



**BOARD OF TRUSTEES MEETING  
THURSDAY, FEBRUARY 28, 2019**

**Conference Center at Highland Care Pavilion  
1411 East 31<sup>st</sup> 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    Louis Chicoine  
Taft Bhuket, MD    Tracy Jensen  
Gary Charland    Ross Peterson

**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 5:14PM**

**ROLL CALL WAS TAKEN AND THE FOLLOWING TRUSTEES WERE PRESENT:** Noha Aboelata, MD, Kinkini Banerjee, Taft Bhuket, MD, Gary Charland (Arrived 5:38PM), Louis Chicoine, Joe DeVries, Maria Hernandez, Tracy Jensen, Ross Peterson

**ABSENT:**

A quorum was established.

**Public Comment on Non-Agenda Items**

Maria Mendoza Sanchez thanked the Board and Alameda Health System for sponsoring her H1-b Visa allowing her to return to the country, to her family, and to her job at Highland. Terry Lightfoot, Director of Public Affairs, spoke highly of Ms. Sanchez and gave her a commemorative plaque.

Arnold Brillinger spoke about concerns over the stress and anger the staff at the SNF were experiencing and how it was affecting the patients. He asked the administration to improve the environment for staff and patients.

Mira Elnan and Amelia Breyre, both medical residents at AHS, spoke regarding the work they do, mostly during off hours for about \$15 an hour. Over the last three months they have grown increasingly worried about ongoing negotiations that were undermining their ability to do their jobs. As interns they were overworked and needed better work life balance. They said they only recently received work cell phones to use for professional purposes and now the administration wanted to take them away.

Agenda item F1 was heard prior to agenda item A.

**A. MEDICAL STAFF REPORTS**

*M. Kelley Bullard, MD - AHS Medical Staff*

*Joseph Marzouk, MD - AH Medical Staff*

*Michael Ingegno, MD - SLH Medical Staff*

Dr. Marzouk gave a recap of his presentation in QPSC, available here:

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

Dr. Ingegno gave a recap of his presentation in QPSC, available here:

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

The Board had a conversation regarding the voting membership structure proposed by the AHS Medical Staff versus the proposal by the San Leandro Medical Staff leadership. Dr. Ingegno said that representation needed to be more equitable and based in San Leandro.

Dr. Bullard gave a recap of her presentation in QPSC, available here:

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

**B. BOARD PRESIDENT REPORT**

*Joe DeVries, President*

No report provided.

**C. CEO REPORT**

*Delvecchio Finley, Chief Executive Officer*

Mr. Finley discussed the presentation available here:

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

**D. COMMITTEE REPORTS**

Heard after Item A

**1. Finance Committee: February 14, 2019**

*Louis Chicoine, Committee Chair*

Trustee Chicoine discussed the February 14, 2019 Finance Committee Meeting, recapping the staff reports beginning on page 183 of the agenda packet.

**2. Quality Professional Services Committee: January 24, 2019**  
*Taft Bhuket, MD, Committee Chair*

Trustee Bhuket discussed the January 24, 2019 Quality Professional Services Committee meeting, recapping the staff reports available here: <http://www.alamedahealthsystem.org/2019-meeting-agendas-and-minutes/>.

**E. CONSENT AGENDA: ACTION**

- 1. Approval of the Minutes from the January 24, 2019 Board of Trustees Regular Meetings.**
- 2. Approval of a Resolution Adopting Amendment to Alameda Health Partners, Inc. Articles of Incorporation.**
- 3. Approval of Appointments to Alameda Health Partners Board of Directors (Reappointments).**
- 4. Approval of Appointments to Alameda Health Partners Board of Directors (New Appointments).**
- 5. Approval of a Resolution Adopting Revised Stipend Schedule.**
- 6. Approval of Policies and Procedures.**

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

**System**

- Controlled Substance Policy
- CRE Infection Control
- HIPAA Violations Sanctions
- Workplace Violence

**Highland Hospital**

- Addendum to Code Blue/Code White Crash Cart Medication Trays and Transport Boxes

**Alameda Hospital**

- Stroke Program Administration
- Stroke Management Nursing
- Medical Staff Focused Professional Review/ FPPE/Proctoring

- 7. 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) Approval requested to increase the Not-to-Exceed amount of the existing **Alameda Inpatient Medical Group** agreement by \$907,971.42, to cover necessary costs expended for unforeseen increases in patient volume during prior contract years and to increase the number of providers required to cover projected future volume. If approved, the amended total of the agreement will be \$4,047,296.42 and the term of the current agreement will remain 12/01/2016 through 11/30/2019.  
*Ghassan Jamaledine, MD*

**8. The Quality Professional Services Committee recommends approval of the proposed addition of Article IX to the Alameda Hospital Medical Staff Rules and Regulations.**

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

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

**NAYS:** None

**ABSTENTION:** Trustee Bhuket abstained from Items E2, E3, and E4.

**F. REPORT/DISCUSSION**

**1. Status of Physician Integration**

*Ghassan Jamaledine MD, Chair, Alameda Health Partners*

Dr. Bhuket recused himself from Item F1, as an employee of OakCare, and left the room.

Trustee DeVries said that Alameda Health Partners (AHP) and OakCare had been in negotiations for a few months and they had come close with broad agreement on the principles of a doctor led organization appointed by and granted authority by the Board of Trustees. He recognized the existing trust issues. He discussed the importance of the nonnegotiable, non-arbitrary deadlines. He discussed the miscommunication regarding what was the final best offer by the administration. He appointed Trustees Aboelata and Hernandez to facilitate a dialogue regarding the MOU in the packet in the next seven days. He requested the OakCare doctors vote on the document, in no more than 10 days. If the document is approved Trustees Aboelata and Hernandez can facilitate the group through the details over the next six months. If the document is not approved he asked that OakCare release its doctors, so they can apply to keep their jobs at AHS and that OakCare release AHP from their obligations.

