



BOARD OF TRUSTEES MEETING
THURSDAY, NOVEMBER 21, 2019
5:30pm-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

BOARD OF TRUSTEES MEETING MINUTES

THE MEETING WAS CALLED TO ORDER AT 5:11 PM

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

ABSENT: Noha Aboelata, MD (Excused)

OPEN SESSION / ROLL CALL

A. MEDICAL STAFF REPORTS

- *AHS Medical Staff:* **M. Kelley Bullard, MD, Chief of Staff**
- *AH Medical Staff:* **Michael Ingegno, MD - SLH Leadership Committee Chair**
Joseph Marzouk, MD Chief of Staff

Dr. Hern, standing in for Dr. Bullard, reviewed the report on agenda packet page seven.

Dr. Ingegno gave a verbal recap of the recent San Leandro Hospital Committee meeting.

Dr. Marzouk reviewed the report on agenda packet page eight.

B. BOARD PRESIDENT REPORT

Joe DeVries, President

Trustee DeVries said that they had a meeting with Senator Bonta and discussed legislation around the seismic requirements and the health care needs on the island of Alameda. He reminded the Trustees that they were in a position of advocacy that could be beneficial.

C. CEO REPORT

Delvecchio Finley, Chief Executive Officer

Mr. Finley reviewed the report available here: <http://www.alamedahealthsystem.org/2019-meeting-agendas-and-minutes/>

D. COMMITTEE REPORTS

D1. Quality Professional Services Committee: October 24, 2019

Taft Bhuket, MD, Committee Chair

Trustee Bhuket provided a verbal report of the Quality Professional Services Committee meetings held on October 24, 2019. Documents from that meeting are available here: <http://www.alamedahealthsystem.org/2019-meeting-agendas-and-minutes/>.

D2. Audit and Compliance Committee: November 13, 2019

Ross Peterson, Committee Chair

Trustee Peterson provided a verbal report of the Finance Committee meeting held on November 13, 2019. Documents from that meeting are available here: <http://www.alamedahealthsystem.org/2019-meeting-agendas-and-minutes/>.

D3. Finance Committee: November 14, 2019

Louis Chicoine, Committee Chair

Trustee Chicoine provided a verbal report of the Finance Committee meeting held on November 14, 2019. Documents from that meeting are available here: <http://www.alamedahealthsystem.org/2019-meeting-agendas-and-minutes/>.

E. CONSENT AGENDA: ACTION

E1. Approval of the Minutes from the October 24, 2019 Board of Trustees Regular Meetings.

E2. Approval of Policies and Procedures.

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

AHS System

- X Catheter associated urinary tract infection (cauti) prevention for indwelling urinary catheters policy
- AHS sitter policy
- Antimicrobial stewardship policy
- System discharge medications policy
- Standards of nursing practice

E3. Approval of Contracts and Authorization for the CEO or His Delegate to Execute the Following Operating Contracts.

D3a. Agreement with Alameda Inpatient Medical Group, Inc. for provision of hospitalist services coverage at Alameda Hospital. The term of this proposed agreement shall be effective 12/01/2019 through 11/30/2020. The estimated impact of the proposed agreement is \$1,676,062.50.
Ghassan Jamaledine, MD, Chief Medical Officer

D3b. Agreement with RehabCare Group of California, LLC dba Kindred Hospital Rehabilitation Services for provision of inpatient rehabilitation management services at Fairmont Hospital. The term of this proposed agreement shall be effective 12/01/2019 through 06/30/2022. The estimated impact of the proposed agreement is \$2,812,993.00.
Luis Fonseca, Chief Operating Officer

E4. AHS and Alameda Hospital Medical Staff Competencies

M. Kelley Bullard, MD, AHS Chief of Staff

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

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

NAYS: None

ABSTENTION: None

END OF CONSENT AGENDA

F. ACTION/REPORT/DISCUSSION

F1. ACTION: Approval of the 2020 Board of Trustees Retreat Meeting Schedule *Joe DeVries, President*

Trustee DeVries suggested Retreats four times a year on Thursdays for 2020. They could arrive at 9am and meet for the day. Credentials and policies could be done in a short time during the meeting in lieu of a QPSC meeting.

Trustee Bhuket said the functions of credential and policy approval are done quickly. The other reports can be done some other way. He thought they could execute the QPSC business in 45 minutes to an hour.

Trustee Peterson said he had a conflict on Thursdays but would try to accommodate the schedule if that was what the Board wanted.

Trustee Hernandez suggested they start on Thursdays at 9am but then be available for a successive half day, in case they need it.

Trustee Bhuket and Trustee Banerjee discussed scheduling half day sessions on Saturdays, four times a year to for Trustees who had less flexibility with their week day schedules.

