

CITY OF ALAMEDA HEALTH CARE DISTRICT

Date: January 18, 2016
To: City of Alameda Health Care District, Board of Directors
From: Kathryn Sáenz Duke, Secretary
Kristen Thorson, District Clerk
Subject: Review of November 9, 2015 Minutes

We are presenting the November 9, 2015 Open Session minutes in a revised format and welcome feedback by January 22, 2016 so that formal acceptance can occur at the February 1, 2016 meeting.

The Secretary of the Board and the District Clerk have been working together to revise the minutes to reflect a more traditional style minutes (documentation of action taken).

Record of the meeting and specific comments during the meeting are always available through the meeting videos, posted on alamedaahs.org. These videos are also hosted on Vimeo and are stored and backed-up on an AHS secure server.

CITY OF ALAMEDA HEALTH CARE DISTRICT

Minutes of the City of Alameda Health Care District Board of Directors
Open Session
Monday, November 9, 2015 Regular Meeting

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

Topic	Discussion	Action / Follow-Up
I. Call to Order	The meeting was called to order at 5:35 p.m.	
II. Roll Call	Kristen Thorson called roll, noting a quorum of Directors was present.	
IV. Regular Agenda		
A. Swearing-In Oath of Office of Appointed District Board Member – Michael Williams		Michael Williams read the Oath of Office, was sworn into office and was seated with the Board of Directors.
B. Special Presentations		
1) Adoption of Resolution 2015-4: Special recognition of J. Michael McCormick	Director Deutsch read the Resolution that recognized J. Michael McCormick for his service with the District Board of Directors, Alameda Hospital and the community of Alameda.	The Board did not formally adopt the resolution. It will take formal action at its next meeting.
2) Petaluma Health Care District (PHCD)	In response to an earlier invitation from the District Board, PHCD Board President Elece Hemple, and Chief Executive Officer Ramona Faith, presented an overview of the Petaluma Health Care District’s structure and activities. It is an award-winning, community based healthcare district that convenes an 80 member advisory group, and works closely with the hospital it owns but has not managed for the past 18 years. Several members of the board and the public engaged in Q-A with the presenters after their prepared remarks. Copies of the presentation are available online with the Board packet or from the District Clerk.	No action taken

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C. Consent Agenda	<p>Director Jensen noted that on page 29 of the packet and the August 3, 2015 Minutes, fourth paragraph under 2) <i>Discussion on Next Steps for Recruitment of Support Personnel for District Operations</i>, there was an incomplete sentence. The Board agreed to strike that sentence from the minutes. The Clerk will make that correction for the record.</p>	<p>Director Jensen moved and Director Sáenz Duke seconded to accept the consent agenda, with the one revision suggested for August 3 minutes. The motion carried with two abstentions (Meyers and Williams)..</p>
	1) Acceptance of August 3, 2015 Minutes	
	2) Acceptance of September 14, 2015 Minutes	
	3) Acceptance of October 7, 2015 Minutes	
	4) Acceptance of October 26, 2015 Minutes	
D. Action Items		
	<p>1) Nomination and Appointment of Two District Representatives to the City of Alameda / City of Alameda Health Care District (CAHCD) Liaison Committee</p> <p>Director Deutsch referred to memo on page 31 of the board packet and the Board discussed the process for nominating. There was discussion about the process and timing of the appointment prior to Election of Officers.</p>	<p>Director Jensen moved and Director Meyers seconded to appoint two representatives to the CAHCD Liaison committee with the City of Alameda, and that one of those representatives be the President and the other be appointed during the annual election of Officers. Motion approved unanimously.</p>
	<p>2) Acceptance of the September 30, 2015 Financial Statements</p> <p>Director Deutsch and Ms. Thorson presented the financial statements, noting that the financials are accrual based per the recommendation of accounting consultants. There was a variance in utilities due to a budgeting error.</p> <p>The Board requested a brief summary as part of the next set of financials to explain variances such as this.</p>	<p>Director Jensen moved and Director Sáenz Duke seconded to accept the Financial Statements. The motion carried with two abstentions (Meyers, Williams).</p>
	<p>3) Acceptance of the Vision 2015 Report and Recommendations</p> <p>Director Deutsch requested that the report be given and then any specific action on any recommendations be considered individually by the Board. Director Meyers and Director Sáenz Duke presented pages 36-72 of the Board packet and their Vision 2015 final report.</p> <p>After some general discussion about how to best to proceed, Mr. Driscoll advised that the Board</p>	<p>After discussion involving all directors, Director Williams moved and Director Sáenz Duke seconded to adopt the Vision 2015 Report's mission statement by revising bullets #2 and #4 on page 50 of the packet as</p>