Dr. Savio, OakCare President, detailed the recent history of the negotiations. He said the current plan differed in a few key provisions that should not impact the needs of AHS but remain important to the physicians. They took into consideration the needs of the large body of physicians as well as the needs of AHS. He said he was saddened to see the termination of negotiations when they were close to reaching consensus.

Trustee Charland arrived at 5:38PM.

Dr. Hern spoke regarding some details in the Board packet he cited as misinformation. He said there was no advisement by AHP that the proposal was unacceptable. He said that draft bylaws were created that included input by OakCare. He gave an example of a challenged system.

Dr. Nelson said they work for OakCare but were there to serve Oakland with AHS. They all wanted a unified medical group governed by physicians from this hospital and this community, which would be responsible to this Board on equal terms with the AHS leadership. He said he could not believe the members of the unification team voted for this plan.

Trustee DeVries said that AHS needed to know that the doctors were going to be there, and the negotiations were holding up that process. The deadlines may have seemed arbitrary, but they were critical. He said they needed a vote and a commitment in writing to move forward.

Dr. Bullard said that the events of the last few days had been very discouraging. She gave a history of events leading up to the current situation and said that the focus needed to be on keeping the group of dedicated people in the organization. The process needed to keep moving forward and everyone needed to feel comfortable with the outcome.

Dr. Jamaledine said everyone in the room was there by choice. He said that the interests, values, and mission were unified and could be achieved. He reviewed the history of the changes OakCare and AHP have been through. He said it was important to have not only the dedicated and hardworking physicians that they already had, but they also needed strong financial planners. He said it was time to sign the deal and move forward.

Mr. Finley clarified that it was implied that AHP and AHS were one in the same. There was representation on the AHP Board by AHS leadership, but it was dangerous to equate decisions made by AHP as administrative decisions because they were not. He said that from as early as his interview he was made aware of a strong fracture between the medical leadership and the administrative leadership. He has worked, with the assistance of the Board to mend that by putting more physicians in administrative as well as clinical leadership roles and try to broker investment in providers as administrative leaders.

Trustee Banerjee said that they were so close. She hoped the next 10 days would be very productive and they all would work together.

Trustee Chicoine said it was important to remember that there were good people in the conversation. There was also fear of change. He said the moment has come and, while the Board of Trustees would not prescribe what action, they were requesting action.

Dr. Jamaledidine said that no one knew what would happen tomorrow. As doctors they depend on trust and faith in every interaction with their patients. That's what they needed now, there was no guarantee, but they needed to start with trust and faith with each other.

Trustee Hernandez said the path forward would have to involve some level of compromise or everything would be lost. She advised them to look for common ground and focusing on the organizational values.

**2. Status of Acute Rehabilitation License Transition (Written)**

*M. D. Moye, General Counsel*

**3. HRSA Onsite Visit Corrective Action Plan (Written)**

*M. D. Moye, General Counsel*

**G. STAFF REPORTS (Written)**

**1. Finance Report**

*Nancy Kaatz, Interim Chief Financial Officer*  
December 2018 Financial Report

**2. Chief Operating Officer Report**

*Luis Fonseca, Chief Operating Officer*  
December 2018 Operations Report

**3. Fiscal 2020 Budget Process and Timeline**

*Helen Tam, Director Budget Business Planning & Development*

Trustee Chicoine said that it was important to be value based with the budget planning. They had to look at parties who might have a danger of falling below the threshold because of their needs.

**4. AHS Market Share Analysis**

*Ishwari Venkataraman, Vice President Strategy and Business Planning*

**5. South County Behavioral Health Partnership**

*Karyn Tribble, Chief Administrative Officer, BHA*

Trustee DeVries said they would share this information with Supervisor Haggerty as he brought the issue up. He commended staff on being responsive to the request.

**H. INFORMATION REPORTS (Written)**

**1. AHS Community Engagement Report**

*Terry Lightfoot, Director, Public Affairs and Community Engagement*

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**2. Legislative Affairs/Local Government Strategy**

*Terry Lightfoot, Director, Public Affairs and Community Engagement*

Submitted as a late item on 2/28/19, document available here:

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

**3. Media Relations Report**

*Terry Lightfoot, Director, Public Affairs and Community Engagement*

**(General Counsel Announcement as to Purpose of Closed Session)**

**CLOSED SESSION**

**1. Pending Litigation**

*M. D. Moye, General Counsel*

Significant Exposure to Litigation

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

*AHS v. ACERA et al.*

**2. Public Employee Performance Evaluation**

[Government Code Section 54957(b)]

Title: Chief Executive Officer

*(Reconvene to Open Session)*

**OPEN SESSION**

**A. REPORT ON ACTION TAKEN IN CLOSED SESSION**

Trustee DeVries announced there was no reportable action taken in Closed Session.

**PUBLIC COMMENT:** None

**TRUSTEE REMARKS:** None

**ADJOURNMENT:** 9:20PM

This is to certify that the foregoing is a true and correct copy of the minutes of the regular meeting of February 28 as approved by the Board of Trustees on March 28, 2019.



Ronna Jojola Gonsalves  
Clerk of the Board

APPROVED AS TO FORM:

Reviewed by: \_\_\_\_\_



M.D. Moye  
General Counsel