



BOARD OF TRUSTEES REGULAR MEETING

WEDNESDAY, APRIL 14, 2021

5:30pm to 9:30pm

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 5:37 pm

ROLL CALL WAS TAKEN AND THE FOLLOWING TRUSTEES WERE PRESENT: Kinkini Banerjee, Taft Bhuket, MD, Luisa Blue, Jeanette Dong (arrived at 6:55pm), Jennifer Esteen, Alan E. Fox, Tracy Jensen, Sblend A. Sblendorio

ABSENT: None

PUBLIC COMMENT: Non-Agenda Items

Mike Aranguren, Interpreter Services, discussed egregious working conditions in his department. He said that management had berated staff and made them cry and he requested management changes.

Syed Dabeer, Interpreter Services, spoke regarding a letter the department staff sent to the CEO and COO regarding the working conditions and potential budget reductions. He said they had not yet received a response and spoke regarding an encounter he had with Steve Jobs who thought about creation rather than budget savings. He believed they could save the company \$250K, but the CEO and COO needed to respond to the letter.

Antonio La Greca, Interpreter Services, said that in 2019 the previous AHS administration assigned a vice president who appointed their director. Both appointments were a financial waste at more than \$500K a year. The department had been efficiently led by the same

manager for over 15 years. Since the management changed, they had been subject to micro-management. He said they object to the daily meetings they must participate in.

Julie Corral, Interpreter Services, said that the moral was lower than before because of their current managers. Their previous manager made less money than the current director and managed more people. The current director laid off employees and wanted to lay off more, but the manager would not allow it.

Benjamin Pineda, Interpreter Services, said they were stressed out, afraid to speak up, and were humiliated, and disrespected. About 15 years ago, the same thing happened. They needed help.

Nai Saeterun, Interpreter Services, said they were concerned about what was happening with their patients. She brought concerns to her director and was responded to in a disrespectful way. She did not feel safe to speak up anymore.

Gerardo Jeronimo Lorenzo, Interpreter Services, said he'd never seen his colleagues so humiliated. None of the promises had been followed through on. Their director did not understand what the interpreters had to deal with. Decisions were based on metrics and data that had nothing to do with making sound decisions.

Sheleka Carter, AHS SEIU 1021 Chapter Secretary, supported the members who spoke out against their director. They were trying to build transparent and healthy relationships. They have been hearing a lot of campus and system wide issues including a culture of retaliation and racial discrimination. She forwarded letters to the Board from the members.

Alison Austin, VP Nursing RN Chapter, discussed the hostile work environment. Two department leaders of Interpreter Services and Radiology, were bullies, micro managers, and did not possess the appropriate clinical back grounds. Many members have resigned or been inappropriately discharged from their positions as a result.

Felix Thompson, 1021 Shop Steward, discussed the hostile work environment with the two department leaders of Interpreter Services and Radiology. She hoped the new leadership would help build an environment of trust.

Susan Sandoval said she stood with the interpreters and bad management created bad turnover and unsatisfying staff. She hoped that a mean boss would change her ways and things would improve.

Marta Nee, Interpreter Services, said that two meetings a week was too much. She did not feel good with the manager and asked for help.

Elvia Jimenez, Interpreter Services, said moral was down as the manager directed anger at the workers.

Andriena Orey said that she had seen racial bullying, she had been retaliated against, and terminated.

OPEN SESSION

A. Executive Officers Report

A1. Article. Successful Strategic Planning: The Board’s Role. Center for Healthcare Governance, 2009
Taft Bhuket, MD, President
Tracy Jensen, Vice-President
Jennifer Esteen, Secretary/Treasurer

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

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/>.

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. Pyun spoke regarding the report on agenda packet page 45.

Trustee Bhuket asked for Dr. Pyun's rank list of concerns. He asked for her to comment on her concerns about subspecialists. She said that telemedicine had helped access in areas like cardiology. She would prefer an in-house neurologist, but tele neurology was important. Regarding her second concern, support and fostering a just culture, she said they did not want to see a toxic culture. She wanted leadership to foster a place where physicians could be educated and nurtured. She said the way peer review was done was sometimes punitive instead of educational. She felt the transfer process was still an issue as Highland still had times when they did not have space for transfers.

Dr. Afzali said subspecialty care came up at the Leadership Committee meeting. San Leandro Hospital's volume had been low. They needed patients. Highland tended to have not enough beds, while there were open beds at San Leandro. There was a way to fix that, they just needed to figure it out. EPIC could help identify potential transfers. Subspecialists were stretched thin covering all of the sites. He said they had a nurse educator for the first time in several years. The ED tele monitors, an issue brought up at the previous meeting, contract had been signed and the new equipment should arrive soon. He said that consults and transfers affected patient care deeply and was an important issue to resolve soon and was the top of his list of concerns.

