



BOARD OF TRUSTEES MEETING

THURSDAY, May 23, 2019

5:00pm-7:00pm

Conference Center at Highland Care Pavilion

1411 East 31st Street Oakland, CA 94602

Ronna Jojola Gonsalves, Clerk of the Board

(510) 535-7515

LOCATION:

Open Session: HCP Conference Center

MEMBERS

Joe DeVries, *President*

Kinkini Banerjee, *Vice President*

Maria G. Hernandez, *Secretary*

Noha Aboelata, MD Tracy Jensen

Taft Bhuket, MD Ross Peterson

Louis Chicoine

NON-VOTING MEMBERS

Chief of Staff – AHS Medical Staff: M. Kelley Bullard, MD

Chief of Staff - AH Medical Staff: Joseph Marzouk, MD

Chief of Staff - SLH Medical Staff: Michael Ingegno, MD

BOARD OF TRUSTEES REGULAR MEETING MINUTES

THE MEETING WAS CALLED TO ORDER AT 5:19 PM

ROLL CALL WAS TAKEN AND THE FOLLOWING TRUSTEES WERE PRESENT: Kinkini Banerjee, Taft Bhuket, MD, Louis Chicoine, Joe DeVries, Maria Hernandez, Tracy Jensen, Ross Peterson

ABSENT: Noha Aboelata, MD

CLOSED SESSION

1. Public Employee Performance Evaluation

[Government Code Section 54957(b)]

Title: Chief Executive Officer

(Reconvene to Open Session)

A quorum was established.

Public Comment on Non-Agenda Items

Rachel Odes a nurse at John George, spoke regarding safety issues. Workers were concerned they would be retaliated against. She reported 84 assaults on staff and said there were likely more with two arrests. Counting the patient to patient assaults, two out of every three days there was an assault. Union members initiated a meeting to address workplace violence. Management refused to hear the conversation and no action had been taken.

Troy Nixon a nurse at John George and Chief Shop Steward spoke regarding the increase of patients at John George. They were at a state of near collapse, yet management kept cutting staff. The average daily census was 60-70, rather than the 30 the cited when positions were cut. This backed patients up in every local ED and damaged the relationship with emergency partners.

Dayna Davis a nurse at John George, spoke regarding the lack of management and charge nurses in her department. The chain of command was broken. They kept hearing that management was working on things, but there was no one to report to. Staff was burned out and started calling out more often.

Tawanda Gilbert spoke regarding EVS at John George and the overcrowded patient areas. EVS was understaffed. It was unsustainable given the rising homeless population rates. They needed adequate staffing and adequate training.

Michael Williams, President of the City of Alameda Healthcare District, said he was alarmed by some recent discussions with AHS. He spoke of the JPA, which was a binding legal document to provide shared services. They transferred all their net tax money to AHS and let AHS use the facilities at no charge. AHS's job was to bring Alameda Hospital up to seismic requirements. All construction projects were required begin by April 2020. The JPA also dictated that AHS would maintain an ED and a set number of acute beds. He discussed the breach of contract closing the emergency room would create and the stressors it would put on the City of Alameda.

A. MEDICAL STAFF REPORTS

M. Kelley Bullard, MD - AHS Medical Staff

Joseph Marzouk, MD - AH Medical Staff

Michael Ingegno, MD - SLH Medical Staff

Dr. Ingegno reviewed the report on page 36 of the agenda packet.

Dr. Marzouk reviewed the report on page 34 of the agenda packet.

Trustee Bhuket reviewed the report on page 8 of the agenda packet for Dr. Bullard.

B. BOARD PRESIDENT REPORT

Joe DeVries, President

- 1. Communications with City of Alameda Healthcare District/Formation of an Ad Hoc Committee.**

Trustee DeVries spoke regarding his request to form an ad hoc committee to address the concerns. He added that the elected officials would be interested to see the ad hoc committee be successful as well.

Trustee Jensen said that the Alameda Health Care District was still waiting for the operational and environmental data that would allow them to complete the report. Mr. Finley said the scope of the study was to ascertain mechanisms by which the district could determine if it was in their fiscal capacity to do a 2030 seismically compliant rebuild or retrofit. The requested data was not relevant to that, but rather it was about operations and current strategies for AHS to predict what state Alameda Hospital may be in the future. He said that was the purview of the AHS Board not the district. Trustee Jensen said the report would look at the strategy and environment for AH in 2030, which was what the letter suggested.

