



BOARD OF TRUSTEES REGULAR MEETING

WEDNESDAY, MARCH 10, 2021

5:30pm to 8:30pm

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

Jeniffer Esteen, Secretary/Treasurer

Kinkini Banerjee Luisa Blue

Jeanette Dong Alan E. Fox

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, Taft Bhuket, MD, Luisa Blue, Jeanette Dong, Jennifer Esteen, Alan E. Fox, Tracy Jensen, Sblend A. Sblendorio

ABSENT: None

PUBLIC COMMENT: Non-Agenda Items

None

OPEN SESSION

A. Executive Officers Report

A1. Article. Top Boards Do These Four Things Differently. HBR, Feb 2020

Taft Bhuket, MD, President

Tracy Jensen, Vice-President

Jennifer Esteen, Secretary/Treasurer

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

Trustee Banerjee said continuous learning, board development for a public board was a community benefit.

Trustee Dong said that said it was a great article as they move into their retreat in April. It provided a framework for them to look at themselves to see what might apply. The vision and the strategy were important points.

Trustee Fox said that to the extent that the Board might not be spending time on forward looking issues and strategic issues as the article suggested, they could rely more on the committees to get more involved in the oversight, financial audit and quality issues that the Board must monitor.

Trustee Jensen appreciated the sharing of issues that came up in the acute care clinical setting. It was important to understand how the pandemic was affecting everyone at all the sites. She discussed an article she read about how the management of COVID and how treatments and clinical support needs of patients had changed with the pandemic given the increased workload of managing of COVID positive patients.

Mawata Kamara, spoke as a member of the public, said they reached a tentative agreement in the nursing contract at San Leandro Hospital.

B. CEO Report

James E.T. Jackson, Interim Chief Executive Officer

Mr. Jackson discussed the report available here: <http://www.alamedahealthsystem.org/2021-meeting-agendas-and-minutes/>

Trustee Jensen discussed Board and Committee transparency and the importance of addressing the comments of the public and the Trustees.

Trustee Esteen said that the improvements they were seeing was in direct correlation to change in leadership.

Trustee Banerjee said these were still very tough times but the shift in ethos of the Leadership team was showing results. It was disheartening to hear from the nurses that the last few years had been absolutely excruciating but to see the resolution was terrific.

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, MD (Chief of Medical Staff)

Dr. Williams spoke regarding the report on agenda packet page 28. She spoke to the items on her rank list, transparency and trust, accountability. The Med Staff had tried to figure out how to address concerns the providers had regarding whether the SCORE survey was anonymous or not and how the feedback would be implemented. She said they had a town hall for the Medical Staff earlier in the week and the leadership team participated and answered questions regarding the survey allowing the med staff to ask questions

anonymously. She wanted to see a larger portion of the Med staff participate in the town halls. In terms of accountability they had struggled with tracking professionalism behavior, they'd joined efforts with the Quality team to find a good approach.

Trustee Esteen asked how many people attended the town hall and how many people were on the Medical Staff. Dr. Williams said about 50 people attended the town hall. Trustee Bhuket thought the med staff typically had about 700 members, which included staff members who did not work at AHS full time.

Trustee Banerjee asked what the cadence of the town halls were. Dr. Williams said they were currently once a month.

Trustee Bhuket said that at the previous meeting Dr. Williams said her priorities were trust, accountability, and communication. Dr. Williams said those were still her priorities.

Dr. Afzali said the San Leandro Leadership Committee met on March 2. He spoke about the priority to bring a focus back to Sepsis recognition and management. They had a root cause analysis that focused on updating AHS protocols regarding central line placement. They also focused on respiratory standards of care. His top areas of concern were the same as the previous month, staffing, equipment, and subspecialty consults at San Leandro Hospital.

Trustee Dong asked about the lack of a social worker/case manager. Dr. Afzali said they were shared with the inpatient, but not one dedicated to the Emergency Room. Trustee Dong asked if it was difficult to comply with SB1152 without a social worker. Dr. Afzali said they had to board them in ED until someone got around to them which could be awhile. Mr. Fratzke said he would follow up regarding the concern.

Dr. Pyun said her list of concerns were access to subspecialists. Cardiology was working well. They used tele cardiology on weekends with notes, which worked well. Tele neurology has sometimes worked well, they were working out some of the issues. She spoke regarding Just Culture. It was hard to point out mistakes, but this was important to keep doing. She spoke about the transfer process, it had improved. The center was not open in the evenings or weekends, and that was difficult. Transfers were slow from the Highland ED to their facility. It was easier for them to accommodate the transfer during the daytime when their staffing levels were higher.