Dr. Williams spoke regarding the report on agenda packet page 44. Trustee Bhuket asked what she felt the parameters for improvement would be with the issues of trust and communication. She said her assessment was based on the feedback of the Medical Staff

members. She'd have to bring back some measurable parameters. Trustee Bhuket asked why she felt she had to put those at the top of her list. She said historical events affected the perception of trust and communication. In terms of the measurability she thought they could use the SCORE survey.

D. COMMITTEE REPORTS

D1. Quality Professional Services Committee: March 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: April 7, 2021

Jennifer Esteen, Committee Chair

Trustee Esteen discussed the Finance Committee held on April 7, 2021. Materials from the meeting are available here: <http://www.alamedahealthsystem.org/2021-meeting-agendas-and-minutes/> Trustee Esteen submitted a report during the meeting. That report is available here: <http://www.alamedahealthsystem.org/2021-meeting-agendas-and-minutes/>

Trustee Dong arrived at 6:55pm

Nato Greene, SEIU 1021, provided public comment regarding the recently ratified contract. He said that positive affect on the clinic budgets from the availability of tele health and the concerns about possible State policy mentioned by Trustee Esteen. He requested that someone contact him to make sure that SEIU and AHS were aligned and working together on State policy around tele health.

D3. Interim CEO Recruitment/Onboarding Ad Hoc Committee Update

Kinkini Banerjee, Committee Chair

Trustee Banerjee said the Committee worked with the CEO and COO to update the CEO job description. They also created an instrument to help assess the interim CEO's performance at the three-month mark. The survey act as a self-assessment as well as a tool to receive feedback from internal and external partners. They believed it was a good 360 of stakeholders. The survey was launched on June 7 and the deadline for responses was April 20th.

E. CONSENT AGENDA: ACTION

Trustee Bhuket announced that staff pulled agenda item E3, "Adopt a Resolution Approving the Alameda County Behavioral Health Care Services Agency Contract Signature Authorization Form" to be heard at a later date. This item would not be voted on at this meeting.

E1.Approval of the Minutes from the March 10, 2021 Board of Trustees Meeting

E2.Approval of Policies and Procedures.

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

AHS System – March CPC and MEC Approvals

- Acceptable Use of Information Systems Policy
- Medications - Ordering and Prescribing (AHS)
- Notices of Non-Coverage and End of Medical Necessity (AHS)

E3.Adopt a Resolution approving the Alameda County Behavioral Health Care Services Agency Contract Signature Authorization Form

E4.Approval of Contracts

The Finance Committee recommends approval of the Contract listed below.

E4a. Agreement with The Regents of the University of California on behalf of the University of California, San Francisco, Department of Neurological Surgery for provision of neurological surgery services. The term of the Agreement shall be from July 1, 2021 through June 30, 2024. The estimated impact of the proposed agreement is \$5,592,499.50.

Ghassan Jamaledine, Chief Medical Officer

Trustee Fox moved, Trustee Sblendorio seconded to approve the consent agenda.

ACTION: A motion was made and seconded to approve the Consent Agenda without agenda item E3, “Adopt a Resolution approving the Alameda County Behavioral Health Care Services Agency Contract Signature Authorization Form.” A roll call vote was taken, and the motion passed.

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

NAYS: None

ABSTENTION: None

F. ACTION/DISCUSSION

F1. Introduction to Supplemental Funding

John Minot, Director of Policy for the California Association of Public Hospitals

Mr. Minot discussed the report beginning on agenda packet page 115.

Trustee Fox said that the fact that the payments were supplemental to the regular reimbursement that the hospitals received for seeing patients, indicated to him that Medi-Cal reimbursement, whether on a fee for service basis from the State or from managed care plans, that reimbursement itself covered between 50 and 70% of the cost

of providing the service. Mr. Minot said that depended on the system, but he thought it was more on the lower end. Trustee Fox asked if the supplemental payments averaged out to around 70% of the cost of the service, was that what the hospitals got when they added the supplemental payments to the regular reimbursement or was that 70% in addition to the regular reimbursement. Mr. Minot said that 70% was more of a hypothetical. If everything was self-financed and there was no State money involved, but the total amounts were cost, what would the net reimbursement be. It was not an assessment of where they were at the time.

Trustee Dong asked if he saw expansion or constriction in any of the supplemental funding fields. Mr. Minot said it depended on what vehicles they were. Some went over five years, and some depended on annual renewals. Much of it depended on current political climate as well as the policy goals of CMS, which were not always identical to the White House. His presentation at the upcoming meeting would have more details.

Trustee Esteen said the moving of money up to the Feds then back down to the State with reimbursements that could not have profits it felt like the goal was to squeeze public health systems. It was the legal duty to provide these services even as many hospitals were being shut down because they could not pay the bills. She asked how they could maneuver correctly to get the right amount of reimbursements. Mr. Minot said ultimately there was a political aspect to the funding. There were major cuts in recession years and not a lot of reinvestment in good years. There were some practical things they could discuss about what activities they could engage in to make it easier to earn the supplemental funds and justify down the road. He discussed the need to demonstrate value to those above in the chain.

