



BOARD OF TRUSTEES REGULAR MEETING

WEDNESDAY, JULY 14, 2021

5:30pm to 9:30pm

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: Telephonic/Electronic Meeting

MEMBERS

Taft Bhuket MD, President

Tracy Jensen, Vice President

Jennifer Esteen, Secretary/Treasurer

Kinkini Banerjee Luisa Blue

Jeanette Dong Alan E. Fox

Mark Friedman Sblend A. Sblendorio

BOARD OF TRUSTEES MEETING MINUTES

THE MEETING WAS CALLED TO ORDER AT 5:34 pm

ROLL CALL WAS TAKEN AND THE FOLLOWING TRUSTEES WERE PRESENT: Kinkini Banerjee, Luisa Blue (arrived 7:09pm), Taft Bhuket, MD, Jeanette Dong, Jennifer Esteen, Alan E. Fox, Mark Friedman (arrived 6:58pm), Tracy Jensen

ABSENT: Sblend A. Sblendorio (Excused)

PUBLIC COMMENT: Non-Agenda Items

Mary Coughlin, a former employee of the Health System, spoke regarding governance at AHS. Regardless of governance model, as long as management and labor did not work collaboratively there would be problems. She requested that everyone speculate about what could happen if trust was present.

OPEN SESSION

A. Executive Officers Report

Taft Bhuket, MD, President

Tracy Jensen, Vice-President

Jennifer Esteen, Secretary/Treasurer

A1. Article. Fiduciary Duties, Conflicts of Interest, and Independence Refresher AHA, 2017

Trustee Bhuket reviewed the article beginning on agenda packet page eight.

Trustee Jensen appreciated the attention to governance. Eventually that may be out of the hands of the current Board. She encouraged the Trustees to explore the opportunities available through The Governance Institute. She said she was planning on attending a conference in October

B. CEO Report

James E.T. Jackson, Interim Chief Executive Officer

Mr. Jackson reviewed the presentation available here:

<http://www.alamedahealthsystem.org/2021-meeting-agendas-and-minutes/>

Trustee Jensen asked how vaccination data was collected for employees. Mr. Jackson said when employees received the vaccine on site, AHS had the records. They've asked employees who received their vaccine offsite to report their status to Employee Health.

Trustee Jensen asked if there were other mandated vaccines. Mr. Jackson said they had a flu mandate, where employees had to take precautions if they did not get the shot. Things like MMR were required. Trustee Jensen asked to be updated on if they were discretionary or state or federal requirements.

C. MEDICAL STAFF REPORTS

- AHS Medical Staff: Irina Williams, MD (Chief of Medical Staff)
Edris Afzali, MD (SLH Leadership Committee Chair)
- AH Medical Staff: Cathy Pyun, DO (Chief of Medical Staff)

Dr. Williams reviewed the report on agenda packet page 13.

Dr. Pyun reviewed the report on agenda packet page 14.

Trustee Bhuket asked Dr. Pyun if Alameda Hospital was ready for the Joint Commission Survey. Dr. Pyun said the mock survey was helpful. They would be as ready as possible.

Trustee Bhuket asked if Dr. Pyun was satisfied with the improvements made regarding the specialty care and MRI issues. Dr. Pyun said the specialty care issues were improving with hired staff. The MRI issue was not fixed. A shared MRI between Alameda and San Leandro for out-patients and in-patients, given that Alameda Hospital's status a stroke center, was not adequate. The procedure typically took an hour or so to complete and there is not enough time in a day to manage the care for all patients. Mr. Fratzke agreed that there were difficulties with MRI's. He said the issue came to him the prior day. He said there were ideas to fix the issues and he would put appropriate staff in connection with Dr. Pyun.

D. COMMITTEE REPORTS

Trustee Jensen said the roster should be updated to reflect that the Seismic Committee had been reformed as the Alameda Hospital Strategic Planning Committee. Trustee's Blue and Jensen were on the Committee.

Trustee Banerjee asked that the HEDI Committee should be mentioned on the roster. Trustee Bhuket suggested they find a way to add committees that were not Board subcommittees be included on the roster.