Trustee Banerjee asked if releasing the requested information was a problem. Mr. Finley said it was. The requested data was not in the scope of the plan for the study. Much of the information was publicly available but it requested a level of operational information that AHS couldn't disclose to anyone.

Trustee Jensen said that if AHS could not share that information then there would be no point to an ad hoc group. Trustee DeVries agreed that information should be shared. If AHCS needed it and it was not confidential it should be shared. The Board has not indicated there would be no ER or acute beds in Alameda Hospital.

Mr. Fonseca said the AHCD Board indicated that AHS did not value the relationship or the continued services of the district or hospital. He said that AHS was discussing the future health care needs of the island. It was the opinion of AHS, based on projections of the future health care needs of that community, that health care delivery would look different in the future. But at no time did they confirm specific plans.

Trustee DeVries said to the best of their ability AHS should provide information as quickly as possible, regardless of staff's opinion on relevance. AHCD should also share the preliminary report on the seismic retrofit.

Trustee DeVries removed item E4 from the Consent Agenda.

C. CEO REPORT

Delvecchio Finley, Chief Executive Officer

Mr. Finley reviewed the presentation available here:

<http://www.alamedahealthsystem.org/2019-meeting-agendas-and-minutes/>

The Board discussed the Webcor contract for Alameda Hospital. Mr. Fonseca said they couldn't bring the contract to the Board due to the maximum price being significantly higher than what the market would support. He said they were working with the San Leandro Hospital construction manager to get a cost from them.

D. COMMITTEE REPORTS

Item's D1 and 2 were not heard.

1. Quality Professional Services Committee: April 25, 2019

Taft Bhuket, MD, Committee Chair

Trustee Bhuket discussed the Quality Professional Services Committee meeting on April 25, 2019.

2. Finance Committee: May 9, 2019

Louis Chicoine, Committee Chair

E. CONSENT AGENDA: ACTION

1. Approval of the Minutes from the April 25, 2019 Board of Trustees Regular Meetings.

2. Approval of Policies and Procedures.

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

System

- Utilization Management Plan
- System Crash Cart Policy
- Gender Identity and Gender Expression Nondiscrimination Policy

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.

- 1) Amendment with **Alameda Inpatient Medical Group, Inc.**, for provision of specialist training services in support of the electronic health record transition. The term of this proposed agreement shall be effective 06/01/2019 through 09/30/2019. The estimated impact of the proposed agreement is \$6,750.

Ghassan Jamaledine, MD, Chief Medical Officer

David English, MD, Chief Medical Informatics Officer

- 2) Amendment with **Angelica Textile Services, Inc.**, for provision of linen and laundry services to all campuses. The term of this proposed agreement shall be effective 07/01/2019 through 11/01/2019. The estimated impact of the proposed agreement is \$600,913.02.

Luis Fonseca, Chief Operating Officer

Baljeet Sangha, Vice President, Support Services

- 3) Approval requested for \$2,000,000 in expenditures with **Superlanet, Inc.**, for the provision of anticipated and necessary certified trainers, analysts, and consultants to augment AHS staffing as the organization nears electronic health record go-live. The term of the current agreement is 01/09/2019 through 01/08/2022.

Mark Amey, Chief Information Officer

Katya Osipova, Director, Electronic Health Record Program

ACTION: A motion was made and seconded to approve Consent Agenda items 1, 2, and 3. The motion passed.

AYES: Trustees Banerjee, Bhuket, Chicoine, DeVries, Hernandez, Jensen, and Peterson

NAYS: None

ABSTENTION: None

4. Ratification of Executive Committee Approval of Resolution 2019-006 Establishing System Fiscal Priorities and Strategy.

Agenda item E4 was heard and voted on in conjunction with agenda item G1.

END OF CONSENT AGENDA

F. ACTION

1) Approval of:

a. Revised Alameda Health System Medical Staff Bylaws

b. Resolution Transferring Medical Staff Responsibility for San Leandro Hospital to the Alameda Health System Medical Staff

M. D. Moye, General Counsel

ACTION: A motion was made and seconded to the Revised Alameda Health System Medical Staff Bylaws and the Resolution transferring medical staff responsibility for San Leandro Hospital to the AHS Medical Staff. The motion passed.

