

CITY OF ALAMEDA HEALTH CARE  
DISTRICT

Minutes of the City of Alameda Health Care District Board of Directors  
Open Session  
Monday, October 3, 2016 Meeting

Board Members Present		Legal Counsel Present	Excused / Absent
Robert Deutsch, MD Tracy Jensen	Jim Meyers, DrPH Kathryn Sáenz Duke	Thomas Driscoll, Esq.	Michael Williams
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 with Director Williams being absent from the meeting.	
III. Regular Agenda		
A. Community Health, Safety and Wellness Focus Presentation <ul style="list-style-type: none"> <li>• Alameda Family Services <ul style="list-style-type: none"> <li>- Lynne Moore-Kerr, Head Start/Early Head Start Director</li> <li>- Daniel Javes, Health and Family Services Manager</li> </ul> </li> </ul> <p>Alameda Family Services provided an overview of their organization and services provided in the community. Director Jensen inquired how the organizations could better partner in the future as it was her desire to do more with AFS in the future. Ms. Moore-Kerr expressed a desire to partner with the District, Alameda Hospital and AHS outside of special events such as the annual health fair. Director Meyers was impressed and most interested in adverse childhood events and the impact on kids and how it relates to veterans and PTSD. He continued to state that most recently there was a event in Oakland that discussed the connection with adverse childhood events and recognizing symptoms children early on in the school system. He asked if AFS worked closely with the school district. Ms. Moore-Kerr stated that they do not work as closely as they would like to but have a close association with the kindergarten teachers when they are transitioning children from Head Start to the school system. A copy of the presentation can be found on the website.</p>	No action taken.	
<p>President Duke, Director Deutsch, Director Meyers, Director Jensen and the District Clerk, Kristen Thorson, all recognized and thanked Bonnie Panlasigui for her work, leadership she has provided to the Alameda Hospital and commented on her caring nature and connections to employees, visitors, patients and families over the past 2 years. Ms. Panlasigui would be leaving the organization in October and this was her last Board meeting.</p>		

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B.	Alameda Health System and Alameda Hospital Updates	
	<p>FY 2015-2016 (Q4, April-May-June) AHS Quality Dashboard</p> <p>Eileen Pummer, Director of Quality Programs from Alameda Health System reviewed the quality dashboard as presented in the packet. Director Meyers noted that every indicator has improved since 2015 and thanked Bonnie and the staff for the work being done.</p>	No action taken.
	<p>FY 2015-2016 (Q4, April-May-June) AHS Financial Report</p> <ul style="list-style-type: none"> <li>• Patient Utilization Data FY Comparison</li> <li>• Alameda Hospital's EBIDA, Operating Margin and AHS Overhead Allocation Analysis</li> <li>• Insurance Contracting Update</li> </ul> <p>David Cox, Chief Financial Officer reviewed the following items in a presentation that is available on the website.</p> <ul style="list-style-type: none"> <li>• System Financial Performance – August 2016 YTD</li> <li>• Alameda Hospital Performance – FY 2016 – Unaudited <ul style="list-style-type: none"> <li>○ Income Statement</li> <li>○ Patient Activity</li> <li>○ Payer Mix</li> </ul> </li> <li>• Contracting Status (verbal)</li> </ul> <p>The following was noted as updates to the contracting issue for Alameda Hospital. AHS is now in discussions with all major plans with the objective to obtain fair market rates. Timing remains uncertain. A dedicated primary care network to support Alameda Hospital continues to be a major issue brought up by the insurance plans which is being discussed with the Alameda Health Partners (AHP) Board. AHP is the physician organization for AHS. Mr. Cox assured the Board and community that their voices have been heard and AHS understands the importance of this issue. Director Deutsch expressed the importance of this issue to the community and to the hospital. Director Deutsch stated that the prompt pay policy was not working well and Mr. Cox asked Director Deutsch to send him examples to look into.</p> <p>Alameda Hospital's EBIDA, Operating Margin and AHS Overhead Allocation Analysis was reviewed with Director Meyers noting the three data points over time since the affiliation in May 2014. Director Meyers noted that he and Director Williams have discussed in previous meetings the types of reports from AHS that are relevant to this type of Board and the role of the Board. The analysis provides a clearer picture and important for the Board to track. He had no further comments but stated that it may influence discussion on agenda items later on in the meeting. Understanding these metrics will help the Board in communicating with the community about how the parcel tax dollars are being used and the overall performance of the hospital.</p>	No action taken.