Topic	Discussion	Action / Follow-Up
	<p>could accept the report as a whole, or take separate actions on the following items,</p> <p>1) mission statement, 2) proposed bylaws (to be reviewed at next meeting), 3) Executive Director job description, 4) District Clerk/Administrative Associate job description and 5) Lead agent for Community Health.</p> <p>Director Meyers had a question regarding a one week public notice requirement for revising By Laws. It was agreed to have the Board's Counsel review the Vision 2015 report's suggested By Laws changes and make any revisions or corrections he deemed appropriate, then post that text at least one week prior to the next board meeting. Director Deutsch recommended that an additional liaison position be added to the By Laws: Alameda Hospital Liaison. This position would focus on issues relating to quality of care at Alameda Hospital. He also asked if any of the other Board members had suggested additions, revisions, or deletions to the current bylaws; no others were offered at that time.</p> <p>It was agreed to postpone any further discussion of by laws revisions until the next board meeting.</p>	<p>follows:</p> <ul style="list-style-type: none"> • “Collect, disburse, review and oversee educate the community on use of parcel taxes collected under the authority of the District.” • “And, to do any and all other acts and things necessary to carry out the provision of the Bylaws and the Local Health Care District Law.” <p>Director Meyers moved and Director Sáenz Duke seconded to accept the process as written on pages 53-54 with the provision that any expenditure of funds or engagement of executive search firm for hiring an Executive Director and District Clerk/ Associate Assistant would require an action made by the Board in open session.</p> <p>The motion carried with 4-1 (Jensen).</p> <p>Director Jensen moved and Director Williams seconded to accept the Vision 2015 Final Report with no further action on any further recommendations in the report. Motion approved unanimously.</p>
<p>At 7:52 p.m. Director Meyers left the meeting due to a family emergency.</p>		
<p>E. Alameda Health System and Alameda Hospital Update</p>		
	<p>1) Alameda Health System Board of Trustees Report</p> <p>Director Jensen reported that the AHS Trustees and Executive Team have met with the County Board of Supervisors to discuss common goals, history, and communication</p>	<p>No action taken.</p>

Topic	Discussion	Action / Follow-Up
2)	Chief Administrative Officer Report	
	<p>a. Alameda Hospital Seismic Update</p> <p>Bobby Smith, AHS Construction Project Manager presented an update on the Seismic status for Alameda Hospital. Refer to pages 73-78 in the Board packet for presentation.</p>	No action taken.
	<p>b. Alameda Hospital Update</p> <p>i. Follow-Up on Request for Additional Information on Support Services Allocation Methodology</p> <p>David Cox, CFO had to leave the meeting. The discussion on the Request for Additional Information on Support Services Allocation Methodology will be deferred to a future meeting.</p> <p>Ms. Panlasigui reported on her recent presentation to the Alameda Chamber of Commerce Government Relations and Economic Development Committee. She summarized some recent uses of parcel tax revenues at Alameda Hospital, such capital projects, and purchase of equipment such as the new ICU and telemetry beds. She also announced that non-represented employees at Alameda Hospital are receiving a 5% wage increase (restoring a rollback from many years ago) and also a merit-based increase of 1%-5%.</p>	No action taken.
F.	District Updates and Operational Updates	
1)	<p>President's Report</p> <p>a. January 2015 Agenda Preview (Date TBD)</p> <ol style="list-style-type: none"> 1. Election of Officers, including Review of Bylaws Section, Officer Roles and Responsibilities 2. Brown Act Education 3. Board Communication (Verbal/Written) 	No action taken.
2)	Discussion on Timing for Joint District /Hospital Presentation to Alameda City Council, Including Presenter(s)	No action taken.
3)	<p>Alameda County Special District Association Follow-Up</p> <p>Ms. Thorson referred to page 79 in the Board packet. Ms. Thorson noted that she will attend the meetings as the representative from the District and the Board of Directors will attend as their schedules permit. Ms. Thorson will provide updates to the Board on a regular basis.</p>	No action taken.
III.	General Public Comments	None

Topic	Discussion	Action / Follow-Up
IV. Board Comments		None
V. Adjournment	Being no further business the meeting was adjourned at 8:10 p.m.	