AYES: Trustees Banerjee, Bhuket, Chicoine, DeVries, Hernandez, Jensen, and Peterson

NAYS: None

ABSTENTION: None

2) Appointment of Members to the Alameda Health System Health Care for the Homeless Center Governing Board

M. D. Moye, General Counsel

Heather Macdonald Fine, Director, AHS Health Care for the Homeless Center

ACTION: A motion was made and seconded to appoint members to the AHS Health Care for the Homeless Center Governing Board. The motion passed.

AYES: Trustees Banerjee, Bhuket, Chicoine, DeVries, Hernandez, Jensen, and Peterson

NAYS: None

ABSTENTION: None

G. REPORT/DISCUSSION

1) Review of Draft Fiscal Year 2020 Operating and Capital Budgets

Delvecchio Finley, Chief Executive Officer

Luis Fonseca, Chief Operating Officer

Ann Metzger, Interim Chief Financial Officer

Mr. Finley and Mr. Fonseca discussed the report beginning on page 325 of the agenda packet.

Trustee Chicoine discussed the root of the budget concerns.

Trustee Jensen asked if they could reduce some S*A*P*P*H*I*R*E* costs. Trustee DeVries said the Board already discussed only doing a partial roll out of S*A*P*P*H*I*R*E*. He said that it would not save that much money and it would reduce the usability of the system and have a negative impact on population health.

Trustee Hernandez suggested an emergency meeting with the Board of Supervisors (BOS) and with the Governor. She said that there was no way to cut their way out of this, no matter how many times they ran the numbers. She wanted to see a public campaign. Trustee Peterson agreed that they should tell the story to the public.

Trustee Hernandez asked to break down the areas affected in the recommendation by supervisor district, so they would know what the impact would be. Trustee DeVries said it felt a little too personal to break it down by district. Trustee Hernandez said she was just suggesting giving them fair notice of how it would affect the actions taken by AHS would affect their constituents.

Mr. Finley said they were having a conversation with the County regarding both one time and structural support solutions. He discussed the permanent agreement that capped the reliance AHS could have on the consolidated treasury. They could put a stop gap measure in place for a few months to a year while they worked in a joint effort to find longer term solutions.

Trustee DeVries suggested they discuss the action and resolution in agenda item E4.

ACTION: A motion was made and seconded to separate the revenue and expense statements into separate bullets.

Trustee DeVries said the County wanted to verify the AHS data. They could take the resolution in E4 and add a clause requesting to relax the debt limit in the permanent agreement for one year. Then, as part of the budget, language could be added regarding this resolution letting the County know AHS is prepared to implement the measures already agreed to regarding furloughs, wage freezes and such.

Trustee Hernandez said that all the options needed to be carefully vetted for truthfulness. She asked about adding the list of items to the resolution. Trustee Banerjee asked if it was possible to at least prioritize them.

Trustee Jensen said if they adopted this they would continue with the budget development. She asked how this would impact ongoing contract negotiations. Mr. Finley said it could have an impact on offers. She discussed the specific language in the resolution that gave staff authority to act.

Trustee Banerjee requested the Board be notified before any actions were taken. Mr. Finley said the resolution did not provide an action, it only stipulated what may need to happen. The action will be the budget. The resolution was authorization to investigate the specific options and bring them back to the Board for consideration.

Michael Williams, President of the City of Alameda Healthcare District, said he had seen many good and bad budgets. He cautioned against using wording about wage freezes and cuts. It directed staff to negotiate in public. He said that timelines for capital projects were always challenging, but April 2020 was right around the corner. He said as a member of the public he did not support the resolution.

Trustee Jensen added that if they keep the resolution as it is, they needed to add that staff shouldn't bargain in public. She expressed concerns with the provision about new capital projects being deferred and subject to further review. Trustee Jensen requested another point to indicate that the Board would not disregard legal or contractual commitments.

Trustee Peterson said he didn't think negotiation was taking place in public as the proposed work furloughs were not for unions.