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	<p>Hospital CAO Report</p> <p>Ms. Panlasigui thanked the Board for their support and stated that the frontline staff is responsible to improvements in quality indicators and commended the team at Alameda Hospital. Ms. Panlasigui reviewed her CAO report as presented in the board materials.</p>	No action taken
C.	District Updates & Operational Updates	
	<p>1) District Liaison Reports</p> <p>The order of the agenda was changed to the following order, AHS liaison Report, Community Health Liaison Report, Presidents Report and Hospital Liaison Report.</p>	
	<p>Alameda Health System Liaison Report</p> <p>Director Jensen reported on her written report in the board packet. Including new AHS Board appointments, Waters Edge name change, legislation and the Hospital Council Summit. The Pending appointments have been approved and will go to the Alameda County Board of Supervisors for appointment. The District Clerk will forward the new AHS organization chart to the Board of Directors as it was not included in the materials and noted in the memo. She introduced James E.T. Jackson who will be the new Chief Administrative Officer (CAO) for Alameda Hospital. He also is the CAO for San Leandro Hospital. Mr. Jackson provided a brief background and informed the Board that he would be on campus every day. Ms. Jensen echoed Bonnie's comments relating to the promotion of Richard Espinoza to CAO of Post Acute Care. He will oversee all of the system's post acute care service line, including Alameda Hospital's post acute care units (South Shore, Park Bridge and the subacute unit) and Fairmont Hospital.</p>	No action taken.
	<p>Community Health Liaison Report</p> <p>Director Meyers noted from his report that he is eager to move forward as required by healthcare district law. Stakeholder meetings are on hold until a full time clerk and part time Executive Director are on Board. He informed the Board that he had a great conversation with Jim Franz, the City of Alameda Community Development &amp; Resiliency Coordinator regarding a community health needs assessment that will be implemented in 2017. Director Jensen suggested that Mr. Franz come and share information with the District regarding the survey and other work being done through his department and the City of Alameda.</p>	No action taken.
	<p>President's Report</p> <p>President Saenz Duke reviewed her written report. President Saenz Duke provided an election update noting that with only two candidates filing for the two open positions, incumbents Director Williams and Director Saenz Duke, will not appear on the ballot in November, 2016.</p> <p>She noted that there would be a roundtable discussion organized by the Little Hoover Commission who is reviewing special districts in California. The District submitted a response to an inquiry by the Association of California Healthcare Districts which is included in the materials. The roundtable</p>	No action taken.

