Chief Executive Officer

Mr. Finley reviewed the report beginning on agenda packet page 103. Dr. Hussain said that to facilitate transparency they selected benchmarks for the dashboard that had clear measurements. They were posted on the internet and trickled down through the organization.

Trustee Charland said there used to be a behavioral health trend line on the dashboard, but it wasn't there anymore. Mr. Finley said they removed it because it seemed to cause confusion, but they could add it back. Trustee Charland said he liked having it, several board members agreed.

F. STAFF REPORTS (Written)

1. Financial Report

Nancy Kaatz, Interim Chief Finance Officer

- a) June 2018 Financial Report
- b) July 2018 Financial Report

2. Chief Operating Officer Report

Luis Fonseca, Chief Operating Officer

- July 2018 Operations Report

3. Chief Human Resources Officer Report

Tony Redmond, Chief Human Resources Officer

- Status of Pension and Retirement Plan Liability

G. ACTION ITEMS

1. Approval of Response to the Grand Jury Report

M.D. Moye, General Counsel

Trustee Bhuket recused himself as a member of OakCare Medical Group (OakCare).

Mr. Moye reviewed the report beginning on agenda packet page 193.

Trustee Banerjee said the Audit and Compliance Committee discussed the report and the response.

Trustee Chicoine requested an update on the commitments that were made regarding the relationship with OakCare. Mr. Moye said there were some corrective actions around policies related to gifts, expense reimbursement, non-monetary compensation, and expenses related to the graduate medical education program. The review of those policies was underway and should be completed and ready for submission for approval by the end of the year. The Grand Jury's concerns about the relationship between Alameda Health Partners (AHP) and OakCare had been ongoing. There was a proposal made by OakCare to AHP. That process was not going to be complete prior the report being submitted.

Bob Savio, MD Pediatrician, OakCare Medical Group President, spoke regarding the Grand Jury Report response. He said OakCare crafted responses to the draft report which were not included in the current report submitted to the Board for approval. He said the current draft by AHS was not reviewed by OakCare. He requested the draft be retracted so they could correct factual inaccuracies. There was a clear error regarding the OakCare assigned MOU referred to on page two of the response that stated the specific intent as described in the MOU was to begin

discussions regarding a joint definition of a more fully unified medical staff and the legal and supporting structure needed to accomplish unification. At no time did OakCare believe OakCare physicians would be assimilated into AHP. He refuted the references in the document regarding that understanding. He said that OakCare did not believe the employed model was in the best interest of the patients or system. He requested a partnership model that included bi directional accountability with AHS leadership. The draft response was inaccurate and not in the best interest of the System.

Mr. Finley said they appreciated OakCare's input on the draft response and used it to complete the final response. However, Oakcare was not promised a review of the final document. The document was AHS's response to the Grand Jury report, not a joint response. He said the notion that that feedback was not used to influence the document was inaccurate. He said the concern over OakCare using AHS for their own meetings was resolved. The phrase, 'path toward a uniform medical staff' was intentionally less descript because AHS was indicating that the path they saw was unification under AHP. The document did not commit to a path. OakCare pointed out that they did not agree to be unified under AHP. Mr. Finley said the path outlined in the response was the path that the Board agreed to with the strategic plan and the development of AHP. He said the response was appropriately inclusive and designed to inform a response.

Trustee DeVries said he was more concerned about editing the response to appease everyone. Mr. Finley said this was the Board's response drafted by staff and it could be changed per the Board's direction.

Trustee Chicoine suggested they approve the recommendation by staff. The Audit and Compliance Committee didn't find any items of concern. He asked if there was a prohibition against a second party drafting their own response.

Trustee Jensen said she understood the rationale behind the response. She asked for clarification from OakCare about which response item they were concerned with. Dr. Baden said they were concerned about the way the MOU was represented and the repeated statements about assimilating all the OakCare physicians into AHP.

Mr. Moye reviewed the changes that were made to the document based on OakCare's suggestions that they were inaccurate. Trustee Jensen asked the OakCare team if they agreed with the statement that AHP and OakCare signed an MOU where the parties agreed to a commitment in good faith towards assimilating OakCare providers into the framework of AHP. The OakCare doctors said they did not agree with the statement. Mr. Finley clarified that it was AHS's interpretation that they did agree to that.