Trustee Banerjee asked for language saying that if furloughs were needed then the employees with the highest salaries should be prioritized. Mr. Finley said staff appreciated the intent behind that, but they had no valid method to determine how a furlough would impact individuals. Trustee Banerjee asked the leadership team to be an example.

Mr. Moye suggested the Board review and move each bullet point in the "Now, therefore be it resolved" clause of the resolution.

Trustee DeVries said that as he understood it, Trustee Hernandez requested an amendment to the motion on the table to separate out actively pursuing revenue enhancements.

ACTION: A motion was made and seconded to amend the motion on the floor by separating the revenue and expense statements into separate bullets. The motion passed as amended.

AYES: Trustees Banerjee, Bhuket, Chicoine, DeVries, Hernandez, Jensen, and Peterson

NAYS: None

ABSTENTION: None

Trustee Bhuket said the resolution needed to include a quality element.

ACTION: A motion was made and seconded to add the following language to the first bullet point: "In determining any changes to clinical services the organization will maintain a strong commitment to maintaining the quality of care provided to members of the community". The motion passed.

AYES: Trustees Banerjee, Bhuket, Chicoine, DeVries, Hernandez, Jensen, and Peterson

NAYS: None

ABSTENTION: None

Trustee Jensen requested an amendment to delete "and in progress capital projects" from the second bullet. The motion maker and seconder did not accept the amendment.

Trustee Jensen asked for an amendment that included language regarding the Alameda Hospital project.

ACTION: A motion was made and seconded to add "including the Alameda Hospital project" to the second bullet. The motion passed.

AYES: Trustees Banerjee, Bhuket, Chicoine, DeVries, Hernandez, Jensen, and Peterson

NAYS: None

ABSTENTION: None

Mr. Moye read the entire revised final clause into the record:

NOW, THEREFORE BE IT RESOLVED THAT, the AHS Board of Trustees sets forth the following priorities and goals for adopting a budget for FY2019-2020:

- Clinical services will not be reduced or eliminated except as a last resort. In determining any changes to clinical services, the organization will maintain a strong commitment to maintaining the quality of care provided to members of the community. - New capital projects will be deferred and in progress capital projects, including the Alameda Hospital project, will be subject to further review to establish the degree of need. Projects that do not support the critical clinical needs of the System will be deferred or cancelled.
- Staff is authorized to implement temporary personnel expense reduction programs (i.e., wage freeze, furlough, etc.).
- Staff will continue to explore other expense reduction possibilities.
- Staff will continue to explore other revenue enhancement opportunities.
- Staff is authorized to develop a budget resulting in an EBIDA margin of not less than 1.48%.
- The Board calls upon partner organizations (labor and business partners) to work with AHS to facilitate expense reduction and cost containment.

ACTION: The Board voted on the amended motion on the floor. The motion passed as amended and read by the General Counsel, ratifying the revised Resolution 2019-005.

AYES: Trustees Banerjee, Bhuket, Chicoine, DeVries, Hernandez, and Peterson

NAYS: Jensen

ABSTENTION: None

H. STAFF REPORTS (Written)

1. **Finance Report**
Ann Metzger, Interim Chief Financial Officer
 - a) March 2019 Financial Report
2. **Chief Operating Officer Report**
Luis Fonseca, Chief Operating Officer
 - a) March 2019 Operations Report
3. **Fiscal Year 2020 Budget Update**
Luis Fonseca, Chief Operating Officer

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

Trustee DeVries announced the cancellation of the scheduled Closed Session, and consequently agenda item J, and adjourned the meeting.

CLOSED SESSION

1. **Public Employee Performance Evaluation**
[Government Code Section 54957(b)]
Title: Chief Executive Officer

(Reconvene to Open Session)

OPEN SESSION

J. REPORT ON ACTION TAKEN IN CLOSED SESSION

PUBLIC COMMENT: None

TRUSTEE REMARKS: None

ADJOURNMENT: 8:51 PM

This is to certify that the foregoing is a true and correct copy of the minutes of the regular meeting of April 25, 2019 as approved by the Board of Trustees on May 23, 2019.


Ronna Jojola Gonsalves
Clerk of the Board

APPROVED AS TO FORM:

Reviewed by: 
M.D. Moye
General Counsel