Trustee DeVries, asked if they wanted to do full days on Fridays and then Saturday mornings. He agreed that they needed connectivity, but quarterly was difficult.

Mr. Finley said there was a significant amount of staff time that went into preparing the materials. Preparing for Thursday regular meetings, plus a full day Friday, and a half day Saturday was a substantial challenge. He suggested, if they want four retreats, on retreat months, they consolidate the regular Board meetings into the retreats.

Trustee Hernandez requested retreat topics be focused around the core concerns, finance, patient experience quality, community engagement. They could still have a board meeting on Thursday, with time to approve the QPSC items, if they were efficient with time, they could hold the board meeting but go more in-depth into the four core areas.

Mr. Moyer said they should consult the Medical staffs prior to condensing QPSC. They QPSC meetings were an important component to their engagement with the Board. Trustee Bhuket said he calculated the Chief of Staff reports into his assumption of completing the meeting in 45 minutes to an hour.

Trustee Hernandez suggested they meet Thursday morning for retreats focused on strategic initiatives, then hold the Board meetings in the afternoons, four times a year. The meetings would run from 9 am to 5 or 6. They could keep Saturdays or Friday mornings an option if more time was needed.

Trustee Jensen disagreed with the need for four retreats in a year.

Trustee Banerjee, Bhuket, and Peterson agreed that they needed four meetings. Trustee Banerjee suggested they keep what they were doing and think about using the regular business meetings to do some strategic work as well.

Trustee Chicoine said that they should try two retreats in the next six months and then reevaluate. They also did a lot of work outside of Board meetings that needed to be considered.

Trustee Jensen said that later in the agenda they were going to talk about more engagement with legislative leaders, which is an added burden on time.

ACTION: A motion was made and seconded to schedule four all day retreats on Fridays, which would incorporate the QPSC and regular Board business, reserve half day Saturdays, with the understanding that they can be canceled. The regularly scheduled Thursday QPSC and Board meetings will not be held in the months with Retreats. The motion passed.

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

NAYS: None

ABSTENTION: None

F2. ACTION: Approval of Joint Resolution of Alameda Health System Board of Trustees and Alameda Health System Foundation Board of Directors Recognizing the Contributions of Bernard Tyson

Joe DeVries, President

ACTION: A motion was made and seconded to approve Agenda Item F2. The motion passed.

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

NAYS: None

ABSTENTION: None

F3. REPORT/DISCUSSION: Board of Trustees Annual Self-Evaluation

Joe DeVries, President

Mr. Moye reviewed the Self-Evaluation results.

Trustee Hernandez said that it was important to have consistent data to look at so they can evaluate why perceptions have changed and what actions they can take.

Trustee Chicoine said the survey probably didn't reflect the shift that has happened on the Board where they have asked staff and the Board to have a more outward facing perspective. He wanted to note the shift and how significant it had been.

Trustee DeVries mentioned the interest in more members to help handle the work. He wondered if the Board should go back to 11 members to help accomplish the tasks.

Trustee Peterson said that expanding would probably make sense. He said the Audit and Compliance committee was down to just two members.

F4. REPORT/DISCUSSION: Board Advocacy Strategy and Initiatives for 2020

Terry Lightfoot, Director, PACE

Mr. Lightfoot reviewed the presentation beginning on agenda packet page 98.

Trustee Jensen asked if AHS was a member of any non acute care organizations. Mr. Finley said there were entities tailored toward different subsets of our delivery system, such as CPCA. These organizations had evolved from representing hospitals to systems, so all of the organizations listed on page 103 were involved across the organization.

Trustee DeVries agreed that they could not take positions in elections or campaigns, but they could educate the public if a ballot measure was going to have an impact on AHS. Mr. Finley clarified that staff could leverage their individual agency to advocate for what they wanted, but the organization could not.

Trustee Chicoine asked for clarity around the idea that they could not endorse non-partisan issues. Mr. Finley said they might be able to, but they can't be engaged in political actions around them. Trustee Chicoine said that it was possible that Alameda County would have a bond measure related to homeless issues, and it would be in AHS's best interest to take a position. Mr. Finley said that they had taken positions before, but they cannot be involved in political activity using tax payer money.

Trustee Hernandez asked about the effort to have health in all policy. She said they may not be able to suggest policy, but they should be able to comment on the effects it could have on the organization. Mr. Finley agreed and said that was within their purview.

Trustee Jensen said that in her experience, the people on the Board were often regarded highly by the legislators.

Trustee Chicoine said that it was relational. For example, he knew people in office or running for office in District One as he lived and worked there. He said using their professions, interests, and contacts was powerful. He added that it was also important to acknowledge that they had responsibilities as Trustees when representing themselves outside of the organization.