Trustee Jensen asked if there was a San Leandro Strategic Planning Committee. Trustee Bhuket said there was, and Trustee Dong served on it.

D1. Audit and Compliance Committee: June 16, 2021

Sblend A. Sblendorio, Trustee

Deferred to the next meeting.

D2. Quality Professional Services Committee: June 23, 2021

Taft Bhuket, MD, Committee Chair

Trustee Bhuket discussed the QPSC meeting on June 23, 2021. Meeting materials are available here: <http://www.alamedahealthsystem.org/2021-meeting-agendas-and-minutes/>

D3. Finance Committee: July 7, 2021

Jennifer Esteen, Committee Chair

Trustee Esteen discussed the Finance Committee meeting on June 7, 2021. Meeting materials are available here: <http://www.alamedahealthsystem.org/2021-meeting-agendas-and-minutes/>

D4. Interim CEO Recruitment/Onboarding Ad Hoc Committee Update

Kinkini Banerjee, Committee Chair

Trustee Banerjee said the Committee met on June 19th. Maintaining fidelity and integrity of the system was a Board responsibility. They needed to rebuild trust and partnerships. They'd been pleased with some of the changes taking place in the leadership structure. The previous month the County consultant previewed their recommendations for the AHS governance restructure to the Board. It would be a long process of finalizing the structure. As a Committee, they felt it was important to consider the stability of the leadership and to ensure effectiveness, reliability, and quality were held to the highest standards. They recommended a closed session full Board conversation regarding the governance and they would have that discussion at the end of the current open session.

Trustee Bhuket said that they appointed Banerjee to the Executive Committee.

E. CONSENT AGENDA: ACTION

E1.Approval of the Minutes from the June 9, 2021 Board of Trustees Meeting

E2.Approval of Policies and Procedures

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

AHS System – June CPC and MEC Approvals

- PAIN ASSESSMENT AND MANAGEMENT (AHS)
- Fentanyl Patch Policy

E3.Approval of Contracts

The Finance Committee recommends approval of the Contract listed below.

E3a. Amendment to renew the agreement with Elsevier, Inc. for provision of learning management software and educational materials. The term of the proposed amendment shall be from July 30, 2021 through July 29, 2024. The estimated impact of the proposed amendment is \$1,117,391.00.

Janet McInnis, Chief Administrative Officer and CNE

E3b. Agreement with Inter-Con Security Systems, Inc. for provision of security services to the Alameda Health System. The term of the proposed agreement shall be from October 1, 2021 through September 30, 2024. The estimated impact of the proposed agreement is \$32,650,080.32.

Mark Fratzke, Chief Operating Officer

Moved by Trustee Jensen, Seconded by Trustee Esteen to approve the minutes of the Consent Agenda.

ACTION: A motion was made and seconded to approve the Consent Agenda. A roll call vote was taken, and the motion passed.

AYES: Trustees Banerjee, Bhuket, Dong, Esteen, Fox, and Jensen

NAYS: None

ABSTENTION: None

F. ACTION/DISCUSSION

F1. ACTION/DISCUSSION: Board of Trustees Appointment EBMG Directors (Est. 15 min)

Taft Bhuket, MD, Board President

Trustee Bhuket discussed the report beginning on agenda packet page 69.

Moved by Trustee Jensen, Seconded by Trustee Fox to approve agenda item F1 and appoint Christina Chavez Johnson to the Board of Directors for EBMG.

ACTION: A motion was made and seconded to approve agenda item F1 and appoint Christina Chavez Johnson to the Board of Directors for EBMG. A roll call vote was taken, and the motion passed.

AYES: Trustees Banerjee, Bhuket, Dong, Esteen, Fox, and Jensen

NAYS: None

ABSTENTION: None

F2. DISCUSSION: September Board Retreat Planning

Taft Bhuket, MD, Board President

Trustee Bhuket said the retreat would be held on September 17th. He suggested the four Executive Committee members take input from all the Trustees but lead with ELT. They'd have to talk about finance, strategy, and Board performance.