Trustee Jensen asked for a presentation at a future Board meeting regarding the Transfer Center. Trustee Bhuket suggested the item be added to QPSC then it could migrate up to the full Board if needed.

Trustee Banerjee said that she'd like to hear more instances of where they might anticipate transfers.

D. COMMITTEE REPORTS

Trustee Jensen said, regarding the roster, that the Alameda Health Care District/Alameda Health System Committee was formed. Trustee Bhuket said he would work with her to determine current membership.

D1. Quality Professional Services Committee: February 24, 2021

Taft Bhuket, MD, Committee Chair

Trustee Bhuket discussed the Quality Professional Services Committee held on February 24, 2021. Materials from the meeting are available here:

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

D2. Finance Committee: March 3, 2021

Jennifer Esteen, Committee Chair

Trustee Esteen discussed the report beginning on agenda packet page 34. Finance Committee materials from the meeting are available here:

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

D3. Audit and Compliance Committee: February 17, 2021

Alan E. Fox, Committee Chair

Trustee Fox discussed the Audit and Compliance Committee held on February 17, 2021.

Materials from the meeting are available here: <http://www.alamedahealthsystem.org/2021-meeting-agendas-and-minutes/>

Trustee Jensen said the 340B issue had been ongoing for a long time. She discussed benchmarking the process and figuring out how to proceed going forward.

Trustee Sblendorio said he had the impression FTEs were manually reviewing the charges. He wondered why the audit process for 340Bs couldn't be automated. Ms. Miranda said there were two different issues. The modifier that had been missing was an ongoing issue. Holding fee for service Medi-Cal claims for 340b drugs was an issue because they were required to charge the drugs at the acquisition price rather than the marked-up price others would get. They were not aware of that regulation until the State noticed them.

Trustee Banerjee asked about a staff 340B oversight committee. Ms. Miranda said there was one, but they'd have to look into who was serving on it.

D4. AHS Governance Evaluation Ad Hoc Committee: February 23, 2021

Jeannette Dong, Committee Chair

Trustee Dong discussed the AHS Governance Evaluation Ad Hoc Committee held on February 23, 2021. Materials from the meeting are available here:

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

Trustee Esteen resigned from the Committee.

D5. Interim CEO Recruitment/Onboarding Ad Hoc Committee Update

Kinkini Banerjee, Committee Chair

Trustee Banerjee discussed the CEO Recruitment/Onboarding Ad Hoc Committee ongoing work. She said the Committee did not meet in February as the CEO was only in his second

week. They would work with the various sites to get an idea of the scope of issues they would be working on. She reiterated that Mr. Jackson has the full support of the Board to make any changes needed and to create a culture of trust. They were planning to meet with him in April to define the goals and plans and to create a performance action plan. They would work on creating a roadmap for the search for the regular CEO once they had direction on the governance structure from the County.

E. CONSENT AGENDA: ACTION

E1.Approval of the Minutes from the February 10, 2021 Board of Trustees Meetings

E2.Approval of Policies and Procedures.

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

AHS System – February CPC and MEC Approvals

- COVID-19 Vaccine Policy (AHS)
- Debt Collection Practices and Collection Agency Management (AHS)
- Hospital Financial Assistance and Charity Care (AHS) and Attachments
- Prevention of Unplanned Retained Items (AHS)
- Resident Supervision Policy (AHS)

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

E3.Updated Education Competencies

Irina V. Williams, M.D., Alameda Health System Chief of Staff

Catherine Pyun, D.O., Alameda Hospital Chief of Staff

E4.Approval of Contracts

The Finance Committee recommends approval of the Contract listed below.

- E4a. Agreement with Abbott Laboratories, Inc for laboratory equipment service and maintenance and purchase of consumables and reagents. The term of the Agreement shall be from April 1, 2021 through March 31, 2028. The estimated impact of the proposed amendment is \$12,519,759.00.**

Mark Fratzke, Interim Chief Operating Officer

Marg Cruz, speaking as a member of the public, liked working with Abbott Laboratories but felt they needed a weekend contract and more training.

Jonathan, speaking as a member of the public, liked working with Abbott Laboratories but was concerned that there was no weekend contract for the San Leandro lab.

Gabriel Argamosa, speaking as a member of the public, said they needed weekend and after 5pm support.

Trustee Jensen pulled the COVID-19 Vaccine Policy (AHS) for discussion.

Trustee Esteen pulled E4, the Abbott Laboratories Contract for discussion.