Trustee Sblendorio requested to hear more about where he thought it would go and how AHS could take advantage of that. Mr. Minot said they'd been talking for a long time about paying for value rather than for service. They've made pay for performance programs permanent. They'd have to show not just clinical quality but excellence in care measured in other ways such as specialty care and access. He said that the conversations around strategic plans tended to focus on how much the plans were adapted to, such as primary care, specialty care, not just hospital care, and how much could theoretically be done.

Trustee Fox asked for a report about other county systems who were doing a better job than AHS.

Trustee Esteen said AHS had excellent leadership, but they were talking about spending tens of millions in capital expenditures, and that was huge. It was unrealistic to expect them to hit all these matrices, without being able to fully invest in the system infrastructure in meaningful ways. She asked how they could make the system the most excellent in order to secure these hard to get dollars from the government when we need the dollars to buy best care to get the dollars. Mr. Minot agreed that the task was nearly impossible.

Trustee Bhuket said that with regards to Medi-Cal, self-financing is a structural loser with regard to payments. AHS was a self-financing organization. The thin opportunity

to leverage that delta was through one of the three vehicles discussed: 1115 Waivers, Managed Care Supplementals, or State plan for Medicaid. The focus needed to be considered. Mr. Minot said for the purposes of the Board of Trustees working with the AHS budget, it was about the three vehicles. In addition, there was direct State investments and other financial improvements which were not going through the vehicles.

F2. Status of the FY22 Budget

*Jennifer Esteen, Finance Committee Chair
Kim Miranda, Chief Financial Officer*

Ms. Miranda discussed the report beginning on agenda packet page 127.

Trustee Esteen said that they worked in a system with a billion-dollar budget and they were struggling with the supplemental program. They were doing their best and with the good leadership in place they could get there.

F3. April 30, 2021 Board Retreat Preparation and Planning

Taft Bhuket, MD, President

Trustee Bhuket reviewed potential discussion items for the upcoming Board Retreat.

Trustee Jensen asked about the Alameda Hospital discussion planned at the Retreat. She said the conversation was timely. The Alameda Health Care District Board had been discussing their relationship with the new AHS Board and leadership and how they could support Alameda Hospital. Some new Board members may not know about the JPA and it was important for them to discuss the State's 2030 seismic update requirements. She requested that they include discussion of reforming the Alameda Hospital Seismic Committee to address and advocate regarding the seismic requirements.

Trustee Bhuket suggested Trustee Jensen, Deb Stebbins, James Jackson, and Mark Fratzke for the Committee, but deferred to Mr. Jackson's preference and asked Trustee Jensen to work with him.

Trustee Blue asked if a finance report from each hospital would be presented. Trustee Esteen said that was part of the WIPFLI report. Ms. Miranda said that in the next fiscal year she'd start reporting by entity.

Trustee Jensen said it would be helpful to see the WIPFLI report as they were developing the Alameda Hospital agenda item.

F4. Process Discussion Regarding Board of Trustees Appointment of a Member of the EBMG Board

Taft Bhuket, MD, President

Trustee Bhuket discussed the Bylaws for EBMG as they described the requirement for AHS Board of Trustees to appoint a director. He said they'd probably set up an ad hoc committee.

Trustee Esteen asked what the bylaws meant by "interested person". Mr. Moye said it could be a community member or a doctor on staff at AHS. The conflict would be an interest in EBMG, not in the organization itself.

G. STAFF REPORTS (Written)

G1. Chief Financial Officer Report: February 2021 Financial Reports

Kimberly Miranda, Chief Financial Officer

G2. Chief Operating Officer Report: February 2021 Operations Report, Acute Care and JGP

Mark Fratzke, Interim Chief Operating Officer

G3. FY22 Budget Update

Kimberly Miranda, Chief Financial Officer

G4. Medical Managed Care – County Organized Health System (COHS)

Tangerine Brigham, Chief Administrative Officer, Population Health

Mr. Azizi 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 – Trade Secrets

[Government Code Section 54957.9]

M. D. Moye, General Counsel

2. Conference with Legal Counsel – Existing Litigation

[Government Code Section 54957.9]

M. D. Moye, General Counsel

AHS v. ACERA et al.

AHA Certification Program

3. Labor Negotiation

[Government Code Section 54957(b)]

Stacey Cue, IEDA

Keith Fleming, IEDA

Lorna Jones, AHS

- SEIU
- UHW
- ACMEA
- ILWU

4. 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: 10:43 pm

This is to certify that the foregoing is a true and correct copy of the minutes of the meeting of April 14, 2021 as approved by the Board of Trustees on May 12, 2021.

Ronna Jojola-Gonsalves

Ronna Jojola Gonsalves
Clerk of the Board

APPROVED AS TO FORM:

Reviewed by: *shakib azizi*
[shakib azizi \(Oct 4, 2021 15:29 PDT\)](#)
Ahmad Azizi, Interim General Counsel









2021-04-14 BOT Meeting Minutes FINAL APPROVED

Final Audit Report

2021-10-05

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