Trustee Fox asked that the retreat be held in person. Trustee Bhuket said he wasn't sure if they could do a blended in-person and remote meeting. He would support an in-person meeting because the current Board had never sat in the same room together.

Trustee Jensen said the Brown Act options had been extended for remote meetings, but still allowed for in person meetings.

F3. DISCUSSION: Annual Board Self Evaluation Planning

Taft Bhuket, MD, Board President

Trustee Bhuket said they were required by their bylaws to take a Board self-evaluation each year.

Trustee Jensen said The Governance Institute had a robust tool for Board self-evaluations. They meet recently. She and Trustee Banerjee were in favor of using that tool with some updates.

Trustee Banerjee said that if they produced the survey quickly they would be able to have the results in time for the retreat.

Trustee Fox said that if they complete the survey process prior to having the strategic plan conversation they would have a gap in the results. He wondered how that would affect the outcome of the survey. Trustee Banerjee said if they pushed the survey a little later in the year they could present the results at a different meeting. The segment of the survey that dealt with strategy would not have much feedback. Trustee Fox said it would be unfortunate to get marked down for having N/A's across the survey. Trustee Jensen said there were some questions about strategic planning on the basic tool, but they could edit the survey to reflect what they had worked on. Trustee Banerjee added that the results could be framed to reflect the timing of the survey and the strategic plan.

Trustee Bhuket asked what the downside would be with ending the retreat with doing the survey in real time. They would not be able to discuss the results at the retreat. They were completing their responsibility just by filling it out. He asked if it would be a problem to move it out.

Trustee Banerjee said the timing was up to them. They traditionally used the retreat for that reflection.

Trustee Jensen said it could be whatever they wanted it to be. It could be brief if needed. There were times in the past where they completed the task but didn't use the results in a meaningful way. She suggested that they make it a brief survey of how the Board was feeling moving forward, how the Board was overseeing policy, how the collaboration was working. Or they could postpone it. As they moved into the governance conversations and such they'd have something to go back to and work off of.

Trustee Bhuket said they had an internally developed survey that could be launched shortly.

F4. DISCUSSION: Board Calendar Tracking/Planning

Taft Bhuket, MD, Board President

G. STAFF REPORTS (Written)

G1. Chief Financial Officer Report: April 2021 Financial Report

Kimberly Miranda, Chief Financial Officer

G2. State Legislative Update – 2021 Legislative Session

Tangerine Brigham, CAO, Population Health

Elizabeth Lam, Government and Community Relations Specialist

Mr. Azizi said the Board would go into Closed Session to discuss the items as listed on the agenda.

Trustee Friedman arrived at 6:58 pm.

Trustee Blue arrived at 7:09 pm.

CLOSED SESSION

1. Public Employee Appointment

[Government Code Section 54957(b)]

Title: Chief Executive Officer

Trustee Bhuket said he was pleased to announce that the Board of Trustees unanimously agreed to appoint Interim CEO James Jackson to become the permanent CEO of AHS, pending a successful contract negotiation.

H. ACTION/DISCUSSION

H1. Discussion and possible action relating to approving compensation for the Chief Executive Officer

Taft Bhuket, MD, Board President

Trustee Bhuket appointed Trustees Friedman and Banerjee to the Contracting Ad Hoc Committee to make recommendations for a contract in concert with Mr. Jackson. The contract would return to the agenda in an open session at a date to be determined.

TRUSTEE COMMENTS

ADJOURNMENT: 7:46 pm

This is to certify that the foregoing is a true and correct copy of the minutes of the meeting of July 14, 2021 as approved by the Board of Trustees on September 8, 2021.

Ronna Jojola-Gonsalves

Ronna Jojola Gonsalves
Clerk of the Board

APPROVED AS TO FORM:

Reviewed by: *shakib azizi*
shakib azizi (Sep 9, 2021 16:11 PDT)

Ahmad Azizi
Interim General Counsel









2021-07-14 BOT Minutes FINAL APPROVED

Final Audit Report

2021-09-29

Created:	2021-09-09
By:	Ronna Jojola-Gonsalves (rogonsalves@alamedahealthsystem.org)
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