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	<p>discussion will be held on November 16, 2016. Prior to moving on to updates on the Executive Director Search in her report and as agendized, Director Deutsch provided the Hospital Liaison Report.</p>	
	<p>a. Review and Approval of Community Survey Discussion occurred below in Section 2).</p>	<p>No action taken.</p>
	<p>Alameda Hospital Liaison Report Director Deutsch provided a verbal report noting that that an agreement had been reached with Californian Nurses Association which will increase salaries, increase morale and assist with recruitment and retention in Nursing. The infusion center expansion is moving forward. Progress is being made by AHP on a primary care clinic potentially designated as a FQHC clinic. He reported that the Chief Medical Officer is looking at issues with transfers from Alameda Hospital to Highland when a higher level of care is needed. Urology coverage has been a issue at Alameda Hospital and AHP is looking at possible solutions sand has a commitment to cover these types of specialties. Director Deutsch noted that he was pleased with the progress on many of these issues made over a short period of time.</p>	<p>No action taken.</p>
	<p>b. Other District Outreach Reports and Member Updates President Saenz Duke added that she has been on communication with the League of Women Voters and a potential joint presentation. Due to scheduling, the next available time slot will be summer, 2017.</p>	<p>No action taken.</p>
	<p>2) Review and Discussion of Decision Points for Vision and District Staffing President Saenz Duke noted that this agenda item ties into the last portion of the President's report. President Duke requested a discussion of the Board regarding the next steps in the Executive Director search and the proposed draft community survey included in the materials. She also noted that the annual community health fair was scheduled for October 16, 2016 and there is an opportunity for the Board to have a presence at the health fair and possible distribution of the survey at the same time. She asked the Board if they wished to discuss the survey or move to discuss Review and Discussion of Decision Points for Vision and District Staffing.</p> <p>Director Meyers commented on the collection of data as presented and thanked staff for the work done in gathering the information. He commented on the length of time it has taken in regards to the Vision and district Staffing and that without the additional support, the District cannot do the things the Board has approved moving forward with. Director Meyers stated that he was in favor of getting community input but now feels that the Board needs to take action on what California State law requires healthcare district to do and what has been agreed through the Vision and Mission statement. He feels strongly that the Board should move forward and take action in regards to personnel. The point of collecting the data was to show that work and discussion that has occurred. He noted that he has received positive feedback about the Vision and staffing model. Director</p>	

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	<p>Meyers referenced the health and safety code and the ballot measure that has declared what the District should be doing along with what the district has approved in the Vision and mission statement. He continued to say that City leaders such as Jim Franz and Mayor Trish Spencer want to see the District get the stakeholders together to begin to address issues in the community and to find the voice of the underserved through stakeholder meetings. He stated that there is nothing in the Vision about programs; it only references being the lead agent and bring stakeholders together in the community. In regards to the survey, he is involved with the transportation Commission and has learned that the Commission has a process for distributing surveys to the broader community as opposed to list-serves and suggested working with the Commission on what their process is for the District's survey.</p> <p>Director Saenz Duke noted that HFS Consultant, Don Whiteside was present and the report given at a previous meeting has been included on the Board packet for reference. She asked Mr. Whiteside to comment on some of the comments made by Director Meyers and the process to date.</p> <p>Mr. Whiteside agreed with the summary provided by Director Meyers and agreed the Board should move forward with the search and hiring of personnel. He further stated that the more feedback from the community is essential. He suggested that the Board move concurrently with survey and talent acquisition of an Executive Director and district support staff. He stated that it would take an executive action by the Board on what the employment model for the executive director would be and recommended (as stated in the handout) either a management agreement or interim agreement with someone. He stated that the Board is in a position to move forward as the November election has been determined (no change in directors) and the mission has been approved.</p> <p>Director Deutsch stated that he had a very different view from Director Meyers. He stated that he has seen no evidence that the community wants to embark on this new vision and that the citizens of Alameda did not agree to it even though the Board approved the new Vision. He stated that he understands that the Board has agreed to the Vision. He continued to say that the Board has a responsibility to the electorate and the role of the Board under the JPA which includes receiving reports from AHS and to remind AHS and the community of the need for the hospital. He did not want to underestimate what the community voted for in 2002. Public health programs in Alameda would-be very valuable to the community but the community has not agreed to tax itself for such programs. He expressed concern over use of district resources for projects and programs in the community outside of the hospital operations without significant input or vote from the community or a real objective survey. Director Deutsch stated that the proposed survey was misleading. He proposed the question of "Do you want district funds, which are currently obtained through the parcel tax, to be spent on community programs other than for the exclusive use for Alameda hospital through Alameda health System?" As for secretarial support, the JPA calls for AHS to</p>	