Attest:

Robert Deutsch, MD
1st Vice President
Acting President

Kathryn Sáenz Duke
Secretary

DRAFT

CITY OF ALAMEDA HEALTH CARE DISTRICT

Date: January 18, 2016
To: City of Alameda Health Care District, Board of Directors
From: Kristen Thorson, District Clerk
Subject: Discussion of Board Communication (Written/Verbal)

The District Board has requested a discussion item at the January 18, 2016 Board meeting to discuss written and verbal communication amongst the board and with staff.

District Director and Alameda Health System Trustee Tracy Jensen has provided the attached a document for reference and to use as a starting point for discussions at the January 18, 2016 Board meeting.

This document has been distributed to the Alameda Health System Board of Trustees to address better communications and processes amongst the board and staff and could be adopted in some form for the City of Alameda Health Care District Board of Directors.



Agreements for Better Communications and Processes
(Presented For purposes of discussion and agreement)

Prevailing Premise: Effective organizational communication creates trust and supports business objectives.

1. Trustee responsibility includes overseeing effective operations in order to ensure accountability and effective delivery of care. The Board is the entity that is responsible for compliance with laws and policies. The Board must always act in a manner that supports the organizational mission and meets the needs of patients while ensuring the organization's sustainability.
2. Individual Trustees have limited power. The source of trustee power comes from the Board as a whole (the majority); the same principle applies to trustee authority within committees. To ensure accountability and eliminate duplication, requests to staff for specific future action, reports etc., must come through formal consensus of the majority or formal motion. Staff responding to "individual" requests for data or documents can be accommodated only if the work required is limited and the information is readily available.
3. Trustees are expected to come to meetings prepared to participate and act if necessary. A Trustee who has a question about an agenda item should seek clarification with the appropriate staff prior to the Board meeting. When concerns remain after staff input, the trustee should advise the chair and staff that he/she may raise the issue in the public meeting.
4. If one Board member requests information about an issue that may be of concern to other board members, the CEO or staff will provide a timely response, sharing the query and the analysis with all members of the board. The Clerk of the Board

Agreements for Better Communication - 2

is the “gatekeeper” for all communications; thus, she should be informed of communications going to and from the Board from staff or other agencies.

5. It is the responsibility of individual trustees to notify Clerk of the Board in the event of an anticipated absence at a meeting or scheduled event.
6. By June of 2016, every Board member should have visited/toured at least 90%, if not all, the sites which formally fall with the AHS system.
7. Meetings dates for standing committees and Board Meetings, once set, should not be moved unless extreme emergency. Should such emergency occur, changes go to the Clerk of the Board who distributes to all Trustees.
8. It will be the responsibility of the Board Chair to conduct a time efficient and effective public meeting where respectful discourse can occur without personal attack and disrespect.
9. All items from staff to be included on/in Board agenda or packet must be in the hands of the clerk and submitted by the specified time or they cannot be included. Addendums should not be posted after formal agenda is posted.
10. Service and program changes that may be expected to have a patient and/or staff impact should always be brought to the board for review and approval. Service expansions, additions and reductions, and new or revised provider contracts should also be vetted with the board of trustees.
11. Staff should always provide the most timely information in the initial agenda packet and avoid supplemental materials distributed at the meeting whenever possible. When updated materials are necessary due to changing environmental conditions staff should include narrative explaining any changes from original documents.

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12. A Board tracking system and action calendar will be developed and will become a formal part of each Board agenda.
13. A common template for all information supporting agenda items will be consistently used. A template for “committee reports” should also follow a common format so all reports have same or similar elements. Reports for action by trustees should always include certain details as determined by the board depending on environmental conditions. Such considerations should include financial impact, safety, staffing and alternative options.
14. Committee reports should be drafted by the committee chair or other trustee committee member with input from staff. Written committee reports will appear in the agenda packet under committee reports.
15. The AHS CEO should identify which staff have permission to contact trustees directly regarding AHS business. Staff should go through CEO before contacting individual BOT members; and notify CEO after communication.
16. Timeline / tracking system for significant Board reports should be developed so public and Board knows when to expect such report. Committee work plans and timelines should be driven by Board Meeting timelines and dates, not the reverse.
17. The CEO must commit to and produce weekly updates highlighting issues and progress throughout the system.
18. Staff working with AC Supervisors should immediately report contacts to CEO and Trustees (Friday updates good place for inclusion). Communications between AHS and Alameda County staff is welcomed, and staff should ensure that significant requests for information from the Board of Supervisors is always approved by the Board or, in some cases the Board Chair, before submission to supervisors. The information sharing is critical whenever staff is responding to requests from the BOS Health Committee.