Trustee Hernandez said this almost got to what they would put on their social media feeds. They needed guidance on a policy about what to do with those venues if they were being asked to manage their personal responses. Mr. Moye said there was a section of the Policies and Procedures that addresses this. They needed to look at that and determine if it needed to be expanded.

Trustee Chicoine recommended the Executive Committee have a meeting and discuss and return with a recommendation. Trustee DeVries said they could also add it to an agenda, but he was confident in the ability of Trustees to manage their responses. He said they could add it to the next retreat agenda.

Trustee DeVries said he wanted to help secure more funding streams for the system at the local and federal levels. He said they needed to keep working with the legislators and if they could get two or three key legislative wins each year that could improve the money stream for the organization it would be a win. They needed staff to inform them what legislation falls into this category and perhaps they could suggest legislation.

Trustee Chicoine added that not being directly governed by the county should not prohibit advocacy goals with the State as it was a common interest.

Trustee Banerjee said that the Board could have its own priority for the year regarding areas they could engage in, the retreat would be a good time to set a focus as the Board.

Trustee DeVries said that Trustee Hernandez suggested they have quality of patient care/experience, financial forecast, strategic plan, and workforce provider relations as retreat topics.

Trustee Jensen asked if Trustees of other organizations often went to Sacramento or Washington to advocate. Mr. Lightfoot said it was typically staff because most of the time they were not engaging with elected officials directly and the staff they met with often rotated. He said the best way for the Trustees to engage with elected officials was locally. Mr. Finley said that The Hill visits were combined with meetings of the hosting association. It was typically representatives from multiple organizations meeting with staff as part of the overall meeting. Trustee Jensen spoke of state level issues such as the seismic requirements, she wanted to know more about that. She also wanted to know if there were opportunities to support AHS activities on the State and Federal level.

F5. REPORT/DISCUSSION: Update on CalAIM

Delvecchio Finley, Chief Executive Officer

Tangerine Brigham, Chief Administrative Officer – Population Health

Ms. Brigham discussed the presentation beginning on agenda packet page 111.

Trustee Banerjee asked how the public stakeholder input between now and February would look like. Ms. Brigham said the State developed a process, solicited members. The meetings were not public. But there as a conference line. The State would issue and document changes based on feedback from the stakeholders.

Trustee Chicoine asked what a realistic expectation was for the Board of Trustees on getting a financial analysis of the impact of the program. Ms. Brigham said initial impact wouldn't come until February as much of it would come from the Governor's budget. After that there would be a series of road trips by representatives who would do a significant amount of broad stroked fiscal analysis. AHS would also complete their own analysis.

Trustee Chicoine said that best practice counties who were succeeding at housing the homeless permanently, were weaving this type of funding creatively. AHS should be involved in advocacy to make sure the system creates a pipeline towards permanency.

G. STAFF REPORTS (Written)

G1. Chief Financial Officer Report: September 2019 Financial Report

Kimberly Miranda, Chief Financial Officer

G2. Chief Operating Officer Report: September 2019 Operations Report

Luis Fonseca, Chief Operating Officer

G3. Status of the Acute Rehabilitation Unit Relocation and Licensing of San Leandro Hospital

M. D. Moye, General Counsel

G4. Update on the Health Care for the Homeless Center Co-Applicant Board
Alexander Pena, Associate General Counsel

G5. Public Affairs and Community Engagement Report
Terry Lightfoot, Director, Public Affairs and Community Engagement

PUBLIC COMMENT: Non-Agenda Items

Kenneth Zhou spoke regarding Crisis Support Services of Alameda County and the opportunity to partner with AHS to provide support to patients at high risk of suicide after discharge.

Tracie Reames, respiratory therapist at Alameda Hospital, spoke regarding a challenging bargaining session that she said was adversarial.

Doug Jones, SEIU, spoke regarding partnering with labor organizations to advocate for needed legislation and labor negotiations.

(General Counsel Announcement as to Purpose of Closed Session)

CLOSED SESSION

1. Public Employee Performance Evaluation

[Government Code Section 54957(b)]

Title: Chief Executive Officer

2. Labor Negotiations

Tony Redmond, Chief Human Resources Officer

[Government Code Section 54957.6(a)]

- Three Matters

(Reconvene to Open Session)

OPEN SESSION

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: 9:15PM

This is to certify that the foregoing is a true and correct copy of the minutes of the regular meeting of November 21, 2019 as approved by the Board of Trustees on January 23, 2020.


Ronna Jojola Gonsalves
Clerk of the Board

APPROVED AS TO FORM:

Reviewed by: _____


M.D. Moye
General Counsel