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	<p>provide that support. As far as a Executive Director (ED), he feels that the citizens have not voiced their input on hiring of an ED. He said that he has voiced his opinion in regards to this at prior meetings and does not feel that the board should move forward.</p> <p>Director Jensen stated that she agreed with a lot of the comments made by Director Deutsch and expressed some concerns about the Vision 2015 and direction. She that she looked forward to discussion on the proposed survey. She stated that she has spent time reviewing healthcare districts and district that have been the focus of review for potentially not following what they are supposed to be doing under the law. She commented on similarities and differences with some Districts such as Petaluma and Sequoia. She wants to see the Board develop relationships with other community organizations. She stated that she was unsure of the role for the Executive Director. She continued to state that the community needs to support the role of the Executive Director She noted that the Board should spend time to identify the role of the current District Clerk, Ms. Thorson. She wants to ensure that there is an expectation to fill the role of liaison between Alameda Health System and the District either by the role of Ms. Thorson or a similar position.</p> <p>Director Meyers noted that Alameda County LAFCo approved the formation of the health Care District in 2002 by the levy of \$298 per parcel tax. In the LAFCo document and in the ballot measure, it states that we were to follow the Health and Safety Code as defined under healthcare district law by doing the following: A district that transfers its assets to another corporation shall act as an advocate for the community and the district shall annually report to the community on the progress made in identifying the gaps in health and well being in the community. He restated that despite hearing from Director Deutsch and others about using parcel tax dollars to fund public health programs, nothing has been said or approved in the Vision about programs; it only references being the lead agent and bring stakeholders together in the community. Director Meyers noted that the District has the sole responsibility of the overall health of the community. He continued to state that we are local, we are responsive, we were started by residents, voted by residents, serve upon the election of residents; we operate in service of resident's. all of our residents who don't use this facility and who don't have a voice. We are who we serve. We are uniquely positioned to know those who are suffering n our community. Community members entrust the District with the parcel tax dollars. He stated that when the board discussed Vision there were two bubbles and we are not losing the first bubble (hospital), what we are doing is our job which is the responsibility of the health and well being of the community, which has not been done since 2002. We don't need a large staff, but we need staff. He felt that the community supports having the District own staff that does not report to AHS. The other bubble is community health and well being of the community which the District will work collaboratively with AHS to address. Mr. Meyers referenced his support of around 7,500 votes from the community when he was elected on the basis that he would address these areas while he served on the Board.</p>	

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	<p>Director Jensen stated that she agreed that it was important to address the items noted by Director Meyers including the overall health needs of the community as well as oversight of the JPA with AHS. Director Jensen stated that she is not ready to hire an Executive Director at this time. She did feel that the District needed to understand the overall health of the community and this survey or report could be accomplished through the use of a consultant instead of an Executive Director and before hiring an Executive Director. We are equipped and can make decisions but propose an alternative to seek more input and understand the overall health of the community and what the gaps in coverage are before hiring an Executive Director. The report she is referring to is the saem report that Director Meyers has been referencing from healthcare district law.</p> <p>Director Meyers noted that he was happy to vote again on the Vision that was approved 5-0. He wants to move forward. If someone wants to make a motion to do something else, make a motion to do something else.</p> <p>Director Deutsch stated that he did not believe that we needed another layer of an Executive Director to be the “hub” in the community to do these activities. AHS should be and is addressing the community health needs and public health of the community. He agreed that we need secretarial support. The parcel tax was voted on to support the hospital and using it in other ways such as an Executive Director that does not directly support Alameda Hospital is a misuse of funds. He stated that he believes that there is enough to do with informing AHS and the public about issues with the Hospital. He suggested that the Board not move forward without public input and would be happy to make a motion.</p> <p>President Saenz Duke asked about moving forward with the survey in the next few months and the draft that was presented in the materials. She wanted to find common ground and understand how we could move forward and agreement on the path laid out by the consultant with a survey.</p> <p>Director Deutsch stated that he was not asked for input and felt that the survey was misleading. He did not believe the proposed survey would provide the feedback the Board is looking for. There has been a lot of discussion and doubts raised in meetings regarding the direction under the Vision 2015, despite a 5-0 vote. Director Deutsch said that the survey should ask one question: Do you want the District to continue to do what the it has been doing or do you want the District to hire staff begin to do something very different relating to community health independent of Alameda Health System and independent of the hospital?</p> <p>President Saenz Duke asked for the motion. After further thought and several iterations, Director Deutsch made a motion..</p> <p><b><u>DISCUSSION ON MOTION</u></b></p>	<p>Director Deutsch made a motion to not proceed with the hiring of an Executive Director unless the Board has evidence that a significant portion of the taxpaying Alameda community wants the District to spend their fund on projects and programs other than those that are directly related to Alameda Hospital.</p> <p>Director Jensen seconded the motion.</p> <p>Discussion occurred as noted to the left. After discussion ended, Director Meyers called the question.</p>