Trustee Jensen moved and Trustee Banerjee seconded to approve the Consent Agenda without the COVID-19 Vaccine Policy (AHS) and Abbott Lab.

ACTION: A motion was made and seconded to approve the Consent Agenda without the without the COVID-19 Vaccine Policy (AHS) and without the Abbott Laboratories Agreement. A roll call vote was taken, and the motion passed.

AYES: Trustees Banerjee, Bhuket, Blue, Dong, Esteen, Fox, Jensen, Sblendorio

NAYS: None

ABSTENTION: None

Trustee Jensen asked, regarding the COVID-19 Vaccine Policy (AHS), if they were doing any administration of the vaccine at AHS. Dr. Swift said they were, and they would be updated later in the meeting.

Trustee Sblendorio moved and Trustee Jensen seconded to approve the COVID-19 Vaccine Policy (AHS).

ACTION: A motion was made and seconded to approve the COVID-19 Vaccine Policy (AHS). A roll call vote was taken, and the motion passed.

AYES: Trustees Banerjee, Bhuket, Blue, Dong, Esteen, Fox, Jensen, Sblendorio

NAYS: None

ABSTENTION: None

Dr. Ng said, regarding the Abbott Lab contract, she heard that they want more training and for the contract to cover 24-hour service. She said they could arrange for regular maintenance training for the team. Increased service was not included in the contract because they had back up instruments and other devices and laboratories that could be used. 24 hour and weekend coverage was very expensive. She said the instruments were very reliable with a flawless performance since 2016.

Trustee Esteen asked if it was possible to find out what the experience was when the machines went down at San Leandro. Dr. Ng said the equipment had not gone down since they went live. Trustee Esteen asked the public speakers to explain their experience. Jonathan said their experience with that there had a been a glitch with one of the machines, but it was quickly fixed. If they had weekend service, they could ask for help if the machine broke down. Sending it to another hospital required more time. He spoke again about getting additional training in maintenance. Mr. Fratzke said there was much redundancy. The bigger issue was the education. Feuy Saechao said the Abbott system had redundant troubleshooting measures.

Trustee Esteen moved, Trustee Fox seconded to approve the Abbott Laboratories Agreement.

ACTION: A motion was made and seconded to approve the Abbott Laboratories Agreement. A roll call vote was taken, and the motion passed.

AYES: Trustees Banerjee, Bhuket, Blue, Dong, Esteen, Fox, Jensen, Sblendorio

NAYS: None

ABSTENTION: None

END OF CONSENT AGENDA

F. DISCUSSION

F1.DISCUSSION: Alameda Alliance Update

Scott Coffin, Chief Executive Officer Alameda Alliance

Mr. Coffin reviewed the report beginning on agenda packet page 175.

Trustee Fox asked what percentage of Alameda County managed Medi-Cal members were their share versus the Blue Cross share. Mr. Coffin said there were about 330,000 individuals eligible and enrolled in Medi-Cal Managed Care. Alameda Alliance had about 80%.

Trustee Banerjee asked if in the potential integration Medicare Medi-Cal would have possibilities for expanding Behavioral Health for the most vulnerable population. Mr. Coffin said they'd been talking with HCSA for years about where and how to integrate because the mental health benefits delivery had been a challenge for everyone. Integrating the services was a goal.

Trustee Banerjee said that any governance plan would involve better integration. She asked if an allocation of patients through the Alliance came to AHS, if there were plans to be more coordinated, and how they could maximize services. Mr. Coffin said regarding increasing utilization for those who are assigned to AHS they had been in talks to look at the data to turn it into access to increase utilization. They wanted to get more people into the primary care centers for wellness checks.

Trustee Dong asked what the strategic plan was for Alameda Alliance. Mr. Coffin said they were developing their strategic plan for the next two to five years. Their mission was focused on serving Alameda County residents. He offered to come back to share the plan once it was in place.

Trustee Sblendorio asked if all the members were residents of the County. Mr. Coffin said a small percent were not. Trustee Sblendorio confirmed that the Alliance provided health care for about a sixth of the County. Trustee Sblendorio asked if there were comparisons in other Counties. Mr. Coffin said there were many, he could forward some material.

Trustee Bhuket asked what the easy wins were for improving the relationship between AHS and Alameda Alliance. Mr. Coffin said they worked hard to turn around claims quickly and pay accurately. Discharge planning, case management solutions was a place where they could work together. Regulatory compliance oversight was important and there were

opportunities for the organizations to collaborate. They could work on quality improvement as well.

Trustee Bhuket asked if they knew who the AHS counterpart for claims collections was. Mr. Coffin said the contacts in both organizations were already talking. They had an active and positive partnership.