Dr. Baden said that she specifically disagreed with the AHS response to Finding 18-27: " However, AHS leadership has articulated and is continuing to pursue a plan to transition the services currently provided by OakCare under contract, including physician leadership positions, to AHP employed providers at or around the time the current agreement expires in 2020. Both parties have agreed, under an executed memorandum of understanding, to regular working meetings to enable

detailed planning that will result in a smooth transition from contracting for leadership and professional services to a structure organized under AHP." She said OakCare did not agree to that. They agreed to and were committed to a process where they will become aligned and unified. But the statement did not represent the agreement. Mr. Moye said what was being put forth was the sentence directly following what Dr. Baden read, "Both parties have agreed, under an executed memorandum of understanding, to regular working meetings to enable detailed planning that will result in a smooth transition from contracting for leadership and professional services to a structure organized under AHP."

ACTION: A motion was made and seconded to approve the Grand Jury Report Response as written. The motion failed.

AYES: Trustees Charland, Chicoine

NAYS: Trustees Banerjee, DeVries, and Jensen

ABSTENTION: None

Trustee Banerjee suggested removing the word "employed" on page four in the second paragraph of the Grand Jury Response:

"AHS leadership has articulated and is continuing to pursue a plan to transition the services currently provided by OakCare under contract, including physician leadership positions, to AHP employed providers at or around the time the current agreement expires in 2020."

ACTION: A motion was made and seconded to approve the Grand Jury Report Response as amended to remove the word "employed" from the second paragraph on page four of the Grand Jury Response. The motion passed.

AYES: Trustees Banerjee, Charland, Chicoine DeVries, and Jensen

NAYS: None

ABSTENTION: None

2. Approval of Board Travel Policy

M.D. Moye, General Counsel

ACTION: A motion was made and seconded to approve the Revised Travel Policy. The motion passed.

AYES: Trustees Banerjee, Bhuket, Charland, Chicoine, DeVries, and Jensen

NAYS: None

ABSTENTION: None

H. COMMITTEE REPORTS (Written)

1. Quality Professional Services Committee: July 26 and August 23, 2018

Taft Bhuket, MD, Committee Chair

2. Finance Committee: July 12 and September 13, 2018

Louis Chicoine, Committee Chair

3. Human Resources Committee: July 11, 2018

Tracie Jensen, Committee Chair

4. Audit and Compliance Committee: September 13, 2018

Kinkini Banerjee, Committee Chair

I. INFORMATION REPORTS (Written)

1. AHS Community Engagement Report

Terry Lightfoot, Director, Public Affairs and Community Engagement

2. Legislative Affairs/Local Government Strategy

Terry Lightfoot, Director, Public Affairs and Community Engagement

3. Media Relations Report

Terry Lightfoot, Director, Public Affairs and Community Engagement

4. Alameda Health Care District Update

Tracy Jensen, Alameda Health Care District Liaison

The Board convened to the Closed Session pursuant to Government Code Section 54957(b) at 7:24PM.

CLOSED SESSION

1. Public Employee Performance Evaluation

[Government Code Section 54957(b)]

Title: Chief Executive Officer

2. Discussion of Matters Constituting Trade Secrets [1 matter]

Delvecchio S. Finley, Chief Executive Officer

Health & Safety Code Section 32106

3. Potential Litigation [1 matter]

M. D. Moye, General Counsel

Significant Exposure to Litigation

[Government Code Section 54957.9(d)(4)]

(Reconvene to Open Session)

OPEN SESSION

J. REPORT ON ACTION TAKEN IN CLOSED SESSION

Trustee DeVries announced that no action was taken in closed session.

PUBLIC COMMENT: None

TRUSTEE REMARKS: None

ADJOURNMENT: 10:00PM

This is to certify that the foregoing is a true and correct copy of the minutes of the regular meeting of September 27, 2018 as approved by the Board of Trustees on October 26, 2018:


Ronna Jojola Gonsalves
Clerk of the Board

APPROVED AS TO FORM:

Reviewed by: _____


M.D. Mbye
General Counsel