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	<p>Director Meyers stated that he did not know what projects or programs were being discussed. He did not agree with the motion. He continued to state that he needs staff support to do his work and all of the functions of the Board. We are being asked to be a District without staff. The role of the District goes beyond the four walls of the hospital. He stated again that there is no plan to do projects and programs.</p> <p>President Saenz Duke stated prior to the affiliation the District has a team of support and now has no staff support of our own. She felt it is necessary to have support for the District. She also pointed out the two articles she has written relating to the changes happening in healthcare and that healthcare extends beyond the four walls of the hospital. She feels that it is the Board responsibility of the Board to look at these issues.</p> <p>Director Deutsch suggested that AHS fund the staff support in concept and per the JPA. The focus of the Board should be support district clerk support from AHS. He suggested that the Board move forward with a 0.5 FTE clerk dedicated to the District operations which would be non-controversial.</p> <p>Director Saenz Duke Requested legal counsel to site the section in the JPA refers to the support of the District Clerk by Alameda Health System.</p>	<p>The Clerk re-read the motion to which Director Deutsch revised the motion:</p> <p>Director Deutsch made a motion to not go forward with the hiring an Executive Director unless and until the Board has evidence from the electorship/voters of that they want the District to proceed with programs other than what has been done up until now which is to use all fund for the operations of Alameda hospital.</p> <p>No further discussion.</p>
	<p>The meeting paused for a break at 7:57 PM. The meeting reconvened at 8:06 PM.</p>	<p>The vote was a tie 2 in favor (Deutsch/Jensen) – 2 against (Saenz Duke/Meyers).</p>
	<p>Discussion continued. Director Deutsch agreed that population health is beyond the 4 walls of a hospital and that it is AHS is committed to population health. He reiterated that he feels that staff support in the form of a 0.5 FTE clerk is needed.</p> <p>Director Jensen noted that the insurance contracting issues remains an important issue for the Board and community. She is confident that the meeting with community input moved AHS to make it more of a priority. She feels that progress and input can be obtained without the support of an Executive Director.</p> <p>The District Clerk read the section of the JPA:  Article 4, District Reserved Rights; Remedies,  Section 4.1. Reserved Rights,  g) AHS shall make available on a regular and mutually agreeable basis meeting rooms and support personnel (including, without limitation, an individual to serve as "Clerk of the District") required for the conduct of District business.</p> <p>Discussion on the funding of a 05. FTE clerk ensued and Director Meyers stopped the discussion and noted that the funding has already been approved under the District's operating budget for the current fiscal year. He stated that the District has already had that discussion and a decision has been made.</p>	