Trustee Fox asked if the per member/per month pay basis was for both inpatient and outpatient services. Mr. Coffin said it was for primary care services at the health centers. They paid on a service basis for inpatient and other outpatient services. Trustee Fox confirmed that meant that the hospitals were not at risk for capitation on the inpatient side, the physicians were capitated not the hospitals. Mr. Coffin said that Alliance carried that risk on the inpatient, outpatient, as well as pharmacy and other services.

Mr. Jackson said that he and Mr. Coffin had their first joint operational meeting earlier that day. They were going to create a matrix of what the committees were and who the point person was.

F2.DISCUSSION: COVID-19 UPDATE

Ghassan Jamaledine, MD

Dr. Jamaledine said that the following day, March 11, marked the one-year anniversary of when the World Health Organization marked COVID-19 as a pandemic. As of the end of 2020 more than 83 million Americans were having trouble meeting bills or buying food. By January 2021 30-40 million Americans were at risk of eviction because they could not make their rent payment. This crisis hit women and People of Color the hardest because they tended to work in face to face jobs which did not translate to remote work and the loss of childcare drove women out of the work force. He said they had to ask with structural racism and their health care system, how they would move forward.

Dr. Swift reviewed the report beginning on agenda packet page 175.

Trustee Bhuket said that Santa Clara refused Blue Shield's vaccination program. He asked Dr. Swift to comment on that and how it impacted AHS. Dr. Swift said they were evaluating the contracting opportunity with Blue Shield. They were also looking to their partners at the HCSA to see how they were going to move forward. She thought some of the issues Santa Clara were trying to cover were different than AHS's concerns. She said they would be required to use My Turn for reporting and potentially scheduling. They needed to explore what that meant particularly given the digital divide.

Trustee Banerjee said there were also concerns with having a private company have so much patient data and how it would be used. Trustee Bhuket said it was a complex subject. The AHS Population Health team in coordination with the County partners would examine the problem in detail.

Trustee Esteen asked if there would be a way out of the program if they did enter into it. Dr. Swift said she wasn't sure. The purpose of the program was to set up a network for vaccine distribution. If that was how they were going to be distributed and AHS tried to get out of it

they'd have to figure out another way to get the vaccines. Dr. Jamaledine said there would be investment in building the communication between My Turn and the AHS systems. This would create competition in the public for AHS vaccination facilities if the public had access to My Turn.

F3.DISCUSSION: Board Performance, Article, Appraising Boardroom Performance.
HBR, 1998
Taft Bhuket, MD

Trustee Bhuket read from the bylaws about how the Board was supposed to do an annual self-review. The Governance Institute had an instrument that might be useful.

G. STAFF REPORTS (Written)

G1. Chief Financial Officer Report: January 2021 Financial Reports
Kimberly Miranda, Chief Financial Officer

G2. Chief Operating Officer Report: January 2021 Operations Report, Ambulatory
Mark Fratzke, Interim Chief Operating Officer

G3. FY22 Budget Goals and Guiding Principles
Kimberly Miranda, Chief Financial Officer

G4. Strategic Initiatives Update
Kimberly Miranda, Chief Financial Officer

G5. Supplemental Fund Descriptions
Kimberly Miranda, Chief Financial Officer

Mr. Moye announced that the Board of Trustees were adjourning into Closed Session to discuss the agenda items per the applicable Government Codes.

CLOSED SESSION

1. Conference with Legal Counsel – Existing and Potential Litigation

[Government Code Section 54957.9]

M. D. Moye, General Counsel

AHS v. ACERA et al.

AHA Certification Program

2. Labor Negotiation

[Government Code Section 54957(b)] (2 matters)

Stacey Cue, IEDA

Keith Fleming, IEDA

Lorna Jones, AHS

- SEIU
- CNA

3. Public Employee Performance Evaluation

[Government Code Section 54957(b)]

Title: Chief Executive Officer

Trustee Bhuket announced that no disclosable action was taken in Closed Session.

TRUSTEE COMMENTS: None

ADJOURNMENT: 10:42 pm

This is to certify that the foregoing is a true and correct copy of the minutes of the meeting of March 10, 2021 as approved by the Board of Trustees on April 14, 2021.

Ronna Jojola-Gonsalves

Ronna Jojola-Gonsalves (Apr 28, 2021 10:56 PDT)

Ronna Jojola Gonsalves

Clerk of the Board

APPROVED AS TO FORM:

Reviewed by: M. D. Moye
M. D. Moye (Apr 27, 2021 12:03 PDT)
M.D. Moye
General Counsel