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	<p>Director Jensen noted that there was a 2-2 vote and that we should move forward with hiring an executive director based on prior decisions by the Board and looked to President Saenz Duke for direction on how to proceed forward.</p> <p>Director Saenz Duke commented and referred back to the survey, timeline and plan identified by HFS Consultants. She asked if the survey should be revisited when Director Williams is present and look at what would need to be in a community survey</p> <p>Director Deutsch proposed the following question for the survey.  Would you support using parcel tax funds in order to hire staff to enable such a broadening of the District mission or do you believe that parcel tax funds should be used exclusively for the projects and programs at Alameda Hospital?  Yes, I believe the District should hire staff to enable a broadening of the District Mission to include public health projects in Alameda.  No, I believe that parcel tax funds should be used exclusively for the projects and programs at Alameda Hospital.</p> <p>President Saenz Duke asked the Board again if they wanted to continue discussion on what type of questions to put in a community Survey</p> <p>Director Meyers noted that the question was whether the Board supports the expanded vision as approved or the board does not now support this vision. He stated that there is a democratic process and the Board is not following the approved decision or timeline. Director Meyers stated that we have a responsibility under California law. There was disagreement between Director Deutsch and Director Meyers regarding whether the District was doing its job under healthcare law. Director Meyers noted that he felt that Director Williams would agree that the Board's oversight is not as important as the focus has been for the Board. Director Meyers stated that he feels that the District needs its own staff that does not report to AHS.</p> <p>Director Jensen did not agree that we are mandated to have staff and that we can carry out our mission in different ways. Director Meyers stated he is tired of waiting to move forward. He wants an Executive Director that works independently, for the Board and who will go out and gather data for the board to fulfill its responsibilities.</p> <p><b><u>DISCUSSION ON THE MOTION</u></b></p>	<p>Director Jensen made a motion to defer hiring an Executive Director until 2017 and then discuss the issue in 2017. Director Deutsch seconded the motion.</p> <p>Director Meyers called the question.</p> <p>The vote was a tie 2 in favor (Deutsch/Jensen) – 2 against (Saenz Duke/Meyers).</p>

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	<p>Director Jensen stated she would like the input of Director Williams but is not comfortable moving forward with hiring of an Executive Director until 2017 and defer discussion of hiring a ED until 2017.</p> <p>President Saenz Duke noted that she would like to have Director Williams in on the discussion of next steps of hiring an Executive Director. As head of the search committee, President Saenz Duke will move forward with the process and involve Director Williams.</p>	
E.	Consent Agenda	A motion was made to approve the consent calendar as approved. The motion was seconded and the motion carried with one abstention (Meyers).
	Acceptance of June 6, 2016 Meeting Minutes	
	Acceptance of June 28, 2016 Special Meeting Minutes	
	Acceptance of August 1, 2016 Meeting Minutes	
	Acceptance of Financial Statements: July/August 2016	
F.	Action Items	
	<p>1) Adoption of Meeting Schedule for Calendar Year 2017 Ms. Thorson reviewed the proposed calendar as included in the board materials. The meetings were moved to the second Monday of the month and the Board will meet every other month.</p>	Director Jensen made a motion to approve the meeting schedule and Director Deutsch seconded. The motion carried.
	<p>2) Review and Approval of FYE June 30, 2016 Audit Ms. Thorson reviewed the annual audit as presented in the board materials.</p>	Director Jensen made a motion to accept the FYE June 30, 2016 Financial Audit and Director Deutsch seconded. The motion carried.
	<p>3) Review and Approval of Creating an Ad Hoc Committee and Charter on Alameda Hospital Facilities &amp; Seismic Planning</p>	Action item was deferred until the December, 2016 meeting due to the absence of Director Williams.
G.	December 12, 2016 Agenda Preview	
	1) Executive Director Search / District Staffing Update	
<b>IV.</b>	<b>General Public Comments</b>	
None		

Topic	Discussion	Action / Follow-Up
<b>V. Board Comments</b> None		
<b>VI. Adjournment</b>	Being no further business the meeting was adjourned at 8:42 p.m.	

Attest:

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Michael Williams  
Secretary